FIDELITY BANK PLC

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

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BOARD OF DIRECTORS, OFFICERS AND PROFESSIONAL ADVISORS

Directors

1	Mrs. Amaka Onwughalu (Chairman)
2	Engr. Henry Obih (Independent Non-Executive Director)
3	Chief Nelson C. Nweke (Non-Executive Director)
4	Ms. Obiaku Okam (Non-Executive Director)
5	Mr. Chinedu Okeke (Non-Executive Director)
6	Mrs. Ronke Bammeke (Independent Non-Executive Director)
7	Alhaji Abdullahi Mohammed (Independent Non-Executive Director)
8	Mrs. Nneka Onyeali-Ikpe (Managing Director/CEO)
9	Mr. Kevin Ugwuoke (Executive Director)
10	Dr. Ken Opara (Executive Director)
11	Mr. Stanley Amuchie (Executive Director)
12	Mrs. Pamela Shodipo (Executive Director)
13	Mr. Abolore Solebo (Executive Director)
14	Mr. Sufiyanu Garba (Executive Director)

Company Secretary

Mrs. Ezinwa Unuigboje

Registered office

Fidelity Bank Plc
2 Kofo Abayomi Street
Victoria Island
Lagos

Auditors

Deloitte & Touche Nigeria
Civic Towers
Ozumba Mbadiwe Avenue
Victoria Island
Lagos

Board Appraiser

KPMG Advisory Services
KPMG Towers
Bishop Aboyade Cole Street
Victoria Island
Lagos

Directors' Report
The Directors of Fidelity Bank Plc (the Bank/Company) are pleased to submit their Report on the affairs of the Bank and its subsidiary (the Group), together with the Group Audited Financial Statements and External Auditors Report for the financial year ended 31 December 2025.

1 RESULTS

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

`	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Profit before income and windfall taxes	347 662	385 215	347 790	393 000
Windfall tax	(5 669)	(13 331)	(5 669)	(13 331)
Income tax expense	(99 549)	(93 777)	(104 854)	(96 811)
Profit after income tax	**242 444**	**278 106**	**237 267**	**282 858**
Earnings per share				
Basic and diluted (in kobo)	**580**	**665**	**568**	**677**

DIVIDEND
The Directors, pursuant to the powers vested in it by the provisions of Section 379 of the Companies and Allied Matters Act (CAMA) of Nigeria, have not proposed any dividend for the 2025 financial year (31 December 2024: N2.10k per share).

This resolution will be presented for shareholders' approval at the Bank's 38th Annual General Meeting

2 LEGAL FORM

The Bank was incorporated on 19 November 1987 as a private limited liability company in Nigeria. It obtained a merchant banking license on 31 December 1987 and commenced banking operations on 3 June 1988. The Bank converted to a commercial bank on 16 July 1999 and re-registered as a public limited company on 10 August 1999. The Bank's shares were listed on the floor of the Nigerian Stock Exchange (now Nigerian Exchange Group) on 17 May 2005.

3 PRINCIPAL BUSINESS ACTIVITIES

The principal activity of the Bank continues to be the provision of banking and other financial services to corporate and individual customers from its Headquarters in Lagos and 250 business offices. These services include retail banking, granting of loans and advances, equipment leasing, collection of deposits and money market activities.

The Bank has one wholly owned subsidiary, FidBank UK Limited (former Union Bank UK Plc) which was acquired in 2023. The financial result of the subsidiary has been consolidated into these financial statements.

Directors' Report- continued

4 BENEFICIAL OWNERSHIP

The Bank's shares are held largely by Nigerian citizens and corporations.

5 SHARE CAPITAL

The range of shareholding as at December 31, 2025 is as follows:

Range		No. of Holders	Holders%	Holders Cum	Units	Units %
1	1 000	134 963	25.66%	134 963	105 225 403	0.21%
1 001	5 000	206 648	39.29%	341 611	586 606 723	1.17%
5 001	10 000	71 194	13.54%	412 805	605 971 424	1.21%
10 001	50 000	77 053	14.65%	489 858	1 883 037 161	3.75%
50 001	100 000	17 156	3.26%	507 014	1 339 749 898	2.67%
100 001	500 000	14 671	2.79%	521 685	3 036 130 746	6.05%
500 001	1 000 000	2 247	0.43%	523 932	1 677 910 619	3.34%
1 000 001	5 000 000	1 397	0.27%	525 329	2 826 480 840	5.63%
5 000 001	10 000 000	208	0.04%	525 536	1 453 437 441	2.90%
10 000 001	50 000 000	244	0.05%	525 778	4 814 247 452	9.59%
50 000 001	100 000 000	33	0.01%	525 811	2 001 835 144	3.99%
100 000 001	50 200 000 000	98	0.02%	525 897	29 869 367 149	59.50%
GRAND TOTAL		**525 912**	**100%**		**50 200 000 000**	**100%**

** Following the completion of the private placement , the total no of shares increased to 63,174,000,000 Units .

Substantial interest in shares
The Bank's shares are widely held and according to the Register of Members, no single shareholder held up to 5% of the issued share capital of the Bank during the year ended 31 December 2025.

Directors' Report- continued

6 Changes on the Board and Directors Interest

(a) Changes on the Board

The following changes occurred on the Board during the year ended December 31, 2025

	Board Changes
1	Mr. Chidi Agbapu retired with effect from January 15, 2025.
2	Alhaji Abdullahi Sarki Mohammed was appointed to the Board on January 14, 2025.
3	Ms. Obiaku Augusta Okam was appointed to the Board on January 14, 2025.
4	Mr. Sufiyanu Ibrahim Garba was appointed to the Board with effect from January 24, 2025.
5	Mr. Mustafa Chike-Obi retired with effect from December 31, 2025.
6	Mrs. Amaka Onwughalu, Non-Executive Director was appointed Chairman of the Board of Directors of the Bank with effect from January 1, 2026.

(b) Directors Who Held Office During the Review Year:
The Directors who held office during the year ended 31 December 2025 together with their interest in the issued share capital of the Bank as recorded in the Register of Directors' Shareholding and as notified by the Directors for the purpose of Sections 301 and 302 of the Companies and Allied Matters Act (CAMA), 2020 and the listing requirements of the Nigerian Exchange Group (NGX) are detailed below:

		31 December 2025			31 December 2024		
NAME OF DIRECTOR	STATUS	DIRECT	INDIRECT	TOTAL	DIRECT	INDIRECT	TOTAL
		Units	Units	Units	Units	Units	Units
*Mr. Mustafa Chike-Obi	Chairman, Non-Executive Director	53 114 122	NIL	53 114 122	39 516 294	NIL	39 516 294
Engr. Henry Obih	Independent Non-Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
**Mr. Chidi Agbapu	Non-Executive Director	1 724 276	NIL	1 724 276.00	1 724 276	NIL	1 724 276
Chief Nelson C Nweke	Non-Executive Director	71 847 773	NIL	71 847 773	71 847 773	NIL	71 847 773
Mr. Chinedu Okeke	Non-Executive Director	1 140 000	NIL	1 140 000	1 040 000	NIL	1 040 000
******Mrs. Amaka Onwughalu	Non-Executive Director	5 131 891	NIL	5 131 891	4 404 700	NIL	4 404 700
Mrs. Ronke Bammeke	Independent Non-Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
***Alhaji Abdullahi Sarki Mohammed	Independent Non-Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
****Ms. Obiaku Augusta Okam	Non-Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
Dr. Nneka Onyeali-Ikpe	Managing Director/CEO	145 846 128	NIL	145 846 128	94 644 260	NIL	94 644 260
Mr. Kevin Ugwuoke	Executive Director	44 625 535	NIL	44 625 535	39 202 811	NIL	39 202 811
Dr. Ken Opara	Executive Director	45 345 837	NIL	45 345 837	39 123 921	NIL	39 123 921

Directors' Report- continued

Mr. Stanley Amuchie	Executive Director	39 731 416	NIL	39 731 416	40 727 272	NIL	40 727 272
Mrs. Pamela Shodipo	Executive Director	5 772 727	NIL	5 772 727	12 727 272	NIL	12 727 272
Mr. Abolore Solebo	Executive Director	25 977 512	NIL	25 977 512	9 927 512	NIL	9 927 512
*******Mr. Sufiyanu Ibrahim Garba**	Executive Director	NIL	NIL	NIL	NIL	NIL	NIL

*** Retired with effect from December 31. 2025 ** Retired with effect from January 15. 2025 ***Appointed with effect from January 14, 2025.****Appointed with effect from January 14, 2025. *****Appointed with effect from January 24, 2025 ******Appointed with effect from January 1, 2026**

Directors interest in Contracts:
The Directors' interests in related party transactions as stated in Note 38 to the financial statements were conducted at arm's length and disclosed to the Board of Directors in compliance with Section 303 of the Companies and Allied Matters Act, 2020.

Disclosure on Directors' Remuneration
The disclosure on Directors' Remuneration is made pursuant to the Governance Codes and Regulations issued by the Central Bank of Nigeria, Nigerian Exchange Group, the Securities and Exchange Commission and the Financial Reporting Council of Nigeria.

The Bank has a formal Board Remuneration Policy, which is consistent with its size and scope of operations. The Policy focuses on ensuring sound corporate governance practices as well as sustained and long-term value creation for Shareholders. The policy aims to achieve the following amongst others:

a. Motivate the Directors to promote the right balance between short and long-term growth objectives of the Bank while maximizing Shareholders' returns.
b. Enable the Bank attract and retain Directors with integrity, competence, experience and skills to execute the Bank's strategy;
c. Promote compliance with global regulatory trends and governance requirements, with emphasis on long-term sustainability;
d. Align individual rewards with the Bank's performance, the interests of Shareholders, and a prudent approach to risk management;
e. Ensure that remuneration arrangements are equitable, transparent, well communicated, easily understood, aligned with the interest of Shareholders and adequately disclosed.

Executive Directors' Remuneration:
Executive remuneration at Fidelity Bank is structured to provide a solid basis for succession planning and to attract, retain and motivate the right caliber of staff to ensure achievement of the Bank's business objectives.

The Board sets operational targets consisting of Key Performance Indicators (KPIs) covering both financial and non-financial measures of performance for the Executives at the beginning of each year. Executive compensation is therefore tied to specific deliverables on a fixed pay basis. Fixed pay includes basic salary, transport, housing and other allowances.

The Board Remuneration Nomination and Governance Committee (a Committee comprised of only Non-Executive Directors) makes recommendations to the Board on all matters relating to Directors' remuneration. The Executive Directors are not involved in decisions on their own remuneration.

Directors' Report- continued

Please see the table below for the key elements of Executive Directors' remuneration arrangements:

Remuneration element	Objective	Payment mode	Payment detail
Base Pay: This is a fixed pay (guaranteed cash) which is not dependent on performance. It comprises basic salary and all cash allowances paid to the Executive Director.			
Base Pay	· To attract and retain talent in a competitive market	· Monthly	Reviewed every 2 years and changes made on need basis and market findings Salaries for all roles are determined with reference to applicable relevant market practices
Remuneration Element	Objective	Payment Mode	Programme Detail
Performance Incentives: This represents the pay-at-risk i.e. pay contingent on the achievement of agreed key performance indicators.			
Performance Incentive	· To motivate and reward the delivery of annual goals at the Bank and individual levels	· Annually	Performance incentives are awarded based on the performance of the Bank and individual directors
	· Rewards contribution to the long-term performance of the Bank	· Annually	Executive Directors' annual performance incentives are evaluated against the performance metrics defined in his/her approved individual balanced scorecard/KPIs
Benefits and Perquisites: These are the non-monetary compensation provided to the Executive Directors such as official car, club and professional membership subscription.			
Benefits & Perquisites	• Reflect market value of individuals and their role within the Bank	• Actual items are provided or the cash equivalent for one year is given.	Review periodically in line with contract of employment

**Review of the various remuneration elements means re-appraisal to ensure they are competitive and reflective of industry expectations. They do not necessarily refer to an increment or reduction in the value of the benefits.*

Non-Executive Directors Remuneration:
Non-Executive Directors' remuneration is structured to conform to prevailing regulations and is set at a level that is at par with market developments, reflects their qualifications, the contributions required and the extent of their responsibilities and liabilities.

Non-Executive Directors are paid an annual fee in addition to reimbursable expenses (travel and hotel expenses) incurred whilst executing their role as Board members, where not provided directly by the Bank. The annual fee is approved by Shareholders at the Annual General Meeting and is paid quarterly in arrears, with subsequent changes subject to Shareholders approval.
They also receive a sitting allowance for each meeting attended by them but do not receive any performance incentive payments.

Please see the table below for the key elements of Non-Executive Directors' remuneration arrangements:

Directors' Report - continued

Remuneration Element	Objective	Payment Mode	Programme Detail
Annual Fees	· To attract individuals with relevant skills, knowledge and experience.	· Quarterly	• Reviewed every 2 years or as appropriate and changes made on need basis subject to Shareholders' approval at the Annual General Meeting.
Sitting Allowances	· To recognise the responsibilities of the Non-Executive Directors.	· Per meeting	• Reviewed every 2 years or as appropriate and changes made on need basis subject to Shareholders' approval at the Annual General Meeting.
	· To encourage attendance and participation at designated committees assigned to them.		

**Review of the various remuneration elements means the re-appraisal of the elements to ensure that they are competitive and reflective of industry expectations. They do not necessarily refer to an increment or reduction in the value of the benefit.*

The Board periodically benchmarks its remuneration practices against peer organizations whose business profiles are like that of the Bank and makes changes as appropriate.

The remuneration paid to the Directors in the year ended December 31, 2025 is disclosed in Note 38 of the Financial Statements.

7 EVENTS AFTER THE REPORTING PERIOD

Significant events after the reporting period which could have had a material effect on the financial position of the Group as at December 31, 2025, and on the profit and other comprehensive income for the period ended have all been adequately provided for or disclosed in the financial Report. See note 47

8 PROPERTY, PLANT AND EQUIPMENT

Information relating to property, plant and equipment is provided in Note 25 to the financial statements. In the Directors' opinion, the fair value of the Bank's properties is not less than the carrying value shown in the financial statements.

9 DONATIONS AND CHARITABLE CONTRIBUTIONS

Donations and gifts to charitable organizations during the year ended 31 December ,2025 amounted to N2,385,835,362.76 (31 December 2024 - N1,547,023,967.18). There were no donations to political organizations during the year.
The beneficiaries were:

Directors' Report - continued

	REQUESTING/BENEFICIARY ORGANISATION	DONATION	AMOUNT (N)
1	Enugu State Government, Enugu	Support for the Enugu State Security Trust Fund	100 000 000
2	Lagos State Government, Lagos	Support for the Lagos State Security Trust Fund	50 000 000
3	The fashion Games 2025, Lagos	Sponsorship for fashion games 2025	5 000 000
4	Invest in Africa Sumbits 2025, Lagos	Sponsorship of the 2nd edition of Invest in Africa Summit	10 000 000
5	Duke of Shomolu Foundation, Lagos	Support for the production of a stage play "Bianca"	5 000 000
6	Morainbow Down Syndrome, Lagos	Support for the Morainbow Down Syndrome Foundation	1 000 000
7	Cocoa Association of Nigeria, Akure, Ondo State	Support towards the national cocoa stakeholders workshop	5 000 000
8	Communications Week Media Ltd, Lagos	Financial towards the Africa's BOICT Merit and Leadership Distinguished lecture/Awards	1 000 000
9	Clement Adesuyi Haastrup, Ijesha, Osun State	Financial support for coronation ceremony and the unveiling of the socio-economy development	20 000 000
10	William Anumudu Foundation, Lagos	Financial support to the William Anumudu Foundation	100 000 000
11	The Nigerian Conservation Foundation	Sponsorship & participation in the Nigerian Conservation Foundation's 2025 Walk for Nature	2 000 000
12	Clod South-south East Luncheon	Sponsorhip Of Clod South-south East Luncheon	1 500 000
13	Adamawa State Government, Yola	Support for Green Initiative	50 000 000
14	Katsina State Government, Katsina	Sponsorship of Arewa Tech Festival 2.0	5 000 000
15	Ohafia LGA, Abiriba, Ohafia LGA,Abia State	Construction of Ohafia LGA Recreation Center	141 801 096
16	Boys Secondary School, Igbo-Ukwu, Igbo-Ukwu,	Fencing of Boys Secondary School	35 000 000
17	Gilgal Rehabilitation Centre, Lagos	Support for Mental Health care	7 359 128
18	Nwafor Orizu College of Education, Nsugbue, Anambra	Financial support (Installation of 5 units of double & 95 units of single arm).	98 317 875
19	Fidelity Food Bank Initiative (Rivers, Osun, Imo, Lagos, Niger, Abuja, Kano, Anambra and Benue States)	Distribution of Raw Food packs through the Fidelity Food Bank Initiative to underserved communities across the country	592 200 000
20	Taraba State Government,Taraba State	Ramadan Intervention for the less priviledged	8 040 000
21	LEA Primary School, Lugbe, Abuja	Provision of school desks	1 240 000
22	Emotan College, Oredo community, Edo State	Renovation of the school Library	1 176 000
23	Akere Primary Health care Centre, Ajeromi Ifelodun	Donation of Maternity Kits to indigent expectant mothers	2 400 252
24	Akinola - Hassan Health center, Satellite PHLLlagos	Donation of maternity kits to indigent expecting mothers	2 000 000
25	Old people's home,Yaba, Lagos	Donationof Essential Items	1 200 000
26	Orphanage Home, Alaba, Lagos	Donation of Essential Items	800 000
27	Kobi government primary school, Bauch LGA of Bauchi state	Renovation of three blocks of seven classrooms, two offices, one toilet, and the construction of 105 school tables and chairs at Kobi Government Primary School	28 532 343
28	Government secondary school, Elekahia, Port	Donation of Back to School materials	640 000
29	Artfield Ltd, Lagos	Financial support towards SMFest Awka 2025.	8 500 000
30	Centre for Social Awareness, Advocacy & Ethics, Imo	Financial support towards the donation of school kits to indigent pupils in underserved primary schools in Ikeduru Local Government Area of Imo State	2 000 000
31	The Center for Ethics and Sustainable Development, Lagos	Sponsorship of Workshop on Sustaining Gender Lens Infrastructure Delivery Agenda in Africa.	5 000 000
32	Aspada Community Secondary School, Aso, Mararaba,	Renovation of a school block	1 760 000
33	Catholic Men Organisation Archdiocese, Lagos	Sponsorship of Archdiocesan Catholic Man Organization of Nigeria (LAMCON) 12th Edition.	1 000 000
34	ICAN Fidelity Chapter, Lagos	Financial Support towards the ICAN Fidelity Bank Chapter's 4th Chairman Investiture and Patron Conferment.	2 500 000
35	Jennda Forte Academy, Lagos	Finacial Support Towards the Hosting of its Graduation and Prize-Giving Ceremony .	1 000 000
36	Beauty in Motherland 2025, Lagos	Sponsorship of the 2nd edition of Beauty in motherland 2025	70 000 000
37	Presbyterian Church, Lagos	Financial support towards Nigeria Women's Guild	5 000 000
38	National Orthopedic Hospital, Lagos	Finacial Support to execute a medical outreach	1 170 160
39	Boys to Men Foundation, Lagos	Financial Support towards the delivery of 'Owning My Space' Leadership and Life Skills Programme for male NYSC Corp members.	5 000 000
40	SEC - Unizik Centre, Awka	Sponsorship support for SEC- UNIZIK Centre For Capital Market Studies Conference in South-East Nigeria.	15 000 000
41	Nepo Road Market Women, Ajah, Lagos	Donation of waste bins and other Environmental Friendly Materials	2 040 000
42	Old people's home, Yaba, Lagos	Donation of Essential Items	2 100 000
43	Nigeria-Britain Association, Lagos	Sponsorship of 2025 Independence Day Celebration	15 000 000
44	Poly General Hospital, Enugu	Donation of maternity kits and other medical equipment.	920 000
45	MPD Logics Property and Management Company	Financial Support for women empowerment programme	5 000 000
46	Artfied Limited, Lagos	Financial Support for the 2025 Abuja Startup Expo	10 000 000
47	Isanbi Day, Ogun State	Sponsorship for 48th Isanbi Day And Homecoming Week 2025	5 000 000
48	Our Lady, Queen of peace, Catholic Church, Ifako Gbgada, Lagos	Sponsorsip of 2025 Harvest of Divine Assurance and Tremendous Accomplisments	5 000 000

49	Lagos Business School Alumni Association	Financial support for the thirteenth edition of the president's dinner	5 000 000
50	Audacity to transform, Lagos	Finacial Support for a book launch	5 000 000
51	Oramah Football Club and Academy	Sponsorphip for Oramah Football Club and Academy	9 800 000
52	Jesus World Changers Apostolic Mission, Lagos	Sponsorship for the hosting of the Youth Empowerment conference 2025(series III)	5 000 000
53	Eko's Boys high school, Surulere, Lagos	Donation of Back to School Materials	1 914 000
54	Gombe State University Accounting Department, Gombe State	Installation of solar panels, batteries & inverter at Gombe State University Accounting Dept. to power offices, computers, equipment, and classes	7 621 750
55	Catholic Church of Divine Mercy	Sponsorship of Unusual Entrepreneurs 2025 Initiative	20 000 000
56	Tee Tumblers Recreational Servics	Sponsorship of GYMFEST Championship 2.0 2025	10 000 000
57	Regina Caeli Catholic Church	Sponsorship of Thanksgiving and Bazaar	500 000
58	Makoko Community, Lagos	Donation of boats/other back to School materials and food items	2 200 000
59	Rotary club of Abuja Sapphire, Abuja	Sponsorphip of world polio day celebration	5 000 000
60	Lion Village Montherless Babies Home , Lekki phase 1,	Donation of Essential Items	520 000
61	Uvuru Communities, Imo State	Sponsorpship of 33rd Edition of Bia were oji Uvuru Festival	5 000 000
62	Ahiajoku Centre, Imo State	Sponsorship of 45th Edition of Ahiajoku Lecture	10 000 000
63	Institute of Chartered Arbitrators', Lagos	Sponsorship of Nicarb 2025 International arbitration and ADR Conference	2 000 000
64	Adekunle, Makoko, Aiyetoro Communities School,	Donation of Back to School Materials	6 000 000
65	Udeme Gospel, Lagos	Sponsorship of the Udeme Street Gospel project	1 000 000
66	Oke Ovoro Ezuo People's Assembly, Imo	Sponsorship of a skill acquisition center cultural emporium and OOEPA secretariate building fund lunch	10 000 000
67	Green Fingers Wildlife Conservation, Lagos	Elegushi Beach Tree- planting and beach - cleaning project	1 000 000
68	Oluyole chesire home, Ibadan	Donation of Essential Items	1 145 000
69	Ikoyi Fire Service Station, Lagos	Donation of water pumping machines	562 000
70	Enugu state Teaching Hospital (Parklane), Enugu	Payment of medical bills of indigent patients	1 200 000
71	H.I.M Oba Ogunwusi Adeyeye Enitan, Ile Ife, Osun	Sponsorhip for the oni ife coronation anniversary	20 000 000
72	Boniface Outreach, Lagos	Sponsorship for Christmas outreach	5 000 000
73	Makoko Community, Lagos	Donation of Back to school and hygiene Materials	3 050 759
74	Gilgal Rehabilition Community Foundation, Lagos	Sponsorship for Christmas outreach	1 000 000
75	Imo Newspaper Publishers Association, Imo	Support for Brochure subscription for the Imo Newspaper Publishers Association 14th Anniversary/Award Ceremony	500 000
76	Pasture Travels (Aforjazz), Lagos	Sponsorship of Afrojazz Fest 2025	5 375 000
77	Financial support Mgboye Ezeajughi Family	Financial support towards the peaceful transition of lady christiana mgboye Ezeajughi	5 000 000
78	Fidelity Food Bank Initiative, Rivers, Imo, Lagos,	Distribution of Fidelity Food Bank packs to underserved communities	592 200 000
79	Lighting Young Minds Initiative (North, South West, South South)	Donation of Solar Powered School Bags to select schools in underserved communities across the country	63 000 000
80	Yaba College of Technology, Lagos	Donation of giant recycling bins	1 050 000
81	Catholic Church of the Holy Trinity Lagos	Sponsorhip of the vital Community outreach	10 000 000
82	Airshow International Nigeria Limited, Abuja	Sponsorship of the Nigerian International Airshow, 2025	100 000 000
83	Imo State Government, Imo	Sponsorship of Imo State Economic Summit 2025	30 000 000
	Total		**2 385 835 363**

Directors' Report - continued

10 Gender Analysis as at 31 December ,2025

Fidelity Bank is an equal opportunity employer and is committed to promoting gender diversity in the workplace. The Bank recognizes that women have different skills, viewpoints, ideas and insights which will enable it serve a diverse customer base more effectively. The report on gender analysis as of 31 December 2025 is shown below:

GENDER ANALYSIS OF TOTAL STAFF AS AT 31 December 2025			31 December, 2024	
GENDER	NUMBER	PERCENTAGE OF TOTAL STAFF	NUMBER	PERCENTAGE OF TOTAL STAFF
FEMALE	1 775	52%	1 619	52%
MALE	1 632	48%	1 508	48%
TOTAL	**3 407**	**100%**	**3 127**	**100%**

GENDER ANALYSIS OF TOTAL TOP MANAGEMENT STAFF AS AT 31 December 2025			31 December, 2024	
GENDER	NUMBER	PERCENTAGE	NUMBER	PERCENTAGE
FEMALE	21	32%	16	33%
MALE	44	68%	42	67%
TOTAL	65	**100%**	58	100%

GENDER ANALYSIS OF TOP MANAGEMENT (AGM-GM) AS AT 31 December 2025				31 December, 2024		
GRADE	FEMALE	MALE	TOTAL	FEMALE	MALE	TOTAL
General Manager	2	7	9	0	8	8
Deputy General Manager	5	12	17	6	12	18
Assistant General Manager	14	25	39	10	22	32
TOTAL	**21**	**44**	**65**	**16**	**42**	**58**
Percentage	**32%**	**68%**	**100%**	**28%**	**72%**	**100%**

GENDER ANALYSIS OF EXECUTIVE MANAGEMENT AS AT 31 December 2025				31 December, 2024		
GRADE	FEMALE	MALE	TOTAL	FEMALE	MALE	TOTAL
Executive Director	1	5	6	1	4	5
Managing Director	1	0	1	1	0	1
Non Executive Director	3	5	8	2	6	8
TOTAL	**5**	**10**	**15**	**4**	10	**14**
Percentage	**33%**	**67%**	**100%**	**29%**	**71%**	**100%**

Directors' Report - continued

Human Resources Policy
The Bank places a high premium on all its employees and recognizes that their input is critical for its long-term success. Consequently, the Bank ensures its continued compliance with regulatory provisions on employment and carries out pre-employment background screening on prospective employees.

The Bank also ensures that all employees are treated fairly and equally regardless of their ethnicity, gender, nationality, religion or other factors, while promoting diversity in the workplace. The Bank operates a contributory pension plan for its employees in accordance with the provisions of the Pension Reform Act 2014.

Employment Of Persons With Special Needs
There is no discrimination in considering applications for employment including applications from persons with special needs. The Bank ensures that such persons are afforded identical opportunities with other employees. Employees include persons with special needs and the Bank ensures that the work environment is accessible and conducive for them.

Health, Safety and Welfare of Employees
The health, safety and wellbeing of all employees is a top priority and the Bank continues to make significant investments along these lines.

All employees are provided with comprehensive healthcare coverage through a health management scheme with 3,265 hospitals across the country. The scheme covers each staff, his/her spouse and four biological/adopted children.

The Bank also has an international health insurance scheme, which provides emergency medical evacuation support. These healthcare initiatives are actively enhanced with regular health screening exercises including mammograms, prostate screening, eye examinations, cardiovascular and tuberculosis tests and immunization for cerebrospinal meningitis, Hepatitis B and COVID-19.

Beyond direct clinical healthcare support, staff members also benefit from structured preventive health awareness programmes. In this regard, the Bank carries out well-articulated awareness sessions on topical health issues including preventing the spread of malaria, diabetes, hypertension, and kidney disease. Staff are also engaged on occupational safety matters including regular fire and first aid drills, with each business office having designated fire safety officers/champions.

In addition to physical health, the Bank is mindful of the importance of mental wellness in the overall wellbeing of staff and arranges regular sessions on mental health by experienced professionals, while ensuring individual access to counselling/follow-up sessions.

The Bank has a defined process for preventing the spread of communicable diseases including HIV/AIDS through health campaigns that encourage good personal hygiene while ensuring that no person living with HIV/AIDS is discriminated against. Through regular medical updates from the health insurance providers, emails, text messages and periodic health awareness presentations, staff members are frequently educated on how to take personal responsibility for their health, mental and physical wellbeing, by consciously making better lifestyle choices.

Human Rights
The Bank has a formal Human Rights Policy and consciously strives to ensure that it does not engage in business activities or relationships that would violate the provisions of the policy.

The policy aligns with extant laws, including the relevant provisions of the Constitution of the Federal Republic of Nigeria. The Bank will continue to meet the standards of international treaties on human rights, as domesticated and ratified by the National Assembly, as well as other workplace-related treaties.

Employee involvement and training
The Bank is committed to keeping employees fully informed of its corporate objectives and the progress made on achieving same. The opinions and suggestions of staff are valued and considered not only on matters affecting them as employees, but also on the general business of the Bank. The Bank operates an open communication policy and employees are encouraged to communicate with Management through various media.

Sound management and professional expertise are considered to be the Bank's major assets, and investment in employees' future development continues to be a top priority. Fidelity is a learning organization and believes in the development of her employees, irrespective of their job roles and responsibilities in the Bank. As an institution committed to maintaining its competitive edge, Fidelity Bank ensures that employees receive qualitative training within and outside the country. Staff Training Plans are drawn up yearly premised on grade specific baseline and function specific programmes. These include local, offshore and inhouse programmes.

Worthy of note are the Bank's Weekly Thursday Lecture Series, the Fidelity Business School with its various academies and the E-Learning Management System (LMS) Platform, all of which are designed to deepen knowledge, skills, and productivity.

The Bank currently has nine modern Learning Centers at Lagos, Ibadan, Benin, Port-Harcourt, Owerri, Awka, Enugu, Abuja, and Kano. A total of 5,033 staff (2,492 core staff and 2,541 non-core), participated in various training programs as of 31 December 2025.

Training programmes are not limited to function specific programmes but include programmes on occupational safety and life skills such as fire drills, first aid treatment and emergency evacuation procedures.

Research and Development
The Bank continues to research, develop, and deploy innovative banking products.

Directors' Report - continued

Credit Ratings

The Central Bank of Nigeria's Revised Prudential Guidelines requires all banks to be credit rated. The ratings are updated every year and published in the Annual Report. During the year under review, Fidelity Bank was assigned the credit ratings below by the following rating agencies:

Fitch Ratings	Long-Term = B Short-Term =B Outlook = Stable
Standard & Poor (S&P)	Long-Term = B- Short-Term =B Outlook = Stable
Global Credit Rating Co (GCR)	Long Term = A(NG) Short Term = A1(NG) Outlook = Stable
Agusto & Co	Long Term = "A" Short Term = "A" Outlook = Stable

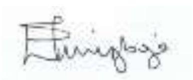
Additional information on the ratings can be obtained from the Bank's website at
https://www.fidelitybank.ng/investor-relations/credit-ratings/

External Auditors

The appointment of the External Auditors, Deloitte & Touché, was approved on April 30, 2021, at the 33rd Annual General Meeting in accordance with Section 401(1) of the Companies and Allied Matters Act, 2020. The appointment took effect on May 5, 2021.

The External Auditors have indicated their willingness to continue in office as the Bank's auditors for 2026 financial year in accordance with Section 401(2) of the Companies and Allied Matters Act, 2020. The resolution authorizing the Directors to determine their renumeration will be proposed for approval at the 38th Annual General Meeting.

By order of the Board.



Ezinwa Unuigboje
Company Secretary
FRC/2015/NBA/00000006957

Fidelity Bank Plc
No 2 Kofo Abayomi Street
Victoria Island
Lagos
9 March 2026

Statement Of Directors' Responsibilities In Relation To The Preparation Of The Financial Statements
For the year ended 31 December 2025

In accordance with the provisions of Sections 377 and 378 of the Companies and Allied Matters Act (CAMA) 2020, Banks and Other Financial Institutions Act (BOFIA) 2020, and the Financial Reporting Council of Nigeria (Amendment) Act 2023, the Directors are responsible for the preparation of financial statements which give a true and fair view of the state of affairs of the Bank, and of the financial performance for the year. The responsibilities include ensuring that:

(a) Appropriate internal controls are established both to safeguard the assets of the Bank and to prevent and detect fraud and other irregularities.

(b) The Bank keeps accounting records which disclose with reasonable accuracy the financial position of the Bank and which ensure that the financial statements comply with requirements of International Financial Reporting Standards and the Companies and Allied Matters Act (CAMA) 2020, Banks and Other Financial Institutions Act (BOFIA) 2020, the Financial Reporting Council of Nigeria (Amendment) Act 2023, Revised Prudential Guidelines and relevant circulars issued by the Central Bank of Nigeria.

(c) The Group has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgments and estimates, and that all applicable accounting standards have been followed; and

(d) It is appropriate for the financial statements to be prepared on a going concern basis unless it is presumed that the Bank will not continue in business.

The Directors accept responsibility for the financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates in conformity with International Financial Reporting Standards, the requirements of the Companies and Allied Matters Act, CAP C20 (CAMA) 2020 , Banks and Other Financial Institutions Act (BOFIA) 2020 , the Financial Reporting Council of Nigeria (Amendment) Act 2023, Revised Prudential Guidelines, and relevant circulars issued by the Central Bank of Nigeria.

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 Group and its financial performance for the year under review

The Directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of the financial statements, as well as adequate systems of financial control.

Nothing has come to the attention of the Directors to indicate that the Bank and its subsidiary will not remain a going concern from the date of this statement.

Signed on behalf of the Directors by:
Date: 9 March 2026

Kevin Ugwuoke	**Nneka Onyeali-Ikpe**
Executive Director	Managing Director/ Chief Executive Officer
FRC/2020/003/00000022290	**FRC/2017/NBA/00000016998**

Report of the Statutory Audit Committee
For The Year Ended 31 December 2025

To The Members of Fidelity Bank Plc

In compliance with Section 404(7) of the Companies and Allied Matters Act, 2020, we the members of the Statutory Audit Committee hereby report that we:

- Reviewed the scope and planning of the audit requirements and found them adequate.
- Reviewed the financial statements for the year ended 31 December 2025 and are satisfied with the explanations obtained.
- Reviewed the External Auditors Management Report for the year ended 31 December 2025 and are satisfied that Management is taking appropriate steps to address the issues raised.
- Ascertained that the Company has complied with the provisions of Central Bank of Nigeria (CBN) Circular BSD/1/2004 dated February 18, 2004 on "Disclosure of insider credits in the financial statements of banks". In addition, related party transactions and balances have been disclosed in the Notes to the Financial Statements for the year ended 31 December 2025 in accordance with the prescribed CBN format.
- Ascertained that the accounting and reporting policies of the Company for the year ended 31 December 2025 are in accordance with legal requirements and agreed ethical practices.

The External Auditors confirmed having received full cooperation from the Company's Management and that the scope of their work was not restricted in any way.

Chief Frank Onwu
Chairman, Audit Committee
FRC/2014/CISN/00000009012

March 6, 2026

MEMBERS OF THE COMMITTEE

1) Chief. Frank Onwu	- Chairman (Shareholder)
2) Dr. Christian Nwinia	- Member (Shareholder)
3) Mr. Innocent Mmuoh	- Member (Shareholder)
4) Mrs. Ronke Bammeke	- Member (Director)
5) Alhaji Abdullahi Mohammed	- Member (Director)

In Attendance:

Mrs. Ezinwa Unuigboje	- Company Secretary

Statement Of Corporate Responsibility For The Preparation Of The Financial Statements
For the year ended 31 December 2025

In line with the provision of Section 405 of CAMA 2020, the Chief Executive Officer and Chief Financial officer of Fidelity Bank Plc have reviewed the Financial Statements of the bank for the year ended December 31 2025 and accept responsibility for the financial and other information within the report based on the following:

i The financial statements do not contain any untrue statement of material fact or omit to state a material fact, which would make the statement misleading.

ii The financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and result of operation of the bank as of and for the year ended December 31, 2025.

iii The bank's internal controls were evaluated within 90 days of the financial reporting date and are effective as of 31 December

iv The bank's internal Controls has been designed to ensure that all material information relating to the bank has been provided.

v That we have disclosed to the bank's Auditor and the Audit Committee that there are no significant deficiencies in the design or operation of the bank's internal controls which could adversely affect the bank's ability to record, process, summarise and report financial data, and have discussed with the auditors any weaknesses in internal controls observed in the course of the Audit; And that there is no fraud involving management or other employees which could have any significant role in the bank's internal control.

vi There is 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.

Signed on behalf of the Directors by:
Date: 9 March 2026

Victor Abejegah
Chief Financial Officer
FRC/2013/ICAN/00000001733

Nneka Onyeali-Ikpe
Managing Director/Chief Executive Officer
FRC/2017/NBA/00000016998

Corporate Governance Report
For the year ended 31 December 2025

Introduction

This report is designed to update stakeholders on how Fidelity Bank Plc ("Fidelity" or "the Bank") discharged its fiduciary responsibilities in relation to governance as well as its level of compliance with relevant statutory and regulatory requirements during the review period.

The Board of Directors is committed to ensuring sustainable long-term success for the Bank and is mindful that best practice in corporate governance is essential for ensuring accountability, fairness and transparency in a company's relationship with all its stakeholders.

The Bank's Shared Values of Customer First, Respect, Excellence, Shared Ambition and Tenacity (CREST) continue to be the guiding principles, which we believe are necessary to sustain the growth of the business and our relationship with stakeholders, while keeping faith with our vision to be "No. 1 in every market we serve and for every branded product we offer".

Corporate Governance Framework

Fidelity Bank has a structured corporate governance framework, which supports the Board's objective of achieving sustainable value. This is reinforced by the right culture, values and actions at the Board and Management level and throughout the entire organization.

The Board of Directors is the principal driver of corporate governance and has overall responsibility for ensuring that the tenets of good corporate governance are adhered to in the management of the Bank. To achieve long-term shareholder value, we constantly strive to maintain the highest standards of corporate governance, which is the foundation on which we manage risk and build the trust of our stakeholders.

The Bank's governance framework is designed to ensure on-going compliance with its internal policies, applicable laws and regulations as well as the corporate governance codes. These include the Financial Reporting Council of Nigeria's (FRCN) Code of Corporate Governance ("the NCCG Code"), the Central Bank of Nigeria's (CBN) Corporate Governance Guidelines for Commercial, Merchant, Non-Interest and Payment Service Banks in Nigeria ("the CBN Guidelines"), the Securities and Exchange Commission's Corporate Governance Guidelines ("the SEC Guidelines"), the Post-Listing Requirements and Rules issued from time to time by the Nigerian Exchange Group (NGX).

The Bank undertakes frequent internal assessment of its level of compliance with the Guidelines/ Rules and submits periodic compliance reports to the CBN, SEC, NGX, FRCN and Nigeria Deposit Insurance Corporation (NDIC).

The Code, Guidelines and Rules are quite detailed and cover a wide range of issues, including Board and Management, Shareholders, Rights of Stakeholders, Disclosure Requirements, Risk Management, Organizational Structure, Quality of Board Membership, Board Performance Appraisal, Reporting Relationship, Ethics and Professionalism, Conflict of Interest, Sustainability, Whistleblowing, Code of Ethics, Complaints Management Processes and the Role of Auditors. These, in addition to the Bank's Memorandum and Articles of Association, Board, Board Committees and Management Committee Charters, collectively constitute the bedrock of the Bank's corporate governance framework.

The Bank's governance structure is hinged on its internal governance framework, which is executed through the following principal organs:

(a) The Board of Directors
(b) Board Committees
(c) Statutory Audit Committee
(d) General Meetings
(e) Management Committees

Key Governance Development

(1) Key Governance Developments (Board Changes) :
The following changes occurred on the Board in the year ended December 31, 2025.

(i) Retirements from the Board

1	Mr. Chidi Agbapu, Non-Executive Director, retired from the Board on January 15, 2025.
2	Mr. Mustafa Chike-Obi, Chairman and Non-Executive Director, retired from the Board on December 31, 2025.

(ii) Board Appointments

1	Alhaji Abdullahi S. Mohammed, Independent Non-Executive Director, was appointed to the Board with effect from January 14, 2025.
2	Ms. Obiaku A. Okam, Non-Executive Director, was appointed to the Board with effect from January 14, 2025.
3	Mr. Sufiyanu Garba was appointed as Executive Director, North Directorate with effect from January 24, 2025.
4	Mrs. Amaka Onwughalu, Non-Executive Director was appointed Chairman of the Board of Directors of the Bank with effect from January 1, 2026.

The appointments were approved by the Central Bank of Nigeria

Corporate Governance Report

(2) Issuance of additional shares.
To meet the CBN's new regulatory capital requirement of N500billion for banks with international authorisation, the Bank undertook a Public Offer and Rights Issue of 18.2billion Ordinary Shares in 2024 and raised additional capital of ₦175.9 billion, which brought its eligible capital to N305.5 billion, leaving a margin of N194.5 billion.

In December 2025, the Bank undertook a Private Placement of 12.9billion Ordinary Shares, raising the sum of ₦227.045 billion and bringing its eligible capital to N532.6billion, against the regulatory minimum of N500billion.

The Board of Directors

Board Size
The Board is currently composed of fourteen (14) Directors, seven (7) Executives including the Managing Director/Chief Executive Officer (MD/CEO) and seven (7) Non-Executive Directors including three (3) Independent Non-Executive Directors. The Independent Non-Executive Directors do not hold any shares in the Company, nor are they involved in any business relationship with the Bank. All Board appointments are in line with the Bank's Directors Selection Criteria Policy, and applicable regulations and are also subject to the approval of the Central Bank.

Board Structure and Responsibilities
The Board is responsible for creating and delivering sustainable value to all stakeholders through efficient management of the business. The Board is also responsible for determining the strategic direction of the Bank, which said strategy is implemented through Executive Management, within a framework of rewards, incentives and controls. Executive Management, led by the Managing Director/Chief Executive Officer, constitutes the key management organ of the Bank and is primarily responsible for achieving performance expectations and increasing shareholder value.

Executive Management reports regularly to the Board on issues relating to the growth and development of the Bank. The Board plays a major supportive and complementary role in ensuring that the Bank is properly managed and that appropriate controls are in place and fully operational.

The Board is accountable to the Bank's stakeholders and continues to play a key role in governance. It is the responsibility of the Board of Directors to approve the Bank's organizational strategy, develop directional policy, appoint, supervise and remunerate senior executives and ensure accountability of the Bank to its owners, stakeholders and the regulatory authorities. The Board is also responsible for providing stable and effective leadership for the Bank, to facilitate achievement of its corporate operating objectives.

Responsibility for the day-to-day management of the Bank resides with the MD/CEO, who carries out her functions in accordance with guidelines approved by the Board of Directors. The MD/CEO is ably assisted by the six (6) Executive Directors. In line with best practice and requisite regulations, the roles of the Chairman of the Board and MD/CEO are assumed by different individuals to ensure that the right balance of power and authority is maintained.

The effectiveness of the Board is derived from the broad range of skills and competencies of the Directors, who are persons of high integrity and seasoned professionals and are competent, knowledgeable and proficient in their professional careers, businesses and/or vocations. The Directors bring to the Board their diverse experience in several fields ranging from business management, corporate finance, accounting, banking operations, Oil & Gas, information technology, risk management, engineering, project finance, leasing, law, entrepreneurship and treasury management.

The professional background of the Directors reflects a balanced mix of skills, experience and competencies that impacts positively on the Board's activities. No individual dominates the decision-making process. The Board operated effectively throughout the period and continues to do so.

The Directors are members of the Institute of Directors of Nigeria (IoD) and/or the Bank Directors Association of Nigeria (BDAN), two non-profit organizations dedicated to promoting good corporate governance and high ethical standards for Nigerian companies/banks.

Access to Information
Management is responsible for ensuring that the Board receives information on the Bank's operations and activities on a regular and timely basis to aid the decision-making process. Executive Management and other principal officers attend Board and Board Committee meetings to make presentations and clarify any issue as appropriate.

The Directors have unfettered access to Management and relevant information on the Bank's operations. They also have the resources to execute their responsibilities as Directors, including access to external independent professional advice at the Bank's expense.

Matters reserved exclusively for the Board include but are not limited to approval of credit requests in excess of the approval limit of the Board Credit Committee; approval of the Bank's quarterly, half yearly and full year financial statements; disposal of assets other than in the normal course of the Bank's business; mortgaging or otherwise creating security interests over the assets of the Bank; appointment or removal of key management personnel; strategic direction and succession planning. The Board is also responsible for the integrity of the Bank's financial reporting.

The Board has a comprehensive Remuneration Policy, which is designed to address the compensation of Executive and Non-Executive Directors. The Policy is designed to establish a framework for Directors' remuneration that is consistent with the Bank's scale and scope of operations and is aimed at attracting, motivating and retaining qualified individuals with the talent, skills and experience required to run the Bank effectively.

The Board meets quarterly, and additional meetings are convened as required. The Directors are provided with comprehensive information at each meeting and briefed on key developments between Board meetings. The Board met twelve (12) times in 2025.

Corporate Governance Report

Details of the Directors who served on the Board during the year ended 31 December 2025, are indicated below:

NO	NAME OF DIRECTOR	DESIGNATION	DATE OF APPOINTMENT	Cumulative Period Served as at 31 December 2025
1	*Mr. Mustafa Chike-Obi	Chairman /Non-Executive Director	August 15, 2020	5 years/4 months
2	**Mr. Chidi Agbapu	Non-Executive Director	September 3, 2018	6 years/9 months
3	Engr. Henry Obih	Independent Non-Executive Director	September 21, 2020	5 years/3 months
4	Mrs. Amaka Onwughalu	Non-Executive Director	December 15, 2020	5 years
5	Chief Nelson C. Nweke	Non-Executive Director	December 15, 2020	5 years
6	Mr. Chinedu Okeke	Non-Executive Director	January 4, 2021	4 years/11 months
7	Mrs. Ronke Bammeke	Independent Non-Executive Director	November 18, 2021	4 years /1 months
8	Alhaji Abdullahi Mohammed	Independent Non-Executive Director	January 14, 2025	11 months
9	Ms. Obiaku Okam	Non-Executive Director	January 14, 2025	11 months
10	Mrs. Nneka Onyeali-Ikpe	Managing Director/CEO	Appointed to the Board as Executive Director on September 3, 2015; Assumed office as MD/CEO on January 1, 2021.	5 years as MD/CEO; 5 years /3 months as Executive Director
11	Mr. Kevin Ugwuoke	Executive Director	July 28, 2020	5 years/5 months
12	Dr. Ken Opara	Executive Director	January 1,2021	5 years
13	Mr. Stanley Amuchie	Executive Director	January 27, 2022	3 year/11 months
14	Mrs. Pamela Shodipo	Executive Director	February 3, 2022	2 year/10 months
15	Mr. Abolore Solebo	Executive Director	February 1, 2024	1 year/10 months
16	Mr. Sufiyanu Garba	Executive Director	January 24, 2025	11 months

**Retired with effect from December 31, 2025. **Retired with effect from January 15, 2025.*

Corporate Governance Report

Directors' Appointments, Retirements and Re-elections

Directors' appointments, retirements and re-elections are effected in accordance with the provisions of the Bank's Memorandum and Articles of Association, the Board Appointment and Directors' Selection Criteria Policy, the Central Bank's Assessment Criteria for Approved Persons Regime in Nigeria as well as other relevant laws, to ensure a balanced and experienced Board.

The Board Remuneration, Nomination and Governance Committee is charged with the responsibility of leading the process for Board appointments and for ascertaining and recommending suitable candidates for the Board's approval. The appointment process is transparent and involves external consultants who carry out an independent evaluation of all nominees as part of the appointment process. The importance of achieving the right balance of skills, experience and diversity is also taken into consideration in making Board appointments.

Mr. Chidi Agbapu and Mr. Mustafa Chike-Obi retired from the Board on January 15 and December 31, 2025, respectively. Alhaji Abdullahi Mohammed and Ms. Obiaku Okam were appointed as Independent Non-Executive Director and Non-Executive Director with effect from January 14, 2025, Mr. Sufiyanu Garba was appointed as Executive Director North from January 24, 2025, while Mrs. Amaka Onwughalu was appointed as Chairman effective January 1, 2026.

Directors' Term of Office

To ensure that the Board is continually renewed and refreshed, Non-Executive Directors' tenure is limited to maximum of two (2) terms of three (3) years while Independent Non-Executive Directors serve for (1) term of four (4) years. The tenure of Executive Directors is coterminous with their respective contracts of employment. All Board appointments are subject to the Bank's Retirement Age Policy and the CBN's tenure guidelines.

Board Induction and Continuous Education:

Given the increasing complexity of banking transactions, the demands of the operating environment and the Directors' weighty oversight responsibilities, the Board of Fidelity Bank acknowledges that its ability to effectively discharge its functions can only be enhanced by qualitative training programs. Training of individual Directors and the Board are important investments for every organization, given the strong correlation between qualitative Board training programmes and sound corporate governance practices, growth, and profitability.

The Bank has a Directors Induction and Continuous Development Policy, which provides for formal induction programmes for newly appointed Directors and bespoke training programmes for serving Directors. The Directors also participate in regulator-initiated training programmes.

An induction plan is designed for all new Directors and covers personalized in-house orientation including individual meetings with Executive Management and Senior Executives responsible for the Bank's key business areas, and external training programmes. The induction programme includes an overview of the Bank's operations, risk management, treasury operations, internal audit, compliance, corporate governance framework and Board processes. Board development programmes also include executive coaching sessions and the annual Board strategy retreat.

New Directors also receive a comprehensive induction pack, which includes copies of Board and Board Committee Charters, the annual goals of the Board and Board Committees for the year, relevant legislations and the calendar of Board meetings and activities for the year. The induction and training programmes are robust and designed to equip all Directors to effectively discharge their responsibilities whilst improving overall board effectiveness.

Corporate Governance Report

The Bank renders periodic returns on training programmes attended by Directors to the Central Bank. The Directors who served on the Board during the period under review, participated in the programmes listed below:

S/N	Course	Vendor	Start Date	End Date	Name of Directors
1	Board Induction Programme	In-house (Fidelity Bank Plc)	March 25, 2025	April 23, 2025	1. Alhaji Abdullahi Mohammed 2. Ms. Obiaku Okam 3. Mr. Sufiyanu Garba
2	Strategy And Management for Competitive Advantage Programme	Wharton Business School	April 7. 2025	April 11, 2025	Mr. Kevin Ugwuoke
3	Executing Strategy for Results	London Business School	May 10, 2025.	May 23, 2025	1. Mr. Mustafa Chike-Obi 2. Ms. Obiaku Okam
4	Value Creation through Effective Boards	Harvard	May 19, 2025.	May 22, 2025	Dr. Nneka Onyeali-Ikpe
5	Corporate Governance	Kellogg	June 9, 2025.	June 12, 2025	Mrs. Amaka Onwughalu
6	Cybersecurity and simulation awareness board masterclass	Digital Encode	July 3, 2025	July 3, 2025	1. Mr. Mustafa Chike-Obi 2. Alhaji Abdullahi Mohammed 3. Mrs. Amaka Onwughalu 4. Engr. Henry Obih 5. Chief Nelson Nweke 6. Mr. Chinedu Okeke 7. Mrs. Ronke Bammeke 8. Ms. Obiaku Okam 9. Dr. Nneka Onyeali-Ikpe 10. Dr. Ken Opara 11. Mr. Kevin Ugwuoke 12. Mr. Stanley Amuchie 13. Mr. Pamela Shodipo 14. Mr. Abolore Solebo 15. Mr. Sufiyanu Garba
7	Making Corporate Boards More Effective	Havard	July 16, 2025	July 19, 2025	Mrs. Pamela Shodipo
8	Audit Committees in a New Era of Governance	Havard	July 23, 2025	July 25, 2025	Mrs. Ronke Bammeke
9	AML-CFT-CPF Compliance and Sustainable Banking Programme for the Board and Senior Leaders of Fidelity Bank Plc	FITC	August 22, 2025	August 22, 2025	1. Mr. Mustafa Chike-Obi 2. Alhaji Abdullahi Mohammed 3. Mrs. Amaka Onwughalu 4. Engr. Henry Obih 5. Chief Nelson Nweke 6. Mr. Chinedu Okeke 7. Mrs. Ronke Bammeke 8. Ms. Obiaku Okam 9. Dr. Nneka Onyeali-Ikpe 10. Dr. Ken Opara 11. Mr. Kevin Ugwuoke 12. Mr. Stanley Amuchie 13. Mr. Pamela Shodipo 14. Mr. Abolore Solebo 15. Mr. Sufiyanu Garba
10	Advanced Company Direction Programme - ACDP	(IOD) in London	August 26, 2025	August 29, 2025	1. Alhaji Abdullahi Mohammed 2. Chief Nelson Nweke
11	Competitive Strategy: Creating And Sustaining Competitive Advantage Programme	Kellogg	Sept 8,2025	Sept 12,2025	Dr. Ken Opara
12	Leading Digital and AI Transformation	IMD	September 29, 2025	October 30, 2025	Mr. Chinedu Okeke
13	Delivering Business Growth	Kellogg	October 27, 2025	October 3, 2025	Engr. Henry Obih
14	Executive Influence: Increasing Your Impact with Persuasion and Power	Wharton Business School	October 13, 2025	October 17, 2025	Mr. Abolore Solebo
15	Company Direction Course 1	IOD	October 14, 2025	October 15, 2025	Mr. Sufiyanu Garba
16	Developing and Leading High-Performance Teams	Columbia Business School	December 9, 2025	December 12, 2025	Mr. Sufiyanu Garba

Corporate Governance Report

Access to independent advice:
In compliance with the Codes and global best practices, the Board ensures that the Directors have access to independent professional advice when they deem same necessary to discharge their responsibilities as Directors. The Bank also provides the Directors with sufficient resources to enable them execute their oversight responsibilities.

Independent consultants engaged during the review period include:

S/N	Consultant	Brief
1	KPMG Advisory Services	Corporate Strategy, Board Appraisal
2	Banwo & Ighodalo	Legal Consultancy

Board Performance Appraisal:
The Board, recognizing the need to maintain an energized, proactive and effective Board, adopted a formal Board and Board Committees' Performance Evaluation Policy in April 2012. To give effect to the provisions of the Policy and comply with the Codes, the Board engages an independent consultant to conduct an annual appraisal of the Board's performance and highlight issues that require remedial action.

The appraisal enables the Board to identify future developmental needs, while benchmarking its performance against global best practices and enhancing board effectiveness.

The appraisal is extensive and covers the Board, Board Committees and individual Directors, focusing on strategy, corporate culture, monitoring, evaluation, performance and stewardship. A governance survey is occasionally conducted on senior management staff and the outcomes presented to the Board.

The Board appraisal also focuses on the Board's role in the following key areas:

(a) Defining strategy and management of the Board's own activities.
(b) Monitoring Management and evaluating its performance against defined objectives.
(c) Implementing effective internal control systems.
(d) Communicating standards of ethical organizational behaviour by setting the tone at the top.

The independent consultant's report on the Board appraisal is presented to Shareholders at the Annual General Meetings and submitted to the Central Bank of Nigeria. The Board appointed KPMG Advisory Services to carry out the Board appraisal and governance evaluation exercise for 2024 financial year. The Consultant's report was presented to the shareholders at the 37th Annual General Meeting on April 29, 2025. The report of the 2025 financial year Board appraisal exercise is included in the 2025 financial year Annual Report and will be presented to shareholders at the 38th Annual General Meeting.

Board Meetings

To ensure its effectiveness throughout the year, the Board develops an Annual Agenda Cycle, Annual Goals and Calendar of Board activities at the beginning of each year. These not only focus the activities of the Board but also establish benchmarks against which its performance can be evaluated at the end of the year.

While a detailed forward agenda is available, it is periodically updated to reflect contemporary issues that may arise, which may be of interest to the Bank, the financial services industry or national/global economies. The Board meets quarterly or as the need arises.

A. Board Committees

The responsibilities of the Board are also accomplished through six (6) standing committees, which work closely with the Board to achieve the Bank's strategic objectives. The Board Committees are listed below:

(a) Board Credit Committee.
(b) Board Risk Committee.
(c) Board Audit Committee.
(d) Board Corporate Governance Committee.
(e) Board Finance and General-Purpose Committee.
(f) Board Information Technology Committee.

Each Committee operates under a formal Charter that delineates its objectives, operational structure, composition, functions, and scope of authority, thereby enabling the Committees to effectively fulfil their oversight responsibilities. At the beginning of the year, each Committee develops its Annual Agenda Cycle, Annual Goals, and meeting calendar, to guide its activities during the year.

Complex and specialized matters are effectively dealt with through the Committees, which also make recommendations to the Board on various matters. The Committees present periodic reports to the Board on the issues considered by them.

Corporate Governance Report

The composition of Board Committees as of 31 December 2025, was as follows:

S/N	COMMITTEE	MEMBERSHIP	DESIGNATION
1	Board Finance & General Purpose Committee (FGPC):	Chief Nelson C. Nweke	Chairman (Non-Executive Director)
		Mrs. Amaka Onwughalu	Non-Executive Director
		Mrs. Ronke Bammeke	Independent Non-Executive Director
		Ms. Obiaku Okam	Non-Executive Director
2	Board Remuneration Nomination and Governance Committee (BRNGC):	Engr. Henry Obih	Chairman (Independent Non-Executive Direc
		Mrs. Amaka Onwughalu	Non-Executive Director
		Chief Nelson Nweke	Non-Executive Director
		Alhaji Abdullahi Mohammed	Independent Non-Executive Director
3	Board Risk Management Committee (BRMC):	Alhaji Abdullahi Mohammed	Chairman (Independent Non-Executive Director)
		Engr. Henry Obih	Independent Non-Executive Director
		Mrs. Amaka Onwughalu	Non-Executive Director
		Mr. Chinedu Okeke	Non-Executive Director
		Mrs. Ronke Bammeke	Independent Non-Executive Director
		Ms. Obiaku Okam	Non-Executive Director
		Mrs. Nneka Onyeali-Ikpe	Managing Director/CEO
		Mr. Kevin Ugwuoke	Executive Director, Chief Risk Officer
4	Board Audit Committee (BAC):	Mrs. Ronke Bammeke	Chairman (Independent Non Executive Direc
		Chief Nelson C. Nweke	Non-Executive Director
		Mr. Chinedu Okeke	Non-Executive Director
		Alhaji Abdullahi Mohammed	Independent Non-Executive Director
5	Board Credit Committee (BCC) :	Mrs. Amaka Onwughalu	Chairman, Non-Executive Director
		Engr. Henry Obih	Independent Non-Executive Director
		Mr. Chinedu Okeke	Non-Executive Director
		Alhaji Abdullahi Mohammed	Independent Non-Executive Director
		Ms. Obiaku Okam	Non-Executive Director
		Mrs. Nneka Onyeali-Ikpe	Managing Director/CEO
6	Board Information Technology Committee (BITC)	Mr. Chinedu Okeke	Chairman, Non-Executive Director
		Mrs. Morohunke Bammeke	Independent Non-Executive Director
		Ms. Obiaku Okam	Non-Executive Director
		Mr. Stanley Amuchie	Executive Director, Chief Operations and Information Officer

Corporate Governance Report

1. Board Credit Committee:
This Committee functions as a Standing Committee of the Board with responsibility for Credit Management. The primary purpose of the Committee is to advise the Board on its oversight responsibilities in relation to the Bank's credit exposures and lending practices. The Committee comprises a minimum of four (4) Non-Executive Directors (including an Independent Non-Executive Director) and the MD/CEO. The Committee meets monthly or as the need arises.

Its terms of reference include:

(a) Exercising all Board assigned responsibilities on credit related issues.
(b) Review and recommend credit policy changes to the full Board.
(c) Ensure compliance with regulatory requirements on credits.
(d) Approving credits above the Management's credit approval limit.
(e) Tracking the quality of the Bank's loan portfolio through quarterly review of risk assets.
(f) Receive and consider recommendations from the Management Credit Committee (MCC), Asset & Liability Committee (ALCO), and Operational Risk & Service Measurement Committee on matters relating to credit management.
(g) Consider and recommend for full Board approval, Director, and Insider-Related credits.
(h) Consider exceptions to rules or policies and counsel on unusual credit transactions.

2. Board Risk Management Committee:
This Committee functions as a Standing Committee of the Board with responsibility for the enterprise risk management activities of the Bank, approving appropriate risk management procedures, and measurement methodologies, as well as identification and management of strategic business risks of the Bank. It consists of a minimum of four (4) Non-Executive Directors including an Independent Non-Executive Director, the Executive Director, Risk and the Managing Director/CEO.

Its terms of reference include:

(a) Establishing the Bank's risk appetite;
(b) Ensuring that business profiles and plans are consistent with the Bank's risk appetite;
(c) Establishing and communicating the Bank's risk management framework including responsibilities, authorities and control;
(d) Establishing the process for identifying and analyzing business level risks;
(e) Agreeing and implementing risk measurement and reporting standards and methodologies;
(f) Establishing key control processes and practices, including limits, structures, impairments, allowance criteria and reporting requirements;
(g) Monitoring the operation of the controls and adherence to risk direction and limits;
(h) Ensuring that risk management practices and conditions are appropriate for the business environment.

The Committee meets quarterly or as the need arises. Occasionally, a joint meeting is held between the Board Credit Committee and the Board Risk Committee to review credit risk related issues.

3. Board Audit Committee:
The Committee functions as a Standing Committee of the Board with responsibility for internal control over financial reporting, including internal and external audit. The Committee is composed of a minimum of four (4) Non-Executive Directors (including an Independent Director who chairs the Committee in line with the Central Bank's guidelines on composition of the Board Audit Committee). The Committee meets quarterly or as the need arises.

Its terms of reference include:

(a) Ensuring the integrity of the Bank's financial reporting system.
(b) Ensuring the existence of independent internal and external audit functions.
(c) Ensuring the effectiveness of the internal control system, prudence and accountability in significant contracts and compliance with regulatory requirements.
(d) Effectiveness of accounting and operating procedures, and
(e) Ensuring compliance with legal and regulatory requirements.

4.Board Remuneration, Nomination and Governance Committee:
The Board Remuneration, Nomination and Governance Committee comprises a minimum of four (4) Non-Executive Directors (including an Independent Director who chairs the Committee). The Managing Director (and in her absence, an Executive Director nominated by her) is required to attend the Committee's meetings. The Committee has oversight responsibility for issues relating to the Bank's Corporate Governance Framework.

The Committee meets quarterly or as the need arises. Its terms of reference include.

(a) Review and make recommendations for improvements to the Bank's Corporate Governance Framework.
(b) Recommend membership criteria for the Board and its Committees.
(c) Review and make recommendations on the Bank's key human capital policies.
(d) Review and make recommendations on Key Performance Indicators for the Managing Director and Executive Directors.
(e) Ensure that an independent Board evaluation exercise is undertaken annually.
(f) Provide oversight on Directors' orientation and continuing education programmes.
(g) Ensure proper reporting and disclosure of the Bank's corporate governance procedures to stakeholders.
(h) Ensure proper succession planning for the Bank.

Corporate Governance Report

5. Board Finance & General Purpose Committee:

The Board Finance & General-Purpose Committee has oversight responsibility for issues relating to the Bank's budgetary process, procurements and strategic planning. The Committee is composed of a minimum of four (4) Non-Executive Directors (including an Independent Director). The Committee meets quarterly or as the need arises.

Its terms of reference include:

(a) Review major expense lines periodically and approve expenditure within the approval limit of the Committee as documented in the financial manual of authorities.
(b) Participate in and lead an annual strategy retreat for the Board.
(c) Review annually, the Bank's financial projections, as well as capital and operating budgets and review on a quarterly basis with Management, the progress of key initiatives, including actual financial results against targets and projections.
(d) Make recommendations to the Board regarding the Bank's investment strategy, policy and guidelines, its implementation and compliance with those policies and guidelines and the performance of the Bank's investment portfolios.
(e) Ensure a transparent and competitive tendering process on major contracts to guarantee the best value for the Bank.
(f) Review and recommend to the Board for approval, the procurement strategy and policy of the Bank.
(g) Ensure that all major contracts are carried out according to the terms and conditions of the contract agreement.
(h) Other finance matters including recommending for Board approval, the Bank's dividend policy, including amount, nature and timing and other corporate actions.
(i) Recommend a comprehensive framework for delegation of authority on financial matters and ensure compliance with same.

6. Board Information Technology Committee:
The Board Information Technology Committee ("the Committee") has oversight responsibility for all issues relating to the Bank's Information Technology (IT) and digitalisation strategies, investments and risks. The Committee is also responsible for matters relating to IT Governance, Cybersecurity and IT Risk. The Committee is composed of a minimum of four (4) Non-Executive Directors including an Independent Director. The Committee meets quarterly or as the need arises.,

Its terms of reference include:
(a) Execution of the Board's strategy in relation to Information Technology and Digitalization.
(b) Provide advice on strategic direction on IT related issues.
(c) Review IT related investments and expenditure.
(d) Review IT-related innovation as well as existing and future trends that may affect the Bank's digital strategy.
(e) Review the effectiveness of the Bank's IT and cybersecurity risk identification and remediation practices, policies, controls and procedures.
(f) Review the effectiveness of the Bank's overall IT enterprise architecture including the stability and reliability of the digital eco-system, the quality of IT services provided and the type of customer experience delivered.
(g) Ensure the Bank's compliance with applicable IT related laws and regulations.

Corporate Governance Report

B. Attendance at Board and Board Committee Meetings

Records of the Directors' attendance at meetings during the year ended 31 December 2025 are provided below:

BOARD OF DIRECTORS

NAME	DESIGNATION	January 10, 2025	January 29, 2025	March 4, 2025	April 30, 2025	May 27, 2025	July 2, 2025	October 2, 2025	October 17, 2025	October 22, 2025	November 19, 2025	November 25, 2025	December 18, 2025
Mr. Mustafa Chike-Obi	Chairman	√	√	√	√	√	√	√	√	√	√	√	√
*Mr. Chidi Agbapu	Non-Executive Director	√	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Engr. Henry Obih	Independent Non-Executive Director	√	√	√	√	√	√	√	√	√	√	√	√
Mrs. Amaka Onwughalu	Non-Executive Director	√	√	√	√	√	√	√	√	√	√	√	√
Chief Nelson Nweke	Non-Executive Director	√	√	√	√	√	√	√	√	√	√	√	√
Mr. Chinedu Okeke	Non-Executive Director	√	√	√	√	√	√	√	√	√	√	√	√
Mrs. Ronke Bammeke	Independent Non-Executive Director	√	√	√	√	√	√	√	√	√	√	√	√
Alhaji Abdullahi Mohammed	Independent Non-Executive Director	N/A	√	√	√	√	√	√	√	√	√	√	√
Ms. Obiaku Okam	Independent Non-Executive Director	N/A	√	√	√	√	√	√	√	√	√	√	√
Dr. Nneka Onyeali-Ikpe	MD/CEO	√	√	√	√	√	√	√	√	√	√	√	√
Mr. Kevin Ugwuoke	Executive Director	√	√	√	√	√	√	√	√	√	√	√	√
Dr. Ken Opara	Executive Director	√	√	√	√	√	√	√	√	√	√	√	√
Mr. Stanley Amuchie	Executive Director	√	√	√	√	√	√	√	√	√	√	√	√
Mrs. Pamela Shodipo	Executive Director	√	√	√	√	√	√	√	√	√	√	√	√
Mr. Abolore Solebo	Executive Director	√	√	√	√	√	√	√	√	√	√	√	√
*Mr. Sufiyanu Garba	Executive Director	N/A	√	√	√	√	√	√	√	√	√	√	√

Corporate Governance Report

BOARD OF DIRECTORS continue.

NAME	DESIGNATION	N0. OF MEETINGS	NUMBER ATTENDED
Mr. Mustafa Chike-Obi	Chairman	12	12
*Mr. Chidi Agbapu	Non-Executive Director	12	1
Engr. Henry Obih	Independent Non-Executive Director	12	12
Mrs. Amaka Onwughalu	Non-Executive Director	12	12
Chief Nelson Nweke	Non-Executive Director	12	11
Mr. Chinedu Okeke	Non-Executive Director	12	12
Mrs. Ronke Bammeke	Independent Non-Executive Director	12	12
Alhaji Abdullahi Mohammed	Independent Non-Executive Director	12	11
Ms. Obiaku Okam	Independent Non-Executive Director	12	11
Dr. Nneka Onyeali-Ikpe	MD/CEO	12	12
Mr. Kevin Ugwuoke	Executive Director	12	12
Dr. Ken Opara	Executive Director	12	12
Mr. Stanley Amuchie	Executive Director	12	12
Mrs. Pamela Shodipo	Executive Director	12	12
Mr. Abolore Solebo	Executive Director	12	12
**Mr. Sufiyanu Garba	Executive Director	12	11

*Mr. Chidi Agbapu retired from the Board on January 15, 2025
**Appointed to the Board with effect from January 14, 2025.

BOARD CREDIT COMMITTEE MEETING

NAME	DESIGNATION	January 22, 2025	March 14, 2025	April 14, 2025	May 28, 2025	June 17, 2025
Mrs. Amaka Onwughalu	Non-Executive Director	√	√	√	3	3
Mr. Chinedu Okeke	Non-Executive Director	√	√	√	3	3
Engr. Henry Obih	Independent Non-Executive Director	√	√	√	3	3
Alhaji Abdullahi Mohammed	Independent Non-Executive Director	√	√	√	3	3
Ms. Obiaku Okam	Non-Executive Director	√	√	√	3	3
Dr. Nneka Onyeali-Ikpe	MD/CEO	√	√	√	3	3

NAME	DESIGNATION	June 27, 2025	July 10, 2025	September 24, 2025	October 19, 2025	December 8, 2025
Mrs. Amaka Onwughalu	Non-Executive Director	√	√	√	√	√
Mr. Chinedu Okeke	Non-Executive Director	√	√	√	√	√
Engr. Henry Obih	Independent Non-Executive Director	√	√	√	√	√
Alhaji Abdullahi Mohammed	Independent Non-Executive Director	√	√	√	√	√
Ms. Obiaku Okam	Non-Executive Director	√	√	√	√	√
Dr. Nneka Onyeali-Ikpe	MD/CEO	√	√	√	√	√

Corporate Governance Report

NAME	DESIGNATION	N0. OF MEETINGS	NUMBER ATTENDED
Mrs. Amaka Onwughalu	Non-Executive Director	10	10
Mr. Chinedu Okeke	Non-Executive Director	10	10
Engr. Henry Obih	Independent Non-Executive Director	10	10
Alhaji Abdullahi Mohammed	Independent Non-Executive Director	10	10
Ms. Obiaku Okam	Non-Executive Director	10	10
Dr. Nneka Onyeali-Ikpe	MD/CEO	10	10

BOARD RISK MANAGEMENT COMMITTEE

NAME	DESIGNATION	24-Jan-25	17-Apr-25	27-Jun-25	21-Jul-25	20-Oct-25
Alhaji Abdullahi Mohammed	Independent Non-Executive Director	√	√	√	√	√
Mr. Chinedu Okeke	Non-Executive Director	√	√	√	√	√
Engr. Henry Obih	Independent Non-Executive Director	√	√	√	√	√
Mrs. Amaka Onwughalu	Chairman. Non-Executive Director	√	√	√	√	√
Mrs. Ronke Bammeke	Independent Non-Executive Director	√	√	√	√	√
Ms. Obiaku Okam	Non-Executive Director	√	√	√	√	√
Dr. Nneka Onyeali-Ikpe	MD/CEO	√	√	√	√	√
Mr. Kevin Ugwuoke	Executive Director, Risk	√	√	√	√	√

BOARD RISK MANAGEMENT COMMITTEE continue

NAME	DESIGNATION	5-Nov-25	11-Dec-25	N0. OF MEETINGS	NUMBER ATTENDED
Alhaji Abdullahi Mohammed	Independent Non-Executive Director	√	√	7	7
Mr. Chinedu Okeke	Non-Executive Director	√	√	7	7
Engr. Henry Obih	Independent Non-Executive Director	√	√	7	7
Mrs. Amaka Onwughalu	Chairman. Non-Executive Director	√	√	7	7
Mrs. Ronke Bammeke	Independent Non-Executive Director	√	√	7	7
Ms. Obiaku Okam	Non-Executive Director	√	√	7	7
Dr. Nneka Onyeali-Ikpe	MD/CEO	√	√	7	7
Mr. Kevin Ugwuoke	Executive Director, Risk	√	√	7	7

Corporate Governance Report

FINANCE AND GENERAL-PURPOSE COMMITTEE

NAME	DESIGNATION	January 27, 2025	March 3, 2025	March 27, 2025	April 11, 2025	June 5, 2025
Chief. Nelson Nweke	Chairman, Non-Executive Director	√	√	√	√	4
Mrs. Amaka Onwughalu	Non-Executive Director	√	√	√	√	4
Mrs. Ronke Bammeke	Independent Non-Executive Director	√	√	√	√	4
Ms. Obiaku Okam	Non-Executive Director	√	√	√	√	4

FINANCE AND GENERAL-PURPOSE COMMITTEE continue

NAME	DESIGNATION	July 11, 2025	October 10, 2025	December 16, 2025	DESIGNATION	NUMBER ATTENDED
Chief. Nelson Nweke	Chairman, Non-Executive Director	√	√	√	8	8
Mrs. Amaka Onwughalu	Non-Executive Director	√	√	√	8	8
Mrs. Ronke Bammeke	Independent Non-Executive Director	√	√	√	8	8
Ms. Obiaku Okam	Non-Executive Director	√	√	√	8	8

BOARD REMUNERATION NOMINATION AND GOVERNANCE COMMITTEE

NAME	DESIGNATION	27-Jan-25	2-Apr-25	28-Apr-25	7-May-25	17-Jul-25
Engr. Henry Obih	Chairman,	√	√	√	√	√
Mrs. Amaka Onwughalu	Independent Non-Executive Director	√	√	√	√	√
Chief. Nelson Nweke	Non-Executive Director	√	√	√	√	√
Alhaji Abdullahi Mohammed	Non-Executive Director	√	√	√	√	√

Corporate Governance Report

BOARD REMUNERATION NOMINATION AND GOVERNANCE COMMITTEE continue

NAME	DESIGNATION	21-Oct-25	12-Dec-25	N0. OF MEETINGS	NUMBER ATTENDED
Engr. Henry Obih	Chairman,	√	√	7	7
Mrs. Amaka Onwughalu	Independent Non-Executive Director	√	√	7	7
Chief. Nelson Nweke	Non-Executive Director	√	√	7	7
Alhaji Abdullahi Mohammed	Non-Executive Director	√	√	7	7

BOARD AUDIT COMMITTEE

NAME	DESIGNATION	23-Jan-25	3-Mar-25	15-Apr-25	14-Jul-25	13-Oct-25
Mrs. Ronke Bammeke	Chairman,	√	√	√	√	√
Chief Nelson Nweke	Independent Non-Executive Director	√	√	√	√	√
Mr. Chinedu Okeke	Non-Executive Director	√	√	√	√	√
Alhaji Abdullahi Mohammed	Non-Executive Director	√	√	√	√	√

BOARD AUDIT COMMITTEE continue

NAME	DESIGNATION	N0. OF MEETINGS	NUMBER ATTENDED
Mrs. Ronke Bammeke	Chairman,	5	5
Chief Nelson Nweke	Independent Non-Executive Director	5	5
Mr. Chinedu Okeke	Non-Executive Director	5	5
Alhaji Abdullahi Mohammed	Non-Executive Director	5	5

BOARD INFORMATION TECHNOLOGY COMMITTEE

NAME	DESIGNATION	21-Jan-25	27-Mar-25	8-Apr-25	18-Jul-25	14-Oct-25
Mr. Chinedu Okeke	Chairman, Non-Executive Director	√	√	√	3	3
Engr. Henry Obih	Independent Non-Executive Director	√	√	√	3	3
Mrs. Ronke Bammeke	Independent Non-Executive Director	√	√	√	3	3
Ms. Obiaku Okam	Non-Executive Director	√	√	√	3	3
Mr, Stanley Amuchie	Executive Director, Chief Operations and Information Officer	√	√	√	3	3

BOARD INFORMATION TECHNOLOGY COMMITTEE continue

NAME	DESIGNATION	9-Dec-25	N0. OF MEETINGS	NUMBER ATTENDED
Mr. Chinedu Okeke	Chairman, Non-Executive Director	√	6	6
Engr. Henry Obih	Independent Non-Executive Director	√	6	6
Mrs. Ronke Bammeke	Independent Non-Executive Director	√	6	6
Ms. Obiaku Okam	Non-Executive Director	√	6	6
Mr, Stanley Amuchie	Executive Director, Chief Operations and Information Officer	√	6	6

Corporate Governance Report

BOARD CHAIRMAN's MEETING WITH NON-EXECUTIVE DIRECTORS

NAME	DESIGNATION	28-Apr-25	N0. OF MEETINGS	NUMBER ATTENDED
Mr. Mustafa Chike-Obi	Chairman	√	1	1
Engr. Henry Obih	Independent Non-Executive Director	√	1	1
Mrs. Amaka Onwughalu	Non-Executive Director	√	1	1
Chief Nelson Nweke	Non-Executive Director	√	1	1
Mr. Chinedu Okeke	Non-Executive Director	√	1	1
Mrs. Ronke Bammeke	Independent Non-Executive Director	√	1	1
Alhaji Abdullahi Mohammed	Independent Non-Executive Director	√	1	1
Ms. Obiaku Okam	Non-Executive Director	√	1	1

MEETING OF INDEPENDENT NON-EXECUTIVE DIRECTORS

NAME	DESIGNATION	12-Dec-25	N0. OF MEETINGS	NUMBER ATTENDED
Engr. Henry Obih	Independent Non-Executive Director	√	1	1
Mrs. Ronke Bammeke	Independent Non-Executive Director	√	1	1
Alhaji Abdullahi Mohammed	Independent Non-Executive Director	√	1	1

The dates of Board and Board Committee meetings that held in the year ended 31 December 2025 are shown below:

S/N	FULL BOARD	Board Credit Committee (BCC)	Board Remuneration Nomination and Governance Committee	Board Audit Committee (BAC)	Board Risk Management Committee (BRC)	Board Finance and General Purpose Committee (FGPC)
	12	10	13	6	4	7
1	10-Jan-2025	22-Jan-2025	27-Jan-2025	23-Jan-2025	24-Jan-2025	28-Jan-2025
2	29-Jan-2025	14-Mar-2025	2-Apr-2025	3-Mar-2025	17-Apr-2025	3-Mar-2025
3	4-Mar-2025	14-Apr-2025	28-Apr-2025	15-Apr-2025	27-Jun-2025	27-Mar-2025
4	30-Apr-2025	28-May-2025	7-May-2025	14-Jul-2025	21-Jul-2025	11-Apr-2025
5	27-May-2025	17-Jun-2025	17-Jul-2025	13-Oct-2025	20-Oct-2025	5-Jun-2025
6	15-Jul-2025	10-Jul-2025	21-Oct-2025		5-Nov-2025	11-Jul-2025
7	2-Oct-2025	24-Sep-2025	12-Dec-2025		11-Dec-2025	10-Oct-2025
8	17-Oct-2025	9-Oct-2025				16-Dec-2025
9	23-Oct-2025	8-Dec-2025				
10	19-Nov-2025					
11	25-Nov-2025					
12	18-Dec-2025					

Corporate Governance Report

S/N	Board Information Technology Committee (BITC)	Board Chairman's Meeting with Non-Executive Directors	Meeting of Independent Non-Executive Directors
	5	2	1
1	21-Jan-2025	30-Apr-2025	December- 12-2025
2	27-Mar-2025		
3	8-Apr-2025		
4	18-Jul-2025		
5	14-Oct-2025		
6	9-Dec-2025		

Note:
Except for the Board Credit Committee, which meets monthly or as the need arises, all other Board and Board Committee meetings are held quarterly or as the need arises. The Board Chairman is not a member of any Board Committee. Each Board Committee Chairman presents a formal report on the Committee's deliberations at subsequent Board meetings.

C. Statutory Audit Committee

The Statutory Audit Committee was established in compliance with Section 404(3) of the Companies and Allied Matters Act, 2020. The Committee has five (5) members comprising of two (2) members of the Board and three (3) members nominated by Shareholders at the Annual General Meeting. The composition remained unchanged at the year ended December 31, 2025, and the Shareholders reelected all the members.

The Committee's primary responsibilities include:

(a) Review the External Auditor's proposed audit scope and approach.
(b) Monitor the activities and performance of the External Auditors.
(c) Review with the External Auditors any difficulties encountered in the course of the audit.
(d) Review the results of the half year and annual audits and discuss same with Management and the External Auditors.
(e) Present the report of the Statutory Audit Committee to Shareholders at the Annual General Meeting.

Membership and attendance at Statutory Audit Committee meetings during the year ended December 31, 2025 is indicated below:

NAME	DESIGNATION	30-Jan-25	13-Mar-25	23-Apr-25	30-Sep-25	17-Oct-25
Chief Frank Onwu	Chairman, Shareholder Representative	√	√	√	√	√
Mr. Innocent Mmuoh	Shareholder Representative	√	√	√	√	√
Dr. Christian Nwinia	Shareholder Representative	√	√	√	√	√
Mrs. Ronke Bammeke	Non-Executive Director	√	√	√	√	√
Chief Nelson Nweke	Non-Executive Director	√	√	√	√	√

NAME	DESIGNATION	NUMBER OF MEETINGS	N0. OF ATTENDED
Chief Frank Onwu	Chairman, Shareholder Representative	5	5
Mr. Innocent Mmuoh	Shareholder Representative	5	5
Dr. Christian Nwinia	Shareholder Representative	5	5
Mrs. Ronke Bammeke	Non-Executive Director	5	5
Chief Nelson Nweke	Non-Executive Director	5	5

Corporate Governance Report

D. General Meetings

Fidelity Bank recognizes that its shareholders are major stakeholders in the enterprise and that General Meetings are the primary avenue for interaction between the shareholders, Management and the Board. Since shareholders collectively constitute the highest decision-making organ in the Company, the Bank complies strictly with regulatory requirements and convenes at least one General Meeting (the Annual General Meeting) in each financial year, to give all shareholders the opportunity to participate in governance.

The Annual General Meetings are convened and conducted in a transparent manner and attended by representatives of the Central Bank of Nigeria, Securities & Exchange Commission, Nigerian Exchange Group, Corporate Affairs Commission, Nigeria Deposit Insurance Corporation, various Shareholders' Associations and other stakeholders.

The Board takes a keen interest in its responsibility to ensure that material developments (financial and non-financial) are promptly communicated to shareholders. The Board is also conscious of regulatory reporting requirements and routinely discloses material information to all stakeholders. To achieve this, the Bank has developed formal structures for information dissemination via direct communication to all interested parties using electronic and print media as well as its websitee, **www.fidelitybank.ng**

The Bank's Company Secretariat is well equipped to handle enquiries from shareholders in a timely manner. The Company Secretary also ensures that concerns expressed by investors, are communicated to Management and the Board as appropriate.

E. Management Committees

In addition to the Board, Board Committees, Statutory Audit Committee and the Shareholders in General Meeting, the Bank's governance objectives are also met through the Management Committees. Each Management Committee has a formal Charter, which guides its purpose, composition, responsibilities and similar matters. Additional information on the terms of reference of management committees, is provided below:

1. Executive Committee:

The Executive Committee (EXCO) is charged with overseeing the business of the Bank within agreed financial and other limits set by the Board from time to time. This Committee is comprised of the Managing Director and the Executive Directors of the Bank. The Committee meets monthly or as required and has the following key objectives:

(a) Ensure implementation of the Bank's Business Plan and Strategy upon approval of same by the Board;
(b) Review budget presentations for each financial year ahead of presentation to the Board;
(c) Evaluate the Bank's strategy at quarterly intervals and update the Board on same;
(d) Review the Bank's Budget performance at quarterly intervals and update the Board on same at bi-annual intervals;
(e) Review the Bank's Quarterly, Half-Yearly and Full Year financial statements ahead of presentation to the Board and the Regulators;
(f) Review and approve proposals for capital expenditure and acquisitions within its approval limit;
(g) Make recommendations to the Board on dividend and/or corporate actions for each financial year; and
(h) Any other matter as the Board may direct.

2. Asset & Liability Committee:

Membership of the Asset & Liability Committee is derived mainly from the asset and liability generation divisions of the Bank. The Committee meets fortnightly or as required and has the following key objectives:

(a) Review the economic outlook and its impact on the Bank's strategy.
(b) Ensure adequate liquidity.
(c) Ensure that interest rate risks are within acceptable parameters.
(d) Maintain and enhance the Bank's capital position.
(e) Maximize risk adjusted returns to stakeholders over the long term.

3. Management Credit Committee:

The primary purpose of the Committee is to advise the Board of Directors on its oversight responsibilities in relation to the Bank's credit exposures and lending practices. The Committee also provides guidance on development of the Bank's credit and lending objectives. The Committee meets once a week or as necessary and its key responsibilities include the following:

(a) Establishing the Minimum Lending Rate and Prime Lending Rate (PLR).
(b) Recommending Target Market Definition (TMD) and Risk Assets Acceptance Criteria (RAAC)
(c) Pre-approval of Platform Credits (Product Papers).
(d) Recommend Inter-Bank and Discount House Placement Limits.
(e) Review the policies and the methodologies for assessing the Bank's credit risks and recommend appropriate exposure limits.
(f) Approve credit facilities within the Committee's approval limits and recommend for approval as appropriate, credit facilities above its approval limit.
(g) Review and recommend the Bank's loan portfolio limits and classifications.
(h) Review and recommend changes to credit policy guidelines for Board approval.

Corporate Governance Report

4. Criticized Assets Committee:

The Criticized Assets Committee is responsible for the review and coverage of the Bank's total risk assets portfolio for quality. It also ensures that approved facilities are operated in accordance with approved terms and conditions and accelerates collection/recovery of nonperforming loans. This Committee is comprised of the Managing Director, all the Executive Directors of the Bank and key management personnel including the Chief Risk Officer. The Committee meets monthly or as required and has the following key objectives:

(a) Review of individual credit facilities based on their risk rating and exceptions.
(b) Review of the loan portfolio of Business Divisions/Groups/Units bank wide.
(c) Review the activities and oversee the effectiveness of the Regional Criticized Assets Committees.
(d) Review of collateral documentation to ensure compliance with approvals.
(e) Approval of portfolio classification/reclassification and levels of provisioning.
(f) Approval of loan transfers to any committee or persons for recovery action.
(g) Continuously review and evaluate recovery strategies on each account and recommend alternative strategies on an account-by-account basis.
(h) Review the performance of loan recovery agents, and other third-party agents assigned recovery briefs with the objective of delisting non-performers.
(i) Consider and recommend collateral realization on defaulting accounts.
(j) Recommend for EXCO or Board approval, waivers and concessions and propose amounts to be paid as full and final settlement by defaulting borrowers.
(k) Recommend interest suspension for non-performing accounts on a case-by-case basis.

5. Monthly Performance Review Committee:

The Committee meets monthly or as necessary and has the following key objectives:

(a) Review the Bank's monthly performance.
(b) Monitor budget achievement.
(c) Assess the efficiency of resource deployment in the Bank.
(d) Review products' performance.
(e) Reappraise cost management initiatives.
(f) Develop and implement a framework for measuring performance in the Bank.
(g) Develop Key Performance Indicators (KPI) for business and support units.
(h) Determine the basis for rewards and consequence management.

6. Operational Risk & Service Measurement Committee:

The Operational Risk & Service Measurement Committee meets monthly or as necessary and oversees all matters related to operational risk and service delivery in the Bank. The Committee is charged with the following key responsibilities:

(a) Ensuring full implementation of the risk management framework approved by the Board of Directors.
(b) Monitoring the implementation of policies, processes and procedures for managing operational risk in all of the Bank's material products, activities, processes and systems.
(c) Ensuring that clear roles and responsibilities are defined for the management of operational risks throughout all levels of the Bank, including all Business and Support Units.
(d) Providing support to the Chief Risk Officer and Chief Compliance Officer to ensure that a culture of compliance is entrenched throughout the Bank.

7. Sustainable Banking Governance Committee:

The Sustainable Banking Governance Committee meets every two months and oversees implementation of the Sustainable Banking Policies and Guidance Notes. The Committee is responsible for the following:

(a) Oversee the implementation of Environmental and Social Management Systems.
(b) Oversee the implementation and management of the Bank's environmental and social footprints on:

- (i) Energy and water conservation.
- (ii) Waste management.
- (iii) Sustainable procurement.
- (iv) Stakeholder engagement.

(c) Oversee the implementation of other sustainability issues in the Bank as it relates to:

- (i) Promotion of equality of opportunity and diversity.
- (ii) Occupational health and safety.
- (iii) Grievance mechanism and related issues.
- (iv) Financial inclusion and literacy.
- (v) Corporate Social Responsibility.
- (vi) Collaborative partnerships.
- (vii) Capacity building.

(d) Review the Bank's progress on environmental and social performance indices.
(e) Review and advise the Board on the progress of the Bank's initiatives.

Corporate Governance Report

8. Information Technology (IT) Steering Committee

The Committee advises Management on technology trends in the banking industry and ensures that IT initiatives and proposed projects help in achieving the strategic goals and objectives of the Bank. The Committee also provides leadership in information security and protection of the Bank's Information assets. The Committee prioritizes the development of information security and Information Technology (IT) initiatives, programmes, projects and policies.

The Committee is comprised of the Executive Director, Chief Operations and Information Officer (who serves as the Chairman), the Chief Compliance Officer, Chief Technology Officer, Divisional Head, Operations, Chief Human Resources Officer and the Chief Information Security Officer (CISO). Other Committee members include key Divisional and Unit Heads. The responsibilities of the Committee include the following:

The responsibilities of the Committee include the following:

(a) Steer the Bank's business to profitability through technology;
(b) Reviews, monitors and enforces implementation of the Bank's IT strategy;
(c) Reviews short to mid-term trends and makes recommendations
(d) Harmonizes all IT related budget entries from other Departments with the provisions in the IT budget;
(e) Serves as support and advisory to the Executive Committee on IT and Information Security matters;
(f) Assesses the criticality of IT spend;
(g) Reviews and monitors IT budget implementation;
(h) Serves as a governing council/steering committee for Information Security Management System;
(i) Resolves issues or conflicts that, if unresolved, would jeopardize the successful completion of approved IT initiatives and programmes;
(j) Makes recommendations on resources required to implement proposed IT initiatives and programmes;
(k) Reviews the performance and effectiveness of IT activities; and
(l) Ensures IT leadership meets on a quarterly basis with the Bank's user groups to further align IT initiatives with business needs.

9. Information Security Steering Committee

The Central Bank of Nigeria (CBN) through its issuance of the Risk-Based Cyber Security Framework mandated Deposit Money Banks (DMBs) to establish cyber security governance and ensure it becomes an integral part of the organization's Corporate Governance.
The Information Security Steering Committee (ISSC) is a key instrument of this governance function. The existence of a strategic governing body is important in ensuring the alignment of cyber security investments and initiatives with business strategy and technology requirements.

The Information Security Steering Committee is chaired by the Managing Director/CEO and the Committee members include the Executive Director - Chief Operations and Information Officer, Chief Compliance Officer, Chief Risk Officer, Chief Technology Officer, Chief Financial Officer, and Chief Information Security Officer, who acts as the Secretary to the Committee. Other members include Divisional Heads of key divisions and Heads of various IT units.

The role of the Committee includes the following:

(a) Provide strategic direction and governance on cybersecurity to the Bank by ensuring that effective cyber security policies, procedures and initiatives are established and updated in line with the changing risk landscape.
(b) Ensure alignment of cyber security projects with technology and corporate strategy.
(c) Resolve strategic level issues and risks in relation to cyber security which may arise from existing or new/proposed business initiatives.
(d) Evaluate, approve, and sponsor institution-wide security investments; Review the justifications and business cases for security investments and ensure that proposed security projects are aligned with the Bank's strategic direction.
(e) Ensure adequate investment prioritization and cyber risk management.
(f) In consultation with senior management, oversee regulatory compliance with respect to cyber security, to ensure that the Bank complies with all extant regulations to avoid the risk of non-compliance.
(g) Approve or reject changes to projects with high impact on timelines and budget.
(h) Assess the progress on projects and provide relevant reports on same to executive management.
(i) Advise and provide guidance on issues relating to cyber security projects.
(j) Review and approve final project deliverables.
(k) Manage the relationship between the cyber security function and respective business units.

Note:
Management Committee Meetings are held weekly, fortnightly, monthly or quarterly per the terms of reference of each Committee or as the need arises. The Bank diligently submits its financial reports quarterly, half yearly and annually to the Securities & Exchange Commission and Nigerian Exchange Group for publication following approval by the Central Bank of Nigeria as appropriate.

Corporate Governance Report

Governance and Management

Fidelity has adopted various policies which define acceptable standards of behavior in the organization.
These include the following:

(i) Code of Business Conduct and Ethics Policy.
(ii) Directors Code of Conduct Policy.
(iii) Insider Trading Policy.
(iv) Whistle-blowing Policy.
(v) Remuneration Policy.
(vi) Shareholders' Complaints Management Policy.

Code of Business Conduct and Ethics Policy
The Code of Business Conduct and Ethics ("the Code") is an expression of the Bank's core values and represents a framework for guidance in decision-making. The main objectives of the Policy are to:

(i) Demonstrate the Bank's commitment to the highest standards of ethics and business conduct; and
(ii) Govern the Bank's relationship with its stakeholders including employees, customers, suppliers, Shareholders, competitors, the communities in which it operates and the relationship with each other as employees.

The Code requires all Directors, significant Shareholders, officers and employees of the Bank to avoid taking actions or placing themselves in positions that create or could create the appearance of conflict of interest, corruption or impropriety. The Bank must also protect the privacy of its customers' financial and other personal information. The Code provides basic guidelines of business practice, professional and personal conduct that the Bank expects all employees to adopt and uphold as members of Team Fidelity.

Employees are also expected to comply with other policies referred to in the Code, additional policies that apply to their specific job functions, and the spirit and letter of all laws and regulations. At the beginning of each year and upon resumption, all employees are required to formally disclose that they have no material or any other conflicting interest as well as declare their interest in any account, customer, transaction or person who is a party to a contract or proposed contract with the Bank.

The Chief Audit Executive has primary responsibility for enforcing the Code subject to the supervision of the Ethics Committee and the Board Audit Committee. The execution of disciplinary actions and sanctions for infringement of the Code are guided by the Bank's disciplinary procedures as documented in the Staff Handbook..

Directors' Code of Conduct Policy

At the Board level, the Board of Directors adopted the Directors' Code of Conduct Policy, which sets out ethical standards that all Directors are expected to comply with. Directors have a duty to oversee the management of the business and affairs of the Bank. In carrying out this duty, Directors are required to always act honestly, in good faith and in the best interest of the Bank. All Directors are expected to execute an annual attestation to adhere strictly to the Code and formally declare their interest, if any, in any contract or transaction to which the Bank is a party.

Insider Trading Policy (Dealing in the Company's Securities)

The Bank has a formal Insider Trading Policy that prohibits all "Insiders" and their "Connected Persons" (as defined in the Policy) from dealing in the Company's securities at certain times. The provisions of the Policy are based on terms no less exacting than the standards defined in the Listing Rules of the Nigerian Exchange Group. The objectives of the Policy include the following:

(i) Promote compliance with the provisions of the Investments and Securities Act (ISA) 2007, the Securities and Exchange Commission's Code of Corporat Governance and the Listing Rules of the Nigerian Exchange Group;
(ii) Ensure that all persons to whom the policy applies (affected persons), who possess material non-public information do not engage in insider trading or tipping.
(iii) Ensure that all the Bank's employees and Directors comply with utmost secrecy and confidentiality on all information which they receive as a result of their position in the Bank; and
(iv) Protect the Bank and its staff from reputational damage and penalties that may be imposed by regulators as a result of improper identification, disclosure and management of insider trading activities.

The Policy has been communicated to all persons to whom it is applicable including Employees, Directors and members of the Statutory Audit Committee. The Company Secretary periodically notifies affected persons of when trading in the Bank's securities is permitted (Open Periods) or prohibited (Blackout Periods).

The Bank has established a mechanism for monitoring compliance with the Policy and affected persons are required to notify the Company Secretary of transactions undertaken on their accounts in the Bank's securities.

Enquiries are also made to confirm the Directors compliance with the Policy and in event of non-compliance, the reasons for same and the remedial steps taken. In addition to being hosted on the Bank's website and SharePoint Portal (an internal web-based application), the Policy is circulated to all affected persons on a regular basis.

Corporate Governance Report

Whistle-blowing Policy
Fidelity Bank Plc requires all Employees, Directors, Vendors and other Stakeholders to always act with utmost fidelity and good faith in their dealings with the Bank and its stakeholders. The Bank's Whistle-Blowing Policy and Procedures therefore aim to strengthen its corporate governance and risk management architecture whilst enhancing value for all stakeholders.

To this end, internal and external stakeholders are encouraged to report their concerns about any ostensibly unethical behaviour to enable the Bank investigate and address same appropriately.

The Bank recognizes the need for protection of whistle-blowers and takes all reasonable steps to protect their identity. The Bank also appreciates the importance of utmost confidentiality in these situations and has developed various anonymous channels for reporting unethical behaviour.

The Bank has provided the following reporting channels to ensure that all ethical issues can be reported to the Ethics Committee directly or anonymously, through the following media:

Email to ethicscommittee@fidelitybank.ng
Visit www.fidelitybank.ng/whistle-blowing
Call 08139843525 (Fidelity True Serve)

A policy statement on whistleblowing is available on the Bank's website along with a whistle-blowing form, to ease the reporting process. This can be accessed at:
https://www.fidelitybank.ng/whistle-blowing
The Board is responsible for implementation of the Policy and communication of same to stakeholders. To facilitate implementation of the Policy, the Bank has established an Ethics Committee comprised of staff drawn from key areas of the Bank including Operations, Legal, and Human Resources.

The Ethics Committee is responsible for receiving and evaluating whistle-blowing reports, deciding the nature of the action to be taken, reviewing the report of any enquiry arising from a whistle-blowing report, providing feedback on the outcome of investigations to the whistle-blower (where the whistle-blower has provided a means of communicating with him/her).

The Ethics Committee also provides updates on whistle-blowing incidents to the Board Audit Committee on a quarterly basis, through the Chief Audit Executive. In addition, the Chief Compliance Officer renders periodic returns on whistle-blowing incidents to the Central Bank of Nigeria and Nigeria Deposit Insurance Corporation as appropriate.

Staff Remuneration Policy
The Bank's remuneration policy is designed to establish a framework that is consistent with the Bank's scale and scope of operations and is aligned with leading corporate governance practices. The policy reflects the desire to sustain long-term value creation for shareholders and focuses on ensuring sound corporate governance.

The policy aims to motivate the workforce and enable the Bank attract and retain employees with integrity, ability, experience and skills to deliver the Bank's strategy; Promote compliance with global regulatory trends and governance requirements, with emphasis on long-term sustainability; Align individual rewards with the Bank's performance, the interests of its shareholders, and a prudent approach to risk management, whilst ensuring that remuneration arrangements are equitable, transparent, well communicated, easily understood, aligned with the interest of shareholders and adequately disclosed.

The guiding principles that underpin the Staff Remuneration Policy include the following:

(i) Remuneration and reward strategies are set at levels that enable the Bank to attract, motivate and retain employees with the skills required to efficiently manage the operations and growth of the business;

(ii) Performance goals are aligned to shareholders' interests and ensures that the Board makes prudent decisions in deploying the Bank's resources t generate sustainable growth;

The Bank complies with the provisions of the Pension Reform Act, 2014 (the Act) and continues to meet its statutory obligations to all employees as provided in the Act.

Corporate Governance Report

Shareholders' Complaints Management Policy

The objectives of the Policy include:

(i) Ensure compliance with the provisions of the SEC Rules relating to Complaints Management Framework, the Rules and Regulations made pursuant to the ISA, the rules and regulations of Securities Exchanges and guidelines of public companies/ recognized trade associations as well as other applicable regulatory requirements.
(ii) Handle complaints by Shareholders, Stakeholders, and Customers in relation to Fidelity Bank's shares.
(iii) Provide an avenue for shareholder communication and feedback.
(iv) Recognize, promote and protect shareholders' rights, including the right to comment and provide feedback on service.
(v) Provide an efficient, fair and accessible framework for resolving shareholders' complaints and feedback to improve service delivery.
(vi) Inform shareholders on the shareholder feedback handling processes.
(vii) Establish a framework to guard against trade manipulation, accounting frauds, Ponzi schemes and such other complaints as may be determined by SEC from time to time.
(viii) Establish and maintain electronic complaints register and provide information on a quarterly basis to the NGX in line with regulations.
(ix) Protect the Bank from sanctions from regulatory bodies and ensure strict compliance by the responsible parties.

Gender Diversity

Fidelity Bank is an equal opportunity employer and is committed to promoting gender diversity in the workplace. The Bank recognizes that women have different skill sets, viewpoints, ideas and insights which will enable the Bank serve a diverse customer base more effectively.

Fraud & Forgeries

In accordance with the CBN Code of Corporate Governance, frauds and forgeries recorded in the year ended 2025 were as follows:

Fraud and Forgeries	December 2025	December 2024
Number of Fraud Incidents	1 687	2 249
Amount Involved (Naira)	774 487 785	937 156 762
Amount Involved (US Dollar)	27	109 984
Actual/Expected Loss (Euros)	0	0
Actual/Expected Loss (Naira)	41 305 323	11 018 184
Actual/Expected Loss (US Dollar)	0	0
Actual/Expected Loss (Euros)	0	0

Governance And Compliance

The Chief Compliance Officer of the Bank is charged with the responsibility of monitoring the Bank's compliance with all applicable legislation including the Code of Corporate Governance issued by the Central Bank of Nigeria. The Chief Compliance Officer and the Company Secretary submit periodic returns on the various governance Codes to the Central Bank, Nigerian Exchange Group, Securities & Exchange Commission and Nigeria Deposit Insurance Corporation as appropriate.

Foreign Subsidiary Governance

As of December 31, 2025, the Bank had one (1) wholly owned subsidiary, FidBank UK Limited. The activities of the subsidiary are monitored at the Group level to ensure operational efficiency, achievement of performance objectives and alignment of strategy/processes/controls within the Group without prejudice to applicable regulations in each jurisdiction. The framework for this includes ensuring the Bank has effective representation on the Board of the subsidiary and regular meetings of the Board and Board Committees of the Subsidiary.

Clawback Policy

In accordance with the provisions of the Nigeria Code of Corporate Governance issued by the Financial Reporting Council of Nigeria, Fidelity Bank has adopted a formal Clawback Policy which allows the Board to require, in specific situations, the reimbursement of short term or long-term variable pay benefits, pay-out or gain received by a Covered Person that is later found to be underserved, excessive or wrongfully paid. The key objectives of the policy include:

(i) To enable the Bank recover from any current or former Covered Persons, any incentive-based compensation paid or payable, that was determined, in whole or in part, based on any financial or operating results of Fidelity Bank, and which turns out to have been erroneously or excessively awarded to the Covered Persons, due to material noncompliance with any accounting or financial reporting requirement under applicable laws or wrongful act committed.
(ii) Promote compliance with global regulatory trends and corporate governance requirements, with emphasis on long-term sustainability.
(iii) Align Covered Persons' remuneration with the Bank's performance, shareholders' interests, and a prudent approach to risk management, while avoiding any excessive or erroneous pay out. There was no incident of clawback during the reporting period.

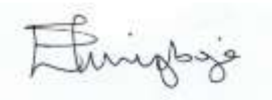
Corporate Governance Report

The Company Secretary
The Company Secretary plays a key role in ensuring that Board procedures are complied with and that Board members are aware of and provided with guidance as to their duties and responsibilities. The Company Secretary is responsible for the following:

(i) Ensuring that the applicable rules and regulations for the conduct of the affairs of the Board are complied with.
(ii) Provision of facilities associated with maintenance of the Board or otherwise required for its efficient operation.
(iii) Provide a central source of guidance and advice to the Board on matters of ethics and implementation of the Codes of Corporate Governance, as well as providing administrative support to the Board and Board Committees
(iv) Coordinating the orientation, induction and training of new Directors, and the continuous training of existing Directors.
(v) Assist the Chairman and Managing Director/CEO to formulate the annual Board Plan and administration of other strategic issues at the Board level.
(vi) Organize Board/General meetings and properly record and communicate the decisions for implementation.
(vii) Update the Board and Management on contemporary developments in corporate governance.

The Company Secretary also acts as a liaison between the Shareholders, the Bank's Registrars and the Investor Relations Desk and ensures timely communication with Shareholders in relation to issuance of shares, calls on shares, replacement of share certificates, managing of shareholding accounts, dividend payment, and production and distribution of annual reports amongst others. The Board is responsible for the appointment and disengagement of the Company Secretary.

By order of the Board.



Ezinwa Unuigboje
Company Secretary
FRC/2015/NBA/00000006957

Fidelity Bank Plc
No 2 Kofo Abayomi Street
Victoria Island
Lagos
9 March 2026

Management's Annual assessment of, and report on, FIDELITY BANK Plc's Internal Control Over Financial Reporting.
For the year ended 31 December 2025

To comply with the provisions of Section 1.1 of SEC Guidance on Implementation of Sections 60-63 of Investments and securities Act 2007, we hereby make the following statements regarding the internal controls of FIDELITY BANK Plc for the year ended 31 December 2025:

i FIDELITY BANK Plc's management is responsible for establishing and maintaining a system of internal control over financial reporting ("ICFR") that provides reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with International Financial Reporting Standards.

ii FIDELITY BANK Plc's management used the Committee of Sponsoring Organization of the Treadway Commission (COSO) Internal Control-Integrated Framework to conduct the required evaluation of the effectiveness of the entity's ICFR;

iii FIDELITY BANK Plc's management has assessed that the entity's ICFR as at the end of 31 December 2025 is effective.

iv FIDELITY BANK Plc's external auditor, Messrs Deloitte that audited the financial statements included in the report has issued an attestation report on management's assessment of the entity's internal control over financial reporting. The attestation report of Messrs Deloitte that audited its financial statements will be filed as part of Fidelity Bank's annual report.

Signed on behalf of the Directors by:
Date: 9 March 2026

Victor Abejegah
Chief Financial Officer
FRC/2013/ICAN/00000001733

Nneka Onyeali-Ikpe
Managing Director/Chief Executive Officer
FRC/2017/NBA/00000016998

Certification of Management's assessment on Internal Control Over Financial Reporting
For the year ended 31 December 2025

To comply with the provisions of Section 1.3 of SEC Guidance on Implementation of Sections 60-63 of Investments and Securities Act 2007, I hereby make the following statements regarding the internal controls of FIDELITY BANK Plc for the year ended 31 December 2025.

I, **Abejegah Victor** , certify that:

(a) I have reviewed this Management's assessment on internal control over financial reporting of FIDELITY BANK Plc;

(b) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered in this report.

(c) Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the entity as of , and for, the periods presented in this report.

(d) The entity's other certifying officer 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 subsidiaries is made known to us by others within those entities, particularly during the year 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 preparation of financial statements to external purposes in accordance with generally accepted accounting principles;

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 year covered by this report based on such evaluation.

(e) The entity's other certifying officer and I have disclosed, based on our most recent evaluation of internal control system, to the entity's auditors and audit committee of the entity's board of directors (or persons performing the equivalent functions):

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) The entity's other certifying officer(s) 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.

Victor Abejegah
Chief Financial Officer
FRC/2013/ICAN/00000001733
9 March 2026

Certification of Management's assessment on Internal Control Over Financial Reporting
For the year ended 31 December 2025

To comply with the provisions of Section 1.3 of SEC Guidance on Implementation of Sections 60-63 of investments and securities Act 2007, I hereby make the following statements regarding the internal controls of FIDELITY BANK Plc for the year ended 31 December 2025.

I, **Onyeali -Ikpe Nneka** , certify that:

(a) I have reviewed this Management's assessment on internal control over financial reporting of FIDELITY BANK Plc;

(b) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the year covered in this report.

(c) Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the entity as of , and for, the periods presented in this report.

(d) The entity's other certifying officer 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 subsidiaries is made known to us by others within those entities, particularly during the year 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 preparation of financial statements to external purposes in accordance with generally accepted accounting principles;

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 year covered by this report based on such evaluation.

(e) The entity's other certifying officer and I have disclosed, based on our most recent evaluation of internal control system, to the entity's auditors and audit committee of the entity's board of directors (or persons performing the equivalent functions):

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) The entity's other certifying officer(s) 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.

Nneka Onyeali-Ikpe
Managing Director/Chief Executive Officer
FRC/2017/NBA/00000016998
9 March 2026

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Fidelity Bank Plc

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of **Fidelity Bank Plc** and its subsidiary (the Group and Bank) set out on pages 51 to 179, which comprise the consolidated and separate statements of financial position as at 31 December 2025, and the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, the notes to the consolidated and separate financial statements, including a summary of material accounting policy information.

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated and separate Financial Statements section of our report. We are independent of the Group and Bank in accordance with the requirements of the International Ethics Standards Board for Accountants' (IESBA) International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA code), as applicable to audits of financial statements of public interest entities, and other independence requirements applicable to performing audits of financial statements of public interest entities in Nigeria. We have also fulfilled our other ethical responsibilities in accordance with the IESBA Code and other ethical requirements that are relevant to our audit of consolidated and separate Financial Statements in Nigeria.

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

Key Audit Matters

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated and separate financial statements of the current period. The matter was addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on the matter.

Key Audit Matter	How the matter was addressed in the audit
Impairment of loans and advances (Consolidated and Separate)	
Loans and advances make up a significant portion of the total assets of the Group. As of 31 December 2025, gross loans and advances for the Group were N4.500 trillion, Bank: N4.408 trillion comprising local and foreign denominated loans against which total loan impairment for the Group is N218.766 billion, Bank: N218.285 billion was recorded, resulting in a net loan balance of N4.282 trillion for the Group, Bank: N4.190 trillion. This value represents 40.9% of the Group's total assets and 41.4% of the bank's total assets as at the reporting date.	We focused our testing of the impairment on loans and advances to customers on the key assumptions and inputs made by Directors. Specifically, with the assistance of our technology and credit specialists, our audit procedures included the following:
The basis of the impairment on loans and advances is summarized in the accounting policies (2.4.3) to the audited consolidated and separate financial statements.	(a) Through discussion and inspection, we established an understanding of the processes, systems, models, data, and assumptions used, and the governance of all these during the origination and collection of loans and advances, and the subsequent impairment thereof as required by IFRS when there is a SICR.
The Directors have assessed the bank's loan loss impairment using the expected credit loss (ECL) model, in accordance with the provisions of IFRS 9 - Financial Instruments, disclosed in notes 3.2, 8 and 22. The Directors exercised significant judgement and assumptions in the process of determining the value recorded as loan and advance impairment. Some of these judgements and assumptions include:	(b) We tested the design and operating effectiveness of the key General and IT Controls (GITC) on the loan impairment system, automated controls around the timely identification and determination of the impairment of loans and advances, including data inputs, and the interfaces between the core banking system and the loan impairment system.
(i) Segmentation of loans and advances into portfolios with similar characteristics. (ii) Using a combination of payment history, credit ratings and prudential classification used to determine whether a significant increase in credit risk (SICR) occurred since origination that requires migration from stage 1 to stage 2 and default that require movement to stage 3.	(c) We tested a sample of loans and advances (including loans that had not been identified by management as potentially impaired) to form our own assessment as to whether impairment events had occurred and had been identified in a timely manner. We challenged management's judgements on loans that were not reported as being impaired in sectors that are currently experiencing difficult economic and market conditions, such as oil and gas and power.
(iii) Estimation of probability of default (PD), loss given default (LGD (including realization of the collateral) exposure at default (EAD). (iv) Assumptions and weightings applied to the macro-economic variables used as part of the forward-looking information.	(d) We tested whether the loans and advances, undrawn facilities and historical payment data used in the models were accurate and assessed and challenged whether the modelling assumptions applied by management in their models (such as portfolio segmentation, PD, LGD, EAD, SICR, CCR, default, write off, recovery, cure, ratings,

Key Audit Matter	How the matter was addressed in the audit
(v) The credit conversion factor (CCF) is used when determining the required impairment on off-balance sheet exposures such as undrawn facilities and guarantees. (vi) The accounting treatment applied when loan terms are modified. In view of these above areas where significant estimates and judgements were made and in view of the size of loans and advances portfolio, the audit of loan impairment is considered a key audit matter.	collateral value and timing, the effective interest rate, treatment of foreign denominated loans, modifications, and the multiple economic scenarios and probability weights used for the forward-looking assumptions) were reasonable in light of the requirements of the applicable financial reporting standards, the bank's own historical experience, the economic climate, the current operational processes as well as our own knowledge of practices used by other similar banks. (e) We extracted the required data from the bank's modelling system, determined our own assumptions, and recalculated the impairment for all portfolios using our own model. We compared our results with those of management, to assess whether there was any indication of error or management bias. Where a significant difference occurred, management revisited their own models and assumptions or appropriately challenged ours (f) We selected a sample of the individually significant loans, established the loan, collateral and payment terms and actual performance for each of these and assessed whether the staging and the impairment applied was reasonable. (g) We reviewed the disclosures in the financial statements for reasonableness and compliance with the requirements of IFRS 7. Based on our review, we concluded that the amount of loan impairment losses was comparable with the prevailing economic situations and the estimated loan impairment loss determined was appropriate in the circumstances.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Fidelity Bank Plc Annual Financial Statements for the year ended 31 December 2025", which includes the Directors' Report, Statement of Directors' Responsibilities in relation to the Preparation of the Financial Statements, Statutory Audit Committee's Report, Statement of Corporate Responsibility for the Preparation of the Financial Statements, Corporate Governance Report, and Other National Disclosures as required by the Financial Reporting Council of Nigeria which we obtained prior to the date of this report, and the Annual Report, which is expected to be made available to us after that date. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

Deloitte.

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

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

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

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

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and the Bank's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and / or the Bank or to cease operations, or have no realistic alternative but to do so.

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

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Bank's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Bank's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and / or the Bank to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements
In accordance with the Fifth Schedule of Companies and Allied Matters Act we expressly state that:

i) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit.

ii) The Group has kept proper books of account, so far as appears from our examination of those books.

iii) The Group and Bank's financial position and its statement of profit or loss and other comprehensive income are in agreement with the books of account and returns.

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

i) Related party transactions and balances are disclosed in Note 38 of the consolidated and separate financial statements in compliance with Central Bank of Nigeria circular BSD/1/2004.

ii) Returns on customers' complaints are disclosed in Note 41.2 to the consolidated and separate financial statements in compliance with Central Bank of Nigeria circular PDR/DIR/CIR/01/20.

iii) As stated in Note 41.1 to the consolidated and separate financial statements, the Bank paid penalties for contraventions of certain sections of the Banks and Other Financial Institutions Act (BOFIA) 2020 and relevant Central Bank of Nigeria Circulars during the year ended 31 December 2025.

In accordance with the requirements of the Financial Reporting Council, we performed a limited assurance engagement and reported on management's assessment of the Entity's internal control over financial reporting as of 31 December 2025. The work performed was done in accordance with FRC Guidance on assurance engagement report on Internal Control over Financial Reporting and based on the procedures we have performed and the evidence obtained, we have issued an Unmodified conclusion in our report dated 11 May 2026. That report is included on page 48 of the financial statements.

Engagement partner: Michael Daudu
FRC/2013/PRO/ICAN/004/00000000845

For: Deloitte & Touche
Chartered Accountants
Lagos, Nigeria
11 May 2026

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Assurance Report of Independent Auditor

To the Shareholders of Fidelity Bank Plc

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

We have performed a limited assurance engagement in respect of the systems of internal control over financial reporting of the Bank/and its subsidiary ("the Group) as of 31 *December 2025*, in accordance with the FRC Guidance on assurance engagement report on Internal Control over Financial Reporting and based on criteria established in the Internal Control— Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) ("the ICFR framework"), and the SEC Guidance on Implementation of Section 88 of Investments and Securities Act 2025. Fidelity Bank's management is responsible for maintaining effective Internal Control Over Financial Reporting and for assessing the effectiveness of Internal Control Over Financial Reporting including the accompanying Management's Report on Internal Control Over Financial Reporting.

We have also audited, in accordance with the International Standards on Auditing, the financial statements of *the Group* and our report dated 11 May 2026 expressed an *unmodified* opinion.

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

Definition of Internal Control Over Financial Reporting
Internal Control Over Financial Reporting is a process designed by, or under the supervision of, the entity's principal executive and principal financial officers, or persons performing similar functions, and effected by the entity's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A 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 Group;

II. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the group are being made only in accordance with authorizations of management and directors of the group; and

III. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the group's assets that could have a material effect on the financial statements.

MAKING AN IMPACT THAT MATTERS since 1845

Inherent limitations
Our procedures included the examination of historical evidence of the design and implementation of the Group's system of Internal Control Over Financial Reporting for the year ended 31 December 2025. Because of its inherent limitations, Internal Control Over Financial Reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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

Management is responsible for establishing and maintaining a system of Internal Control Over Financial Reporting that provides reasonable assurance regarding the reliability of financial reporting, and the preparation of financial statements for external purposes in accordance with IFRS Accounting Standards as issued by the International Accounting Standards and the ICFR framework.

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

Our Independence and Quality Control
We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality, and professional behavior.

The firm applies the International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Auditor's Responsibility and Approach
Our responsibility is to express a limited assurance opinion on the Group's Internal Control Over Financial Reporting based on our Assurance engagement.

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

That Guidance requires that we plan and perform the Assurance engagement and provide a limited assurance report on the entity's Internal Control Over Financial Reporting based on our assurance engagement.

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

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

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

Deloitte & Touche (FRC/2022/COY/091021)
Michael Daudu (FRC/2013/PRO/ICAN/0004/00000000845)
Lagos Nigeria
11 May 2026

Consolidated and Separate Statement of Profit or Loss and Other Comprehensive Income
for the year ended 31 December 2025

		Group		Bank	
	Notes	31 December 2025 N'million	31 December 2024 N'million	31 December 2025 N'million	31 December 2024 N'million
Gross Earnings		**1 519 697**	**1 043 401**	**1 488 484**	**1 021 032**
Interest and similar income calculated using effective interest rate method	6	1 114 018	803 054	1 087 716	784 171
Other interest and similar income	12.1	184 508	147 534	184 508	147 534
Interest and similar expense calculated using effective interest rate method	7	(467 173)	(320 818)	(458 700)	(316 648)
Net interest income		**831 352**	**629 770**	**813 524**	**615 057**
Credit loss expense	8	(21 611)	(56 441)	(21 919)	(55 483)
Net interest income after credit loss expense		**809 742**	**573 329**	**791 605**	**559 574**
Fee and commission income	9	113 357	78 355	110 362	75 647
Fee and commission expense	9	(19 864)	(8 043)	(19 864)	(8 043)
Net Gain on derecognition on financial assets measured at amortised cost	10	988	-	988	-
Other operating income	11	8 239	2 742	7 467	1 964
Foreign Currency Revaluation Gains	11.1	99 575	11 716	98 431	11 716
Net Gains from financial assets at fair value through profit or loss	12	2 745	721	459	721
Derivative (Losses)/Gains	12.2	(223 790)	57 875	(223 790)	57 875
Personnel expenses	13	(80 557)	(73 450)	(66 660)	(62 284)
Depreciation , amortisation and Impairment	14	(27 489)	(15 335)	(25 132)	(10 497)
Other operating expenses	15	(335 285)	(242 696)	(326 076)	(233 673)
Profit before income and windfall taxes		**347 662**	**385 215**	**347 790**	**393 000**
Income tax expense	16	(99 549)	(93 777)	(104 854)	(96 811)
Windfall tax		(5 669)	(13 331)	(5 669)	(13 331)
Profit for the year		**242 444**	**278 106**	**237 267**	**282 858**
Other comprehensive income:					
Items that will not be reclassified subsequently to profit or loss					
Fair value gains on equity instruments at fair value through other comprehensive income	24.4	18 214	28 054	18 214	28 054
Total items that will not be reclassified subsequently to profit or loss		**18 214**	**28 054**	**18 214**	**28 054**
Items that will be reclassified subsequently to profit or loss					
-Exchange differences on translation of foreign operations		(9 672)	38 144	-	-
- Net change in fair value during the year in FVOCI debt financial Instrument		1 200	(12 712)	1 215	(12 750)
- Changes in allowance for expected credit losses of FVOCI debt financial Instrument		151	(455)	150	(462)
- Reclassification adjustments to profit or loss of FVOCI debt financial Instrument	17	126	(21)	126	(21)
Total items that will be reclassified subsequently to profit or loss		**(8 194)**	**24 956**	**1 491**	**(13 233)**
Other comprehensive income for the year, net of tax		**10 020**	**53 010**	**19 705**	**14 821**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR.		**252 464**	**331 116**	**256 972**	**297 679**
Earnings per share					
Basic and diluted (in kobo)	18	**580**	**652**	**568**	**663**

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

Consolidated and Separate Statement of Financial Position
as at 31 December 2025

		Group		Bank	
	`	**31 December 2025**	**31 December 2024**	**31 December 2025**	**31 December 2024**
		N'million	**N'million**	**N'million**	**N'million**
ASSETS	**Note**				
Cash and Cash equivalents	19	1 323 194	707 450	1 087 448	505 331
Restricted balances with central bank	20	1 650 910	1 586 350	1 650 910	1 586 350
Loans and advances to customers	22	4 281 688	4 387 108	4 190 409	4 346 049
Derivative financial assets	23	410	50 293	-	50 292
Investment securities:					
Financial assets at fair value through profit or loss	24.1	7 166	5 113	7 166	5 113
Debt instruments at fair value through other comprehensive income	24.2	557 783	186 571	509 075	112 925
Debt instrument at amortised cost	24.3	1 974 622	1 552 347	1 962 955	1 552 347
Equity instruments at fair value through other comprehensive income	24.4	87 849	69 635	87 849	69 635
Other assets	29	278 886	158 116	274 893	154 713
Investment in Subsidiary:	24.4iii	-	-	68 591	68 591
Property, plant and equipment	25	203 719	77 876	203 664	77 785
Right of Use Assets	26	3 493	3 750	2 170	1 736
Goodwill	21	10 561	11 443	-	-
Intangible assets	27	50 439	20 380	48 270	14 371
Deferred tax Assets	28.1	33 095	5 305	27 790	-
TOTAL ASSETS		**10 463 815**	**8 821 737**	**10 121 189**	**8 545 237**
LIABILITIES					
Deposits from customers	30	6 890 909	5 937 064	6 461 185	5 660 315
Derivative financial liabilities	23	194 376	-	194 376	-
Current income tax payable	16	139 463	113 910	144 768	113 910
Other liabilities	31	1 242 178	938 776	1 358 873	978 435
Provision	32	20 351	3 791	20 351	3 791
Debts issued and other borrowed funds	33	888 950	929 595	888 950	929 595
Deferred tax liabilities	28.1	-	727	-	727
TOTAL LIABILITIES		**9 376 227**	**7 923 863**	**9 068 503**	**7 686 773**
EQUITY					
Share capital	34	25 100	25 100	25 100	25 100
Share premium	35	280 455	280 455	280 455	280 455
Retained earnings	35	173 461	185 256	173 101	190 073
Other equity reserves:					
Statutory reserve	35	144 289	108 699	144 301	108 711
Small scale investment reserve (SSI)	35	764	764	764	764
Non-distributable regulatory reserve (NDR)	35	299 701	155 665	299 701	155 665
Translation reserve	35	34 523	44 194	-	-
Fair value reserve	35	88 867	69 176	88 836	69 131
AGSMEIS reserve	35	40 428	28 565	40 428	28 565
Total equity		**1 087 588**	**897 874**	**1 052 686**	**858 464**
TOTAL LIABILITIES AND EQUITY		**10 463 815**	**8 821 737**	**10 121 189**	**8 545 237**

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

The financial statements were approved by the Board of Directors on 9 March 2026 and signed on its behalf by:

Amaka Onwughalu
Chairman
FRC/2015/CIBN/00000011687

Nneka Onyeali-Ikpe
Managing Director/ Chief Executive Officer
FRC/2017/NBA/00000016998

Victor Abejegah
Chief Financial Officer
FRC/2013/ICAN/00000001733

Consolidated and Separate Statement of Changes in Equity
for the year ended 31 December 2025

Group	Share capital	Share premium	Retained earnings	Statutory reserve	Small scale investment reserve	Non-distributable regulatory reserve	Translation reserve	Fair value reserve	AGSMEIS reserve	Total equity
	N'million	N'million	N'million	N'million	N'million	N'million	N'million	N'million	N'million	N'million
Balance at 1 January 2025	**25 100**	**280 455**	**185 256**	**108 699**	**764**	**155 665**	**44 194**	**69 176**	**28 565**	**897 874**
Profit for the year	-	-	242 444	-	-	-	-	-	-	242 444
Other comprehensive income										
- Net change in fair value during the year in FVOCI debt financial Instrument	-	-	`	-	-	-	-	**1 200**	**-**	**1 200**
- Fair value gains on equity instruments at fair value through other comprehensive income	-	-	-	-	-	-	-	18 214	-	18 214
- Changes in allowance for expected credit losses of FVOCI debt financial Instrument	-	-	-	-	-	-	-	151	-	151
- Exchange differences on translation of foreign operations	-	-	-	-	-	-	(9 672)	-	-	(9 672)
- Reclassification adjustments to profit or loss of FVOCI debt financial Instrument	-	-	-	-	-	-	-	126	-	126
`	**-**	**-**	**242 444**	**-**	**-**	**-**	**(9 672)**	**19 692**	**-**	**252 464**
Proceed from Issue of Shares	-	-	-	-	-	-	-	-	-	-
Dividends paid	-	-	(62 750)	-	-	-	-	-		(62 750)
Transfers between reserves (Note 35) & (Note 43)	-	-	(191 489)	35 590		144 036	-	-	11 863	-
At 31 December 2025	**25 100**	**280 455**	**173 461**	**144 289**	**764**	**299 701**	**34 523**	**88 867**	**40 428**	**1 087 588**

Group	Share capital	Share premium	Retained earnings	Statutory reserve	Small scale investment reserve	Non-distributable regulatory reserve	Translation reserve	Fair value reserve	AGSMEIS reserve	Total equity
	N'million	N'million	N'million	N'million	N'million	N'million	N'million	N'million	N'million	N'million
Balance at 1 January 2024	**16 000**	**113 705**	**65 508**	**66 270**	**764**	**100 279**	**6 050**	**54 310**	**14 422**	**437 307**
Profit for the year	-	-	278 106	-	-	-	-	-	-	278 106
Other comprehensive income										
- Net change in fair value during the year in FVOCI debt financial Instrument	-	-	`	-	-	-	- -	**12 712**	- -	**12 712**
- Fair value gains on equity instruments at fair value through other comprehensive income	-	-	-	-	-	-	-	28 054	-	28 054
- Changes in allowance for expected credit losses of FVOCI debt financial Instrument	-	-	-	-	-	-	-	(455)	-	(455)
- Exchange differences on translation of foreign operations	-	-	-	-	-	-	38 144	-	-	38 144
- Reclassification adjustments to profit or loss of FVOCI debt financial Instrument	-	-	-	-	-	-	-	(21)	-	(21)
`	**-**	**-**	**278 106**	**-**	**-**	**-**	**38 144**	**14 866**	**-**	**331 116**
Proceed from Issue of Shares	**9 100**	**166 750**	-	-	-	-	-	-	-	**175 850**
Dividends paid	-	-	(46 400)	-	-	-	-	-		(46 400)
Transfers between reserves (Note 35) & (Note 43)	-	-	(111 958)	42 429		55 386	-	-	14 143	-
At 31 December 2024	**25 100**	**280 455**	**185 256**	**108 699**	**764**	**155 665**	**44 194**	**69 176**	**28 565**	**897 874**

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

Consolidated and Separate Statement of Changes in Equity
for the year ended 31 December 2025

Bank	**Share capital**	**Share premium**	**Retained earnings**	**Statutory reserve**	**Small scale investment reserve**	**Non-distributable regulatory reserve**	**Fair value reserve**	**AGSMEIS reserve**	**Total equity**
	N'million	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
Balance at 1 January 2025	**25 100**	**280 455**	**190 073**	**108 711**	**764**	**155 665**	**69 131**	**28 565**	**858 464**
Profit for the year	-	-	237 267	-	-	-	-	-	237 267
Other comprehensive income									
- Net change in fair value during the year in FVOCI debt financial Instrument	-	-	`	-	-	-	**1 215**	**-**	**1 215**
- Fair value gains on equity instruments at fair value through other comprehensive income	-	-	-	-	-	-	18 214	-	18 214
- Changes in allowance for expected credit losses of FVOCI debt financial Instrument	-	-	-	-	-	-	150	-	150
- Reclassification adjustments to profit or loss of FVOCI debt financial Instrument	-	-	-	-	-	-	126	-	126
Total comprehensive income for the year	**-**	**-**	**237 267**	**-**	**-**	**-**	**19 705**	**-**	**256 972**
Proceed from Issue of Shares	**-**	**-**							-
Dividends paid	-	-	(62 750)	-	-	-	-		(62 750)
Transfers between reserves (Note 35) & (Note 43)	-	-	(191 489)	35 590		144 036	-	11 863	-
At 31 December 2025	**25 100**	**280 455**	**173 101**	**144 301**	**764**	**299 701**	**88 836**	**40 428**	**1 052 686**

Bank	**Share capital**	**Share premium**	**Retained earnings**	**Statutory reserve**	**Small scale investment reserve**	**Non-distributable regulatory reserve**	**Fair value reserve**	**AGSMEIS reserve**	**Total equity**
	N'million	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
Balance at 1 January 2024	**16 000**	**113 705**	**65 573**	**66 282**	**764**	**100 279**	**54 310**	**14 422**	**431 335**
Profit for the year	-	-	282 858	-	-	-	-	-	282 858
Other comprehensive income									
- Net change in fair value during the year in FVOCI debt financial Instrument	-	-	`	-	-	-	**-** **12 750**	**-**	**-** **12 750**
- Fair value gains on equity instruments at fair value through other comprehensive income	-	-	-	-	-	-	28 054	-	28 054
- Changes in allowance for expected credit losses of FVOCI debt financial Instrument	-	-	-	-	-	-	(462)	-	(462)
- Reclassification adjustments to profit or loss of FVOCI debt financial Instrument	-	-	-	-	-	-	(21)	-	(21)
Total comprehensive income for the year	**-**	**-**	**282 858**	**-**	**-**	**-**	**14 821**	**-**	**297 679**
Proceed from Issue of Shares	**9 100**	**166 750**							175 850
Dividends paid	-	-	(46 400)	-	-	-	-		(46 400)
Transfers between reserves (Note 35) & (Note 43)	-	-	(111 958)	42 429		55 386	-	14 143	-
At 31 December 2024	**25 100**	**280 455**	**190 073**	**108 711**	**764**	**155 665**	**69 131**	**28 565**	**858 464**

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

Consolidated and Separate Statement of Cash Flows
for the year ended 31 December

		Group		Bank	
	Note	31 December 2025 N'million	31 December 2024 N'million	31 December 2025 N'million	31 December 2024 N'million
Operating Activities					
Cash flows from operations	**36**	697 786	308 150	701 234	79 696
Interest received	**36b**	1 276 998	812 434	1 250 696	793 551
Interest paid	**36c**	(536 994)	(336 029)	(528 521)	(331 859)
Income tax paid	**16c**	(92 165)	(22 635)	(94 851)	(22 580)
Net cash flows from operating activities		**1 345 624**	**761 921**	**1 328 558**	**518 808**
Investing activities					
Purchase of property, plant and equipment	**25**	(142 963)	(38 452)	(142 956)	(38 406)
Proceeds from sale of property plant and equipment	**25**	795	251	778	251
Purchase of intangible assets	**27**	(42 217)	(19 020)	(41 657)	(11 246)
Purchase of debt Instruments at FVOCI	**36.d**	(503 567)	(135 441)	(499 777)	(49 587)
Purchase of debt Instruments at amortised cost	**36.e**	(1 423 077)	(1 112 823)	(1 366 045)	(1 112 823)
Redemption of financial assets at amortised cost	**36.e**	1 123 215	432 664	1 066 873	432 664
Redemption of debt financial assets at FVOCI	**36.d**	227 403	239 330	204 667	174 232
Purchase of equity instruments at FVOCI	**36f**	-	-	-	-
Acquisition of a subsidairy	**36g**	-	-	-	-
Dividend received	**11**	935	741	935	741
Net cash flows used in investing activities		**(759 477)**	**-632 749**	**(777 182)**	**-604 173**
Financing activities					
Dividends paid	**SCE**	(62 750)	(46 400)	(62 750)	(46 400)
Unclaimed dividend Receipt / (Payment)	**36h**	643	-	643	-
Lease Payment on Right of Use (ROU) Assets	**26**	(1 192)	(798)	(1 192)	(798)
Proceeds from Issue of shares		227 045	175 850	227 045	175 850
Proceeds of debts issued and other borrowed funds	**33**	176 620	298 748	176 620	298 748
Payment of interest portion of debts issued and other borrowed funds	**33**	(59 776)	(37 137)	(59 776)	(37 137)
Repayment of principal portion of debts issued and other borrowed funds	**33**	(163 135)	(208 533)	(163 135)	(208 533)
Net cash flows used in financing activities		**117 456**	**181 730**	**117 456**	**181 730**
Net increase in cash and cash equivalents		**703 603**	**310 902**	**668 832**	**96 365**
Net foreign exchange difference on cash and cash equivalents	**11**	(87 859)	32 371	(86 715)	32 371
Cash and cash equivalents as at 1 January	**19**	**707 450**	**364 177**	**505 331**	**376 595**
Cash and cash equivalents as at 31 December	**19**	**1 323 973**	**709 155**	**1 088 096**	**506 481**

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

Notes To The Financial Statements

1. Corporate Information

These financial statements are for Fidelity Bank Plc (the "Bank"), a company incorporated in Nigeria on 19 November 1987.The registered office address of the Bank is at Fidelity Place, 1 Fidelity Bank Close Off Kofo Abayomi Street, Victoria-Island, Lagos, Nigeria.

The Bank completed its acquisition of its subsidiary, Fidelity Bank UK Limited (former Union Bank UK Plc) on 26 July 2023. The financial result of the subsidiary has been consolidated into these financial statements.

The principal activity of the Bank is the provision of banking and other financial services to corporate and individual customers. Fidelity Bank Group provides a full range of financial services including investment, commercial and retail banking.

2. Summary of material accounting policies

2.1 Introduction to summary of accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to the period presented, unless otherwise stated.

2.1.1 Basis of Preparation

The Group’s financial statements for the period ended 31 December 2025 have been prepared in accordance with International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board ("IASB") and in the manner required by the Companies and Allied Matters Act of Nigeria , the Financial Reporting Council Act of Nigeria , Banks and Other Financial Institutions Act of Nigeria and relevant Central Bank of Nigeria Circulars, Additional information required by national regulations is included where appropriate.

The financial statements comprise the statement of profit or loss and other comprehensive income, the statement of financial position, the statement of changes in equity, statement of cashflows, significant accounting policies and the notes to the financial statements.

The financial statements have been prepared in accordance with the going concern principle under the historical cost convention, except for financial assets and financial liabilities measured at fair value and amortised cost as applicable.

The financial statements are presented in Naira, which is the Group’s presentation currency. The figures shown in the financial statements are stated in Naira millions.

2.1.2 Changes in accounting policies and disclosures

New standards, amendments and interpretations adopted.

The financial statements are prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standard Board (IASB) and in the manner required by the Companies and Allied Matters Act of Nigeria, the Financial Reporting Council of Nigeria Act, the Banks and other Financial Institutions Act of Nigeria, and relevant Central Bank of Nigeria circulars. The same accounting policies and methods of computation are followed in the financial statements as compared with the most recent annual financial statements.

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

The amendments clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. The amendments also clarify that the classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are expected to be effective for annual periods beginning on or after 1 January 2024 with early adoption permitted.

Notes To The Financial Statements

2.1.1 Basis of Preparation- continued

b IFRS 7 Investments in equity instruments designated at FVTOCI

The disclosures requirements in IFRS 7 in respect of investments in equity instruments designated at FVTOCI are amended. In particular, an entity is required to disclose the fair value gain or loss presented in OCI during the period, showing separately the fair value gain or loss that relates to investments derecognised in the period and the fair value gain or loss that relates to investments held at the end of the period. If an entity derecognises investments in equity instruments measured at FVTOCI during the reporting period, it is now required, under the amendments, to disclose any transfers of the cumulative gain or loss within equity during the reporting period related to the investments derecognised during that reporting period. An entity is no longer required to disclose the reporting date fair value of each equity instruments designated at FVTOCI; this information can be provided by class of instruments.

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

The amendments introduce disclosure requirements for financial instruments that include contractual terms that could change the timing or amount of contractual cash flows on the occurrence (or non-occurrence) of a contingent event that does not relate directly to changes in a basic lending risks and costs (such as the time value of money or credit risk). Disclosures include a qualitative description of the nature of the contingent event, quantitative information about the possible changes to contractual cash flows as well as the gross carrying amount of financial assets and the amortised cost of financial liabilities subject to those contractual terms. The entity is required to make these disclosures by class of financial assets measured at amortised cost or FVTOCI and by class of financial liabilities measured at amortised cost.

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

• apply all the amendments at the same time and disclose that fact or,
• apply only the amendments to the classification of financial assets for that earlier period and disclose that fact.

c IFRS 9 Derecognition of a financial liability settled through electronic transfer.

The application guidance in IFRS 9 is amended to clarify the date of initial recognition or derecognition of financial assets and financial liabilities.

The existing application guidance states that a financial liability is derecognised at its settlement date, being the date on which the liability is extinguished because the obligation specified in the contract is discharged, cancelled or expires, or the liability otherwise qualifies for derecognition.

As an alternative to this requirement, the amendments permit an entity to deem a financial liability (or part of it) that will be settled in cash using an electronic payment system to be discharged before the settlement date if, and only if, the entity has initiated a payment instruction that has resulted in:

- the entity having no practical ability to withdraw, stop or cancel the payment instruction
- the entity having no practical ability to access the cash to be used for settlement as a result of the payment instruction
- the settlement risk associated with the electronic payment system being insignificant.

An entity that elects to apply the derecognition alternative for financial liabilities is required to apply it to all settlements made through the same electronic payment system.

d IAS 12 Income Taxes - Deferred Tax (Pillar Two Model Rules)

IAS 12 clarifies that the Standard applies to income taxes arising from tax law enacted or substantively enacted to implement, the Pillar Two model rules published by the OECD, including tax law that implements qualified domestic minimum top up taxes described in those rules. The amendments introduce a temporary exception to the accounting requirements for deferred taxes in IAS 12, so that an entity would neither recognise nor disclose information about deferred tax assets and liabilities related to Pillar Two income taxes.

Notes To The Financial Statements

2.1.1 Basis of Preparation- continued

e IFRS 16 - Leases : Lease Liability in a Sale and Leaseback

The amendments to IFRS 16 add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. The amendments require the seller-lessee to determine ‘lease payments’ or ‘revised lease payments’ such that the seller-lessee does not recognise a gain or loss that relates to the right of use retained by the seller-lessee, after the commencement date.

The amendments do not affect the gain or loss recognised by the seller-lessee relating to the partial or full termination of a lease. Without these new requirements, a seller-lessee may have recognised a gain on the right of use it retains solely because of a remeasurement of the lease liability (for example, following a lease modification or change in the lease term) applying the general requirements in IFRS 16. This could have been particularly the case in a leaseback that includes variable lease payments that do not depend on an index or rate.

As part of the amendments, the IASB amended an Illustrative Example in IFRS 16 and added a new example to illustrate the subsequent measurement of a right-of-use asset and lease liability in a sale and leaseback transaction with variable lease payments that do not depend on an index or rate. The illustrative examples also clarify that the liability, that arises from a sale and leaseback transaction that qualifies as a sale applying IFRS 15, is a lease liability.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024. Earlier application is permitted. If a seller-lessee applies the amendments for an earlier period, it is required to disclose that fact.

A seller-lessee applies the amendments retrospectively in accordance with IAS 8 to sale and leaseback transactions entered into after the date of initial application, which is defined as the beginning of the annual reporting period in
which the entity first applied IFRS 16.

f Amendments to IAS 21 – Lack of exchangeability.

In August 2023, the Board issued Lack of exchangeability amendments to IAS 21.

The amendments specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking.

A currency is exchangeable into another currency when a company is able to exchange that currency for the other currency at the measurement date and for a specified purpose.
A currency is considered to be exchangeable into another currency when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations.

If a currency is not exchangeable into another currency, an entity is required to estimate the spot exchange rate at the measurement date. An entity’s objective in estimating the spot exchange rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions.

The amendments contain no specific requirements for estimating a spot rate. Therefore, when estimating a spot rate a company can use: an observable exchange rate without adjustment; or another estimation technique.

The amendment becomes effective from 1 January 2025

2.1.2 Basis of consolidation

i Business Combination

The accounting policies set out below have been consistently applied to all periods presented in these consolidated and separate financial statements. Business combinations are accounted for using the acquisition method as at the acquisition date, that is, when control is transferred to the Group. Consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognized in profit or loss immediately. Transaction costs are expensed as incurred.

The Consideration transferred does not include amounts related to the settlement of any relationships or transaction. Such amounts are generally recognized in profit or loss. Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured, and settlement is accounted for within equity. Other contingent consideration is measured at fair value at each reporting date and subsequent changes in fair value of the contingent consideration are recognized in profit or loss.

ii Non-controlling interest

Non-controlling interests (NCI) are measured at their proportionate share of the acquiree's identifiable net assets at the acquisition date. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The Bank acquired 100% 0f its United Kingdom Subsidiary.

Notes To The Financial Statements

2.1.2 Basis of consolidation- continued

iii Subsidiaries

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

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising from investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the difference will not reverse in the foreseeable future.

Subsidiaries are entities controlled by the Group. The Group controls an entity if it is exposed to, or has rights to, variable returns from its involvement with the investee entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it has control and if there are changes to one or more of the elements of control. This includes circumstances in which protective rights held (e.g. those resulting from a lending relationship) become substantive and lead to the Group having power over an investee.

The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences; and until the date when control ceases

iv Fund management

The entities within the group manage and administer assets and other investment vehicles on behalf of investors. The financial statements of these entities are not included in these consolidated financial statements except when the Group controls the entity.

v Loss of control

The Group assesses whether there is loss of control in a variety of ways which includes:
- sale of all or part of its ownership interest in its subsidiary.
- expiry of a contractual agreement that gave control of the subsidiary to the Group;
- issue of shares to third parties by the subsidiary, thereby reducing the Group's ownership interest in the subsidiary so that it no longer has control of the subsidiary.
- distribution of its ownership interest in the subsidiary by the Group;
- when the subsidiary becomes subject to the control of a government, court, administrator or regulator.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and the other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

The amount recognised in profit or loss on the loss of control of a subsidiary is measured as the difference between:

(i) The sum of:
- the fair value of the consideration received, if any;
- the recognized amount of the distribution of shares, if applicable;
- the fair value of any retained non-controlling investment (NCI); and
- the carrying amount of the NCI in the former subsidiary, including the accumulated balance of each class of other comprehensive income (OCI) attributable to the NCI .

(ii)The carrying amount of the former subsidiary's net assets, together with any profit or loss reclassifications.

Notes To The Financial Statements

2.1.2 Basis of consolidation- continued

From the Group's perspective, any loss of control of a subsidiary results in derecognition of the individual assets and liabilities of the subsidiary. On disposal, components of OCI related to the subsidiary's assets and liabilities are accounted for on the same basis as would be required if the individual assets and liabilities had been disposed of directly. As a result, amounts from the exercise are reclassified to profit or loss: (- exchange differences that were recognised in OCI; - changes in the fair value of financial assets at Fair value through other comprehensive income previously recognised in OCI; and - the effective portion of gains and losses on hedging instruments in a cash flow hedge previously recognised in OCI).

vi Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currency of Group entities at the spot exchange rates at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated using the functional currency at the spot exchange rate at that date. The foreign currrency gain or loss on monetary items is the difference between the amortized cost in the functional currrency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortized cost in the foreign currency translated at the spot exchange rate at the end of the reporting period.

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

Foreign currency differences arising on translation of monetary items are generally recognised in profit or loss. However, foreign currency differences arising from the translation of FVTOCI financial assets and monetary assets are recognised in Other Comprehensive Income (OCI).

vii Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into naira at spot exchange rates at the reporting date. The income and expenses and other comprehensive income of foreign operations are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case, income and expenses are translated at spot exchange rates on the dates of the transactions.

Foreign exchange differences on translation of foreign operations are recognized in other comprehensive income and presented in the foreign currency translation reserve (translation reserve) in equity. However, if the foreign operation is a non-wholly owned subsidiary, then the relevant proportion of the translation differences is allocated to non-controlling interests.

When a foreign operation is disposed of such that control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign currency gains and losses arising from such items are considered to form part of a net investment in the foreign operation and are recognized in other comprehensive income and presented in the translation reserve in equity.

viii Determination of Goodwill

Fidelity Bank Plc completed the acquisition of the United Kingdom component on the 26th of July 2023 the Union bank plc (A Nigerian Parent) at a value of $50 million with provision for Net Asset Value adjustment between the Completion net assets value and the Planned net asset value on the Purchase considration which has since been completed in the sum of $1,800,000.00 based on the Sales Purchase Agreement. The purchase price is allocated to the various identified intangible assets acquired and the accounting has now been completed resulting N7,469m recognised in intangibles with Amortization recognized periodically. This is reallocated from the previously recognised goodwill and comparatives was adjusted accordingly. The Bank acquired 100% of the United Kingdom Subsidiary. Prior to the acquisition , the United Kingdom component did not and still do not have any legal suit that required settlement .

Notes To The Financial Statements

2.1.2 Basis of consolidation- continued

Core deposits
Relates to a stable deposit base that provides a low-cost source of funding (versus the alternative next funding in the market). **Valuation Methodology :** Cost Savings Method

Customer relationships
Relates to existing beneficial customer relationships (i.e., fees and commission customers which provide benefits from interest and fees expected to be earned above the amount reflected in the balance sheet as loans/advances and others). **Valuation Methodology :** Multi period excess earnings method.

Computer software
Relates to operational and financial software databases and payment systems. **Valuation Methodology :** Replacement cost method.

Calculation of resulting Goodwill post purchase price allocation is presented below :-

	USD'000	USD'000	Exchange rate	NGN'000
Purchase consideration:				
Cash	50 000			
Deferred consideration	-			
Contingent consideration	-			
Accruals and deferred income	(3 127)			
Total liabilities		**46 873**		
Net asset acquired				
Assets at June 30, 2023				
Cash and cash equivalents	5 286			
Loans and advances to banks	73 321			
Loans and advances to customers	35 133			
Financial assets measured at FVOCI	32 032			
Intangible assets	514			
Property and equipment	37			
Right-of-Use-of-Asset	1 863			
Other Assets	1 395			
Prepayments	-			
Total Assets	**149 581**			
Liabilities at June 30, 2023				
Deposits by banks	69 324			
Customer accounts	44 323			
Lease liabilities				
Other Liabilities	3 127			
Accruals and deferred income	-			
Total liabilities	**116 774**			
Total Net assets at Acquisition	**32 807**			
Goodwill and other intangibles	**15 392**		951.79	**14 649 952**
UBUK's identified intangible valuation result:				
Core deposits	1 973			
Customer relationships	3 046			
UBUK's FV as at 31 December 2024	**5 019**		1 549	**7 774 431**
Resulting Goodwill	**10 373**		1 549	**16 067 777**
Impairment DEC 2024	(1 572)		1 497	**(2 353 144)**
Uk DT on PPA	(1 466)		1 549	**(2 271 422)**
Exchange rate impact				**(882 447)**
Goodwill at Year ended - December 31 , 2025	**7 334**		1 439.93	**10 560 764**

*** Details of Goodwill impairment testing result is presented in note 21

Notes To The Financial Statements

2.2 Income Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in arriving at profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

i Current Income Tax

The current income tax charge is calculated on the basis of the applicable tax laws enacted or substantively enacted at the reporting date in the respective jurisdiction.

ii Deferred Income Tax

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

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising from investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxables entities where there is an intention to settle the balance on a net basis.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised and reviewed at each reporting date , reduced to the extent that it is no longer probable that the related tax benefit will be realised. The Group has applied caution by not recognising additional deferred tax assets which is not considered capable of recovery.

2.3 Accounting judgements, estimates and assumptions

The preparation of the Group’s financial statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and the accompanying disclosures, as well as the disclosure of contingent liability about these assumptions and estimates that could result in outcome that requires a material adjustment to the carrying amount of assets and liabilities affected in future periods.

Management discusses with the Audit Committee the development, selection and disclosure of the Group’s critical accounting policies and estimates, and the application of these policies and estimates.

Estimates and Assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances beyond the control of the Bank. Such changes are reflected in the assumptions when they occur.

Notes To The Financial Statements

2.3 Accounting judgements, estimates and assumptions- continued

Going Concern
Business continues to function well and largely uninterrupted. The Group continues to provide access to it's products and services for modern life which it has proven to be doing responsibly and efficiently in even challenging circumstances.

Uncertainties remain with doubts about the status of Russian- Ukrain War and recent United States of America's world political outlook. However, the financial situation of the group remains healthy and it does not believe that the impact of the Russian-Ukrain War or United State's political disposition will have any material adverse effect on our financial condition or liquidity. Therefore, based on the Group's liquidity and expected yearly cash outflow, the Group expects that it will be able to meet its financial obligations and therefore continues to adopt a going concern assumption as the basis for preparing its financial statements.

Allowances for credit losses

Measurement of the expected credit loss allowance
The measurement of the Expected Credit Loss (ECL) allowance for financial assets measured at amortised cost and FVOCI is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation techniques used in measuring ECL is further detailed in Note 3, which also sets out key sensitivities of the ECL to changes in these elements.

A number of Significant judgements are also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL;
- Establishing groups of similar financial assets for the purposes of measuring ECL.

The uncertainties caused by the volatility in macro economic variables required the Group to update the inputs and assumptions used for the determination of expected credit losses ("ECLs") as at 31 December 2025. No futher update was done in the current period .

Determination of Collateral Value
Management monitors market value of collateral on a regular basis. Management uses its experienced judgement on independent opinion to adjust the fair value to reflect the current circumstances. The amount and collateral required depend on the assessment of credit risk of the counterpart.

In determining the collateral value, the Bank has considered potential impacts of the economic volatility as a result of Russian/Ukrain war, the United States of America's world political standpoint and its attendant impact accross various jurisdictions in the middle east .

The Directors believe that the underlying assumptions are appropriate and that the Bank's financial statements therefore present the financial position and results fairly. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in the notes.

Fair Value Measurement of Financial Instruments
When the fair values of financial assets and financial liabilities recorded in the statement ot financial position cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 3.5 for further disclosures.

The Group has considered potential impacts of the current economic volatility in determination of the reported fair value of the financial instruments and these are considered to represent management's best assessment based on observable information. Markets , however , remain volatile and the recorded amounts remain sensitive to market fluctuations.

Notes To The Financial Statements

2.3.1 Standards Issued, Amendments But Not Yet Effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Bank intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

a Amendments to IFRS 9 & IFRS 7 - Contracts Referencing Nature-dependent Electricity .

In December 2024, the International Accounting Standards Board (IASB) issued targeted amendments to help companies better report the financial effects of nature-dependent electricity contracts, which are often structured as power purchase agreements (PPAs).

Nature-dependent electricity contracts help companies to secure their electricity supply from sources such as wind and solar power. The amount of electricity generated under these contracts can vary based on uncontrollable factors such as weather conditions. Current accounting requirements may not adequately capture how these contracts affect a company's performance. The Amendments:

• Clarify the application of the 'own-use' requirements for in-scope contracts
• Amend the designation requirements for a hedged item in a cash flow hedging relationship for in-scope contracts
• Add new disclosure requirements Scope of the amendments

The Amendments only apply to contracts that reference nature-dependent electricity. These are contracts that expose an entity to variability in an underlying amount of electricity because the source of electricity generation depends on uncontrollable natural conditions, typically associated with renewable electricity sources such as sun and wind (in-scope contracts').

Contracts referencing nature-dependent electricity include contracts to buy or sell nature-dependent electricity, as well as financial instruments that reference such electricity. The Amendments cannot be applied by analogy to other contracts, items or transactions.
This is effective January 1 2026

b IFRS 18 Presentation and Disclosure in Financial Statements:

IFRS 18 replaces IAS 1, carrying forward many of the requirements in IAS 1 unchanged and complementing them with new requirements. The standard introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss, provide disclosures on management-defined performance measures (MPMs) and improve aggregation & disaggregation. The standard also made some minor amendments to IAS 7 and IAS 33.

All entities are required to follow the same classification requirements. However, there are reporting modifications for entities that invest in assets as a main business activity (such as investment entities, investment property entities and insurers) and entities that provide financing to customers as a main business activity (such as banks.

IFRS 18 requires an entity to classify income and expenses included in profit or loss into one of the following categories:
i. Operating Category: This comprises all income and expenses included in the statement of profit or loss that are not classified in the investing, financing, income taxes or discontinued operations categories. It is the default category that includes, but not limited to, income and expenses from an entity's main business activities.

Income and expenses from other business activities, such as income and expenses from additional activities, are also classified in the operating category if those income and expenses do not meet the requirements to be classified in any of the other categories.

ii.Investing Category: This comprises income and expenses from:
- investments in associates, joint ventures, and unconsolidated subsidiaries
- cash and cash equivalents.
- other assets that generate a return individually and largely independently of the entity's other resources

Income and expenses' classified in the investing category comprises:
- income generated by the assets
- income and expenses that arise from the initial and subsequent measurement of the assets, including on derecognition of the assets
- incremental expenses directly attributable to the acquisition and disposal of the assets (e.g. transaction costs and costs to sell the assets

iii. Financing category: This includes income and expenses from liabilities arising from transactions that involve the raising of finance, whether the transaction involves only the raising of finance or not.
iv. Income taxes category: The income taxes category comprises:
- tax expense or tax income included in profit or loss applying IAS 12 Income Taxes
- any related foreign exchange differences.

v. Discontinued operations category: The discontinued operations category comprises income and expenses from discontinued operations as defined in IFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

Notes To The Financial Statements

2.3.1 Standards Issued, Amendments But Not Yet Effective- continued

c IFRS 18 causes amendments to IAS 7 Statement of Cashflows as follows.
Require all entities to use the operating profit subtotal as the starting point for the indirect method of reporting cash flows from operating activities.

Remove the presentation alternatives for cash flows related to interest and dividends paid and received as follows
– for entities with no specified main business activities:
o interest and dividends received will always be classified as cash flows from investing activities
o interest and dividends paid will always be classified as cash flows from financing activities.

– for entities that invest in assets or provide financing to customers as a main business activity, the entity is required to:
o determine how to classify dividends received, interest received and interest paid in the statement of cash flows by referring to how , applying IFRS 18 - it classifies dividend income, interest income and interest expenses in the statement of profit or loss
o classify the total of each of these cash flows in a single category in the statement of cash flows (that is, either as operating, investing or financing activities)
o classify dividends paid as cash flows from financing activities.

d IFRS 18 causes amendments to IAS 33 Earnings Per Share.
In addition to reporting basic and diluted earnings per share (EPS), entities are permitted by IAS 33 to disclose (in the notes only) additional EPS calculated based on any component of the statement of comprehensive income.

The amendments to IAS 33 permit an entity to disclose these additional EPS only if the numerator is either a total or subtotal identified in IFRS 18 or is an MPM.

An entity is required to apply IFRS 18 for annual reporting periods beginning on or after 1 January 2027. Earlier application is permitted. If an entity applies IFRS 18 for an earlier period, it is required to disclose that fact in the notes. The amendments to IAS 7 and IAS 33, as well as the revised IAS 8 and IFRS 7, become effective when an entity applies IFRS 18.

e **IFRS 19 – Subsidiaries without Public Accountability: Disclosures**
IFRS 19 provides reduced disclosure requirements for subsidiaries that do not have public accountability, while maintaining recognition and measurement principles aligned with full IFRS. It is intended to reduce the reporting burden for eligible entities.

Anticipated impact (IAS 8 disclosure): May reduce the volume of disclosures required for eligible subsidiaries, subject to eligibility criteria. **Effective for annual periods beginning on or after 1 January 2027**

f Amendments to IAS 21 - Translation to a Hyperinflationary Presentation Currency.
On 13 November 2025, the International Accounting Standards Board (the Board) issued Translation to a Hyperinflationary Presentation Currency to require translation from a non-hyperinflationary functional currency into a hyperinflationary presentation currency at the closing rate.

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

The amendments in Translation to a Hyperinflationary Presentation Currency (Amendments to IAS 21) are:
- When an entity translates amounts from a functional currency that is the currency of a non-hyperinflationary economy to a presentation currency that is the currency of a hyperinflationary economy, the entity translates those amounts, including comparative amounts, using the closing rate at the date of the most recent statement of financial position.
When the entity's presentation currency ceases to be the currency of a hyperinflationary economy and its functional currency continues to be the currency of a non-hyperinflationary economy, the entity applies prospectively (without restatement of the comparative amounts) the method currently applicable in IAS 21 to such situations; and

- The entity would have to disclose that it has applied the method, including summarized financial information about its foreign operations translated applying the proposed translation method; it would also have to disclose if the economy concerned ceased to be hyperinflationary.

The amendments apply for annual reporting periods beginning on or after 1 January 2027, earlier application is permitted.

Notes To The Financial Statements

g ISSB finalises Amendments to IFRS S2 on GHG emissions disclosures

On 11 December 2025, the ISSB issued targeted amendments to IFRS S2 in relation to Greenhouse Gas (GHG) emissions disclosure requirements in response to challenges faced by stakeholders when implementing IFRS S2 Climate-related Disclosures, and aim to support its application by reducing complexity and the cost of applying specific GHG emissions disclosure requirements in IFRS S2, and also issued consequential amendments to the financed emissions metrics in three Sustainability Accounting Standards Board (SASB) Standards to align them with the corresponding amended IFRS S2 requirements.

The amendments to IFRS S2:

• Permit entities to exclude Scope 3 Category 15 greenhouse gas (GHG) emissions associated with derivatives, facilitated emissions and insurance-associated emissions from the measurement and disclosure of Scope 3 Category 15 GHG emissions.

• Provide relief from using the Global Industry Classification Standard (GICS).

• Clarify that the existing relief for an entity that is required by a jurisdictional authority or exchange on which it is listed to use a method for measuring GHG emissions other than the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004) (GHG Protocol), is also available when such a requirement applies only to a part of the entity, however, only for the relevant part of the entity and only for as long as that requirement is applicable; and

• Extend the jurisdictional relief for measuring GHG emissions so that, if an entity, in whole or in part, is required by a jurisdictional authority or exchange on which it is listed to use global warming potential (GWP) values that are not from the latest Intergovernmental IPCC assessment, the entity would be permitted to use those GWP values instead of the GWP values from the latest IPCC assessment.

The amendments apply for annual reporting periods beginning on or after 1 January 2027.

h Amendments to IAS 1 - Classification of Liabilities as Current or Non-current

In January 2020, the Board issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current.The amendments clarify:

• What is meant by a right to defer settlement

• That a right to defer must exist at the end of the reporting period

• That classification is unaffected by the likelihood that an entity will exercise its deferral right

• That only if an embedded derivative in a convertible liability is in itself an equity instrument , would the terms of a liability not impact its classification

Right to Defer Settlement

The Board decided that if an entity’s right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date.

Existence at the end of the reporting period

The amendments also clarify that the requirement for the right to exist at the end of the reporting period applies regardless of whether the lender tests for compliance at that date or at a later date.

Management Expectations

IAS 1.75A has been added to clarify that the ‘classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability for at least twelve months after the reporting period’. That is, management’s intention to settle in the short run does not impact the classification. This applies even if settlement has occurred when the financial statements are authorised for issuance.

Notes To The Financial Statements

2.3.3 Foreign currency translation and transaction

(a) Functional and presentation currency
Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency").

The financial statements are presented in Naira, which is the Group’s presentation currency.

(b) Transactions and balances
Foreign currency transactions (i.e. transactions denominated, or that require settlement, in a currency other than the functional currency) are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured.

Monetary items denominated in foreign currency are translated with the closing rate as at the reporting date. Non-monetary items measured at historical cost denominated in a foreign currency are translated with the exchange rate as at the date of initial recognition; non-monetary items in a foreign currency that are measured at fair value are translated using the exchange rates at the date when the fair value was determined. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

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

Translation differences on non-monetary financial instruments, such as equities held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary financial instruments, such as equities classified as FVOCI financial assets, are included in other comprehensive income.

2.4 Financial assets and liabilities (Policy applicable for financial instruments)

2.4.1 Initial recognition
The Group initially recognises loans and advances, deposits and debt securities issued on the date on which they are originated. All other financial instruments (including regular-way purchases and sales of financial assets) are recognised on the trade date, which is the date on which the group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is measured initially at fair value plus, (for an item not at fair value through profit or loss), transaction costs that are directly attributable to its acquisition or issue. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Day 1 profit or loss
When the transaction price of the instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the Group recognises the difference between the transaction price and fair value in Net gains/(losses) from financial instruments. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is deferred and is only recognised in profit or loss when the inputs become observable, or when the instrument is derecognised.

Amortised cost and gross carrying amount
The amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance.

The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any expected credit loss allowance.

Notes To The Financial Statements

2.4 Financial assets and liabilities (Policy applicable for financial instruments)- continued

Effective interest method

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset (i.e. its amortised cost before any impairment allowance) or to the amortised cost of a financial liability. The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate, such as origination fees.

For purchased or originated credit-impaired (`POCI') financial assets — assets that are credit-impaired at initial recognition — the Bank calculates the credit-adjusted effective interest rate, which is calculated based on the amortised cost of the financial asset instead of its gross carrying amount and incorporates the impact of expected credit losses in estimated future cash flows.

When the Bank revises the estimates of future cash flows, the carrying amount of the respective financial assets or financial liability is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognised in profit or loss.

Interest income

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

• the gross carrying amount of the financial asset; or
• the amortised cost of the financial liability.

When calculating the effective interest rate for financial instruments other than credit-impaired financial assets, the Group estimates future cash flows considering all contractual terms of the financial instrument, but not expected credit losses. For originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated using estimated future cash flows including expected credit losses.

The calculation of the effective interest rate includes transaction costs and fees and points paid or received that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or financial liability.

a) **Debt Instruments**

The classification and subsequent measurement of debt instruments depend on the Group's business model for managing the financial assets and the contractual terms of the cash flows. Based on these factors, the Group classifies its debt instruments into one of the following measurement categories:

Amortised Cost: Financial assets that are held within a business model whose objective is collection of contractual cash flows and where such cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss due to impairment or upon derecognition of a debt investment that is subsequently measured at amortised cost is recognised in profit or loss. Interest income from these financial assets using the effective interest rate method is included in "Interest and similar income using the effective interest rate method " .

Fair value through other comprehensive income (FVOCI): Financial assets that are held within a business model whose objective is achieved both by collection of contractual cash flows and by selling the assets, where those cash flows represent solely payments of principal and interest, and are not designated at fair value through profit or loss, are measured at fair value through other comprehensive income. Movements in the carrying amount are taken through OCI, except for recognition of impairment gains and losses, interest revenue and foreign exchange gains and losses on the instrument's amortised cost which are recognised in profit or loss.

When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in "Other operating income". Interest income from these financial assets using the effective interest rate method is included in "Interest and similar income using the effective interest rate method".

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented in the profit or loss statement within "Net gains/(losses) from financial instruments classified as held for trading" in the period in which it arises. Interest income from these financial assets is included in "Other Interest and similar income".

Notes To The Financial Statements

2.4.2 Financial Assets - Subsequent Measurement

Business Model Assessment

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

• the stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, whether management's strategy focuses on earning contractual interest revenue, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realising cash flows through the sale of the assets;

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

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

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

• the frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity. However, information about sales activity is not considered in isolation, but as part of an overall assessment of how the Group's stated objective for managing financial assets is achieved and how cash flows are realized.

Solely Payments of Principal and Interest (SPPI) Assessment

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

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Group considers:

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payments of principal and interest.

Reclassifications

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Modifications

If the terms of a financial asset are modified, the Group evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognised and a new financial asset is recognised at fair value.

If the cash flows of the modified asset carried at amortised cost are not substantially different, then the modification does not result in derecognition of the financial asset. In this case, the Group recalculates the gross carrying amount of the financial asset and recognises the amount arising from adjusting the gross carrying amount as a modification gain or loss in profit or loss.

If such a modification is carried out because of financial difficulties of the borrower, then the gain or loss is presented together with impairment losses.

Notes To The Financial Statements

b) Equity Instruments

The Group subsequently measures all Quoted and Unquoted equity investments at fair value through other comprehensive income. Where the Group has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments continue to be recognised in profit or loss as other income when the right to receive payments is established. These investments are held for strategic purposes rather than for trading purposes .See note 24.3

c) **Derivative Financial Instruments**

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at their fair value.

The Group uses widely recognised valuation models for determining the fair value of common and simple financial instruments, such as interest rate and currency swaps that use only observable market data and require little management judgement and estimation. Observable prices or model inputs are usually available in the market for listed debt and equity securities, exchange-traded derivatives and simple OTC derivatives such as interest rate swaps. Availability of observable market prices and model inputs reduces the need for management judgement and estimation and also reduces the uncertainty associated with determining fair values. Availability of observable markets prices and inputs varies depending on the products and markets and is prone to changes based on specific events and general conditions in the financial markets.

d) **Non-derivative financial assets**

The Group revised its internal treasury and risk management systems to support the transition to SOFR. During the course of this transition, the Group's IBOR Transition team established policies for amending the interbank offered rates on existing floating-rate loan portfolio indexed to IBORs. Loan products are amended in a uniform way, while syndicated products, are amended in bilateral negotiations with syndicated loan partners.

e) **Non-derivative financial Liabilities**

The Bank has floating-rate liabilities indexed to USD LIBOR. The IBOR Transition team and the treasury team discussed with the counterparties of our financial liabilities and amended the contractual terms in response to IBOR reform.

2.4.3 **Impairment of Financial Assets**

Overview of the ECL principles

The Group assesses on a forward looking basis the expected credit losses (ECL) associated with its loans and other debt financial assets not held at FVTPL, together with loan commitments and financial guarantee contracts, in this section all referred to as 'financial instruments'. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition.

The measurement of ECL reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, time value of money and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions. Equity instruments are not subject to impairment under IFRS 9.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or LTECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss (12mECL). The 12 months ECL is the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both LTECLs and 12m ECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments.

The Group has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering if it is 30 days past due. Based on the above process, it groups its loans into Stage 1, Stage 2 and Stage 3, as described below:

Notes To The Financial Statements

2.4.3 **Impairment of Financial Assets -continued**

• Stage 1: When loans are first recognised, the Group recognises an allowance based on 12 months expected credit losses (12m ECLs). Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.

• Stage 2: When a loan has shown a significant increase in credit risk since origination, the Group records an allowance for the lifetime expected credit losses (LTECLs). Stage 2 loans also include facilities, where the credit risk has improved and the loan has been reclassified from Stage 3.

• Stage 3: These are loans considered as credit-impaired.The group records an allowance for the LTECLs.

POCI: Purchased or originated credit impaired (POCI) assets are financial assets that are credit impaired on initial recognition. POCI assets are recorded at fair value at original recognition and interest income is subsequently recognised based on a credit-adjusted EIR. ECLs are only recognised or released to the extent that there is a subsequent change in the expected credit losses

The calculation of ECLs
The Bank calculates ECLs based on a multiple scenario to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

PD: The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio. The concept of PDs is further explained in Note 3.2.4.

EAD: The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments. The EAD is further explained in Note 3.2.4 (c).

LGD: The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD. The LGD is further explained in Note 3.2.4 (c).

When estimating the ECLs, the Group considers multiple scenario to measure the expected cash shortfalls, discounted at an approximation to the EIR. When relevant, the assessment also incorporates how defaulted loans are expected to be recovered, including the probability that the loans will cure and the value of collateral or the amount that might be received for selling the asset.

The maximum period for which the credit losses are determined is the contractual life of a financial instrument unless the Group has the legal right to call it earlier, with the exception of revolving facilities which could extend beyond the contractual life.

Provisions for ECLs for undrawn loan commitments are assessed as set out in Note 2.20. The calculation of ECLs (including the ECLs related to the undrawn element) for revolving facilities is explained in Note 3.2.4 (c).

The mechanics of the ECL method are summarised below:

Notes To The Financial Statements

2.4.3 **Impairment of Financial Assets -continued**

Stage 1

• The 12m ECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. The Group calculates the 12mECL allowance based on the expectation of a default occurring in the 12 months following the reporting date.

• These expected 12-month default probabilities are applied to a forecast EAD and multiplied by the expected LGD and discounted by an approximation to the original EIR.

Stage 2

• When a financial instrument has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. The mechanics are similar to those explained above but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an approximation to the original EIR.

Stage 3

• For financial instruments considered credit-impaired (as defined in Note 3), the Group recognises the lifetime expected credit losses for these loans. The method is similar to that for Stage 2 assets, with the PD set at 100%.

POCI

• POCI assets are financial assets that are credit impaired on initial recognition. The Group only recognises the cumulative changes in lifetime ECLs since initial recognition, discounted by the credit-adjusted EIR.

Loan Commitments and Letters of Credit

• When estimating LTECLs for undrawn loan commitments, the Group estimates the expected portion of the loan commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls in cash flows if the loan is drawn down. The expected cash shortfalls are discounted at an approximation to the expected EIR on the loan.

• For revolving facilities that include both a loan and an undrawn commitment, ECLs are calculated and presented together with the loan. For loan commitments and letters of credit, the ECL is recognised within Provisions.

Financial Guarantee Contracts

• The Group's liability under each guarantee is measured at the higher of the amount initially recognised less cumulative amortisation recognised in the profit or loss, and the ECL provision. For this purpose, the Group estimates ECLs based on the present value of the expected payments to reimburse the holder for a credit loss that it incurs. The shortfalls are discounted by the risk-adjusted interest rate relevant to the exposure. The ECLs related to financial guarantee contracts are recognised within Provisions.

Bank Overdraft and Other Revolving Facilities

The Group's product offering includes a variety of corporate and retail overdraft and credit cards facilities, in which the Group has the right to cancel and/or reduce the facilities with one day's notice. The Bank does not limit its exposure to credit losses to the contractual notice period, but, instead calculates ECL over a period that reflects the Group's expectations of the customer behaviour, its likelihood of default and the Group's future risk mitigation procedures, which could include reducing or cancelling the facilities.

Restructured Financial Assets

If the terms of a financial asset are renegotiated or modified or an existing financial asset is replaced with a new one due to financial difficulties of the borrower, then an assessment is made of whether the financial asset should be derecognised and ECL is measured as follows:

•if the expected restructuring will not result in derecognition of the existing asset, then the expected cash flows arising from the modified financial asset are included in calculating cash shortfalls from the existing asset.

• if the expected restructuring will result in derecognition of the existing asset, then the expected fair value of the new asset is treated as the final cash flow from the existing financial asset at the time of its derecognition. This amount is included in calculating the cash shortfalls from the existing financial asset that are discounted from the expected date of derecognition to the reporting date using the original effective interest rate of the existing financial asset.

Notes To The Financial Statements

2.4.3 Impairment of Financial Assets -continued

Credit-Impaired Financial Assets

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

Evidence that a financial asset is credit-impaired includes the following:
• there is significant financial difficulty of a customer/issuer/obligor (potential bad debt indicator);
• there is a breach of contract, such as a default or delinquency in interest or principal payments;
• the Group, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the Group would not otherwise consider.
• it becomes probable that a counterparty/borrower may enter bankruptcy or other financial reorganisation;
• there is the disappearance of an active market for a financial asset because of financial difficulties; or
• observable data indicates that there is a measurable decrease in the estimated future cash flows from a group of financial assets.
• the financial asset is 90 days past due

A loan that has been renegotiated due to a deterioration in the borrower's financial condition is usually considered to be credit-impaired unless there is evidence that the risk of not receiving contractual cash flows has reduced significantly and there are no other indicators of impairment. In addition, a loan that is overdue for 90 days or more is considered impaired.

Collateral Valuation

To mitigate its credit risks on financial assets, the Group seeks to use collateral, where possible. The collateral comes in various forms, such as cash, securities, letters of credit/guarantees, real estate, receivables, inventories, other non-financial assets and credit enhancements such as netting agreements. The Group's accounting policy for collateral assigned to it through its lending arrangements under IFRS 9 is the same is it was under IAS 39. Collateral, unless repossessed, is not recorded on the Group's statement of financial position. However, the fair value of collateral affects the calculation of ECLs. It is generally assessed, at a minimum, at inception and re-assessed on a quarterly basis. However, some collateral, for example, cash or securities relating to margining requirements, is valued daily. Details of the impact of the Group's various credit enhancements are disclosed in Note 3.

To the extent possible, the Bank uses active market data for valuing financial assets held as collateral. Other financial assets which do not have readily determinable market values are valued using models. Non-financial collateral, such as real estate, is valued based on data provided by third parties such as mortgage brokers, or based on housing price indices.

Collateral Repossessed

The Group's accounting policy under IFRS 9 remains the same as it was under IAS 39. The Group's policy is to determine whether a repossessed asset can be best used for its internal operations or should be sold. Assets determined to be useful for the internal operations are transferred to their relevant asset category at the lower of their repossessed value or the carrying value of the original secured asset. Assets for which selling is determined to be a better option are transferred to assets held for sale at their fair value (if financial assets) and fair value less cost to sell for non-financial assets at the repossession date in, line with the Group's policy.

In its normal course of business, the Group does not physically repossess properties or other assets in its retail portfolio, but engages external agents to recover funds, generally at auction, to settle outstanding debt. Any surplus funds are returned to the customers/obligors. As a result of this practice, the residential properties under legal repossession processes are not recorded on the statement of financial position.

2.4.4 Presentation of Allowance for ECL

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

Notes To The Financial Statements

2.4.4 Presentation of Allowance for ECL - Continued

Write-Off

The Group writes off financial assets, in whole or part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include ceasing enforcement activity and where the Group's recovery method is foreclosing on collateral and the value of the collateral is such that there is no reasonable expectation of recovering in full.

The Group may write-off financial assets that are still subject to enforcement activity.

Initial and Subsequent Measurement

Financial liabilities are initially measured at their fair value, except in the case of financial liabilities recorded at FVTPL, transaction costs are added to, or subtracted from, this amount. Financial liabilities, other than loan commitments and financial guarantees, are measured at amortised cost or at FVPL when they are held for trading and derivative instruments or the fair value designation is applied.

After initial measurement, debt issued and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds, and costs that are an integral part of the EIR. The Group classifies financial liabilities as held for trading when they have been purchased or issued primarily for short-term profit making through trading activities or form part of a portfolio of financial instruments that are managed together, for which there is evidence of a recent pattern of short-term profit taking. Held-for-trading liabilities are recorded and measured in the statement of financial position at fair value.

In both the current and prior period, all financial liabilities are classified and subsequently measured at amortised cost.

Derecognition

Financial liabilities are derecognised when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expires).

The exchange between the Group and its original lenders of debt instruments with substantially different terms, as well as substantial modifications of the terms of existing financial liabilities, is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. In addition, other qualitative factors, such as the currency that the instrument is denominated in, changes in the type of interest rate, new conversion features attached to the instrument and change in covenants are also taken into consideration.

If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

Financial Guarantee Contracts and Loan Commitments

Financial guarantee contracts are contracts that require the Group to make specified payments to reimburse the holder for a loss that it incurs because a specified debtor fails to make payment when it is due in accordance with the terms of the debt instrument. Such financial guarantees are given to banks, financial institutions and others on behalf of customers to secure loans, overdrafts and other banking facilities. Loan commitments are firm commitments to provide credit under pre-specified terms and conditions.

Financial guarantees issued or commitments to provide a loan at below-market interest rate are initially measured at fair value and the initial fair value is amortised over the life of the guarantee or the commitment. Subsequently, they are measured at the higher of the amount of loss allowance and the premium received on initial recognition less income recognised in accordance with the principles of IFRS 15.

For loan commitments and financial guarantee contracts, the loss allowance is recognised as a provision. However, for contracts that include both a loan and an undrawn commitment and the Group cannot separately identify the expected credit losses on the undrawn commitment component from those on the loan component, the expected credit losses on the undrawn commitment are recognised together with the loss allowance for the loan. To the extent that the combined expected credit losses exceed the gross carrying amount of the loan, the expected credit losses are recognised as a provision.

Notes To The Financial Statements

2.5 Revenue Recognition

Interest income and expense

Interest income and expense for all interest-bearing financial instruments are recognised within 'Interest income' and 'Interest expense' in the Statement of profit or loss and Other comprehensive income using the effective interest method.

Fees and Commission Income

Fees and commissions are generally recognised on an accrual basis when the service has been provided in line with the requirement of IFRS 15 - Revenue from Contracts with Customers. Loan commitment fees for loans that are likely to be drawn down are deferred (together with related direct costs) and recognised as an adjustment to the effective interest rate on the loan. Loan syndication fees are recognised as revenue when the syndication has been completed and the Group has retained no part of the loan package for itself or has retained a part at the same effective interest rate as the other participants. Commission and fees arising from negotiating, or participating in the negotiation of, a transaction for a third party, are recognised on completion of the underlying transaction.

Income From Bonds or Guarantees and Letters of Credit

Income from bonds or guarantees and letters of credit are recognised on a straight line basis over the life of the bond or guarantee in accordance with the requirement of IFRS 15.

Dividend Income

Dividends are recognised in profit or loss when the entity's right to receive payment is established.

2.6 Impairment of Non-Financial Assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Additionally, intangible assets that have an indefinite useful life and are not subject to amortisation are tested annually for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows (cash-generating units). The impairment test may also be performed on a single asset when the fair value less cost to sell or the value in use can be determined reliably. Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

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

2.7 Statement of Cash Flows

The Statement of cash flows shows the changes in cash and cash equivalents arising during the period from operating activities, investing activities and financing activities. Cash and cash equivalents include highly liquid investments.

The cash flows from operating activities are determined by using the indirect method. Net income is therefore adjusted by non-cash items, such as measurement gains or losses, changes in provisions, as well as changes from receivables and liabilities. In addition, all income and expenses from cash transactions that are attributable to investing or financing activities are eliminated.

The Group's assignment of the cash flows to operating, investing and financing category depends on the Group's business model (management approach). Interest received and interest paid are classified as operating cash flows, while dividends received and dividends paid are included in investing and financing activities respectively.

2.8 Cash and Cash Equivalents

Cash and cash equivalents comprise balances with less than three months' maturity from the date of acquisition, including cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

For the purposes of the statement of cash flows, cash and cash equivalents include cash , due from banks and non-restricted balances with central bank.

Notes To The Financial Statements

2.9 Leases

a The Bank is the lessee

i Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities (if any). The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentive received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of- use assets are subject to impairment.

ii Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its **short-term leases** (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of **low-value assets recognition exemption to leases** (i.e., below N1,532,500). Lease payments on short term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

B The Bank is the lessor

i Operating Lease

When assets are subject to an operating lease, the assets continue to be recognised as property and equipment based on the nature of the asset. Lease income is recognised on a straight line basis over the lease term. Lease incentives are recognised as a reduction of rental income on a straight-line basis over the lease term.

ii Finance Lease

When assets are held subject to a finance lease, the related asset is derecognised and the present value of the lease payments (discounted at the interest rate implicit in the lease) is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method (before tax), which reflects a constant periodic rate of return.

2.10 Property, Plant and Equipment

Land and buildings comprise mainly branches and offices. All property and equipment used by the Group is stated at historical cost less accumulated depreciation and accumulated impairment losses.

Subsequent expenditures are included in the asset's carrying amount or are recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repair and maintenance costs are charged to 'Other operating expenses' during the financial period in which they are incurred.

Land included in leasehold land and buildings is not depreciated. Depreciation of other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

- Building: 50 years
- Leasehold Improvements: the lower of useful life and lease period.
- Motor vehicles: 4 years
- Furniture and fittings: 5 years
- Computer equipment: 5 years
- Office equipment: 5 years

The assets' residual values, depreciation method and useful lives are reviewed annually, and adjusted if appropriate. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount. These are included in 'Other operating expenses' in profit or loss.

Construction cost and improvements in respect of offices is carried at cost as capital work in progress. On completion of construction or improvements, the related amounts are transferred to the appropriate category of property and equipment. Payments in advance for items of property and equipment are included as Prepayments in "Other Assets" and upon delivery are reclassified as additions in the appropriate category of property, plant and equipment.

Notes To The Financial Statements

2.10 Property, Plant and Equipment- continued

Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.11 Intangible Assets

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group, are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell thesoftware product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Subsequent expenditure on computer software is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

Direct computer software costs recognised as intangible assets are amortised on the straight-line basis over the life of the intangible asset and are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Derecognition

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

2.12 Provisions

Provisions for restructuring costs and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. The Group recognises no provisions for future operating losses.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.13 Retirement Obligations and Employee Benefits

The Group operates the following contribution and benefit schemes for its employees:

2.13.1 Defined Contribution Pension Scheme

The Group operates a defined contributory pension scheme for eligible employees. Bank contributes 10% of the employees' Basic, Housing and Transport allowances in line with the provisions of the Pension Reform Act 2014 while employee contributes 8% summing to 18% annual contribution . The Group pays the contributions to a pension fund administrator. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefits expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available. The Group has no further obligation beyond the its 10% contribution at the terminal date or disengagement .

2.13.2 Short-Term Benefits

Wages, salaries, annual leave, bonuses and non-monetary benefits are recognised as employee benefit expenses in the statement of profit or loss and paid in arrears when the associated services are rendered by the employees of the Group.

2.14 Termination Benefits

Termination benefits are recognized as an expense when the Company is demonstrably committed , without realistic possibility of withdrawal , to a formal detailed plan to either terminate employment before the normal retirement date , or to provide termination benefits as a result of an offer made to encourage voluntary redundancy . Termination benefits for voluntary redundancies are recognized in the statement of other comprehensive income if the company has made an offer for voluntary redundancy ,it is probable that the offer will be accepted , and the number of acceptances can be estimated reliably.

Notes To The Financial Statements

2.15 Share Capital

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

(b) Dividends on Ordinary Shares
Dividends on ordinary shares are recognised in equity in the period in which they are approved by the Group's shareholders.
Dividends for the period that are declared after the reporting date are dealt with in the subsequent events note.
Dividends proposed by the Directors but not yet approved by members are disclosed in the financial statements in accordance with the requirements of the Company and Allied Matters Act.

2.16 Fair Value Measurement
The Group measures some financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

* In the principal market for the asset or liability
* In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. Unobservable inputs are those not readily available in an active market due to market illiquidity or complexity of the product. These inputs are generally determined based on inputs of a similar nature, historic observations on the level of the input or analytical techniques.

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.17 Comparatives
Except when a standard or an interpretation permits or requires otherwise, all amounts are reported or disclosed with comparative information.

Notes To The Financial Statements

2.18 Segment Reporting

IFRS 8 requires an entity to report financial and descriptive information about its reportable segments, which are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components of an entity about which seperate financial information is availble that is evaluated regularly by the chief operating decision-maker in deciding how to allocate resources and in assessing performance. The Group has determined the (Executive Committee) as its chief operating decision maker.

An entity shall disclose information to enable users of its financial statements to evaluate the nature and financial effects of the types of business activities in which it engages and the economic environments in which it operates. Following the management approach , operating segments are reported in accordance with the internal reports provided to the Group's Managing Director (the chief operating decision maker). The following summary describes each of the Group's reportable segments.

Retail Banking

The retail banking segment offers a comprehensive range of retail, personal and commercial services to individuals, small and medium business customers including a variety of E-Business products to serve the retail banking segment.

Corporate Banking

The corporate banking segment offers a comprehensive range of commercial and corporate banking services to the corporate business customers including other meduim and large business customers. The segment covers Power and infrastructure, Oil and Gas Upstream and Downstream, Real Estate, Agro-Allied and other industries.

Investment Banking

The Group's investment banking segment is involved in the funding and management of the Group's securities, trading and investment decisions on asset management with a view of maximising the Group's shareholders returns.

3. Financial risk management and fair value measurement and disclosure

3.1 Introduction and overview

IFRS 7 : An entity shall disclose information that enables users of its financial statements to evaluate the nature and extent of risks arising from financial instruments to which the entity is exposed at the end of the reporting year. Set out below is the information about the nature and extent of risks arising from the financial instruments to which the group is exposed at the end of the reporting year.

Enterprise Risk Management

The Group runs an Enterprise-wide Risk Management system which is governed by the following key principles:

i) Comprehensive and well defined policies and procedures designed to identify, assess, measure, monitor and report significant risk exposures of the entity. These policies are clearly communicated throughout the Group and are reviewed annually.

ii) Clearly defined governance structure.

iii) Clear segregation of duties within the Risk Management Division, and also between them and the business groups.

iv) Management of all classes of banking risk broadly categorized into credit, market, liquidity, operational risk independently but in a co-coordinated manner at all relevant levels within the system.

v) Incorporate the volatility in macro economic variables caused by war and/or pandemic in the inputs and assumptions used for the determination of expected credit losses (“ECLs”)

Risk Management Governance Structure

Enterprise-wide risk management roles and responsibilities are assigned to stakeholders in the Group at three levels as follows:

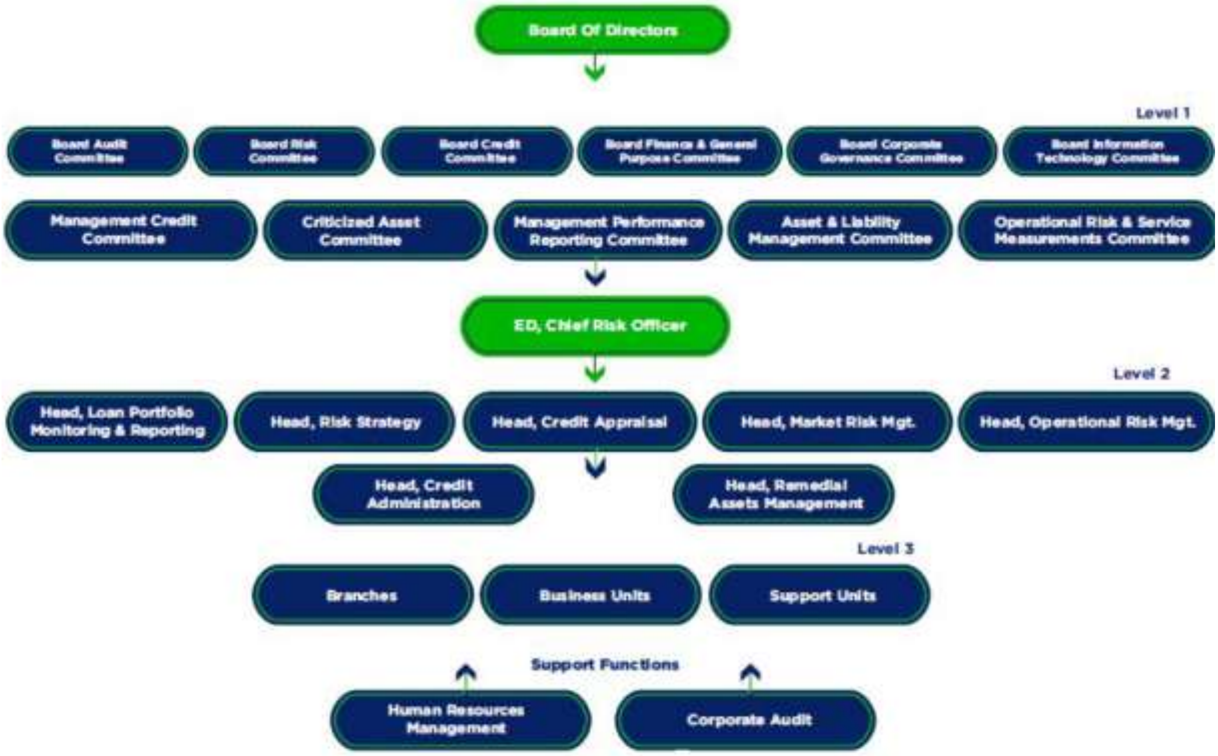
Level 1 - Board/Executive Management oversight is performed by the Board of Directors, Board Audit Committee, Board Risk Management Committee, Board Credit Committee (BCC), Board Finance & General Purpose Committee, Board Information Technology Committee and Executive Management Committee (EXCO).

Level 2 - Senior Management function is performed by the Management Credit Committee (MCC), Criticised Assets Committee (CAC), Asset and Liability Management Committee (ALCO), Operational Risk & Service Measurements Committee (ORSMC), Management Performance Reporting Committee (MPR), The Chief Risk Officer (CRO) and Heads of Enterprise Risk Management, Loan Monitoring and Portfolio Reporting, Credit Appraisal, Credit Administration and Sustainable Banking, Remedial Assets Management, Market Risk Management and Information Technology and Operational Risk Management.

Level 3 - This is performed by all enterprise-wide Business and Support Units. Business and Support Units are required to comply with all risk policies and procedures and to manage risk exposures that arise from daily operations.

The Group's Corporate Audit Division assists the Board Risk Committee by providing independent appraisal of the Group’s risk framework for internal risk assurance. The Division assesses compliance with established controls and enterprise-wide risk management methodologies. Significant risk related infractions and recommendations for improvement in processes are escalated to relevant Management and Board committees.

Notes To The Financial Statements



Enterprise Risk Management- continued

Enterprise Risk Philosophy

Fidelity Enterprise Risk Mission

Risk Culture
The Group's risk culture proactively anticipates and curtails losses that may arise from its banking risk underwriting. This culture evolved out of the understanding that the Group is in a growth phase which requires strong risk management. By design therefore, the Group operates a managed risk culture, which places emphasis on a mixture of growth and risk control to achieve corporate goals without compromising asset or service quality.

Risk Appetite

The risk appetite describes the quantum of risk that we would assume in pursuit of the Group's business objectives at any point in time. For the Group, it is the core instrument used in aligning the Group's overall corporate strategy, the Group's capital allocation and risks.

The Group defines the Group's Risk Appetite quantitatively at two levels: Enterprise level and Business/Support Unit level.
To give effect to the above, the Board of Directors of the Group sets target Key Performance Indicators (KPIs) at both enterprise and business/support unit levels based on recommendations from the Executive Management Committee (EXCO).

At the Business and Support unit level, the enterprise KPIs are cascaded to the extent that the contribution of each Business/Support Unit to risk losses serves as input for assessing the performance of the Business/Support Unit.

3.2 Credit Risk

3.2.1 Management of credit risk
Credit risk is the risk that the Group will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Group manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties and for geographical and industry concentrations, and by monitoring exposures in relation to such limits.

Credit risk is the single largest risk for the Group's business; management therefore carefully manages its exposure to credit risk. The credit risk management and control are centralised in a credit risk management team which reports regularly to the Board of Directors and head of each business unit.

The Group measures and manage credit risk following the principles below:

• Consistent standards as documented in the Group's credit policies and procedures manual are applied to all credit applications and credit approval decisions.
• Credit facilities are approved for counter-parties only if underlying requests meet the Group's standard risk acceptance criteria.
• Every extension of credit or material change to a credit facility (such as its tenor, collateral structure or major covenants) to any counter-party requires approval at the appropriate authority level. The approval limits are as follows:

Individual Approval Limit		
Approving Authority	**Tenor**	**Limit**
Business-Facing Executive Director	**All tenors**	N100m
Managing Director/Chief Executive	**All tenors**	N200m

Committee Approval Limit					
	MCC			**BCC**	**Board**
Obligor Risk Rating	Up to 2yrs	3 – 5yrs	>5yrs	All Tenors	All Tenors
AAA - A	N3bn	N2bn	N1bn	N7.5bn	Above BCC limit up to Single Obligor Limit (SOL)
BBB – B	N2bn	N1.50bn	N1.0bn	N5bn	
CCC	N0.5bn	N0.3bn	Nil	N2bn	

Enterprise Risk Management- continued

• The Group assigns credit approval authorities to individuals according to their qualifications, experience, training and quality of previous credit decisions. These are also reviewed by the Group periodically.

• The Group measures and consolidates all the Group's credit exposures to each obligor on a global basis. The Group's definition of an "obligor" include a group of individual borrowers that are linked to one another by any of a number of criteria the Group have established, including capital ownership, voting rights, demonstrable control, other indication of group affiliation; or are jointly and severally liable for all or significant portions of the credit the Group have extended.

• The Group's respective business units are required to implement credit policies and procedures while processing credit approvals including those granted by Management and Board Committees.

• Each business unit is responsible for the quality, performance and collection of its credit portfolio including those approved by the Management and Board Committees.

3.2.2 Credit Risk Ratings

A primary element of the Group's credit approval process is a detailed risk assessment of every credit associated with a counter-party. The Group's risk assessment procedures consider both the credit worthiness of the counter-party and the risks related to the specific type of credit facility or exposure. This risk assessment not only affects the structuring of the transaction and the outcome of the credit decision, but also influences the level of decision-making authority required to extend or materially change the credit and the monitoring procedures we apply to the on-going exposure.

The Group has its own in-house assessment methodologies and rating scale for evaluating the creditworthiness of it's counter-parties. The Group's programmed 9-grade rating model was developed in collaboration with Agusto & Company, a foremost rating agency in Nigeria, to enable comparism between the Group's internal ratings and the common market practice, which ensures comparability between different portfolios of the Group.

Group rating	Applicable score band	Agusto & Co. Limited	Description of the grade
			Investment grade
AAA	90% - 100%	AAA	Exceptionally strong business fundamentals and overwhelming capacity to meet obligations in a timely manner.
			Standard Monitoring
AA	80% - 89%	AA	Very good business fundamentals and very strong capacity to meet obligations
A	70% - 79%	A	Good business fundamentals and strong capacity to meet obligations
BBB	60%- 69%	BBB	Satisfactory business fundamentals and adequate capacity to meet obligations
BB	50% - 59%	BB	Satisfactory business fundamentals but ability to repay may be contingent upon refinancing.
B	40% - 49%	B	Weak business fundamentals and capacity to repay is contingent upon refinancing.
CCC	30% - 39%	CCC	Very weak business fundamentals and capacity to repay is contingent upon refinancing.
CC	20% - 29%	CC	Very weak business fundamentals and capacity to repay in a timely manner may be in doubt.
			Default
C	0% - 19%	C	Imminent Insolvency

Enterprise Risk Management- continued

3.2.2 Credit Risk Ratings- continued

We generally rate all the Group's credit exposures individually. The rating scale and its mapping to the Standard and Poors agency rating scale is as follows:

Internal Rating Categories	Interpretation	Mapping to External Rating (S&P)
AAA	Impeccable financial condition and overwhelming capacity to meet obligations in a timely manner	AAA
AA	Very good financial condition and very low likelihood of default	AA
A	Good financial condition and low likelihood of default	A
BBB to BB	Satisfactory financial condition and adequate capacity to meet obligations	BBB to BB
B to D	Weak financial condition and capacity to repay is in doubt and may be contingent upon refinancing	B to D

3.2.3 Credit Limits

Portfolio concentration limits are set by the Group to specify maximum credit exposures we are willing to assume over given periods. The limits reflect the Group's credit risk appetite. The parameters on which portfolio limits are based include limits per obligor, products, sector, industry, rating grade, geographical location, type of collateral, facility structure and conditions of the exposure.

Monitoring Default Risk

The Group's credit exposures are monitored on a continuing basis using the risk management tools described above. The Group has also put procedures in place to identify at an early stage credit exposures for which there may be an increased risk of loss. Counter-parties that on the basis of the application of the Group's risk management tools, demonstrate the likelihood of problems, are identified well in advance so that the Group can effectively manage the credit exposure and maximize the recovery. The objective of this early warning system is to address potential problems while adequate alternatives for action are still available. This early risk detection is a tenet of the Group's credit culture and is intended to ensure that greater attention is paid to such exposures. In instances where the Group has identified counter-parties where problems might arise, the respective exposure is placed on a watch-list.

3.2.4 Expected Credit Loss Measurement

Change in credit quality since initial recognition

Stage 1	Stage 2	Stage 3
Initial recognition	Significant increase in credit risk since initial recognition	Credit-impaired assets
12 month expected credit losses	Lifetime expected credit losses	Lifetime expected credit losses

(a) Significant Increase In Credit Risk

At initial recognition, the Group allocates each exposure to a credit risk grade based on available information about the borrower that is determined to be predictive of the risk of default and applying experienced credit judgement. Credit risk grades are defined and calibrated such that the risk of default occurring increases as the credit risk deteriorates.

The Group monitors its loans and debt portfolios to determine when there is a significant increase in credit risk in order to transition from stage 1 to stage 2. In assessing significant increase in credit risk, management considers credit rating, prudential classification and backstop (30 days past due presumption) indicators. Financial assets that have been granted forbearance could be considered to have significantly increased in credit risk.

Enterprise Risk Management- continued

Backstop Indicators

A backstop is applied and the financial instrument considered to have experienced a significant increase in credit risk if the borrower is more than 30 days past due on its contractual payments.

For assessing increase in credit risk, the Group sets the origination date of revolving and non-revolving facilities as the last re-price date i.e. the last time the lending was re-priced at a market rate.

(b) Definition of Default

The Group considers a financial asset to be in default, which is fully aligned with the credit-impaired, when it meet the following criteria:

Quantitative criteria

• Internal credit rating - Downgrade from Performing to Non-performing (rating grids C and below)
• Days past due (Dpd) observation – DPDs of 90 days and above
• Prudential classification of sub-standard, doubtful or lost

(c) Measuring ECL – Explanation of inputs, assumptions and estimation techniques

The Expected Credit Loss (ECL) is measured on either a 12-month (12M) or lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. Expected credit losses are the discounted product of the Probability of Default (PD), Exposure at Default (EAD), and Loss Given Default (LGD), defined as follows:

• The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation.

• EAD is based on the amounts the Group expects to be owed at the time of default, over the next 12 months (12M EAD) or over the remaining lifetime (Lifetime EAD). For a revolving commitment, the Group includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.

• Loss Given Default (LGD) represents the Group's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support. LGD is expressed as a percentage loss per unit of exposure at the time of default (EAD). LGD is calculated on a 12-month or lifetime basis, where 12-month LGD is the percentage of loss expected to be made if the default occurs in the next 12 months and Lifetime LGD is the percentage of loss expected to be made if the default occurs over the remaining expected lifetime of the loan.

The ECL is determined by projecting the PD, LGD and EAD for each future month and for each individual exposure or collective segment. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). This effectively calculates an ECL for each future month, which is then discounted back to the reporting date and summed. The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

The Lifetime PD is derived by using historical data to develop specific lifetime PD models for all asset classes. The long term span of historical data is then used to directly model the PD across the life of a exposure. For debt instruments that are not internally rated , the Group obtains the issuer ratings of such instruments and matches them to its internal rating framework to determine the equivalent rating. The lifetime PD curves developed for that rating band will then be used.

The 12-month and lifetime EADs are determined based on the expected payment profile, which varies by product type.

The assumptions underlying the ECL calculation – such as how the maturity profile of the PDs and how collateral values change etc. – are monitored and reviewed on a regular basis.

There have been no significant changes in estimation techniques or significant assumptions made during the reporting period.

(d) Forward-Looking information incorporated in the ECL models

The assessment of SICR and the calculation of ECL both incorporate forward-looking information. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit losses for each portfolio.

These economic variables and their associated impact on the PD, EAD and LGD vary by financial instrument. Expert judgment has also been applied in this process. Forecasts of these economic variables (the "base economic scenario") are provided by the Group's strategy team on a quarterly basis. The specific macro-economic model applied is a Markov multi-state model of transitions in continuous time with macroeconomic co-variates. The impact of these economic variables on the PD, EAD and LGD has been determined by performing statistical regression analysis. This helps to understand the impact these variables have had historically on default rates and on the components of LGD and EAD.

In addition to the base economic scenario, the Group's strategy team also provides other possible scenarios along with scenario weightings. The number of other scenarios used is based on the analysis of each major product type to ensure non-linearities are captured. The number of scenarios and their attributes are re-assessed at each reporting date. At 1 January 2025 and 31 December 2025, the Group concluded that the scenarios appropriately captured non-linearities for all its portfolios.

Enterprise Risk Management- continued

(d) Forward-Looking information incorporated in the ECL models- continued

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty and therefore the actual outcomes may be significantly different to those projected. The Group considers these forecasts to represent its best estimate of the possible outcomes and has analysed the non-linearities and asymmetries within the Group's different portfolios to establish that the chosen scenarios are appropriately representative of the range of possible scenarios.

Economic Variable Assumptions

The most significant period-end assumptions used for the ECL estimate as at 31 December 2025 are set out below. The scenarios "base", "upside" and "downside" were used for all portfolios.

	6M	2026	2027	2028
Foreign exchange rate (₦)				
Base Case	1 400.000	1 500.000	1 578.947	1 657.895
Best Case	1 050.000	1 125.000	1 184.211	1 243.421
Worse Case	1 750.000	1 875.000	1 973.684	2 072.368
Inflation rate				
Base Case	16.35%	16.76%	19.89%	20.63%
Best Case	11.24%	10.79%	12.46%	12.89%
Worse Case	23.78%	26.02%	31.76%	33.00%
Crude Oil ($)				
Base Case	59.77	60.68	61.85	62.49
Best Case	78.09	85.13	81.31	83.52
Worse Case	29.62	27.52	26.38	26.28
Foreign Reserves ($ Bn)				
Base Case	43.55	41.41	38.55	37.64
Best Case	48.31	46.79	43.92	44.84
Worse Case	39.26	36.66	33.84	31.59
USD Index				
Base Case	97.39	99.17	101.86	103.66
Best Case	92.06	92.72	94.61	96.16
Worse Case	103.03	106.10	109.70	111.80
GDP				
Base Case	3.90	4.13	3.66	4.25
Best Case	4.87	5.16	4.58	5.32
Worse Case	2.92	3.09	2.75	3.19
MPR				
Base Case	26.50%	23.00%	20.00%	18.00%
Best Case	19.88%	17.25%	15.00%	13.50%
Worse Case	33.13%	28.75%	25.00%	22.50%
Money Supply				
Base Case	4.72	4.80	5.21	5.72
Best Case	5.83	5.98	6.50	7.13
Worse Case	3.82	3.85	4.17	4.58
Baltic Dry				
Base Case	1.63	2.23	2.37	2.52
Best Case	2.68	3.70	3.93	4.17
Worse Case	1.00	1.35	1.43	1.52

(e) Grouping Financial Instruments For Collective Assessment

For expected credit loss provisions modelled on a collective basis, a grouping of exposures is performed on the basis of shared risk characteristics, such that risk exposures within a group are homogeneous.

In performing this grouping, there must be sufficient information for the group to be statistically credible. Where sufficient information is not available internally, the Group has considered benchmarking internal/external supplementary data to use for modelling purposes. The characteristics used to determine groupings include instrument type, credit risk ratings and industry.

The aggregation of financial instruments may change over time as new information becomes available.

3.2.5 Maximum Exposure to credit risk before collateral held or other credit enhancements

The Bank's maximum exposure to credit risk as at 31 December, 2025 and 31 December, 2024 is represented by the gross carrying amounts of the financial assets set out below:

Group	Maximum exposure	Collateral held	Surplus collateral	Net exposure
Financial Assets		**31 December, 2025**		
	N'million	**N'million**	**N'million**	**N'million**
Balances with central bank	9 977	-	-	9 977
Restricted balances with central bank	1 650 910			1 650 910
Due from banks	1 291 166	-	-	1 291 166
Loans and advances to customers	4 500 454	33 302 163	28 801 709	62 153
Derivative finacial assets	410		-	410
Investments:			-	-
Financial assets at fair value through profit or loss	7 166	-	-	7 166
Debt instruments at fair value through other comprehensive income	557 783	-	-	557 783
Equity instruments at fair value through other comprehensive income	87 849	-	-	87 849
Debt instruments at amortised cost	1 976 386	-	-	1 976 386
Other assets	244 497	-	-	244 497
	10 326 597	**33 302 163**	**28 801 709**	**5 888 296**
Financial Guarantee contracts:				-
Performance bonds and guarantees	1 499 281	-	-	1 499 281
Letters of credit	1 111 407	-	-	1 111 407
Undrawn portion of overdraft	205 346			205 346
	2 816 034	**-**	**-**	**2 816 034**

	Maximum exposure	Fair value of Collateral held	Surplus collateral	Net exposure
Financial Assets		**31 December 2024**		
	N'million	**N'million**	**N'million**	**N'million**
Balances with central bank	75 892	-	-	75 892
Restricted balances with central bank	1 586 350	-	-	1 586 350
Due from banks	584 646	79 395	-	505 251
Loans and advances to customers	4 582 711	32 328 199	27 701 426	-
Derivative finacial assets	50 292		-	50 292
Investments:				
Financial assets at fair value through profit or loss	5 113	-	-	5 113
Debt instruments at fair value through other comprehensive income	186 571	-	-	186 571
Equity instruments at fair value through other comprehensive income	69 635	-	-	69 635
Debt instruments at amortised cost	1 553 765	-	-	1 553 765
Other assets	143 483	-	-	143 483
	8 838 457	**32 407 594**	**27 701 426**	**4 176 351**
Financial Guarantee contracts:				
Performance bonds and guarantees	1 012 354	-	-	1 012 354
Letters of credit	759 058	3 075	-	755 983
Undrawn portion of overdraft	240 213			235 336
	2 011 624	**3 075**	**-**	**2 003 673**

*Excluding equity instruments

3.2.5 Maximum Exposure to credit risk before collateral held or other credit enhancements- continued

The Bank's maximum exposure to credit risk as at 31 December 2025 and 31 December 2024 is represented by the gross carrying amounts of the financial assets set out below:

Bank	**Maximum exposure**	**Collateral held**	**Surplus collateral**	**Net exposure**
Financial Assets		**31 December, 2025**		
	N'million	**N'million**	**N'million**	**N'million**
Balances with central bank	9 977	-	-	9 977
Restricted balances with central bank	1 650 910	-	-	1 650 910
Due from banks	1 055 288	-	-	1 055 288
Loans and advances to customers	4 408 694	33 137 683	28 728 989	23 719
Derivative finacial assets	-			
Investments:			-	-
Financial assets at fair value through profit or loss	7 166	-	-	7 166
Debt instruments at fair value through other comprehensive income	509 075		-	509 075
Equity instruments at fair value through other comprehensive income	87 849	-	-	87 849
Debt instruments at amortised cost	1 964 617		-	1 964 617
Other assets	244 216	-	-	244 216
	9 937 792	**33 137 683**	**28 728 989**	**5 552 817**
Financial Guarantee contracts:				-
Performance bonds and guarantees	1 499 281	-	-	1 499 281
Letters of credit	1 111 407		-	1 111 407
Undrawn portion of overdraft	205 346			205 346
	2 816 034	**-**	**-**	**2 816 034**

	Maximum exposure	**Fair value of Collateral held**	**Surplus collateral**	**Net exposure**
Financial Assets		**31 December 2024**		
	N'million	**N'million**	**N'million**	**N'million**
Balances with central bank	75 892	-	-	75 892
Restricted balances with central bank	1 586 350			1 586 350
Due from banks	395 192	-	-	395 192
Loans and advances to customers	4 541 322	32 239 119	27 697 797	-
Derivative finacial assets	50 292		-	50 292
Investments:			-	-
Financial assets at fair value through profit or loss	5 113	-	-	5 113
Debt instruments at fair value through other comprehensive income	112 925	-	-	112 925
Equity instruments at fair value through other comprehensive income	69 635	-	-	69 635
Debt instruments at amortised cost	1 553 765	-	-	1 553 765
Other assets	143 154	-	-	143 154
	8 533 640	**32 239 119**	**27 697 797**	**3 992 317**
Financial Guarantee contracts:				-
Performance bonds and guarantees	1 012 354	-	-	1 012 354
Letters of credit	737 355		-	737 355
Undrawn portion of overdraft	235 336			235 336
	1 985 045	**-**	**-**	**1 985 045**

*Excluding equity instruments

Enterprise Risk Management- continued

3.2.6 Credit Concentrations- continued

The Bank monitors concentrations of credit risk by sector and by geographical location. An analysis of concentrations of credit risk at 31 December 2025, is set out below:

Group	**31 December 2025**				
Financial assets with credit risk:	**Cash and balances with Central bank**	**Due from banks**	**Loans and advances to customers**	**Investment securities**	**Other assets**
	N'million	**N'million**	**N'million**	**N'million**	**N'million**
Carrying amount	1 683 718	1 290 386	4 281 689	2 539 570	243 154
Concentration by sector					
Agriculture	-	-	200 020	-	-
Oil and gas	-	-	1 905 610	-	-
Consumer credit	-	-	98 272	-	-
Manufacturing	-	-	303 725	-	-
Mining and Quarrying	-	-	14 235	-	-
Mortgage	-	-	-	-	-
Real estate	-	-	80 040	-	-
Construction	-	-	108 049	-	-
Finance and insurance	-	1 469 376	70 755	3 865	-
Government	-	-	257 621	2 522 384	-
Power	-	-	415 675	-	-
Other public utilities	-	-	-	-	-
Transportation	-	-	555 667	-	-
Communication	-	-	15 491	14 985	-
Education	-	-	6 757	-	-
Central Bank balance (restricted)	1 650 910	-	-	-	-
Other	32 808	-	468 537	-	244 497
Total Gross Amount	1 683 718	1 469 376	4 500 454	2 541 233	244 497
Concentration by location	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
Abroad	-	1 019 794	91 760	60 375	-
Nigeria:					
North East	-	-	45 797	-	-
North Central	1 660 887	-	87 642	-	-
North West	-	-	109 892	-	-
South East	-	-	82 594	-	-
South South	-	-	362 565	-	-
South West	22 831	**449 582**	3 720 205	2 480 858	244 497
Total gross amount	**1 683 718**	**1 469 376**	**4 500 454**	**2 541 233**	**244 497**

Enterprise Risk Management- continued

	31 December 2024				
Financial assets with credit risk:	**Cash and balances with Central bank**	**Due from banks**	**Loans and advances to customers**	**Investment securities**	**Other assets**
	N'million	**N'million**	**N'million**	**N'million**	**N'million**
Carrying amount	1 697 639	596 161	4 387 106	1 744 031	135 626
Concentration by sector					
Agriculture	-	-	225 099	-	-
Oil and gas	-	-	1 991 749	-	-
Consumer credit	-	-	86 549	-	-
Manufacturing	-	-	328 129	-	-
Mining and Quarrying	-	-	19 737	-	-
Mortgage	-	-	-	-	-
Real estate	-	-	52 413	-	-
Construction	-	-	131 728	-	-
Finance and insurance	-	584 646	14 431	-	-
Government	-	-	222 409	1 730 184	-
Power	-	-	335 753	-	-
Other public utilities	-	-	-	-	-
Transportation	-	-	557 834	-	-
Communication	-	-	62 341	10 202	-
Education	-	-	10 468	-	-
Central Bank balance (restricted)	1 586 350	-	-	-	-
Other	111 289	-	544 072	5 063	143 154
Total Gross Amount	1 697 639	584 646	4 582 711	1 745 449	143 154
Concentration by location	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
Abroad	-	466 614	85 450	73 646	-
Nigeria:					
North East	-	-	50 121	-	-
North Central	1 662 242	-	94 184	-	-
North West	-	-	94 058	-	-
South East	-	-	81 069	-	-
South South	-	-	442 041	-	-
South West	35 397	118 032	3 779 848	1 671 803	143 154
Total gross amount	**1 697 639**	**584 646**	**4 626 772**	**1 745 449**	**143 154**

Bank

	31 December 2025				
Financial assets with credit risk:	**Cash and balances with Central bank**	**Due from banks**	**Loans and advances to customers**	**Investment securities**	**Other assets**
	N'million	**N'million**	**N'million**	**N'million**	**N'million**
Carrying amount	1 683 718	1 054 640	**4 190 409**	2 479 196	242 873
Concentration by sector					
Agriculture	-	-	183 380	-	-
Oil and gas	-	-	1 990 288	-	-
Consumer credit	-	-	61 632	-	-
Manufacturing	-	-	303 725	-	-
Mining and Quarrying	-	-	5 538	-	-
Mortgage	-	-	-	-	-
Real estate	-	-	53 478	-	-
Construction	-	-	108 049	-	-
Finance and insurance		1 048 810	19 227	3 865	-
Government	-	-	221 237	2 462 009	-
Power	-	-	415 675	-	-
Other public utilities	-	-	-	-	-
Transportation	-	-	555 667	-	-
Communication	-	-	15 491	14 985	-
Education	-	-	6 757	-	-
Central Bank balance (restricted)	1 650 910	-	-	-	-
Other	32 808	-	468 549		244 216
Total Gross Amount	1 683 718	1 048 810	4 408 694	2 480 858	244 216

Enterprise Risk Management- continued

3.2.6 Credit Concentrations- continued

Concentration by location	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
Abroad	-	701 686	-		-
Nigeria:			-		
North East	-	-	45 797	-	-
North Central	1 660 887	-	87 642		-
North West	-	-	109 892	-	-
South East	-	-	82 594	-	-
South South	-	-	362 565	-	-
South West	22 831	347 124	3 720 205	2 480 858	244 216
Total gross amount	**1 683 718**	**1 048 810**	**4 408 694**	**2 480 858**	**244 216**

	31 December 2024				
Financial assets with credit risk:	**Cash and balances with Central bank**	**Due from banks**	**Loans and advances to customers**	**Investment securities**	**Other assets**
	N'million	**N'million**	**N'million**	**N'million**	**N'million**
Carrying amount	1 697 639	394 042	4 346 049	1 670 385	135 297
Concentration by sector					
Agriculture	-	-	205 856	-	-
Oil and gas	-	-	2 034 992	-	-
Consumer credit	-	-	68 404	-	-
Manufacturing	-	-	328 129	-	-
Mining and Quarrying	-	-	5 173	-	-
Mortgage	-	-	-	-	-
Real estate	-	-	36 331	-	-
Construction	-	-	131 728	-	-
Finance and insurance		395 192	11 859		-
Government	-	-	222 409	1 656 538	-
Power	-	-	335 753	-	-
Other public utilities	-	-	-	-	-
Transportation	-	-	557 834	-	-
Communication	-	-	62 341	10 202	-
Education	-	-	10 468	-	-
Central Bank balance (restricted)	1 586 350	-	-	-	-
Other	111 289	-	530 045	5 063	143 154
Total Gross Amount	**1 697 639**	**395 192**	**4 541 322**	**1 671 803**	**143 154**

Concentration by location	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
Abroad	-	379 618	-		-
Nigeria:			-		
North East	-	-	50 121	-	-
North Central	1 662 242	-	94 184		-
North West	-	-	94 058	-	-
South East	-	-	81 069	-	-
South South	-	-	442 041	-	-
South West	35 397	15 574	3 779 848	1 671 803	143 154
Total gross amount	**1 697 639**	**395 192**	**4 541 322**	**1 671 803**	**143 154**

Enterprise Risk Management- continued

3.2.7 Credit Quality

A Maximum Exposure to Credit Risk – Financial instruments subject to impairment

The credit risk model is applied as per homogeneous group of risk assets which can be a portfolio or a rating model (e. g. Master Rating). The bank set up 6 portfolios, three of which are a mix of Corporate and Commercial Accounts segregated on the basis of related economic sectors. The other three portfolios are made up of retails accounts segregated on the basis of similarity of risk characteristics. Details of the portfolios are shown below:

Code	Description
Portfolio 1	Agriculture, Energy, Manufacturing, Construction & Real Estate
Portfolio 2	Government, Public Sector & NBFIs
Portfolio 3	Transport, Communication, Commerce & General
Portfolio 4	Automobile, Equipment & Mortgage Loans
Portfolio 5	Medium and Small Scale Enterprises
Portfolio 6	Personal & Employee Loans

The following table contains an analysis of the credit risk exposure of financial instruments for which an ECL allowance is recognised. The gross carrying amount of financial assets below also represents the Bank's maximum exposure to credit risk on these assets.

a) Agriculture, Energy, Manufacturing, Construction & Real Estate Portfolio

Group

	31 December 2025				
	Stage 1	**Stage 2**	**Stage 3**	**Total**	
	N'million	N'million	N'million	N'million	
Credit grade					
Investment grade	81 837	130	-	81 966	
Standard monitoring	1 316 767	1 604 838	-	2 921 605	-
Default	-	-	22 222	22 222	
Gross carrying amount	**1 398 603**	**1 604 968**	**22 222**	**3 025 793**	
Loss allowance	(2 416)	(138 421)	(11 741)	(152 579)	
Carrying amount	**1 396 187**	**1 466 547**	**10 481**	**2 873 214**	

	31 December 2024			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	258 384	-	-	258 384
Standard monitoring	1 853 778	874 686	-	2 728 464
Default	-	-	48 387	48 387
Gross carrying amount	**2 112 162**	**874 686**	**48 387**	**3 035 235**
Loss allowance	(8 361)	(81 361)	(31 187)	(120 909)
Carrying amount	**2 103 801**	**793 325**	**17 200**	**2 914 326**

Bank

	31 December 2025			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	81 837	130	-	81 966
Standard monitoring	1 363 526	1 591 123	-	2 954 649
Default	-	-	22 222	22 222
Gross carrying amount	**1 445 362**	**1 591 253**	**22 222**	**3 058 837**
Loss allowance	(2 285)	(138 396)	(11 741)	(152 421)
Carrying amount	**1 443 078**	**1 452 857**	**10 481**	**2 906 416**

	31 December 2024			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	258 384	-	-	258 384
Standard monitoring	1 889 370	874 686	-	2 764 056
Default	-	-	47 601	47 601
Gross carrying amount	**2 147 754**	**874 686**	**47 601**	**3 070 041**
Loss allowance	(8 103)	(81 361)	(31 187)	(120 651)
Carrying amount	**2 139 652**	**793 325**	**16 413**	**2 949 390**

Enterprise Risk Management- continued

b) Government, Public Sector & NBFIs portfolio

Group

	31 December 2025			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	12-month ECL	Lifetime ECL	Lifetime ECL	
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	13 021	-	-	13 021
Standard monitoring	253 418	17 318	-	270 736
Default	-	-	2 104	2 104
Gross carrying amount	**266 439**	**17 318**	**2 104**	**285 860**
Loss allowance	(852)	(282)	(845)	(1 979)
Carrying amount	**265 587**	**17 036**	**1 258**	**283 881**

	31 December 2024			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	12-month ECL	Lifetime ECL	Lifetime ECL	
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	71 071	-	-	71 071
Standard monitoring	124 672	92 826	-	217 499
Default	-	-	11 071	11 071
Gross carrying amount	**195 744**	**92 826**	**11 071**	**299 641**
Loss allowance	(199)	(212)	(4 469)	(4 880)
Carrying amount	**195 545**	**92 614**	**6 602**	**294 762**

Bank

	31 December 2025			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	12-month ECL	Lifetime ECL	Lifetime ECL	
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	13 021		-	13 021
Standard monitoring	216 848	17 318	-	234 166
Default	-	-	2 104	2 104
Gross carrying amount	**229 869**	**17 318**	**2 104**	**249 291**
Loss allowance	(666)	(282)	(845)	(1 793)
Carrying amount	**229 203**	**17 036**	**1 258**	**247 497**

	31 December 2024			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	12-month ECL	Lifetime ECL	Lifetime ECL	
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	15 698	-	-	15 698
Standard monitoring	124 672	92 826	-	217 499
Default	-	-	11 071	11 071
Gross carrying amount	**140 370**	**92 826**	**11 071**	**244 268**
Loss allowance	(196)	(212)	(4 469)	(4 877)
Carrying amount	**140 174**	**92 614**	**6 602**	**239 390**

c) Transport, Communication, Commerce & General portfolio

Group

	31 December 2025			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	-	-	-	-
Standard monitoring	854 422	49 453	-	903 875
Default	-	-	52 674	52 674
Gross carrying amount	**854 422**	**49 453**	**52 674**	**956 550**
Loss allowance	(3 805)	(391)	(36 185)	(40 380)
Carrying amount	**850 618**	**49 063**	**16 490**	**916 170**

Transport, Communication, Commerce & General portfolio- continued

	31 December 2024			
	Stage 1	Stage 2	Stage 3	Total
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	-	-	-	-
Standard monitoring	819 562	152 708	-	972 270
Default	-	-	46 197	46 197
Gross carrying amount	**819 562**	**152 708**	**46 197**	**1 018 467**
Loss allowance	(4 024)	(11 248)	(33 453)	(48 725)
Carrying amount	**815 538**	**141 460**	**12 744**	**969 742**

Bank

	31 December 2025			
	Stage 1	Stage 2	Stage 3	Total
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	-	-	-	-
Standard monitoring	802 826	49 453	-	852 279
Default	-	-	52 674	52 674
Gross carrying amount	**802 826**	**49 453**	**52 674**	**904 954**
Loss allowance	(3 736)	(391)	(36 185)	(40 312)
Carrying amount	**799 090**	**49 063**	**16 490**	**864 642**

	31 December 2024			
	Stage 1	Stage 2	Stage 3	Total
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	-	-	-	-
Standard monitoring	816 990	152 708	-	969 697
Default	-	-	46 197	46 197
Gross carrying amount	**816 990**	**152 708**	**46 197**	**1 015 894**
Loss allowance	(4 023)	(11 248)	(33 453)	(48 724)
Carrying amount	**812 966**	**141 460**	**12 744**	**967 170**

d) Automobile, Equipment & Mortgage Loans portfolio

Bank

	31 December 2025			
	Stage 1	Stage 2	Stage 3	Total
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	-	-	-	-
Standard monitoring	62 777	24 513	-	87 290
Default	-	-	5 278	5 278
Gross carrying amount	**62 777**	**24 513**	**5 278**	**92 568**
Loss allowance	(22)	(9)	(3 981)	(4 012)
Carrying amount	**62 755**	**24 504**	**1 297**	**88 557**

	31 December 2024			
	Stage 1	Stage 2	Stage 3	Total
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	-	-	-	-
Standard monitoring	104 932	1 559	-	106 491
Default	-	-	3 876	3 876
Gross carrying amount	**104 932**	**1 559**	**3 876**	**110 366**
Loss allowance	(40)	-	(2 241)	(2 280)
Carrying amount	**104 892**	**1 559**	**1 635**	**108 086**

e) Medium and Small Scale Enterprises portfolio

Bank

	31 December 2025			
	Stage 1	Stage 2	Stage 3	Total
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	-	-	-	-
Standard monitoring	38 220	1 225	-	39 445
Default	-	-	1 967	1 967
Gross carrying amount	**38 220**	**1 225**	**1 967**	**41 412**
Loss allowance	(63)	(0)	(1 923)	(1 985)
Carrying amount	**38 157**	**1 225**	**45**	**39 427**

Enterprise Risk Management- continued

e) Medium and Small Scale Enterprises portfolio- continued

	31 December 2024			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	-	-	-	-
Standard monitoring	29 063	423	-	29 485
Default	-	-	2 863	2 863
Gross carrying amount	**29 063**	**423**	**2 863**	**32 348**
Loss allowance	(54)	(11)	(1 291)	(1 357)
Carrying amount	**29 008**	**411**	**1 571**	**30 991**

f) Personal & Employee Loans portfolio

Group

	31 December 2025			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	-	-	-	-
Standard monitoring	74 301	950	-	75 250
Default	-	-	23 021	23 021
Gross carrying amount	**74 301**	**950**	**23 021**	**98 272**
Loss allowance	(62)	(10)	(17 758)	(17 830)
Carrying amount	**74 239**	**939**	**5 263**	**80 441**

	31 December 2024			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	-	-	-	-
Standard monitoring	56 368	1 336	-	57 704
Default	-	-	28 948	28 948
Gross carrying amount	**56 368**	**1 336**	**28 948**	**86 653**
Loss allowance	(898)	(23)	(16 566)	(17 487)
Carrying amount	**55 470**	**1 313**	**12 382**	**69 165**

Bank

	31 December 2025			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	-	-	-	-
Standard monitoring	38 671	195	-	38 866
Default	-		22 766	22 766
Gross carrying amount	**38 671**	**195**	**22 766**	**61 632**
Loss allowance	(13)	(0)	(17 748)	(17 762)
Carrying amount	**38 658**	**195**	**5 018**	**43 870**

	31 December 2024			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
Credit grade				
Investment grade	-	-	-	-
Standard monitoring	39 480	217	-	39 698
Default	-	-	28 707	28 707
Gross carrying amount	**39 480**	**217**	**28 707**	**68 404**
Loss allowance	(874)	(23)	(16 487)	(17 384)
Carrying amount	**38 607**	**194**	**12 219**	**51 020**

Enterprise Risk Management- continued

3.2.7 Credit Quality

B Reconciliation of Allowance for Impairment by portfolio

Group

	31 December 2025			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
At 1 January	(13 515)	(92 882)	(89 208)	(195 605)
Agric, Energy, Manufactur'g, Const'n & Real Estate Portfolio	5 926	(57 048)	19 446	(31 676)
Government, Public Sector & NBFIs portfolio	(656)	(70)	3 624	2 899
Transport, Comm, Commerce & General portfolio	219	10 888	(2 732)	8 376
Automobile, Equipment & Mortgage Loans portfolio	18	(9)	(1 740)	(1 732)
Medium and Small Scale Enterprises portfolio	(8)	11	(631)	(628)
Personal & Employee Loans portfolio	835	13	(1 248)	(400)
At 31 December	**(7 181)**	**(139 097)**	**(72 489)**	**(218 766)**

	31 December 2024			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
At 1 January	(21 453)	(71 408)	(51 273)	(144 134)
Agric, Energy, Manufactur'g, Const'n & Real Estate Portfolio	8 399	(25 276)	(17 745)	(34 622)
Government, Public Sector & NBFIs portfolio	761	9 215	2 177	12 153
Transport, Comm, Commerce & General portfolio	(1 164)	(5 390)	(23 335)	(29 889)
Automobile, Equipment & Mortgage Loans portfolio	316	4	(2 239)	(1 919)
Medium and Small Scale Enterprises portfolio	131	(11)	2 594	2 714
Personal & Employee Loans portfolio	(506)	(16)	613	92
At 31 December	**(13 515)**	**(92 882)**	**(89 208)**	**(195 605)**

-

Bank

	31 December 2025			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
At 1 January	(13 290)	(92 855)	(89 128)	(195 273)
Agric, Energy, Manufactur'g, Const'n & Real Estate Portfolio	5 818	(57 035)	19 446	(31 770)
Government, Public Sector & NBFIs portfolio	(470)	(70)	3 624	3 084
Transport, Comm, Commerce & General portfolio	287	10 857	(2 732)	8 412
Automobile, Equipment & Mortgage Loans portfolio	18	(9)	(1 740)	(1 732)
Medium and Small Scale Enterprises portfolio	(8)	11	(631)	(628)
Personal & Employee Loans portfolio	861	23	(1 261)	(378)
At 31 December	**(6 785)**	**(139 077)**	**(72 423)**	**(218 285)**

	31 December 2024			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	N'million	N'million	N'million	N'million
At 1 January	(21 277)	(71 377)	(51 273)	(143 927)
Agric, Energy, Manufactur'g, Const'n & Real Estate Portfolio	8 565	(25 276)	(17 745)	(34 456)
Government, Public Sector & NBFIs portfolio	760	9 215	2 177	12 152
Transport, Comm, Commerce & General portfolio	(1 301)	(5 393)	(23 335)	(30 029)
Automobile, Equipment & Mortgage Loans portfolio	316	4	(2 239)	(1 919)
Medium and Small Scale Enterprises portfolio	131	(11)	2 594	2 714
Personal & Employee Loans portfolio	(483)	(17)	692	192
At 31 December	**(13 290)**	**(92 855)**	**(89 128)**	**(195 273)**

Enterprise Risk Management- continued

Group

	31 December 2025				
	Cash and balance with Central bank N'million	**Due from banks N'million**	**Loans and advances to customers N'million**	**Debt securities N'million**	**Other assets N'million**
Not Due & Not impaired	1 683 718	1 291 166	2 694 867	2 541 334	244 497
Past due and not impaired (0-30 days)	-		125 925		
Past due and not impaired (31-90 days)	-	-	1 572 396	-	-
Past due and impaired (aged above 90 days)	-	-	107 266	-	-
Gross	**1 683 718**	**1 291 166**	**4 500 455**	**2 541 334**	**244 497**
Impairment allowance	-	(780)	(218 765)	(1 764)	(1 343)
Net	**1 683 718**	**1 290 386**	**4 281 690**	**2 539 570**	**243 154**

	31 December 2024				
	Cash and balance with Central bank N'million	**Due from banks N'million**	**Loans and advances to customers N'million**	**Debt securities N'million**	**Other assets N'million**
Not Due & Not impaired	1 839 208	497 650	3 425 624	1 745 457	143 154
Past due and not impaired (0-30 days)	-		86 487		
Past due and not impaired (31-90 days)	-	-	973 682	-	-
Past due and impaired (aged above 90 days)	-	-	141 342	-	-
Gross	**1 839 208**	**497 650**	**4 627 136**	**1 745 457**	**143 154**
Impairment allowance	(22)	(1 684)	(195 636)	(1 584)	(7 857)
Net	**1 839 187**	**495 967**	**4 431 499**	**1 743 873**	**135 297**

Bank

	31 December 2025				
	Cash and balance with Central bank N'million	**Due from banks N'million**	**Loans and advances to customers N'million**	**Debt securities N'million**	**Other assets N'million**
Not Due & Not impaired	1 683 718	1 055 288	2 617 725	2 480 858	244 216
Past due and not impaired (0-30 days)	-		119 978		
Past due and not impaired (31-90 days)	-	-	1 563 979	-	-
Past due and impaired (aged above 90 days)	-	-	107 011	-	-
Gross	**1 683 718**	**1 055 288**	**4 408 694**	**2 480 858**	**244 216**
Impairment allowance	-	(648)	(218 285)	(1 663)	(1 343)
Net	**1 683 718**	**1 054 640**	**4 190 409**	**2 479 196**	**242 873**

	31 December 2024				
	Cash and balance with Central bank N'million	**Due from banks N'million**	**Loans and advances to customers N'million**	**Debt securities N'million**	**Other assets N'million**
Not Due & Not impaired	1 697 639	395 192	3 340 861	1 671 803	143 154
Past due and not impaired (0-30 days)	-		86 465		
Past due and not impaired (31-90 days)	-	-	973 682	-	-
Past due and impaired (aged above 90 days)	-	-	140 313	-	-
Gross	**1 697 639**	**395 192**	**4 541 322**	**1 671 803**	**143 154**
Impairment allowance	-	(1 150)	(195 273)	(1 576)	(7 857)
Net	**1 697 639**	**394 042**	**4 346 049**	**1 670 226**	**135 297**

(a) Financial assets collectively impaired (Stage 1 and Stage 2)

The credit rating of the portfolio of financial assets that were collectively impaired can be assessed by reference to the internal rating system adopted by the Bank.

Group

31 December 2025	**Due from Banks N'million**	**Overdrafts N'million**	**Term loans N'million**	**Finance lease N'million**	**Total Loan N'million**	**Other assets N'million**
Grades:						
1. AAA to AA	453 355	264	103 691	-	103 955	-
2. A+ to A-	124 694	4 163	288 164	-	292 327	-
3. BBB+ to BB-	258 179	562 207	2 690 356	3 047	3 255 610	244 497
4. Below BB-	426 916	3 932	534 017	414	538 363	-
5. Unrated	28 021	99	203 092	-	203 192	-
	1 291 166	**570 666**	**3 819 320**	**3 461**	**4 393 447**	**244 497**
Collective Impairment	(780)	(827)	(145 492)	-	(146 478)	(1 343)
Net amount	**1 290 386**	**569 839**	**3 673 828**	**3 461**	**4 246 969**	**243 154**

Enterprise Risk Management- continued

31 December 2024	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
Grades:						
1. AAA to AA	233 395	4 573	278 068	-	282 641	-
2. A+ to A-	97 671	10 042	249 511	-	259 553	-
3. BBB+ to BB-	56 127	374 835	3 154 884	4 091	3 533 810	143 154
4. Below BB-	103 927	121 873	342 995	108	560 904	-
5. Unrated	6 530	6	85 122	-	91 658	-
	497 650	**511 329**	**4 110 580**	**4 199**	**4 728 566**	**143 154**
Collective Impairment	(1 684)	(84 367)	(111 147)	(43)	(196 091)	(7 857)
Net amount	**495 967**	**426 962**	**3 999 433**	**4 155**	**4 532 474**	**135 297**

Bank

31 December 2025	**Due from Banks N'million**	**Overdrafts N'million**	**Term loans N'million**	**Finance lease N'million**	**Total Loan N'million**	**Other assets N'million**
Grades:						
1. AAA to AA	453 355	264	103 691	-	103 955	-
2. A+ to A-	124 694	4 163	288 164	-	292 327	-
3. BBB+ to BB-	258 179	562 207	2 975 882	3 047	3 541 136	244 216
4. Below BB-	219 060	3 932	359 819	414	364 165	-
5. Unrated		99	-	-	99	-
	1 055 288	**570 666**	**3 727 556**	**3 461**	**4 301 683**	**244 216**
Collective Impairment	(648)	(827)	(145 034)	-	(145 861)	(1 343)
Net amount	**1 054 640**	**569 839**	**3 582 522**	**3 461**	**4 155 822**	**242 873**

31 December 2024	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
Grades:						
1. AAA to AA	233 395	4 573	278 068	-	282 641	-
2. A+ to A-	97 671	10 042	249 511	-	259 553	-
3. BBB+ to BB-	56 127	374 835	3 154 884	4 091	3 533 810	143 154
4. Below BB-	7 999	121 873	342 975	108	464 956	-
5. Unrated	-	3	360	-	362	-
	395 192	**511 325**	**4 025 798**	**4 199**	**4 541 322**	**143 154**
Collective Impairment	(1 150)	(84 367)	(110 863)	(43)	(195 273)	(7 857)
Net amount	**394 042**	**426 958**	**3 914 935**	**4 155**	**4 346 049**	**135 297**

b **Maximum Exposure To Credit Risk – Financial instruments not subject to impairment**

The following table contains an analysis of the maximum credit risk exposure from financial assets not subject to impairment i.e. fair value through profit or loss (FVTPL):

	Maximum exposure to credit risk			
	Group		**Bank**	
	2025 N'million	**2024 N'million**	**2025 N'million**	**2024 N'million**
Financial assets designated at fair value through profit or loss				
• Debt securities				
Federal Government bonds	484	331	484	331
Treasury bills	6 682	4 782	6 682	4 782
Placements	-	-	-	-
	7 166	**5 113**	**7 166**	**5 113**
Derivative financial assets	410	50 293	-	50 292

The credit rating of cash and cash equivalents, short-term investments and investments in government and corporate securities that were neither past due nor impaired can be assessed by reference to the bank's internal ratings as at 31 December 2025 and 31 December 2024:

Enterprise Risk Management- continued

Group

	Investments in Government and other Securities					
	Cash & cash equivalents	**Treasury bills**	**Federal Govt bonds**	**State bonds**	**Corporate bonds**	**Total**
31 December 2025	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
AAA to AA	722 041	1 944 445	558 145	-	-	3 224 631
A+ to A-	124 694	-	-	8 134	18 849	151 677
BBB+ to BB-	258 179	-	-	-	-	258 179
Below BB-	219 060	-	11 768	-	-	230 828
Unrated	-	-	-	-	-	-
	1 323 974	**1 944 445**	**569 913**	**8 134**	**18 849**	**3 865 315**

	Investments in Government and other Securities					
	Cash & cash equivalents	**Treasury bills**	**Federal Govt bonds**	**State bonds**	**Corporate bonds**	**Total**
	N'million	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
31 December 2024						-
AAA to AA	344 684	1 204 461	515 703	-	-	2 064 849
A+ to A-	97 671	-	-	10 027	15 265	122 963
BBB+ to BB-	56 127	-	-	-	-	56 127
Below BB-	-	-	-	-	-	-
Unrated	-	-	-	-	-	-
	498 483	**1 204 461**	**515 703**	**10 027**	**15 265**	**2 243 939**

Loss allowance

Bank

	Investments in Government and other Securities					
	Cash & cash equivalents	**Treasury bills**	**Federal Govt bonds**	**State bonds**	**Corporate bonds**	**Total**
31 December 2025	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
AAA to AA	486 163	1 895 730	558 145	-	-	2 940 039
A+ to A-	124 694	-	-	8 134	18 849	151 677
BBB+ to BB-	258 179	-	-	-		258 179
Below BB-	219 060	-	-	-	-	219 060
Unrated	-	-	-	-	-	-
	1 088 096	**1 895 730**	**558 145**	**8 134**	**18 849**	**3 568 955**

	Investments in Government Securities					
	Cash & cash equivalents	**Treasury bills**	**Federal Govt bonds**	**State bonds**	**Corporate bonds**	**Total**
	N'million	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
31 December 2024						-
AAA to AA	344 684	1 130 807	515 703	-	-	1 991 195
A+ to A-	97 671	-	-	10 027	15 265	122 963
BBB+ to BB-	56 127	-	-	-		56 127
Below BB-	7 999	-	-	-	-	7 999
Unrated	-	-	-	-	-	-
	506 481	**1 130 807**	**515 703**	**10 027**	**15 265**	**2 178 284**

Loss allowance

The loss allowance recognised in the period is impacted by a variety of factors, as described below:

- Additional allowances for new financial instruments recognised during the period as well as releases for financial instruments derecognised in the period;
- Impact on the measurement of ECL due to changes in PDs, EADs and LGDs in the period, arising from regular refreshing of inputs to models;
- Discount unwind within ECL due to the passage of time, as ECL is measured on a present value basis; and
- Foreign exchange re-translations for assets denominated in foreign currencies and other movements.

Enterprise Risk Management- continued

3.2.8 Description of Collateral Held

Potential credit losses from any given exposure are mitigated using a range of tools including collateral securities, insurance bonds and policies as well as different forms of guarantees. The Group assesses the degree of reliance that can be placed on these credit risk mitigants carefully in the light of issues such as legal enforceability, market valuation, correlation with exposure and the counterparty risk of the guarantor.

(a) Key Collateral Management Policies

The Group's risk mitigation policies determine the eligibility of collateral types. Eligible collateral types for credit risk mitigation include: cash; residential, commercial and industrial property in acceptable locations; fixed assets such as motor vehicles, plant and machinery; marketable securities; bank guarantees; confirmed domiciliation of payments; credit and insurance bonds, warehouse warrants, lien on shipping documents; back-to-back letters of credit; etc. The Bank also enters into collateralised reverse repurchase agreements where appropriate. For certain types of lending, typically mortgages and asset financing, the right to take charge over physical assets is a significant consideration in determining appropriate pricing and recoverability in the event of default.

The Group reports collateral values in accordance with the Group's risk mitigation policy, which prescribes the frequency of valuation for different collateral types, based on the level of price volatility of each type of collateral and the nature of the underlying product or risk exposure. Depending on the nature of the collateral, frequent or periodic evaluations are carried out to determine the adequacy of collateral margins. Services of independent professional appraisers are used where the Group lacks adequate internal valuation capability or where dictated by industry practice or legal requirements. Where appropriate, collateral values are adjusted to reflect current market conditions, the probability of recovery and the period of time to realise the collateral in the event of repossession.

The Group will only grant unsecured loans where clean lending is a market feature and insistence on security would compromise Bank's market share. In such an instance, the Group ensures that the borrower has proven record of sound financial condition and ability to repay the loan from internal sources in the ordinary course of business. In addition, we ensure that total outstanding borrowings of the obligor do not exceed 70% of estimated asset value.

The Group believes that the requirement for collateral is not a substitute for the ability to pay, which is a primary consideration in the Bank's lending decisions. Although the Group will usually collaterise its credit exposure to a customer, such an obligor is expected to repay the loan in the ordinary course of business without forcing the Group to look to the collateral for ultimate repayment. Therefore, if while reviewing a loan request, there is the possibility that the collateral will need to be relied upon to repay the loan, the Group will not grant the facility.

Where guarantees are used for credit risk mitigation, the creditworthiness of the guarantor is assessed and established using the credit approval process in addition to that of the obligor or main counterparty.

Management of secured credits requires periodic inspections of the collateral to ensure its existence and adequacy for the bank's exposure. These inspections include examination of security agreements to determine enforceability of liens, verification of adequate insurance protection, proper legal registration and adequacy of overall safeguards.

When obligations are secured by marketable securities, predetermined maintenance margins are established and the securities are liquidated if the value falls to this limit except if additional and satisfactory security is provided. In all cases, only valuations done at the instance of the Group can be considered acceptable for the purposes of credit risk mitigation. The Group ensures that all properties and chattels pledged as collateral are properly and adequately insured with the Group's interest duly noted as first loss beneficiary. Only insurance policies obtained from an insurance firm in the Group's pre-approved list of Insurance Companies are acceptable as eligible collateral.

The Group's policies regarding obtaining collateral have not significantly changed during the reporting period and there has been no significant change in the overall quality of the collateral held by the Bank since the prior year.

The following table indicates the Bank's credit exposures by class and value of collaterals:

Group	**31 December 2025**		**31 December 2024**	
	Exposure	**Collateral Value**	**Exposure**	**Collateral Value**
	N'million	**N'million**	**N'million**	**N'million**
Secured against real estate	826 857	3 175 489	111 632	397 269
Secured by shares of quoted companies	12 816	18 698	3 949	7 598
* Secured by Oil well & vessels	1 531 107	19 382 125	1 464 817	14 654 763
* Secured by All asset Debenture	493 757	1 325 112	910 176	1 112 521
* Secured by others	1 682 299	9 499 028	1 856 946	16 052 106
Advances under finance lease	11 600	11 521	5 104	9 241
* Unsecured	62 153	-	230 087	-
Gross Loans and Advances to Customers	**4 620 589**	**33 411 972**	**4 582 711**	**32 233 498**

Enterprise Risk Management- continued

Bank	31 December 2025		31 December 2024	
	Exposure	Collateral Value	Exposure	Collateral Value
	N'million	N'million	N'million	N'million
Secured against real estate	756 207	3 061 774	75 185	397 269
Secured by shares of quoted companies	3 835	9 364	3 949	7 598
* Secured by Oil well & vessels	1 531 107	19 382 125	1 464 817	14 571 304
* Secured by All asset Debenture	493 757	1 325 112	910 176	1 112 521
* Secured by others	1 588 469	9 347 787	1 852 005	16 052 106
Advances under finance lease	11 600	11 521	5 104	9 241
* Unsecured	23 719	-	230 087	-
Gross Loans and Advances to Customers	**4 408 694**	**33 137 683**	**4 541 322**	**32 150 039**

* These lines were previously reported as "Others". Further detail has been provided as required by IFRS 7.35K and comparatives restated accordingly.

The Bank closely monitors collateral held for financial assets considered to be credit-impaired, as it becomes more likely that the Bank will take possession of collateral to mitigate potential credit losses.

3.3 Liquidity Risk

Liquidity risk is the risk that the Group is unable to meet its payment obligations associated with its financial liabilities when they fall due and to replace funds when they are withdrawn. The consequence may be the failure to meet obligations to repay depositors and fulfil commitments to lenders.

3.3.1 Management of Liquidity Risk

The Group's principal liquidity objective is to ensure that the Group holds sufficient liquid reserve to enable it meet all probable cashflow obligations, without incurring undue transaction costs under normal conditions. Liquidity management safeguards the ability of the group to meet all payment obligations as they fall due. The Group's liquidity risk management framework has been an important factor in maintaining adequate liquidity and a healthy funding profile during the period and is structured to identify, measure and manage the Group's liquidity risk at all times. The Board approved liquidity policy guides the management of liquidity risk strategically through the Board Risk Managment Committee (BRMC) as well as Asset and Liability Committee (ALCO) and daily by the Market Risk Division. The liquidity management framework is designed to identify, measure and manage the Group's liquidity risk position at all times. Underlying Assets and Liabilities Management policies and procedures are reviewed and approved regularly by the Assets and Liability Management Committee (ALCO).

The Group has established liquidity and concentration limits and ratios, tolerance levels as well as triggers, through which it identifies liquidity risk. It also uses gap analysis to identify short, medium and long term mismatches, deploying gapping strategies to appropriately manage them. Periodic monitoring is carried out to trigger immediate reaction to deviations from set limits.

Short-Term Liquidity

The Group's reporting system tracks cash flows on a daily basis. This system allows management to assess the Group's short-term liquidity position in each location by currency and products. The system captures all of the Group's cash flows from transactions on the Group's Statement of financial position, as well as liquidity risks resulting from off-balance sheet transactions. We take account of products that have no specific contractual maturities by extrapolating from their historical behaviour of cash flows.

Asset Liquidity

The asset liquidity component tracks the volume and booking location of the Group's inventory of unencumbered liquid assets, which we can used to raise liquidity in times of need. The liquidity of these assets is an important element in protecting us against short-term liquidity squeezes. We keep a portfolio of highly liquid securities in major currencies to supply collateral for cash needs associated with clearing activities.

Funding Diversification

Diversification of the Group's funding profile in terms of investor types, regions, products and instruments is also an important element of the Group’s liquidity risk management practices. In addition, the group invests in liquid assets to facilitate quick conversion to cash, should the need arise.

Stress Testing

As a result of volatilities which take place in the Group's operating environment, the Group conducts stress tests to evaluate the size of potential losses related to rate movements under extreme market conditions. These are conducted on elements of its trading portfolio and the balance sheet in response to the economic and market outlook. Consideration is given to historical events, prospective events and regulatory guidelines. The Group, after ALCO’s authorization, responds to the result of this activity, by modifying the portfolio and taking other specific steps to reduce the expected impact in the event that these risks materialize.

Enterprise Risk Management- continued

3.3.2 Maturity Analysis

The table below analyses financial assets and liabilities of the Group into relevant maturity bands based on the remaining period at reporting date to the contractual maturity date. The table includes both principal and interest cash flows.

Group	Up to 1 month	1-3 months	3-12 months	1-5 years	Over 5 years	Total
31 December 2025	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
Non-deivative assets						
Restricted balances with central bank	-	-	-	1 650 910	-	1 650 910
Cash and Cash equivalents	1 127 177	122 620	73 397	-	-	1 323 194
Loans and advances to customers	960 129	686 859	978 201	1 728 018	3 811 203	8 164 410
	-	-	-	-	-	-
Investment securities	-	-	-	-	-	-
- Financial instrument at FVTPL	867	2 542	3 754	312	1 122	8 597
- Debt instruments at amortised	226 555	471 141	898 740	301 500	897 623	2 795 559
- Debt instruments at FVOCI	82 926	33 003	385 780	184 926	76 768	763 403
Other Assets	24 422	122 108	97 968	-	-	244 498
Total financial assets	**2 422 076**	**1 438 272**	**2 437 840**	**3 865 666**	**4 786 716**	**14 950 570**
Derivaitive assets						
Trading :						
Gross settled		410		-	-	410
Net settled						
	-	**410**	**-**	**-**	**-**	**410**
Total financial assets	**2 422 076**	**1 438 682**	**2 437 840**	**3 865 666**	**4 786 716**	**14 950 980**
Financial liabilities						
Non-derivative liabilities						
Customer deposits	775 396	620 427	1 270 289	2 303 305	2 477 768	7 447 183
Other liabilities	52 139	300 107	381 404	164 136	268 597	1 166 383
Debt issued and other borrowed funds	46 371	89 651	642 923	119 516	115 409	1 013 869
	873 906	1 010 184	2 294 615	2 586 956	2 861 774	9 627 436
Derivative Liabilities						
Trading :						
Gross settled	-	-	194 376	-	-	194 376
Net settled						
	-	**-**	**194 376**	**-**	**-**	**194 376**
Total financial liabilities	873 906	1 010 184	2 488 991	2 586 956	2 861 774	9 821 812
Gap (assets-liabilities)	1 548 170	428 498	(51 151)	1 278 710	1 924 942	
Cumulative liquidity gap	**1 548 170**	**1 976 668**	**1 925 517**	**3 204 227**	**5 129 168**	
Financial Guarantee Contracts:						
Performance bonds and guarantees	40 140	147 778	701 091	355 921	254 350	1 499 281
Letters of credit	255 278	596 368	273 381	5 760	7 200	1 137 986
	295 418	**744 145**	**974 472**	**361 681**	**261 550**	**2 637 267**

Enterprise Risk Management- continued

3.3.2 Maturity Analysis - continued

31 December 2024	Up to 1 month N'million	1-3 months N'million	3-12 months N'million	1-5 years N'million	Over 5 years N'million	Total N'million
Restricted balances with central bank	-	-	-	1 222 184	-	1 222 184
Cash and Cash equivalents	707 450	-	-	-	-	707 450
Loans and advances to customers	1 057 774	754 381	863 579	1 607 632	3 394 620	7 677 987
Derivative financial assets	50 293	-	-	-	-	50 293
Investment securities	-	-	-	-	-	-
- Financial instrument at FVTPL	473	1 312	7 505	758	1	10 050
- Debt instruments at amortised	47 504	24 253	920 150	331 537	939 419	2 262 863
- Debt instruments at FVOCI	30 771	49 481	81 615	184 174	64 609	410 649
Other Assets	14 315	71 577	57 262	6 075	-	149 229
Total financial assets	**1 908 580**	**901 005**	**1 930 111**	**3 352 360**	**4 398 650**	**12 490 705**
Derivaitive assets						
Trading :						
Gross settled		50 293		-	-	50 293
Net settled						
	-	**50 293**	**-**	**-**	**-**	**50 293**
Total financial assets	**1 908 580**	**951 298**	**1 930 111**	**3 352 360**	**4 398 650**	**12 540 999**
Financial liabilities						
Non-derivative liabilities						
Customer deposits	693 572	544 988	944 385	2 011 368	2 103 268	6 297 581
Other liabilities	149 707	161 252	180 218	147 039	401 977	1 040 193
Debt issued and other borrowed funds	291	80 149	120 223	600 635	128 297	929 595
	843 571	**786 389**	**1 244 826**	**2 934 765**	**2 633 542**	**8 443 093**
Derivative Liabilities						
Trading :						
Gross settled	-	-	-	-	-	-
Net settled						
	-	**-**	**-**	**-**	**-**	**-**
Total financial liabilities	843 571	786 389	1 244 826	2 934 765	2 633 542	8 443 093
Gap (assets-liabilities)	1 065 009	164 909	685 284	417 595	1 765 108	
Cumulative liquidity gap	**1 065 009**	**1 229 918**	**1 915 202**	**2 332 797**	**4 097 905**	
Financial Guarantee Contracts:						
Performance bonds and guarantees	56 194	61 865	304 845	406 985	182 463	1 012 354
Letters of credit	252 570	292 634	218 731	-	-	763 934
Total	**308 764**	**354 499**	**523 576**	**406 985**	**182 463**	**1 776 288**

Enterprise Risk Management- continued

3.3.2 Maturity Analysis - continued

Bank

31 December 2025	Up to 1 month N'million	1-3 months N'million	3-12 months N'million	1-5 years N'million	Over 5 years N'million	Total N'million
Non-derivative assets						
Restricted balances with central bank	-	-	-	1 650 910	-	1 650 910
Cash and Cash equivalents	869 713	122 620	73 397	-	-	1 065 730
Loans and advances to customers	585 505	686 859	978 201	1 720 327	3 803 883	7 774 776
			-	-	-	-
Investment securities	-	-	-	-	-	-
- Financial instrument at FVTPL	867	2 542	3 754	312	1 122	8 597
- Debt instruments at amortised	226 555	471 141	898 740	301 500	876 223	2 774 159
- Debt instruments at FVOCI	34 219	33 003	385 780	184 926	76 768	714 696
Other Assets	24 422	122 108	97 686	-	-	244 216
Total financial assets	**1 741 281**	**1 438 272**	**2 437 558**	**3 857 974**	**4 757 996**	**14 233 082**
Derivaitive assets						
Trading :						
Gross settled		-	-	-	-	-
Net settled						
	-	**-**	**-**	**-**	**-**	**-**
Total financial assets	**1 741 281**	**1 438 272**	**2 437 558**	**3 857 974**	**4 757 996**	**14 233 082**
Financial liabilities						
Non-derivative liabilities						
Customer deposits	552 028	556 874	994 984	2 302 075	2 477 768	6 883 728
Other liabilities	52 139	300 107	377 292	164 136	268 597	1 162 271
Debt issued and other borrowed funds	46 371	89 651	642 923	119 516	115 409	1 013 869
	650 538	946 631	2 015 198	2 585 727	2 861 774	9 059 868
Derivative Liabilities						
Trading :						
Gross settled	-	-	194 376	-	-	194 376
Net settled						
	-	**-**	**194 376**	**-**	**-**	**194 376**
Total financial liabilities	650 538	946 631	2 209 574	2 585 727	2 861 774	9 254 244
Gap (assets-liabilities)	1 090 744	491 641	227 984	1 272 247	1 896 222	
Cumulative liquidity gap	**1 090 744**	**1 582 384**	**1 810 369**	**3 082 616**	**4 978 838**	
Financial Guarantee Contracts:						
Performance bonds and guarantees	40 140	147 778	701 091	355 921	254 350	1 499 281
Letters of credit	228 699	596 368	273 381	5 760	7 200	1 111 407
	268 839	**744 145**	**974 472**	**361 681**	**261 550**	**2 610 688**

31 December 2024	Up to 1 month N'million	1-3 months N'million	3-12 months N'million	1-5 years N'million	Over 5 years N'million	Total N'million
Restricted balances with central bank	-	-	-	1 586 350	-	1 586 350
Cash and Cash equivalents	506 580	-	-	-	-	506 580
Loans and advances to customers	826 365	720 468	850 047	1 575 936	3 376 248	7 349 064
Derivative financial assets	-	-	-	-	-	-
Investment securities	-	-	-	-	-	-
- Financial instrument at FVTPL	473	1 312	7 505	758	1	10 050
- Debt instruments at amortised	47 504	24 253	920 150	331 537	939 419	2 262 863
- Debt instruments at FVOCI	1	6 604	81 615	184 174	64 609	337 003
Other Assets	14 315	71 577	57 262	-	-	143 154
Total financial assets	**1 395 238**	**824 215**	**1 916 578**	**3 678 755**	**4 380 278**	**12 195 064**
Derivaitive assets						
Trading :						
Gross settled		50 292		-	-	50 292
Net settled						
	-	**50 292**	**-**	**-**	**-**	**50 292**
Total financial assets	**1 395 238**	**874 507**	**1 916 578**	**3 678 755**	**4 380 278**	**12 245 356**
Financial liabilities						
Non-derivative liabilities						
Customer deposits	516 144	485 881	862 192	1 998 773	2 103 268	5 966 258
Other liabilities	148 926	161 252	176 267	147 039	401 977	1 035 461
Debt issued and other borrowed funds	291	80 149	120 223	600 635	128 297	929 595
	665 362	727 281	1 158 683	2 922 170	2 633 542	8 107 038
Derivative Liabilities						
Trading :						
Gross settled	-	-	-	-	-	-
Net settled						
	-	-	-	-	-	-
Total financial liabilities	665 362	727 281	1 158 683	2 922 170	2 633 542	8 107 038
Gap (assets-liabilities)	729 877	147 226	757 896	756 584	1 746 735	
Cumulative liquidity gap	**729 877**	**877 102**	**1 634 998**	**2 391 583**	**4 138 318**	
Financial Guarantee Contracts:						
Performance bonds and guarantees	56 194	61 865	304 845	406 985	182 463	1 012 354
Letters of credit	225 990	292 634	218 731	-	-	737 355
Total	**282 185**	**354 499**	**523 576**	**406 985**	**182 463**	**1 749 709**

Enterprise Risk Management- continued

3.4 Market Risk

The Group takes on exposure to market risks, which is the risk that the fair value or future cash flows of a financial instrument will be adversely affected by changes in market prices such as interest rates, foreign exchange rates, equity prices and commodity prices.

3.4.1 Management of Market Risk

Essentially, the banking business is subject to the risk that financial market prices and rates will move and result in profits or losses for us. Market risk arises from the probability of adverse movements in financial market prices and rates. The Group's definition of financial market prices in this regard refer to interest rates, equity prices, foreign exchange rates, commodity prices, the correlations among them and their levels of volatility. Interest rate and equity price risks consist of two components each: general risk, which describes value changes due to general market movements, and specific risk which has issuer-related causes.

The Group assumes market risk in both the Group's trading and non-trading activities. The Group underwrite market risks by making markets and taking proprietary positions in the inter-bank, bonds, foreign exchange and other security markets. The Group separates its market risk exposures between the trading and the banking books. Overall authority and management of market risk in the Group is invested on the Assets and Liability Management Committee (ALCO).

The Board approves the Group’s Market Risk Management policy and performs its oversight management role through the Board Risk Management Committee (BRMC).The Group’s trading strategy evolves from its business strategy, and is in line with its risk appetite. The Group's Market Risk division manages the Group’s market risk in line with established risk limits, which are measured, monitored and reported periodically. Established risk limits, which are monitored on a daily basis by the Group's Market Risk group, include intraday, daily devaluation for currency positions, net open position, dealers’, deposit placement, stop loss, duration and management action trigger limits. Daily positions of the Group's trading books are marked-to-market to enable it obtain an accurate view of its trading portfolio exposures. Financial market prices used in the mark-to-market exercise are independently verified by the Market Risk division with regular reports prepared at different levels to reflect volatility of the Groups earnings

3.4.2 Foreign Exchange Risk

The Bank takes on exposure to the effects of fluctuations in the prevailing foreign currency exchange rates on its financial position and cash flows. The Board sets limits on the level of exposure by currency and its aggregate for both overnight and intra-day positions, which are monitored daily.

The table below summarises the Bank's exposure to foreign currency exchange risk at 31 December 2025.

Group	**31 December 2025**				
Financial assets	**USD N'million**	**GBP N'million**	**Euro N'million**	**Naira N'million**	**Total N'million**
Restricted balances with central bank	-	-	-	1 650 910	1 650 910
Cash and Cash equivalents	721 948	31 917	49 521	519 809	1 323 195
Loans and advances to customers	2 070 942	142 961	842	2 066 945	4 281 689
Derivative assets	410	-	-	-	410
Investment securities:					
- Financial assets at FVTPL	-	-	-	7 166	7 166
- Debt instruments at FVOCI	42 292	6 194	-	509 296	557 783
- Equity instruments at FVOCI	31 788	-	-	56 061	87 849
- Debt instruments at amortised cost	-	-	-	1 974 622	1 974 622
Other financial assets	80 727	4 981	932	192 247	278 887
	2 948 106	**186 053**	**51 295**	**6 977 056**	**10 162 510**
Financial liabilities					
Customer deposits	2 809 263	169 926	21 487	3 890 233	6 890 909
Derivative liabilities	194 376	-	-	-	194 376
Other liabilities	277 814	4 573	9 998	949 791	1 242 177
Debt issued and other borrowed funds	711 941	-	-	177 009	888 950
	3 993 394	**174 499**	**31 485**	**5 017 034**	**9 216 412**
Net on balance sheet position	(1 045 288)	11 554	19 810	1 960 022	946 098
Net exposure	**(1 045 288)**	**11 554**	**19 810**	**1 960 022**	**946 098**

Enterprise Risk Management- continued

Sensitivity Analysis of Foreign Currency Statement of Financial Position

Currency	**USD N'million**	**GBP N'million**	**Euro N'million**
Net effect on Statement of Financial Position	(1 045 288)	11 554	19 810
Closing Exchange Rate (Naira/ Currency)	1 440	1 941	1 694
10% Currency Depreciation (+)	1 584	2 135	1 864
Net effect of depreciation on Profit or loss (pre-tax)	(104 529)	1 155	1 981
10% Currency Appreciation (-)	1 296	1 747	1 525
Net effect of appreciation on Profit or loss (pre-tax)	104 529	(1 155)	(1 981)

The table below summarises the Bank's exposure to foreign currency exchange risk at 31 December 2024.

	31 December 2024				
Financial assets	**USD N'million**	**GBP N'million**	**Euro N'million**	**Naira N'million**	**Total N'million**
Restricted balances with central bank	-	-	-	1 586 350	1 586 350
Cash and Cash equivalents	340 534	32 675	48 182	92 612	514 003
Loans and advances to customers	2 508 625	782	3 931	1 873 770	4 387 108
Derivative financial assets	50 292	-	-	-	50 292
Investment securities:					
- Financial assets at FVTPL	-	-	-	5 113	5 113
- Debt instruments at FVOCI	4 775	4 757	-	108 150	117 682
- Equity instruments at FVOCI	21 401	-	-	48 234	69 635
- Debt instruments at amortised cost	-	-	-	1 552 347	1 552 347
Other financial assets	834 983	4 358	293	(517 635)	321 999
	3 760 611	**42 571**	**52 406**	**4 748 941**	**8 604 528**
Financial liabilities					
Customer deposits	2 542 276	309 496	33 365	3 051 926	5 937 064
Derivative financial liabilities	-	-	-	-	-
Other liabilities	433 576	4 556	4 123	658 958	1 101 213
Debt issued and other borrowed funds	750 163	-	-	179 432	929 595
	3 726 015	**314 052**	**37 488**	**3 890 316**	**7 967 872**
Net on balance sheet position	34 595	(271 481)	14 917	858 625	636 656
Net exposure	34 595	(271 481)	14 917	858 625	636 656

Sensitivity Analysis of Foreign Currency Statement of Financial Position

Currency	**USD N'million**	**GBP N'million**	**Euro N'million**
Net effect on Statement of Financial Position	34 595	(271 481)	14 917
Closing Exchange Rate (Naira/ Currency)	1 549	1 919	1 591
10% Currency Depreciation (+)	1 704	2 111	1 750
Net effect of depreciation on Profit or loss	3 460	(27 148)	1 492
10% Currency Appreciation (-)	1 394	1 727	1 432
Net effect of appreciation on Profit or loss	(3 460)	27 148	(1 492)

Bank

	31 December 2025				
Financial assets	**USD N'million**	**GBP N'million**	**Euro N'million**	**Naira N'million**	**Total N'million**
Restricted balances with central bank	-	-	-	1 650 910	1 650 910
Cash and Cash equivalents	855 679	23 502	49 216	159 052	1 087 449
Loans and advances to customers	2 191 091	1 297	842	1 997 180	4 190 410
Derivative assets	-				-
Investment securities:	-	-	-		
- Financial assets at FVTPL	-	-	-	7 166	7 166
- Debt instruments at FVOCI	42 292	-	-	466 783	509 075
- Equity instruments at FVOCI	31 788	-	-	56 061	87 849
- Debt instruments at amortised cost	-	-	-	1 962 955	1 962 955
Other assets	80 727	259	844	193 063	274 893
	3 201 577	**25 058**	**50 902**	**6 493 170**	**9 770 707**

Enterprise Risk Management- continued

Financial liabilities					
Customer deposits	2 942 994	35 482	21 012	3 461 697	6 461 185
Derivative liabilities	194 376				194 376
Other liabilities	397 959	496	9 993	950 424	1 358 872
Debt issued and other borrowed funds	711 941			177 009	888 950
	4 247 270	**35 978**	**31 005**	**4 589 130**	**8 903 383**
Net on balance sheet position	(1 045 693)	(10 920)	19 897	1 904 040	867 324
Net exposure	**(1 045 693)**	**(10 920)**	**19 897**	**1 904 040**	**867 324**

Sensitivity Analysis of Foreign Currency Statement of Financial Position

Currency	**USD N'million**	**GBP N'million**	**Euro N'million**
Net effect on Statement of Financial Position	(1 045 693)	(10 920)	19 897
Closing Exchange Rate (Naira/ Currency)	1 440	1 941	1 694
10% Currency Depreciation (+)	1 584	2 135	1 864
Net effect of depreciation on Profit or loss (pre-tax)	(104 569)	(1 092)	1 990
10% Currency Appreciation (-)	1 296	1 747	1 525
Net effect of appreciation on Profit or loss (pre-tax)	104 569	1 092	(1 990)

The table below summarises the Bank's exposure to foreign currency exchange risk at 31 December 2024

	31 December 2024				
Financial assets	**USD N'million**	**GBP N'million**	**Euro N'million**	**Naira N'million**	**Total N'million**
Restricted balances with central bank	-	-	-	1 586 350	1 586 350
Cash and Cash equivalents	340 534	24 715	47 527	92 555	505 331
Loans and advances to customers	2 467 567	782	3 931	1 873 770	4 346 049
Derivative financial assets	50 292				50 292
Investment securities:	-	-	-		
- Financial assets at FVTPL	-	-	-	5 113	5 113
- Debt instruments at FVOCI	4 775	-	-	108 150	112 925
- Equity instruments at FVOCI	21 401	-	-	48 234	69 635
- Debt instruments at amortised cost	-	-	-	1 552 347	1 552 347
Other financial assets	834 983	(367)	213	(517 635)	317 195
	3 719 552	**25 130**	**51 671**	**4 748 884**	**8 545 237**
Financial liabilities					
Customer deposits	2 542 276	32 895	33 217	3 051 926	5 660 315
Derivative financial liabilities	-				-
Other liabilities	433 576	199	4 119	658 958	1 096 851
Debt issued and other borrowed funds	750 163			179 432	929 595
	3 726 015	**33 094**	**37 336**	**3 890 316**	**7 686 761**
Net on balance sheet position	(6 463)	(7 963)	14 335	858 568	858 476
Net exposure	**(6 463)**	**(7 963)**	**14 335**	**858 568**	**858 476**

Sensitivity Analysis of Foreign Currency Statement of Financial Position

Currency	**USD N'million**	**GBP N'million**	**Euro N'million**
Net effect on Statement of Financial Position	(6 463)	(7 963)	14 335
Closing Exchange Rate (Naira/ Currency)	1 549	1 919	1 591
1% Currency Depreciation (+)	1 704	2 111	1 750
Net effect of depreciation on Profit or loss	(646)	(796)	1 433
1% Currency Appreciation (-)	1 394	1 727	1 432
Net effect of appreciation on Profit or loss	646	796	(1 433)

The Bank's exposure to foreign exchange risk is largely concentrated in USD. Movement in the exchange rate between the foreign currencies and the Nigerian naira affects reported earnings through revaluation gain or loss and the statement of financial position through an increase or decrease in the revalued amounts of financial assets and liabilities denominated in foreign currencies.

Enterprise Risk Management- continued

3.4.3 Interest Rate Risk

The table below summarises the Bank's interest rate gap position on non-trading portfolios:

Group 31 December 2025	Carrying amount	Variable interest	Fixed interest	Non interest-bearing
	N'million	N'million	N'million	N'million
Financial assets				
Restricted balances with central bank	1 650 910	-	-	1 650 910
Cash and Cash equivalents	1 323 194	-	544 872	778 322
Loans and advances to customers	4 281 688	1 378 226	2 903 463	-
Derivative assets	410	-	-	410
Investment securities	-	-	-	-
- Financial assets at FVTPL	7 166	-	7 166	-
- Debt instruments at FVOCI	557 783	-	557 783	-
- Debt instruments at amortised cost	1 974 622	-	1 974 622	-
Other financial assets	274 893	-	-	274 893
	10 070 665	**1 378 226**	**5 987 905**	**2 704 535**
Financial liabilities				
Customer deposits	6 890 909	-	2 990 080	3 900 829
Derivative liabilities	194 376	-	-	-
Other liabilities	1 401 992	-	244 362	1 157 630
Debts issued and other borrowed funds	888 950	69 973	818 977	-
	9 376 227	**69 973**	**4 053 420**	**5 058 459**

31 December 2024	Carrying amount	Variable interest	Fixed interest	Non interest-bearing
	N'million	N'million	N'million	N'million
Financial assets				
Restricted balances with central bank	1 586 350	-	-	1 586 350
Cash and Cash equivalents	707 450	-	217 692	489 757
Loans and advances to customers	4 387 108	1 146 682	3 240 427	-
Derivative assets	50 293	-	-	50 293
Investment securities	-	-	-	-
- Financial assets at FVTPL	5 113	-	5 113	-
- Debt instruments at FVOCI	186 571	-	186 571	-
- Debt instruments at amortised cost	1 552 347	-	1 552 347	-
Other financial assets	143 154	-	-	143 154
	8 618 386	**1 146 682**	**5 202 150**	**2 269 554**
Financial liabilities				
Customer deposits	5 937 064	-	2 543 551	3 393 513
Derivative financial liabilities	-	-	-	-
Other liabilities	938 776	-	344 800	593 976
Debts issued and other borrowed funds	929 595	124 484	805 111	-
	7 805 435	**124 484**	**3 693 462**	**3 987 489**

Bank 31 December 2025	Carrying amount	Variable interest	Fixed interest	Non interest-bearing
	N'million	N'million	N'million	N'million
Financial assets				
Restricted balances with central bank	1 650 910	-	-	1 650 910
Cash and Cash equivalents	1 087 448	-	353 605	733 843
Loans and advances to customers	4 190 409	1 062 351	3 128 058	-
Derivative assets	-	-	-	-
Investment securities	-			-
- Financial assets at FVTPL	7 166	-	7 166	-
- Debt instruments at FVOCI	509 075	-	509 075	-
- Debt instruments at amortised cost	1 962 955	-	1 962 955	-
Other financial assets	274 893	-	-	274 893
	9 682 856	**1 062 351**	**5 960 859**	**2 659 645**
Financial liabilities				
Customer deposits	6 461 185	-	2 560 356	3 900 829
Derivative liabilities	194 376	-	-	194 376
Other liabilities	1 523 992	-	244 362	1 279 630
Debts issued and other borrowed funds	888 950	69 973	818 977	-
	9 068 503	**69 973**	**3 623 695**	**5 374 835**

Enterprise Risk Management- continued

31 December 2024	Carrying amount N'million	Variable interest N'million	Fixed interest N'million	Non interest-bearing N'million
Financial assets				
Restricted balances with central bank	1 586 350	-	-	1 586 350
Cash and Cash equivalents	505 331	-	15 574	489 757
Loans and advances to customers	4 346 049	1 091 675	3 254 375	-
Derivative assets	50 292	-	-	50 292
Investment securities	-			-
- Financial assets at FVTPL	5 113	-	5 113	-
- Debt instruments at FVOCI	112 925	-	112 925	-
- Debt instruments at amortised cost	1 552 347	-	1 552 347	-
Other financial assets	143 154	-	-	143 154
	8 301 561	**1 091 675**	**4 940 333**	**2 269 553**
Financial liabilities				
Customer deposits	5 660 315	-	2 266 802	3 393 513
Derivative financial liabilities	-	-	-	-
Other liabilities	978 435	-	384 459	593 976
Debts issued and other borrowed funds	929 595	124 484	805 111	-
	7 568 345	**124 484**	**3 456 372**	**3 987 489**

(a) Interest Rate Sensitivity

Total interest repricing gap

The repricing gap details each time the interest rates are expected to change.

Group

31 December 2025 **Financial assets**	Less than 3 months N'million	3-6 months N'million	6-12 months N'million	1-5 years N'million	More than 5 years N'million	Total rate sensitive N'million
Restricted balances with central bank	-	-	-	-	-	-
Cash and Cash equivalents	678 466	73 341	-	-	-	751 807
Loans and advances to customers	1 304 247	618 017	186 690	989 146	1 402 355	4 500 455
Derivative financial assets	-	-	-	-	-	-
Investment securities						-
- Financial assets at FVTPL	3 338	1 828	1 528	2	469	7 165
- Debt instruments at FVOCI	109 588	250 775	86 263	53 585	57 571	557 782
- Debt instruments at amortised cost	693 164	458 968	375 750	77 306	369 435	1 974 623
Total assets	**2 788 803**	**1 402 929**	**650 231**	**1 120 039**	**1 829 830**	**7 791 832**
Financial liabilities						
Customer deposits	549 531	421 840	296 697	862 748	860 848	2 991 664
Derivative Financial Liabilities	-	-	-	-	-	-
Other liabilities	8 764	2 771	28 926	58 590	133 954	233 006
Debts issued and other borrowed funds	94 045	-	590 492	108 411	96 002	888 950
Total liabilities	**652 341**	**424 612**	**916 115**	**1 029 748**	**1 090 804**	**4 113 620**
Net financial assets/(liabilities)	2 136 462	978 317	(265 884)	90 291	739 026	3 678 212

31 December 2024 **Financial assets**	Less than 3 months N'million	3-6 months N'million	6-12 months N'million	1-5 years N'million	More than 5 years N'million	Total rate sensitive N'million
Restricted balances with central bank	-	-	-	-	-	-
Cash and Cash equivalents	707 450	-	-	-	-	707 450
Loans and advances to customers	1 070 110	1 029 742	222 498	813 043	1 251 715	4 387 108
Derivative financial assets	-	-	-	-	-	-
Investment securities						-
- Financial assets at FVTPL	785	-	1 004	3 041	283	5 113
- Debt instruments at FVOCI	48 106	42 876	22 167	67 165	6 257	186 571
- Debt instruments at amortised cost	231 843	76 299	779 995	95 803	369 825	1 553 765
Total assets	**2 058 294**	**1 148 917**	**1 025 664**	**979 051**	**1 628 080**	**6 840 007**

3.4.3 Interest Rate Risk- continued

Financial liabilities						
Customer deposits	524 409	236 136	178 125	758 105	744 315	2 441 090
Derivative Financial Liabilities	-	-	-	-	-	-
Other liabilities	6 993	4 717	30 241	137 822	207 173	386 945
Debts issued and other borrowed funds	22 766	44 591	713 241	101 217	47 780	929 595
Total liabilities	**554 168**	**285 444**	**921 607**	**997 144**	**999 267**	**3 757 631**
Net financial assets and liabilities	**1 504 126**	**863 473**	**104 058**	**(18 093)**	**628 812**	**3 082 376**

(b) INTEREST RATE SENSITIVITY ANALYSIS ON VARIABLE RATES INSTRUMENTS ON PROFIT AND EQUITY

31 December 2025

Asset with variable interest rate	**Increase/ Decrease in bp**	**Amount**	**Effect of increase by 200bp on Profit**	**Effect of decrease by 200bp on Profit**	**Effect of increase by 200bp on Equity**	**Effect of decrease by 200bp on Equity**
		N'million	**N'million**	**N'million**	**N'million**	**N'million**
Loans and advances to customers	+200bp/-200	1 378 226	27 565	(27 565)	27 565	(27 565)
Debts issued and other borrowed funds	+200bp/-200	69 973	(1 399)	1 399	(1 399)	1 399

(b) INTEREST RATE SENSITIVITY ANALYSIS ON VARIABLE RATES INSTRUMENTS ON PROFIT AND EQUITY

31 December 2024

Asset with variable interest rate	**Increase/Decrease in bp**	**Amount**	**Effect of increase by 200bp on Profit**	**Effect of decrease by 200bp on Profit**	**Effect of increase by 200bp on Equity**	**Effect of decrease by 200bp on Equity**
		N'million	**N'million**	**N'million**	**N'million**	**N'million**
Loans and advances to customers	+200bp/-200	1 146 682	22 934	(22 934)	22 934	(22 934)
Debts issued and other borrowed funds	+200bp/-200	124 484	(2 490)	2 490	(2 490)	2 490

(c) INTEREST RATE SENSITIVITY ANALYSIS ON FIXED RATE INSTRUMENTS ON PROFIT AND EQUITY

31 December 2025

Asset with variable interest rate	**Increase/Decrease in bp**	**Amount**	**Effect of increase by 200bp on Equity**	**Effect of decrease by 200bp on Equity**	**Effect of increase by 200bp on Equity**	**Effect of decrease by 200bp on Equity**
		N'million	**N'million**	**N'million**	**N'million**	**N'million**
Investments:						
-Financial assets measured at FVTPL	+/-200bp	7 166	143	(143)	143	(143)
-Debt instruments at FVOCI*	+/-200bp	557 783	-	-	11 156	(11 156)

31 December 2024

Asset with variable interest rate	**Increase/Decrease in bp**	**Amount**	**Effect of increase by 200bp on Profit**	**Effect of decrease by 200bp on Profit**	**Effect of increase by 200bp on Equity**	**Effect of decrease by 200bp on Equity**
		N'million	**N'million**	**N'million**	**N'million**	**N'million**
Investments:						
-Financial assets held for trading	+/-200bp	5 113	102	(102)	102	(102)
-Debt instruments at FVOCI*	+/-200bp	186 571	-	-	3 731	(3 731)

Enterprise Risk Management- continued

Bank

31 December 2025 **Financial assets**	**Less than 3 months** **N'million**	**3-6 months** **N'million**	**6-12 months** **N'million**	**1-5 years** **N'million**	**More than 5 years** **N'million**	**Total rate sensitive** **N'million**
Restricted balances with central bank						-
Cash and Cash equivalents	280 265	73 341	-	-	-	353 605
Loans and advances to customers	1 227 498	618 017	186 690	981 455	1 395 035	4 408 694
Derivative financial assets	-	-	-	-	-	-
Investment securities	-	-	-	-	-	-
- Financial assets at FVTPL	3 338	1 828	1 528	2	469	7 166
- Debt instruments at FVOCI	60 881	250 775	86 263	53 585	57 571	509 075
	-	-	-	-	-	
- Debt instruments at amortised cost	693 164	458 968	375 750	73 197	361 876	1 962 955
Total assets	**2 265 144**	**1 402 928**	**650 232**	**1 108 240**	**1 814 951**	**7 241 495**
Financial liabilities						
Customer deposits	445 838	203 281	188 871	861 518	860 848	2 560 356
Derivative Financial Liabilities	-	-	-	-	-	-
Other liabilities	8 764	2 771	28 926	58 474	133 954	232 890
Debts issued and other borrowed funds	94 045	-	590 492	108 411	96 002	888 950
Total liabilities	**548 648**	**206 052**	**808 289**	**1 028 403**	**1 090 804**	**3 682 196**
Net financial assets/(liabilities)	1 716 497	1 196 876	(158 058)	79 837	724 148	3 559 299

31 December 2024 **Financial assets**	**Less than 3 months** **N'million**	**3-6 months** **N'million**	**6-12 months** **N'million**	**1-5 years** **N'million**	**More than 5 years** **N'million**	**Total rate sensitive** **N'million**
Restricted balances with central bank	-	-	-	-	-	-
Cash and Cash equivalents	15 574		-			15 574
Loans and advances to customers	1 048 689	1 029 314	208 966	781 347	1 277 733	4 346 049
Derivative financial assets	-					-
Investment securities						-
- Financial assets at FVTPL	785	-	1 004	3 041	283	5 113
- Debt instruments at FVOCI	17 336	-	22 167	67 165	6 257	112 925
- Debt instruments at amortised cost	231 843	76 299	779 995	95 803	369 825	1 553 765
Total assets	**1 314 227**	**1 105 613**	**1 012 132**	**947 355**	**1 654 098**	**6 033 426**
Financial liabilities						
Customer deposits	460 398	175 987	140 591	745 511	744 315	2 266 802
Derivative Financial Liabilities						-
Other liabilities	6 993	4 717	30 241	135 335	207 173	384 459
Debts issued and other borrowed funds	22 766	44 591	713 241	101 217	47 780	929 595
Total liabilities	**490 157**	**225 295**	**884 073**	**982 064**	**999 267**	**3 580 856**
Net financial assets and liabilities	**824 070**	**880 318**	**128 059**	**(34 708)**	**654 831**	**2 452 569**

Enterprise Risk Management- continued

(b) INTEREST RATE SENSITIVITY ANALYSIS ON VARIABLE RATES INSTRUMENTS ON PROFIT AND EQUITY

31 December 2025

Asset with variable interest rate	Increase/ Decrease in bp	Amount	Effect of increase by 200bp on Profit	Effect of decrease by 200bp on Profit	Effect of increase by 200bp on Equity	Effect of decrease by 200bp on Equity
		N'million	N'million	N'million	N'million	N'million
Loans and advances to customers	+200bp/-200	1 062 351	21 247	(21 247)	21 247	(21 247)
Debts issued and other borrowed funds	+200bp/-200	69 973	(1 399)	1 399	(1 399)	1 399

(b) INTEREST RATE SENSITIVITY ANALYSIS ON VARIABLE RATES INSTRUMENTS ON PROFIT AND EQUITY

31 December 2024

Asset with variable interest rate	Increase/De crease in bp	Amount	Effect of increase by 200bp on Profit	Effect of decrease by 200bp on Profit	Effect of increase by 200bp on Equity	Effect of decrease by 200bp on Equity
		N'million	N'million	N'million	N'million	N'million
Loans and advances to customers	+200bp/-200	1 091 675	21 833	(21 833)	21 833	(21 833)
Debts issued and other borrowed funds	+200bp/-200	124 484	(2 490)	2 490	(2 490)	2 490

(c) INTEREST RATE SENSITIVITY ANALYSIS ON FIXED RATE INSTRUMENTS ON PROFIT AND EQUITY

31 December 2025

Asset with variable interest rate	Increase/De crease in bp	Amount	Effect of increase by 200bp on Equity	Effect of decrease by 200bp on Equity	Effect of increase by 200bp on Equity	Effect of decrease by 200bp on Equity
		N'million	N'million	N'million	N'million	N'million
Investments:						
-Financial assets measured at FVTPL	+/-200bp	7 166	143	(143)	143	(143)
-Debt instruments at FVOCI*	+/-200bp	509 075	-	-	10 182	(10 182)

31 December 2024

Asset with variable interest rate	Increase/De crease in bp	Amount	Effect of increase by 200bp on Profit	Effect of decrease by 200bp on Profit	Effect of increase by 200bp on Equity	Effect of decrease by 200bp on Equity
		N'million	N'million	N'million	N'million	N'million
Investments:						
-Financial assets held for trading	+/-200bp	5 113	102	(102)	102	(102)
-Debt instruments at FVOCI*	+/-200bp	112 925	-	-	2 259	(2 259)

*Changes in the value of debt instruments at FVOCI will impact other comprehensive income (OCI) rather than profit.

Enterprise Risk Management- continued

3.4.4 Equity Price Risk

Equity price risk is the risk that the fair value of equities decreases as a result of changes in the level of equity indices and individual stocks. A 26 percent increase in the value of the Group's equity investment at FVOCI at 31 December 2025 would have increased equity investment by N18.21 billion (December 2024: N28.04 billion). An equivalent decrease would have resulted in an equivalent but opposite impact.

3.5 Fair Value of Financial Assets and Liabilities

Group

	31 December 2025		31 December 2024	
Financial assets	**Carrying value N'million**	**Fair value N'million**	**Carrying value N'million**	**Fair value N'million**
Cash and balances with Central bank of Nigeria	**1 683 718**	**1 683 718**	**1 697 639**	**1 697 639**
Cash	22 831	22 831	35 397	35 397
Balances with central bank other than mandatory reserve deposits	9 977	9 977	75 892	75 892
Mandatory reserve deposits with central banks	1 650 910	1 650 910	1 586 350	1 586 350
Due from banks	**1 290 385**	**1 291 166**	**650 735**	**395 192**
- Current balances with foreign banks	892 184	892 964	391 689	379 618
- Placements with other banks and discount houses	398 201	398 201	259 046	15 574
Loans and advances to customers	**4 281 688**	**4 500 454**	**4 431 499**	**4 541 322**
- Term loans	3 538 600	3 735 825	4 000 385	4 025 798
- Advances under finance lease	3 136	3 517	4 155	4 199
- Other loans	739 953	761 113	426 958	511 325
Derivative financial assets	**410**	**410**	**50 293**	**50 293**
Fair Value Through Profit and Loss	**7 166**	**7 166**	**5 113**	**5 113**
- Treasury bills	6 682	6 682	4 782	4 782
- Federal Government bonds	484	484	331	331
- Placement	-	-	-	-
Debt instruments at FVOCI	**557 783**	**557 783**	**186 571**	**186 571**
- Treasury bills	446 229	446 229	120 590	120 590
- Federal Government bonds	111 554	111 554	65 981	65 981
- State Government bonds	-	-	-	-
- Coporate bonds	-	-	-	-
Equity instruments measured at FVOCI	**87 849**	**87 849**	**69 635**	**69 635**
Debt instruments at amortised	**1 974 622**	**1 976 386**	**1 552 346**	**1 553 764**
- Treasury bills	1 503 007	1 503 295	1 078 287	1 079 081
- Federal Government bonds	445 190	446 107	448 867	449 392
- State Government bonds	8 066	8 134	9 997	10 027
- Corporate Bonds	18 358	18 849	15 196	15 265

	31 December 2025		31 December 2024	
Financial liabilities	**Carrying value N'million**	**Fair value N'million**	**Carrying value N'million**	**Fair value N'million**
Deposits from customers	**3 462 678**	**3 740 472**	**3 097 254**	**3 097 254**
Term	1 992 123	2 269 917	1 864 259	1 864 259
Domiciliary	1 470 555	1 470 555	1 232 995	1 232 995
Derivative financial liabilities	194 376	194 376	-	-
Debts issued and other borrowed funds	**888 950**	**888 950**	**929 595**	**929 595**

Financial Instruments Measured at Fair Value- continued

Bank	**31 December 2025**		**31 December 2024**	
Financial assets	**Carrying value N'million**	**Fair value N'million**	**Carrying value N'million**	**Fair value N'million**
Cash and balances with Central bank of Nigeria	**1 683 718**	**1 683 718**	**1 697 639**	**1 697 639**
Cash	22 831	22 831	35 397	35 397
Balances with central bank other than mandatory reserve deposits	9 977	9 977	75 892	75 892
Mandatory reserve deposits with central banks	1 650 910	1 650 910	1 586 350	1 586 350
Due from banks	**1 054 640**	**1 055 288**	**394 042**	**395 192**
- Current balances with foreign banks	701 405	701 683	378 468	379 618
- Placements with other banks and discount houses	353 235	353 605	15 574	15 574
Loans and advances to customers	**4 190 409**	**4 408 694**	**4 346 049**	**4 541 322**
- Term loans	3 590 214	3 742 336	3 914 935	4 025 798
- Advances under finance lease	3 471	3 517	4 155	4 199
- Other loans	596 724	662 841	426 958	511 325
Derivative financial assets	**-**	**-**	**50 292**	**50 292**
Fair Value Through Profit and Loss	**7 166**	**7 166**	**5 113**	**5 113**
- Treasury bills	6 682	6 682	4 782	4 782
- Federal Government bonds	484	484	331	331
- Placement	-	-	-	-
Debt instruments at FVOCI	**509 075**	**509 075**	**112 925**	**112 925**
- Treasury bills	397 521	397 521	46 944	46 944
- Federal Government bonds	111 554	111 554	65 981	65 981
- State Government bonds			-	-
- Coporate bonds				
Equity instruments measured at FVOCI	**87 849**	**87 849**	**69 635**	**69 635**
Debt instruments at amortised	**1 962 955**	**1 964 617**	**1 552 346**	**1 553 764**
- Treasury bills	1 491 340	1 491 527	1 078 287	1 079 081
- Federal Government bonds	445 190	446 107	448 867	449 392
- State Government bonds	8 066	8 134	9 997	10 027
- Corporate Bonds	18 358	18 849	15 196	15 265

	31 December 2025		**31 December 2024**	
Financial liabilities	**Carrying value N'million**	**Fair value N'million**	**Carrying value N'million**	**Fair value N'million**
Deposits from customers	**6 461 185**	**6 461 185**	**5 660 315**	**5 660 315**
Demand	1 881 535	1 881 535	1 633 502	1 633 502
Savings	1 295 482	1 295 482	1 132 429	1 132 429
Term	243 798	243 798	264 605	264 605
Domicilliary	2 994 501	2 994 501	2 608 389	2 608 389
Others	45 869	45 869	21 390	21 390
Derivative financial liabilities	194 376	194 376	-	-
Debts issued and other borrowed funds	**888 950**	**888 950**	**929 595**	**929 595**

(a) Financial Instruments Measured at Fair Value

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

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

This hierarchy requires the use of observable market data when available. The Group considers relevant and observable market prices in its valuations where possible.

Listed below are assets and liabilities that the carrying amount approximates the fair value as at the reporting date. These assets and liabilities have been excuded from the fair value table by hierachcy analysed below:

-Cash and cash equivalents

- Due from banks

Financial Instruments Measured at Fair Value- continued
Group

31 December 2025	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets	**N'million**	**N'million**	**N'million**	**N'million**
Assets measured at fair value				
Financial assets at FVTPL				
- Federal Government bonds	484	-	-	484
- State Government bonds	-	-	-	-
- Treasury bills	6 662	20	-	6 682
- Placement	-	-	-	-
				-
Derivative financial assets	**-**	**-**	**-**	-
Debt instruments measured at FVOCI				-
- Treasury bills	397 513	5 561	-	403 074
- Federal Government bonds	124 911	35 358	-	160 269
- State Government bonds	-	-	-	-
- Corporate bonds	-	-	-	-
Equity instruments measured at FVOCI	6 726	81 123		87 849
				-
Loans and Advances				-
- Term loans	-	-	3 834 094	3 834 094
- Advances under finance lease	-	-	3 517	3 517
- Other loans	-	-	662 844	662 844
				-
Debt instruments at amortised cost				-
- Treasury bills		-	1 491 527	1 491 527
- Federal Government bonds		-	457 774	457 774
- State Government bonds	-		8 134	8 134
- Corporate Bonds	-	-	18 849	18 849
Financial liabilities at FVTPL	**Level 1**	**Level 2**	**Level 3**	**Total**
	N'million	**N'million**	**N'million**	**N'million**
Derivative financial liabilities	-	-	194 376	194 376
Financial liabilities for which fair values are disclosed				-
Financial liabilities carried at amortised cost	-	-	-	-
Debt issued and other borrowed funds	-	-	888 950	888 950
Deposits from customers	-	-	6 890 909	6 890 909

The assets and liabilities not listed above are those that the carrying amount approximates the fair value as at the reporting date. These assets and liabilities have been excuded from the fair value table by hierachcy analysed

31 December 2024	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets	**N'million**	**N'million**	**N'million**	**N'million**
Assets measured at fair value				
Held for trading				
- Federal Government bonds	331	-	-	331
- State Government bonds	-	-	-	-
- Treasury bills	4 782	-	-	4 782
- Placement	-	-	-	-
				-
Derivative financial assets	**-**	-	50 292	50 292
Debt instruments measured at FVOCI				-
- Treasury bills	46 944	-	-	46 944
- Federal Government bonds	-	-	-	-
- State Government bonds	-	-	-	-
- Corporate bonds	-	-	-	-
Equity instruments measured at FVOCI	**4 018**	**65 617**		**69 635**
Loans and Advances				-
- Term loans	-	-	4 067 165	4 067 165
- Advances under finance lease	-	-	4 199	4 199
- Other loans	-	-	511 358	511 358

Financial Instruments Measured at Fair Value- continued

	Level 1	Level 2	Level 3	Total
				-
	N'million	N'million	N'million	N'million
Debt instruments at amortised cost				-
- Treasury bills	-	1 079 081	-	1 079 081
- Federal Government bonds	-	-	449 392	449 392
- State Government bonds	-	-	10 027	10 027
- Corporate bonds	-	-	-	-
Financial liabilities at FVTPL				
Derivative financial liabilities			-	
Financial liabilities for which fair values are disclosed				
Financial liabilities carried at amortised cost				-
Debt issued and other borrowed funds	-	-	929 595	929 595
Deposits from customers	-	-	5 660 315	5 660 315

The assets and liabilities not listed above are those that the carrying amount approximates the fair value as at the reporting date. These assets and liabilities have been excuded from the fair value table by hierachcy analysed

Bank

31 December 2025	Level 1	Level 2	Level 3	Total
Financial assets	N'million	N'million	N'million	N'million
Assets measured at fair value				
Financial assets at FVTPL				
- Federal Government bonds	484		-	484
- State Government bonds	-		-	-
- Treasury bills	6 662	20	-	6 682
- Placement	-	-		-
			-	-
Derivative financial assets	-		-	-
				-
Debt instruments measured at FVOCI				-
- Treasury bills	391 960	5 561	-	397 521
- Federal Government bonds	76 196	35 358	-	111 554
- State Government bonds	-		-	-
- Corporate bonds	-	-		-
				-
Equity instruments measured at FVOCI	6 726	81 123		87 849
				-
Loans and Advances				-
- Term loans	-	-	3 742 336	3 742 336
- Advances under finance lease	-	-	3 517	3 517
- Other loans	-	-	662 841	662 841
Debt instruments at amortised cost				-
- Treasury bills			1 491 527	1 491 527
- Federal Government bonds			446 107	446 107
- State Government bonds	-		8 134	8 134
- Corporate Bonds	-		18 849	18 849

Financial liabilities at FVTPL	**Level 1**	**Level 2**	**Level 3**	**Total**
	N'million	**N'million**	**N'million**	**N'million**
Derivative financial liabilities	-	-	194 376	194 376
Financial liabilities for which fair values are disclosed				
Financial liabilities carried at amortised cost				
Debt issued and other borrowed funds	-	-	888 950	888 950
Deposits from customers	-	-	6 461 185	6 461 185

The assets and liabilities not listed above are those that the carrying amount approximates the fair value as at the reporting date. These assets and liabilities have been excuded from the fair value table by hierachcy analysed

31 December 2024	Level 1	Level 2	Level 3	Total
Financial assets	N'million	N'million	N'million	N'million
Assets measured at fair value				
Held for trading				
- Federal Government bonds	331		-	331
- State Government bonds	-		-	-
- Treasury bills	4 782		-	4 782
- Placement	-	-		-
Derivative financial assets	-		50 292	50 292

Financial Instruments Measured at Fair Value- continued	Level 1	Level 2	Level 3	Total
	N'million	N'million	N'million	N'million
Debt instruments measured at FVOCI				-
- Treasury bills	46 944		-	46 944
- Federal Government bonds	65 981		-	65 981
- State Government bonds	-	-	-	-
- Corporate bonds	-	-		-
Equity instruments measured at FVOCI	**4 018**		**65 617**	**69 635**
Loans and Advances				-
- Term loans	-	-	4 025 798	4 025 798
- Advances under finance lease	-	-	4 199	4 199
- Other loans	-	-	511 325	511 325
Debt instruments at amortised cost				-
- Treasury bills	-	1 079 081	-	1 079 081
- Federal Government bonds	-		449 392	449 392
- State Government bonds	-		10 027	10 027
- Corporate bonds	-		15 265	15 265
Financial liabilities at FVTPL				
Derivative financial liabilities				
Financial liabilities for which fair values are disclosed				
Financial liabilities carried at amortised cost				-
Debt issued and other borrowed funds	-	-	929 595	929 595
Deposits from customers			5 660 315	5 660 315

The assets and liabilities not listed above are those that the carrying amount approximates the fair value as at the reporting date. These assets and liabilities have been excuded from the fair value table by hierachcy analysed

(b) Fair Valuation Methods and Assumptions

(i) Cash and balances with central banks
Cash and balances with central bank represent cash held with central banks of the various jurisdictions in which the Group operates. The fair value of these balances approximates their carrying amounts.

(ii) Due from other banks
Due from other banks represents balances with local and correspondence banks, inter-bank placements and items in the course of collection. The fair value of the current account balances, floating placements and overnight deposits approximates their carrying amounts.

(iii) Derivatives
The Group uses widely recognized valuation models for determining the fair value of common and simple financial instruments, such as interest rate and currency swaps that use only observable market data and require little judgement and estimation. Observable prices or model inputs are usually available in the market for listed debt and equity securities, exchange-traded derivatives and simple OTC derivatives such as interest rate swaps. Availability of observable market prices and model inputs reduces the need for management judgement and estimation and also reduces the uncertainty associated with determining fair values. Availability of observable markets prices and inputs varies depending on the products and markets and is prone to changes based on specific events and general conditions in the financial markets.

(iv) Treasury Bills and Bonds
Treasury bills represent short term instruments issued by the Central banks of the jurisdiction where the Group operates. The fair value of treasury bills are derived from the quoted yields, while the fair value of bonds are determined with reference to quoted prices in active markets for identical assets. For certain securities market prices cannot be readily obtained especially for illiquid Federal Government Bonds, State Government and Corporate Bonds. Some of the positions were marked to market while others were marked-to-model at 31 December 2025 and 31 December 2024 based on yields for identical assets.

(v) Equity Securities
The fair value of unquoted equity securities are determined based on the level of information available. The investment in unquoted entities is carried at fair value. They are measured at fair value using price multiples.

The investment valuation policy of the Group provides the framework for accounting for the Group's investment in unquoted equity securities while also providing a broad valuation guideline to be adopted in valuing them. Furthermore, the policy details how the group decides its valuation policies and procedures and analyses changes in fair value measurements every reporting period .

IFRS 13- Fair Value Measurement outlines three approaches for valuing unquoted equity instruments; market approach, the income approach and the cost approach. The Group estimated the fair value of its investment in each of the unquoted equity securities at the end of the reporting period . The Discounted Cash flow (DCF) technique of the income approach was adopted in valuing each of these equity investments taken into cognizance the suitability of the model to each equity investment and the available financial information. Description of Valuation Methodology and inputs: Discounted Cash flow Technique (DCF). The fair value of the unquoted equity securities was derived using the Discounted Cash Flow technique.

(b) Fair Valuation Methods and Assumptions - continued

The steps involved in estimating the fair value of the Group's investment in each of the investees (i.e. unquoted equity securities) are as follows: Step 1: A forecast of the Free Cash Flow to the company (FCFC) for each of the equity investments was made using provided definition, explanation and derivation of the Free Cash Flow to the company). Step 2: The FCFC forecasts were discounted to present value using the company's WACC.

Step 3: The terminal value at year five was estimated by dividing the compounded (with 'g') year five FCFC by the capitalization rate . Step 4: The terminal value was discounted to present value using the company's WACC Step 5: The firm value was obtained by adding the present value of the five-year FCFC obtained in step (2) above to the present value of terminal value obtained in step (4) above. Step 6: The equity value of the company was obtained by deducting the value of the debt of the company from the company value obtained in step (5) above (i.e. Company value minus market value of debt = Equity value). Step 7: The equity value per share was obtained by dividing the Equity value obtained in step (6) above by the number of shares outstanding in the company. Step 8: The fair value of the group's investment in each of the relevant unquoted equity securities was derived by multiplying the number of the Groups' shares in the investee by the value per share obtained in step (7) above.

(vi) Loans and Advances to customers
Loans and advances are carried at amortised cost net of allowance for impairment. The estimated fair value of loans and advances represents the discounted amount of estimated future cash flows expected to be received. Expected cash flows are discounted at current market rates to determine fair value.

(vii) Overdraft
The management assessed that the fair value of Overdrafts approximate their carrying amounts largely due to the short-term maturities of these instruments.

(viii) Other Assets
Other assets represent monetary assets which usually has a short recycle period and as such the fair values of these balances approximate their carrying amount.

(ix) Deposits from banks and due to customers
The estimated fair value of deposits with no stated maturity, which includes non-interest bearing deposits, is the amount repayable on demand. The estimated fair values of fixed interest-bearing deposits and borrowings are determined using a discounted cash flow model based on a current yield curve appropriate for the remaining term to maturity.

(x) Other Liabilities
Other liabilities represent monetary assets which usually has a short recycle period and as such the fair values of these balances approximate their carrying amount.

(xi) Debt Issued And Other Borrowed Funds
The fair value of the Group's Eurobond issued is derived from quoted market prices in active markets. The fair values of the Group's interest-bearing borrowings and loans are determined by using the DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The fair value is determined by using discounted cashflow method.

3.6 Operational Risk Management

Operational risk is the potential for loss arising from inadequate or failed internal processes, people and systems or from external events. This definition includes legal and regulatory risk, but excludes strategic and reputational risk.

The scope of operational risk management in the Group covers risk exposures that may lead to unavailability of service, information deficiency, financial loss, increased costs, loss of professional reputation, failure to keep or increase market share, risks which result in the imposition of sanctions on the Group by regulators or legal proceedings against the Group by third parties.

• The event of Covid-19 , escalating awareness on cyber security threats made the Group put additional focus on several operational risk aspects, such as:
– Business continuity plans to support our employees, customers and overall businesses.
– Potential increase of cyber risk due to new conditions in business management and remote working. Our cyber security programme continued to be improved by strengthening detection, response and protection mechanisms.
– Increase in technological support in order to ensure adequate customer service and correct performance of our services, especially in online banking and call centres.

Organizational Set-up

Operational Risk Management is an independent risk management function within Fidelity Bank group. The Operational Risk & Service Measurements Committee is the main decision-making committee for all operational risk management matters and approves the Group's standards for identification, measurement, assessment, reporting and monitoring of operational risk. Operational Risk Management is responsible for defining the operational risk framework and related policies while the responsibility for implementing the framework day-to-day operational risk management lies with the Group's business and support units. Based on this business partnership model, the Group ensures close monitoring and high awareness of operational risk.

Operational Risk Framework

As is common with all businesses, operational risk is inherent in all operations and activities of the Group. We therefore carefully manage operational risk based on a consistent framework that enables us to determine the Group's operational risk profile in comparison to the Groups risk appetite and to define risk mitigating measures and priorities. We apply a number of techniques to efficiently manage operational risk in the Group's business, for example: as part of the Group's strategy for making enterprise risk management the Group's discriminating competence, the Group has redefined business requirements across all networks and branches using the following tools:

Loss Data Collection

The Group implements an event driven Loss Data Collection (LDC) system designed to facilitate collection of internal loss data triggered at the occurrence of a loss event anywhere within the divisions of the Group. The LDC system captures data elements, which discriminate between boundary events related to credit, market and operational risk. The system facilitates collection of loss data arising from actual losses, potential losses and near misses. Work-flow capabilities built within the Group's predefined Event Escalation Matrix enable risk incidents to be reported to designated Event Identifiers, Event Managers, Event Approvers and Action Owners that manage each risk incident from point of occurrence to closure.

Risk and Control Self Assessments (RCSA)

The Group implement a quantitative methodology for the its Risk and Control Self Assessments, which supports collection of quantitative frequency and severity estimates. Facilitated top-down RCSA workshops are used by the Group to identify key risks and related controls at business unit levels. During these workshops business experts and senior management identify and discuss key risks, controls and required remedial actions for each respective business unit and the results captured within the operational risk database for action tracking.

Key Risk Indicators (KRIs)

The Group measures quantifiable risk statistics or metrics that provide warning signals of risk hotspots within the entity. The Group has established key risk indicators with tolerance limits for core operational groups of the entity. The Group's KPI database integrates with the Loss Data Collection and Risk & Control Self Assessment models and systems to provide red flags that typically inform initiatives for risk response actions in the Group.

Business Continuity Management (BCM)

The Group recognises that adverse incidences such as technology failure, natural and man-made disasters could occur and may affect the Group's critical resources leading to significant business disruption. To manage this risk, our BCM plans assist in building resilience for effective response to catastrophic events. In broad categories, the plans which are tested periodically, cover disaster recovery, business resumption, contingency planning and crisis management.

4. Capital Management

The Bank’s objectives when managing capital, which is a broader concept than the ‘equity’ on the face of statement of financial position, are:

a.To comply with the capital requirements set by the regulators of the banking markets where the entities within the Bank operate;
b. To safeguard the Bank’s ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
c. To maintain a strong capital base to support the development of its business.

Capital adequacy and the use of regulatory capital are monitored daily by the Bank’s management, employing techniques based on the guidelines developed by the Central Bank of Nigeria (CBN), for supervisory purposes. The required information is filed with the CBN on a monthly basis.

The CBN requires each bank to: (a) hold the minimum level of the regulatory capital of N500 billion , a review from N25 billion effective April 1, 2026 for banks with International Licence and (b) maintain a ratio of total regulatory capital to the risk-weighted asset at or above the minimum of 15% for an internatiional licensed Bank.

In 2016, the Central Bank of Nigeria issued circular BSD/DIR/CIR/GEN/LAB/06/03 to all Banks and discount houses on the implementation of Basel II/III issued 10 December 2013 and guidance notes to the regulatory capital measurement and management for the Nigerian Banking System for the implementation of Basel II/III in Nigeria. The capital adequacy ratio for the year ended 31 December 2025 and the comparative year 31 December 2024 is in line with the new circular. The computations are consistent with the requirements of Pillar I of Basel II ACord (Interenal Convergence of capital measurement and Capital Standards. Although the guidelines comply with the requirement of the Basel II accord certain sections were adjusted to reflect the peculiarities of the Nigerian enviroment.

The Bank’s regulatory capital as managed by its Financial Control and Treasury Units is made up of Tier 1 and Tier 2 capital as follows:

Tier 1 capital: This includes only permanent shareholders' equity (Ordinary shares/common stock and perpetual non-cumulative preference shares) and disclosed reserves (created or increased by appropriations of retained earnings or other surpluses). There is no limit on the inclusion of Tier 1 capital for the purpose of calculating regulatory capital.

Tier 2 capital: This includes revaluation reserves, general provisions/general loan loss reserves, Hybrid (debt/equity), capital instruments and subordinated debt. Tier 2 capital is limited to a maximum of 33.3% of the total of Tier 1 capital.

The CBN excluded the following reserves in the computation of total qualifying capital:

i The Regulatory Risk Reserve created pursuant to Section 12.4 (a) of the Prudential Guidelines which was effective on 1 July 2010 is excluded from regulatory capital for the purposes of capital adequacy assessment;

ii Collective impairment on loans and receivables and other financial assets no longer forms part of Tier 2 capital; and

iii Other Comprehensive Income (OCI) Reserves is recognized as part of Tier 2 capital subject to the limits on the Calculation of Regulatory Capital.

4. **Capital Management- continued**

The table below summarises the composition of regulatory capital and the ratios of the Bank as at 31 December 2025 and as at 31 December 2024. During those two periods, the Bank as an entity complied with all of the externally imposed capital requirements to which it is subject to.

	31 December 2025	31 December 2024
	N'million	N'million
Tier 1 capital		
Share capital	25 100	25 100
Share premium	280 455	280 455
Retained earnings	173 101	245 459
Statutory reserve	144 301	108 711
Small scale investment reserve	41 192	29 329
Tier 1 Deductions - Intangible Assets	(76 060)	(14 371)
Total qualifying Tier 1 capital	588 089	674 683
Regulatory adjustment	146 516	55 386
Investment In Subsidiary	68 591	68 591
Adjusted qualifying Tier 1 capital	372 982	550 706
Tier 2 capital		
Eurobond Issue	-	-
Local Bond Issue (Discounted at 60%)	42 344	42 261
Revaluation reserve	-	-
Fair value reserve	88 836	69 131
Total Tier 2 capital	131 181	111 392
Qualifying Tier 2 Capital restricted to lower of Tier 2 and 33.33% of Tier 1 Capital	131 181	111 392
Total Tier 1 & Tier 2 Capital	504 163	662 098
Risk-weighted assets:		
Credit Risk Weighted Assets	2 007 958	2 102 092
Market Risk Weighted Assets	30 846	15 559
Operational Risk Weighted Assets	1 072 047	703 571
Total risk-weighted assets	3 110 851	2 821 222
Capital Adequacy Ratio (CAR)	**16.21%**	**23.47%**
Minimum Capital Adequacy Ratio	15%	15%

5 SEGMENT ANALYSIS

Following the management approach of IFRS 8, operating segments are reported in accordance with the internal reports provided to the Bank's Executive Committee (The chief operating decision maker). During the year to 31 December, 2025, Management prepared its financial records in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board . This segment is what the Bank's Executive Committee reviews in assessing performance, allocating resources and making investment decisions.

Transactions between the business segments are on normal commercial terms and conditions.

Segment result of operations

The segment information provided to the Executive Committee for the reportable segments for the year ended 31 December 2025 is as follows:

	Group			
	Retail banking N 'millions	**Corporate banking N 'millions**	**Investment banking N 'millions**	**Combined N 'millions**
At 31 December 2025				
Revenue derived from external customers	917 830	311 697	290 170	1 519 697
Revenues from other segments		-	-	-
Total	917 830	311 697	290 170	1 519 697
Interest income	812 858	258 978	226 689	1 298 526
Interest expense	(269 251)	(110 754)	(87 169)	(467 173)
Fees and commission income	65 629	37 042	10 686	113 357
Fee and commission expense	(11 160)	(6 710)	(1 993)	(19 864)
Operating Expense	(233 999)	(99 681)	(82 162)	(415 842)
Profit before tax	202 272	90 478	54 911	347 662
Income tax expense	(58 312)	(21 356)	(19 881)	(99 549)
Profit for the year ended 31 December 2025	143 960	69 123	35 030	248 113
	-			
Total segment assets	5 548 673	2 851 822	2 063 320	10 463 815
Total segment liabilities	5 334 645	2 199 254	1 842 328	9 376 227
	-			
Other segment information	-			
Depreciation / amortization	**(16 845)**	**(5 512)**	**(5 131)**	**(27 489)**

The segment information provided to the Executive Committee for the reportable segments for the year ended 31 December 2024 is as follows:

	Group			
	Retail banking N 'millions	**Corporate banking N 'millions**	**Investment banking N 'millions**	**Combined N 'millions**
At 31 December 2024				
Revenue derived from external customers	547 598	287 671	208 132	1 043 401
Revenues from other segments		-	-	-
Total	547 598	287 671	208 132	1 043 401
Interest income	515 779	249 893	184 916	950 588
Interest expense	(158 547)	(92 275)	(69 996)	(320 818)
Fees and commission income	46 040	25 421	6 893	78 355
Fee and commission expense	(4 629)	(2 603)	(811)	(8 043)
Operating Expense	(179 910)	(74 625)	(61 610)	(316 146)
Profit before tax	**209 864**	**108 893**	**66 458**	**385 215**
Income tax expense	(72 376)	(12 417)	(8 984)	(93 777)
Profit for the year ended 31 December 2024	137 487	96 476	57 474	291 437
Total segment assets	4 684 719	2 400 345	1 736 672	8 821 737
Total segment liabilities	4 227 634	2 144 595	1 551 634	7 923 863
Other segment information	-			
Depreciation / amortization	**(10 444)**	**(2 838)**	**(2 053)**	**(15 335)**

No revenue from transactions with a single external customer or counterparty amounted to 10% or more of the Bank's total revenue in the year ended 31 December 2025 and 31 December 2024. The cashflow information for the reporting segment is not provided to the chief operating decision maker.

In the opinion of the directors, all of the Bank’s income form the United Kingdom component derives from one main activity, commercial and retail banking, which is carried out in the United Kingdom.

5 **SEGMENT ANALYSIS- Continued**

	Bank			
	Retail banking N 'millions	**Corporate banking N 'millions**	**Investment banking N 'millions**	**Combined N 'millions**
At 31 December 2025				
Revenue derived from external customers	886 617	311 697	290 170	1 488 484
Revenues from other segments	-	-	-	-
Total	886 617	311 697	290 170	1 488 484
Interest income	786 557	258 978	226 689	1 272 224
Interest expense	(260 777)	(110 754)	(87 169)	(458 700)
Fees and commission income	62 634	37 042	10 686	110 362
Fee and commission expense	(11 160)	(6 710)	(1 993)	(19 864)
Operating Expense	(210 893)	(99 681)	(82 162)	(392 736)
Profit before tax	**202 400**	**90 478**	**54 911**	**347 790**
Income tax expense	(63 617)	(21 356)	(19 881)	(104 854)
Profit for the year ended 31 December 2025	138 783	69 123	35 030	242 936
Total segment assets	5 206 048	2 851 822	2 063 320	10 121 189
Total segment liabilities	5 026 922	2 199 254	1 842 328	9 068 503
	-			
Other segment information	-			
Depreciation / amortization	**(14 488)**	**(5 512)**	**(5 131)**	**(25 132)**

The segment information provided to the Executive Committee for the reportable segments for the year ended 31 December 2024 is as follows:

	Bank			
	Retail banking N 'millions	**Corporate banking N 'millions**	**Investment banking N 'millions**	**Combined N 'millions**
At 31 December 2024				
Revenue derived from external customers	525 228	287 671	208 132	1 021 032
Revenues from other segments	-	-	-	-
Total	525 228	287 671	208 132	1 021 032
Interest income	496 896	249 893	184 916	931 705
Interest expense	(154 377)	(92 275)	(69 996)	(316 648)
**Fees and commission income	43 332	25 421	6 893	75 647
**Fee and commission expense	(4 629)	(2 603)	(811)	(8 043)
Operating Expense	(159 721)	(74 625)	(61 610)	(295 957)
Profit before tax	**217 649**	**108 893**	**66 458**	**393 000**
Income tax expense	(75 410)	(12 417)	(8 984)	(96 811)
Profit for the year ended 31 December 2024	142 239	96 476	57 474	296 189
Total segment assets	4 408 219	2 400 345	1 736 672	8 545 237
Total segment liabilities	3 990 545	2 144 595	1 551 634	7 686 773
Other segment information	-			
Depreciation / amortization	**(5 606)**	**(2 838)**	**(2 053)**	**(10 497)**

No revenue from transactions with a single external customer or counterparty amounted to 10% or more of the Bank's total revenue in the year ended 31 December 2025 and 31 December 2024 . The cashflow information for the reporting segment is not provided to the chief operating decision maker .

5 **SEGMENT ANALYSIS- Continued**

Segment report by country:

The segment information by country provided to the Executive Committee for the reportable segments for the year ended 31 December 2025 is as follows:

	Group by Country		
	Nigeria	**United Kingdom**	**Combined**
	N 'millions	**N 'millions**	**N 'millions**
At 31 December 2025			
Revenue derived from external customers	1 488 484	31 213	1 519 697
Revenues from other segments	-	-	-
Total	1 488 484	31 213	1 519 697
Interest income	1 272 224	26 302	1 298 526
Interest expense	(458 700)	(8 473)	(467 173)
**Fees and commission income	110 362	2 994	113 357
**Fee and commission expense	(19 864)	-	(19 864)
Operating Expense	(392 736)	(23 106)	(415 842)
Profit before tax	**347 790**	**(128)**	**347 662**
Income tax expense	(104 854)	5 305	(99 549)
Profit for the year ended 31 December 2025	242 936	5 177	248 113
	-		
Total segment assets	10 121 189	342 626	10 463 815
Total segment liabilities	9 068 503	307 724	9 376 227
Other segment information			
Depreciation / amortization	**(25 132)**	**(2 357)**	**(27 489)**

The segment information by country provided to the Executive Committee for the reportable segments for the year ended 31 December 2024 is as follows:

	Group by Country		
	Nigeria	**United Kingdom**	**Combined**
	N 'millions	**N 'millions**	**N 'millions**
At 31 December 2024			
Revenue derived from external customers	1 021 032	22 370	1 043 401
Revenues from other segments	-	-	-
Total	1 021 032	22 370	1 043 401
Interest income	931 705	18 883	950 588
Interest expense	(316 648)	(4 170)	(320 818)
Operating Expense	(295 957)	(20 189)	(316 146)
Profit before tax	**393 000**	**(7 786)**	**385 215**
Income tax expense	(96 811)	3 034	(93 777)
Profit for the year ended 31 December 2024	296 189	(4 752)	291 437
Total segment assets	8 545 237	276 500	8 821 737
Total segment liabilities	7 686 773	237 090	7 923 863
Other segment information			
Depreciation / amortization	**(10 497)**	**(4 838)**	**(15 335)**

Notes To The Financial Statements:

6 Interest and similar income using effective interest rate method

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Loans and advances to customers	813 248	626 283	798 055	617 017
Advances under finance lease	1 008	1 689	1 008	1 689
Treasury bills and other investment securities:				
-Fair value through other comprehensive income	85 560	14 472	82 144	11 360
-Amortised cost	173 731	148 945	173 731	148 945
Placements and short term funds	40 470	11 665	32 778	5 160
`	**1 114 018**	**803 054**	**1 087 716**	**784 171**

Interest and similar income represents interest income on financial assets measured at amortised cost and Fair value through other comprehensive income.

Interest income accrued on impaired financial assets amount to N12,661.56million (31 December 2024: N8,104.67 million) which is part of interest income recognized in the financial Statement .

7 Interest expense calculated using the effective interest rate method

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Term deposits	235 515	155 200	233 580	155 664
Debts issued and other borrowed funds	132 879	94 012	132 698	93 725
Savings deposits	56 039	41 098	55 950	41 080
Current accounts	35 283	16 387	35 222	16 379
Inter-bank takings	6 511	5 743	304	1 421
Intervention loan	946	8 379	946	8 379
	467 173	**320 818**	**458 700**	**316 648**

Total interest expense is calculated using the effective interest rate method as reported above and does not include interest expense on financial liabilities carried at fair value through profit or loss.

8 Credit loss reversal/(expense)

The table below shows the ECL charges on financial instruments for the year ended 31 December 2025 recorded in profit or loss:

	Note	Group						
		Stage 1 Individual	Stage 1 Collective	Stage 2 Individual	Stage 2 Collective	Stage 3	POCI	Total
		N'million	N'million	N'million	N'million	N'million	N'million	N'million
Due from banks (Note 19)		-	(447)	-	(439)	-	-	(886)
Loans and advances to customers (Note 22)		-	(6 335)	-	46 232	(16 769)	-	23 128
Debt instruments measured at FVOCI (24.6.1)		-	151	-	-	-	-	151
Debt instruments measured at amortised costs (24.6.2)		-	346	-	-	-	-	346
Financial guarantees (Note 32.3.1)		-	(241)	-	-	-		(241)
Letters of credit (Note 32.3.2)		-	(883)	-	-	-	-	(883)
		-	**(7 410)**	**-**	**45 793**	**(16 769)**	**-**	21 615
Other assets (Note 29)		-	(5)	-	-	-	-	**(5)**
		-	**(7 414)**	**-**	**45 793**	**(16 769)**	**-**	**21 610**

Notes To The Financial Statements:

The table below shows the ECL charges on financial instruments for the year ended 31 December 2024 recorded in profit or loss:

Group

Note	Stage 1 Individual	Stage 1 Collective	Stage 2 Individual	Stage 2 Collective	Stage 3	POCI	Total
	N'million	N'million	N'million	N'million	N'million	N'million	N'million
Due from banks (Note 19)	-	1 310	-	-	-	-	1 310
Loans and advances to customers (Note 22)	-	(7 779)	-	21 477	37 934	-	51 632
Debt instruments measured at FVOCI (24.6.1)	-	(455)	-	-	-	-	(455)
Debt instruments measured at amortised costs (24.6.2)	-	(793)	-	-	-	-	(793)
Financial guarantees (Note 32.3.1)	-	(41)	-	-	-		(41)
Letters of credit (Note 32.3.2)	-	290	-	-	-	-	290
	-	**(7 467)**	**-**	**21 477**	**37 934**	**-**	**51 944**
Other assets (Note 29)	4 497	-	-	-	-	-	**4 497**
	4 497	**(7 467)**	**-**	**21 477**	**37 934**	**-**	**56 441**

The table below shows the ECL charges on financial instruments for the year ended 31 December 2025 recorded in profit or loss:

Bank

Note	Stage 1 Individual	Stage 1 Collective	Stage 2 Individual	Stage 2 Collective	Stage 3	POCI	Total
	N'million	N'million	N'million	N'million	N'million	N'million	N'million
Due from banks (Note 19)	-	(502)	-	-	-	-	(502)
Loans and advances to customers (Note 22)	-	(6 505)	-	46 222	(16 705)	-	23 012
Debt instruments measured at FVOCI (24.6.1)	-	150	-	-	-	-	150
Debt instruments measured at amortised costs (24.6.2)	-	245	-	-	-	-	245
Financial guarantees (Note 32.3.1)	-	(241)	-	-	-		(241)
Letters of credit (Note 32.3.2)	-	(740)	-	-	-	-	(740)
	-	**(7 593)**	**-**	**46 222**	**(16 705)**	**-**	21 924
Other assets (Note 29)	-	(5)	-	-	-	-	**(5)**
	-	**(7 598)**	**-**	**46 222**	**(16 705)**	**-**	**21 919**

The table below shows the ECL charges on financial instruments for the year ended 31 December 2024 recorded in profit or loss:

Bank

Note	Stage 1 Individual	Stage 1 Collective	Stage 2 Individual	Stage 2 Collective	Stage 3	POCI	Total
	N'million	N'million	N'million	N'million	N'million	N'million	N'million
Due from banks (Note 19)	-	925	-	-	-	-	925
Loans and advances to customers (Note 22)	-	(7 987)	-	21 478	37 855	-	51 346
Debt instruments measured at FVOCI (24.6.1)	-	(462)	-	-	-	-	(462)
Debt instruments measured at amortised costs (	-	(793)	-	-	-	-	(793)
Financial guarantees (Note 32.3.1)	-	(41)	-	-	-		(41)
Letters of credit (Note 32.3.2)	-	10	-	-	-	-	10
	-	**(8 348)**	**-**	**21 478**	**37 855**	**-**	**50 985**
Other assets (Note 29)	4 498	-	-	-	-	-	**4 498**
	4 498	**(8 348)**	**-**	**21 478**	**37 855**	**-**	**55 483**

Notes To The Financial Statements:

9 Net fee and commission income

Fee and commission income is disaggregated below and includes a total fees in scope of IFRS 15 Revenues from Contracts with Customers except for Credit related fee in line with IFRS 9.

	Group			
	31 December 2025			
Segments	**Retail banking N'million**	**Corporate banking N'million**	**Investment banking N'million**	**Total N'million**
Fee and commision type:				
ATM charges	11 674	5 820	-	17 494
Accounts maintenance charge	7 135	4 780	1 715	13 630
Commision on E-banking activities	2 230	1 096	872	4 198
Commission on travellers cheque and foreign bills	8 997	5 414	3 454	17 865
Commission on fidelity connect	3 321	1 047	824	5 192
Letters of credit commissions and fees	12 504	8 979	3 228	24 711
Commissions on off balance sheet transactions	5 482	4 563	-	10 045
Other fees and commissions	2 082	219	-	2 301
Commision and fees on banking services	1 268	567	-	1 835
Commision and fees on NXP	101	76	57	234
Collection fees	197	114	79	390
Telex fees	1 612	523	447	2 582
Cheque issue fees	32	15	10	57
Remittance fees	23	18	-	41
Total revenue from contracts with customers	**56 658**	**33 231**	**10 686**	**100 575**
Other non-contract fee income:				
Credit related fees	8 970	3 812	-	12 782
Total fees and commission income	**65 629**	**37 042**	**10 686**	**113 357**
Fee and commission expense	(11 160)	(6 710)	(1 993)	(19 864)
Net fee and commission income	**54 468**	**30 332**	**8 692**	**93 493**

The fees and commission income reported above excludes amount included in determining effective interest rates on financial assets that are not carried at fair value through profit or loss.

	Group			
	31 December 2024			
Segments	**Retail banking N'million**	**Corporate banking N'million**	**Investment banking N'million**	**Total N'million**
Fee and commision type:				
ATM charges	6 389	3 206	-	9 595
Accounts maintenance charge	7 024	4 488	1 425	12 937
Commission on E-banking activities	2 283	1 062	851	4 196
Commission on travellers cheque and foreign bills	6 871	4 815	1 732	13 417
Commission on fidelity connect	3 387	1 024	816	5 228
Letters of credit commissions and fees	9 473	5 145	1 642	16 261
Commissions on off balance sheet transactions	3 508	2 563	-	6 072
Other fees and commissions	889	191	-	1 080
Commission and fees on banking services	1 182	443	-	1 625
Commission and fees on NXP	64	46	27	137
Collection fees	170	133	67	370
Telex fees	1 406	459	325	2 190
Cheque issue fees	44	10	8	62
Remittance fees	78	42	-	120
Total revenue from contracts with customers	**42 768**	**23 627**	**6 893**	**73 288**
Other non-contract fee income:				
Credit related fees	3 273	1 794	-	5 067
Total fees and commission income	**46 040**	**25 421**	**6 893**	**78 355**
Fee and commission expense	(4 629)	(2 603)	(811)	(8 043)
Net fee and commission income	**41 412**	**22 818**	**6 082**	**70 312**

The fees and commission income reported above excludes amount included in determining effective interest rates on financial assets that are not carried at fair value through profit or loss.

Notes To The Financial Statements:

	Bank			
	31 December 2025			
Segments	**Retail banking N'million**	**Corporate banking N'million**	**Investment banking N'million**	**Total N'million**
Fee and commision type:				
ATM charges	11 674	5 820	-	17 494
Accounts maintenance charge	7 135	4 780	1 715	13 630
Commision on E-banking activities	2 230	1 096	872	4 198
Commission on travellers cheque and foreign bills	8 997	5 414	3 454	17 865
Commission on fidelity connect	3 321	1 047	824	5 192
Letters of credit commissions and fees	10 715	8 979	3 228	22 922
Commissions on off balance sheet transactions	5 482	4 563	-	10 045
Other fees and commissions	877	219	-	1 096
Commision and fees on banking services	1 268	567	-	1 835
Commision and fees on NXP	101	76	57	234
Collection fees	197	114	79	390
Telex fees	1 612	523	447	2 582
Cheque issue fees	32	15	10	57
Remittance fees	23	18	-	41
Total revenue from contracts with customers	**53 664**	**33 231**	**10 686**	**97 580**
Other non-contract fee income:				
Credit related fees	8 970	3 812	-	12 782
Total fees and commission income	**62 634**	**37 042**	**10 686**	**110 362**
Fee and commission expense	(11 160)	(6 710)	(1 993)	(19 864)
Net fee and commission income	**51 474**	**30 332**	**8 692**	**90 499**

The fees and commission income reported above excludes amount included in determining effective interest rates on financial assets that are not carried at fair value through profit or loss.

	Bank			
	31 December 2024			
Segments	**Retail banking N'million**	**Corporate banking N'million**	**Investment banking N'million**	**Total N'million**
Fee and commision type:				
ATM charges	6 389	3 206	-	9 595
Accounts maintenance charge	6 735	4 488	1 425	12 648
Commission on E-banking activities	2 283	1 062	851	4 196
Commission on travellers cheque and foreign bills	6 871	4 815	1 732	13 417
Commission on fidelity connect	3 387	1 024	816	5 228
Letters of credit commissions and fees	7 171	5 145	1 642	13 958
Commissions on off balance sheet transactions	3 508	2 563	-	6 072
Other fees and commissions	771	191	-	962
Commission and fees on banking services	1 182	443	-	1 625
Commission and fees on NXP	64	46	27	137
Collection fees	170	133	67	370
Telex fees	1 406	459	325	2 190
Cheque issue fees	44	10	8	62
Remittance fees	78	42	-	120
Total revenue from contracts with customers	**40 059**	**23 627**	**6 893**	**70 580**
Other non-contract fee income:				
Credit related fees	3 273	1 794	-	5 067
Total fees and commission income	**43 332**	**25 421**	**6 893**	**75 647**
Fee and commission expense	(4 629)	(2 603)	(811)	(8 043)
Net fee and commission income	**38 703**	**22 818**	**6 082**	**67 604**

The fees and commission income reported above excludes amount included in determining effective interest rates on financial assets that are not carried at fair value through profit or loss.

Notes To The Financial Statements:

10 Derecognition loss on financial asset

The table below shows the modification charge on financial instruments recorded in profit or loss :

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Modified Loan Assets (Carrying Amount)	93 465	-	93 465	-
Specific allowances for impairment	(2 040)	-	(2 040)	-
	91 425	**-**	**91 425**	**-**
Derecognition loss	988	-	988	-
	988	**-**	**988**	**-**

In line with IFRSs, derecognition is carried out when the cash flows of the modified assets are substantially different from the contractual cash flows of the original financial assets. Based on this, A modification was carried out on affected customers' loans, the cash flows of the original financial asset was derecognised and a new financial asset was recognised . The gross carrying amount of the loan before modification was N93.5 billion (31 December 2024 - Nil). The financial assets is not deemed to be credit impaired.

11 Other operating income

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Dividend income	935	741	935	741
Profit on disposal of property, plant and equipment	97	63	97	63
Loan Recoveries	1 068	986	1 068	986
Other income	6 139	952	5 367	174
	8 239	**2 742**	**7 467**	**1 964**

11a Dividend income represent dividend received from the Bank's investment in equity instruments held for strategic purposes and for which the Bank has elected to present the fair value and loss in other comprehensive income. See note 2.4.2.b

11b Loan recoveries represents amount recovered for previously written-off facilities. The amount is recognised on a cash basis only.

11c Other income relates to other miscelanous income made during the financial year

11.1 Foreign Currency Revaluation Gains

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Net foreign exchange gains	99 575	11 716	98 431	11 716
	99 575	**11 716**	**98 431**	**11 716**

11.1a Net foreign exchange gain represent unrealised gains from the revaluation of foreign currency-denominated assets and Liabilities held in the non-trading books.

	31 December 2025	31 December 2025
Movement in provision for Year / year end bonus		
At 1 January	11 716	11 716
Arising during the period	87 859	86 715
At 31 December	99 575	98 431

Notes To The Financial Statements:

12 Net gains from financial instruments classified as fair value through profit or loss and recycling gain from Other Comprehensive income Instruments.

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Net gains arising from:				
- Bonds	2 577	634	291	634
- Treasury bills	168	87	168	87
- Placements/Foreign exchange	-	-	-	-
	2 745	**721**	**459**	**721**

Amounts reclassified on debt instruments financial assets reclassified from the bank's other comprehensive income amount to a loss of N126 million (31 December 2024: N21 million loss). No additional amounts arose in the group.

		Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
12.1	Other interest and similar income measured at FVTPL	**184 508**	**147 534**	**184 508**	**147 534**

Other interest and similar income on financial assets measured at FVTPL have been presented separately in the statement of profit or loss and other comprehensive income.

12.2 Derivative (Losses)/Gains

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
- Derivatives -(Realized)	(29 414)	7 633	(29 414)	7 633
- Derivatives - (Unrealized)	(194 376)	50 242	(194 376)	50 242
	(223 790)	**57 875**	**(223 790)**	**57 875**

Notes To The Financial Statements:

13 Personnel expenses

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Wages and salaries	77 905	64 468	65 085	54 282
End of the year bonus (see note 31)	978	7 456	978	7 456
Pension contribution	1 674	1 525	597	546
	80 557	**73 450**	**66 660**	**62 284**

13a Wages and Salaries include staff activities and Employee benefits , Industrial Training Fund (ITF) contribution , Staff medical expenses ,Staff estacode , Relocation expense and NSITF contribution duing the year.

14 Depreciation, Amortisation and Impairment.

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	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Property, plant and equipment (Note 25)	16 433	7 614	16 394	7 423
Computer software (Note 27)	9 497	4 560	7 758	2 276
Goodwill impairmrnt (Note 21)	-	2 353	-	-
Depreciation of ROU asset (Note 26)	1 559	808	980	798
	27 489	**15 335**	**25 132**	**10 497**

15 Other operating expenses

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Marketing, communication & entertainment	51 718	35 468	51 303	35 124
Banking sector resolution cost	50 986	35 809	50 986	35 809
Outsourced cost	13 796	10 264	13 783	10 253
Deposit insurance premium	26 395	15 918	26 395	15 918
Repairs and maintenance	11 490	13 659	11 416	13 596
Other expenses	13 012	10 975	12 701	9 908
Computer expenses	54 281	56 006	51 108	53 649
Lease expense (Finance Cost)	(43)	59	(43)	59
Security expenses	8 342	3 428	8 342	3 428
Rent and rates	1 865	2 301	1 252	1 141
Cash movement expenses	1 956	1 280	1 717	1 173
Training expenses	1 811	12	1 739	(76)
Travelling and accommodation	13 757	6 258	13 533	6 119
Consultancy expenses	35 323	16 707	34 637	16 229
Corporate finance expenses	12 536	14 841	12 536	14 841
Legal expenses	18 874	2 186	18 583	1 942
Electricity	1 705	1 211	1 674	1 156
Office expenses	1 068	559	722	559
Directors' emoluments	1 659	2 449	1 195	1 903
Insurance expenses	1 205	1 085	913	488
Stationery expenses	2 165	1 800	2 154	1 781
Bank charges	5 934	6 582	5 399	6 148
Auditors' remuneration	1 889	1 576	700	488
Donation	2 386	1 547	2 386	1 547
Telephone expenses	574	447	343	220
Postage and courier expenses	602	270	602	270
	335 285	**242 696**	**326 076**	**233 673**

15a Banking sector resolution cost represents AMCON statutory levy chargeable annually on every Bank's total assets in Nigeria. This is applicable on total balance sheet size of the Bank. The current applicable rate in Nigeria based on AMCON Act of 2021 is 0.5% of total assets (inclusive of off-balance sheet)

15b The Bank paid external auditors' professional fees for the provision of non-audit services. The total amount of non-audit services provided to the external auditors during the year was N53.88 million. These non-audit services were for Common Reporting Standard (CRS) Reporting (N15.99 million), Corporate Tax Reporting (N13.10 million),Technical And Functional Competency Assessment (N8.13million),TP services (N4.30million) , Risk Management Assessment (N6.99 million). Regulatory verification (N5.38 million) .These services in the Bank's opinion, did not impair the independence and objectivity of the external auditors as adequate safeguards were put in place.

15c The bank paid a total of N607.94 million as contribution to the Industrial Training Fund, (Annual contribution).

Notes To The Financial Statements:

16 Taxation

		Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
a	**Income tax expense**				
	Current taxes on income for the period (Minimum tax)	114 726	82 420	114 726	82 420
	Tertiary education tax (note 16h)	13 797	9 083	13 797	9 083
	Police Trust Fund (note 16f)	-	20	-	20
	National Agency for science and engineering infrastructure 0.25%	869	983	869	983
	Capital gains tax	500	-	500	-
	Information Technology levy (note 16g)	3 478	3 931	3 478	3 931
	Current income tax expense	133 371	96 435	133 371	96 435
	Deferred tax expense	(33 822)	(2 658)	(28 517)	376
		99 548	**93 777**	**104 854**	**96 811**

		2025 N'million	2024 N'million	2025 N'million	2024 N'million
b	**Total income tax expense in profit or loss**				
	Profit before income tax	347 662	385 215	347 790	393 000
	Income tax using the domestic corporation tax rate of 30% (Dec 2024 : 30%)	104 299	115 564	104 337	117 900
	Non-deductible expenses	89 483	15 632	89 483	15 632
	Tax exempt income	(112 915)	(12 851)	(107 647)	(12 851)
	Utilization of previously unrecognised tax losses	-	-	-	-
	Balancing Charge	37	98	37	98
	Income Tax expense	-	82 420	-	82 420
	Effect of concessions (research and development and other allowances)				
	Tertiary education tax (note 16h)	13 797	9 083	13 797	9 083
	Capital allowance	-	(2 879)	-	(2 879)
	Capital Gains Tax	500		500	-
	Police Trust Fund (note 16f)	-	20	-	20
	National Agency for science and engineering infrastructure 0.25%	869	983	869	983
	Information Technology levy (note 16g)	3 478	3 931	3 478	3 931
	Deferred Tax expense	-	(2 658)	-	376
		99 548	**93 777**	**104 854**	**96 811**

Effective tax rate
The effective income tax rate is 28.63% (31 December 2024: 24.63%).

		2025 N'million	2024 N'million	2025 N'million	2024 N'million
c	**The movement in the current income tax payable is as follows:**				
	At 1 January	97 894	26 863	100 579	26 835
	Income tax paid	(92 165)	(22 635)	(94 851)	(22 580)
	WHT recovered	-	(112)	-	(112)
	Current income tax expense	128 065	93 777	133 371	96 435
	At 31 December	**133 793**	**97 894**	**139 099**	**100 579**

		N'million 2025	N'million 2024	N'million 2025	N'million 2024
d	**Windfall tax**				
	At 1 January	13 331	-	13 331	-
	Windfall Tax paid	(13 331)	-	(13 331)	-
	Current Windfall tax	5 669	13 331	5 669	13 331
	At 31 December	**5 669**	**13 331**	**5 669**	**13 331**

Federal Government of Nigeria Amended the Finance Act (Amendment) 2024 which imposes WINDFALL LEVY on Financial Institutions for the first time in Nigeria tax system. The Act imposes 70% levy in restrospect for 2023 financial period , 2024 and 2025 on Foreign exchange gains from impact of foreign exchange on financial instruments as a result of currency floating by the apex Bank (CBN). The sum of N5,669 million has been estimated as Windfall levy for period ended December 2025.

e The Companies Income Tax Act 2004 and as amended, stipulates that Companies be assessed at 30% of taxable income.

f The Nigerian Police Trust Fund Act (PTFA) 2019, stipulates that operating business in Nigeria to contribute 0.005% of their net profit to Police Trust Fund. In line with the Act, the Bank has provided for Police Trust Fund at the specified rate and recognised it as part of income tax for the year

Notes To The Financial Statements:

16 Taxation- continued

g The National Information Technology Agency Act (NITDA) 2007, stipulates that specified companies contribute 1% of their profit before tax to National Information Development Agency. In line with the Act, the Bank has provided for Information technology levy at the specified rate and recognised it as part of income tax for the year

h Tertiary Education Tax (TET) as amended by Finance Act 2022, stipulates that 3% of assessable profit of bank shall be contributed to funding of tertiary educational institutions in Nigeria. The specified rate has been provided for as Tertiary Education Tax and recognized as part of income tax for the year by the Bank

i National Agency for Science and Engineering Infrastructure Act (NASENI) stipulates that 0.25% of bank profit before tax should be contributed to funding the agency. The Bank has provided for the specified rate for NASENI fund and recognised it as part of the income tax for the year.

17 Net reclassification adjustments for realised net gains

The net reclassification adjustments for realised net gains from other comprehensive income to profit or loss are in respect of debt instruments measured at fair value through other comprehensive income which matured during the year See Other Comprehensive Income.

18 Earnings per share (EPS)

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Bank by the number of ordinary shares in issue during the period. The diluted earnings per share is the same as basic EPS because there are no potential ordinary shares outstanding during the reporting period.

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Profit attributable to equity holders of the Bank (N'million)	242 444	278 106	237 267	282 858
Number of ordinary shares in issue (Units)	41 799	41 799	41 799	41 799
Basic & diluted earnings per share (expressed in kobo per share)	**580**	**652**	**568**	**663**

a Basic and diluted earnings per share are the same, as the Bank has no potentially dilutive ordinary shares.

19 Cash and Cash equivalents

	31 December 2025 N'million	31 December 2024 N'million	31 December 2025 N'million	31 December 2024 N'million
Cash	22 831	35 397	22 831	35 397
Balances with central bank other than mandatory reserve deposits	9 977	75 892	9 977	75 892
Due from banks	1 290 386	596 161	1 054 640	394 042
Total cash and cash equivalents	**1 323 194**	**707 450**	**1 087 448**	**505 331**

19.1 **Due from Banks**	31 December 2025 N'million	31 December 2024 N'million	31 December 2025 N'million	31 December 2024 N'million
Current accounts with foreign banks	892 964	392 838	701 683	379 618
Placements with other banks and discount houses	398 201	205 027	353 605	15 574
Sub-total	1 291 166	597 866	1 055 288	395 192
Less: Allowance for impairment losses	**-780**	**(1 666)**	**(648)**	(1 150)
	1 290 386	**596 161**	**1 054 640**	**394 042**
19.2 Movement in allowance for impairment losses				
At 1 Jan	1 705	23	1 150	225
Profit or Loss	**(886)**	**1 682**	**(502)**	925
At 31 December	819	1 705	648	1 150

	31 December 2025	31 December 2024	31 December 2025	31 December 2024
Cash and Cash equivalents				
	1 323 194	707 450	1 087 448	505 331
Cash and Cash equivalents	780	1 666	648	1 150
At 31 December	1 323 974	709 116	1 088 096	506 481

Cash and cash equivalents comprise balances with less than three months' maturity from the date of acquisition, including cash on hand, deposits held at call with other banks and other short-term highly liquid investments with original maturities of less than three months. See Note 44

Notes To The Financial Statements:

19 Impairment Allowance for Due from Banks

The table below shows the credit quality and the maximum exposure to credit risk based on the external credit rating system and reporting period stage classification. The amounts presented are gross of impairment allowances. Details of the external rating system are explained in Note 3.2.2 and policies about whether ECL allowances are calculated on an individual or collective basis are set out in Note 3.2.1.

Group

	31 December 2025			
	Stage 1 individual	Stage 2 Individual	Stage 3	Total
	N'million	**N'million**	**N'million**	**N'million**
External rating grade				
Performing				
High grade	778 694	-	-	778 694
Standard grade	503 967	-	-	503 967
Sub-standard grade	8 504	-	-	8 504
Past due but not impaired	-	-	-	-
Non- performing				-
Individually impaired	-	-	-	-
Total	**1 291 166**	**-**	**-**	**1 291 166**

	31 December 2024			
	Stage 1 individual	Stage 2 Individual	Stage 3	Total
	N'million	**N'million**	**N'million**	**N'million**
External rating grade				
Performing				
High grade	452 749	-	-	452 749
Standard grade	105 899	15 610	15 610	137 119
Sub-standard grade	7 999	-	-	7 999
Past due but not impaired	-	-	-	-
Non- performing				-
Individually impaired	-	-	-	-
Total	**566 647**	**15 610**	**15 610**	**597 866**

Bank

	31 December 2025			
	Stage 1 individual	Stage 2 Individual	Stage 3	Total
	N'million	**N'million**	**N'million**	**N'million**
External rating grade				
Performing				
High grade	578 049	-	-	578 049
Standard grade	471 367	-	-	471 367
Sub-standard grade	5 871	-	-	5 871
Past due but not impaired	-	-	-	-
Non- performing				-
Individually impaired	-	-	-	-
Total	**1 055 288**	**-**	**-**	**1 055 288**

	31 December 2024			
	Stage 1 individual	Stage 2 Individual	Stage 3	Total
	N'million	**N'million**	**N'million**	**N'million**
External rating grade				
Performing				
High grade	331 066	-	-	331 066
Standard grade	56 127	-	-	56 127
Sub-standard grade	7 999	-	-	7 999
Past due but not impaired	-	-	-	-
Non- performing				-
Individually impaired	-	-	-	-
Total	**395 192**	**-**	**-**	**395 192**

Notes To The Financial Statements:

An analysis of changes in the gross carrying amount and the corresponding ECL allowances is, as follows:

Group

	31 December 2025					
	Stage 1 individual		Stage 2 Individual		Stage 3	Total
	N'million		**N'million**		**N'million**	**N'million**
Gross carrying amount as at 1 January 2025	475 925		14 510		-	**490 436**
New assets originated or purchased	887 017		-		-	**887 017**
Assets derecognised or repaid (excluding write offs)	(23 639)		(14 510)		-	**(38 149)**
Transfers to Stage 1	-		-		-	**-**
Transfers to Stage 2	-		-		-	**-**
Transfers to Stage 3	-		-		-	**-**
Changes to contractual cash flows due to modifications not resulting in derecognition			-		-	**-**
Amounts written off	-		-		-	**-**
Accrued Interest	-		-		-	**-**
Foreign exchange adjustments	(48 138)		-		-	**(48 138)**
At 31 December 2025	**1 291 166**	**-**	**-**	**-**	**-**	**1 291 166**

	31 December 2024			
	Stage 1 individual	Stage 2 Individual	Stage 3	Total
	N'million	**N'million**	**N'million**	**N'million**
Gross carrying amount as at 1 January 2024	434 357	14 954	-	**449 311**
New assets originated or purchased	216 318	15 610	-	**231 928**
Assets derecognised or repaid (excluding write offs)	(214 475)	(14 954)	-	**(229 429)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Changes to contractual cash flows due to modifications not resulting in derecognition		-	-	**-**
Amounts written off	-	-	-	**-**
Accrued Interest	-	-	-	**-**
Foreign exchange adjustments	146 056	-	-	**146 056**
At 31 December 2024	**582 256**	**15 610**	**-**	**597 866**

Bank

	31 December 2025			
	Stage 1 individual	Stage 2 Individual	Stage 3	Total
	N'million	**N'million**	**N'million**	**N'million**
Gross carrying amount as at 1 January 2025	395 192	-	-	**395 192**
New assets originated or purchased	708 648	-	-	**708 648**
Assets derecognised or repaid (excluding write offs)	(415)	-	-	**(415)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Changes to contractual cash flows due to modifications not resulting in derecognition		-	-	**-**
Amounts written off	-	-	-	**-**
Accrued Interest		-	-	**-**
Foreign exchange adjustments	(48 138)	-	-	**(48 138)**
At 31 December 2025	**1 055 288**	**-**	**-**	**1 055 288**

	31 December 2024			
	Stage 1 individual	Stage 2 Individual	Stage 3	Total
	N'million	**N'million**	**N'million**	**N'million**
Gross carrying amount as at 1 January 2024	239 804	-	-	**239 804**
New assets originated or purchased	42 476	-	-	**42 476**
Assets derecognised or repaid (excluding write offs)	(33 143)	-	-	**(33 143)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Changes to contractual cash flows due to modifications not resulting in derecognition		-	-	**-**
Amounts written off	-	-	-	**-**
Accrued Interest		-	-	**-**
Foreign exchange adjustments	146 056	-	-	**146 056**
At 31 December 2024	**395 192**	**-**	**-**	**395 192**

Notes To The Financial Statements:

Group

	31 December 2025			
	Stage 1 individual	Stage 2 Individual	Stage 3	Total
	N'million	**N'million**	**N'million**	**N'million**
ECL allowance as at 1 January 2025	1 254	412	-	**1 666**
New assets originated or purchased	561	-	-	**561**
Assets derecognised or repaid (excluding write offs)	(970)	(439)	-	**(1 408)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Impact on period end ECL of exposures transferred between stages during the period	-	-	-	**-**
Unwind of discount	-	-	-	**-**
Changes to contractual cash flows due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECLcalculations	(20)	-	-	**(20)**
Changes in PD/LGD/EAD and Accrued Interest	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	(19)	-	-	**(19)**
At 31 December 2025	**806**	**(26)**	**-**	**780**

	31 December 2024			
	Stage 1 individual	Stage 2 Individual	Stage 3	Total
	N'million	**N'million**	**N'million**	**N'million**
ECL allowance as at 1 January 2024	363	32	-	**395**
New assets originated or purchased	938	443	-	**1 382**
Assets derecognised or repaid (excluding write offs)	(247)	(32)	-	**(278)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Impact on period end ECL of exposures transferred between stages during the period	-	-	-	**-**
Unwind of discount	-	-	-	**-**
Changes to contractual cash flows due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECLcalculations	-	-	-	**-**
Changes in PD/LGD/EAD and Accrued Interest	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	207 -	-	-	**207**
At 31 December 2024	**1 254**	**412**	**-**	**1 666**

Bank

	31 December 2025			
	Stage 1 individual	Stage 2 Individual	Stage 3	Total
	N'million	**N'million**	**N'million**	**N'million**
ECL allowance as at 1 January 2025	1 150	-	-	**1 150**
New assets originated or purchased	403	-	-	**403**
Assets derecognised or repaid (excluding write offs)	(886)	-	-	**(886)**
Transfers to Stage 1		-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Impact on period end ECL of exposures transferred between stages during the period	-	-	-	**-**
Unwind of discount	-	-	-	**-**
Changes to contractual cash flows due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECLcalculations	-	-	-	**-**
Changes in PD/LGD/EAD and Accrued Interest	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	(19)	-	-	**(19)**
At 31 December 2025	**648**	**-**	**-**	**648**

Notes To The Financial Statements:

	31 December 2024			
	Stage 1 individual	Stage 2 Individual	Stage 3	Total
	N'million	**N'million**	**N'million**	**N'million**
ECL allowance as at 1 January 2024	225	-	-	**225**
New assets originated or purchased	826	-	-	**826**
Assets derecognised or repaid (excluding write offs)	(108)	-	-	**(108)**
Transfers to Stage 1		-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Impact on Year end ECL of exposures transferred between stages during the year	-	-	-	**-**
Unwind of discount	-	-	-	**-**
Changes to contractual cash flows due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECLcalculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	207	-	-	**207**
At 31 December 2024	**1 150**	**-**	**-**	**1 150**

Contractual amounts outstanding in relation to Due from banks that were still subject to enforcement activity, but otherwise had already been written off, were nil both at 31 December 2025 and at 31 December 2024.

20 Restricted balances with central bank

	31 December 2025	31 December 2024	31 December 2025	31 December 2024
	N'million	**N'million**	**N'million**	**N'million**
Mandatory reserve deposits with central bank (see note 20.1 below)	1 459 722	1 364 987	1 459 722	1 364 987
Special cash reserve (see note 20.2 below)	191 188	221 362	191 188	221 362
Carrying amount	**1 650 910**	**1 586 350**	**1 650 910**	**1 586 350**

20.1 Mandatory reserve deposits are not available for use in the Bank's day-to-day operations. It represents a percentage of the Customers' deposits and are non interest-bearing. The amount, which is based on qualified assets, is determined by the Central Bank of Nigeria from time to time. For the purpose of statement of cash flows, these balances are excluded from the cash and cash equivalents.

20.2 Special cash reserve represents special Intervention funds held with Central Bank of Nigeria as a regulatory requirement.

20.3 Cash and Bank Balances was seperated into Cash and Cash Equivalent ,and Balances with Central Bank to reflect best practice . See Note 44

21 Goodwill

	31 December 2025	31 December 2024
	N'million	**N'million**
At 1 January	11 443	8 656
Intagible Assets	-	(2 271)
Impairment of goodwill	-	(2 353)
Foreign currency translation	(882)	2 787
At 31 December	**10 561**	**11 443**

21.1 Goodwill is the cost of acquired company in excess of the fair value of net assets, including identifiable intangible assets, at the acquisition date.

The quantitative test requires a comparison of the fair value of the reporting unit to its carrying value, including goodwill. If the fair value of the reporting unit is in excess of the carrying value, the related goodwill is considered not impaired. If the carrying value of the reporting unit exceeds the fair value, an impairment loss is recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit.

Notes To The Financial Statements:

21.2 Goodwill impairment testing

Goodwill is reviewed annually or more frequently for impairment when there are objective indicators that impairment may have occurred by comparing the carrying value to its recoverable amount.

The Group performed its goodwill impairment test as of December 31 , 2025, by applying Price to Book value multiples of comparable companies to determine the value of Fidbank Uk to arrive at a price of $1.35 per unit , with a discount rate of 10% applied (Marketability discount of 10% was applied by management based on expert judgement and knowledge of similar transactions) which resulted to nil impairment of the reporting units' goodwill. The valuation is a level 3 fair value. In the prior year, the recoverable amount was determined using similar approach which leveraged the initial acquisition accounting. The fair value approach reflects the approach to value banks in the market.. See Note 21.3 below;

21.3 **The table below shows the Impairment testing result of Reporting Unit (Fid Bank Uk)**

Fidelity Bank UK Limited	
Impairment testing as at 31 December 2025	
USD'000	
Recoverable Amount	**72 556**
Carrying Amount	65 082
Headroom/ (Impairment)	7 474
Decision :	Not Impaired

21.4 Performance Indicators.

For 2025, the Group generated higher net revenues, net of provision for credit losses and increased book value per share, as well as increased overall performance compared with 2024 . This Increase reflected the group's continued execution of its strategic focus, which had a positive impact on net earnings. Within the reporting units with goodwill, there continued to be solid fundamentals underlying the business, where the group continued to maintain strong performances and also deepening its strategic goals with positive outlook .

21.5 Macroeconomic Indicators.

Despite broad macroeconomic and geopolitical concerns, the global economy continued to grow in 2025.

Firm and Industry Events.

There were no events, entity specific or otherwise, that would have had a more than recognized impact on the valuation of the firm's reporting units during the goodwill Impairment testing .

Fair Value Indicators.

Changes in the fair value indicators in the market did not have any negative impact (Impairment) on the valuation of the goodwill .

22 Loans and Advances to Customers

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Loans to corporate and other organisations	4 402 183	4 496 059	4 347 062	4 472 918
Loans to individuals	98 272	86 652	61 632	68 404
	4 500 454	**4 582 711**	**4 408 694**	**4 541 322**
Less: Allowance for ECL/impairment losses	(218 765)	(195 605)	(218 285)	(195 273)
	4 281 689	**4 387 108**	**4 190 409**	**4 346 049**

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Loans to corporate entities and other organisations				
Overdrafts	641 681	487 117	641 681	487 128
Term loans	3 757 366	4 005 403	3 702 245	3 982 251
Advance under finance lease	3 136	3 538	3 136	3 538
	4 402 183	**4 496 059**	**4 347 062**	**4 472 918**
Less: Allowance for ECL/impairment losses	(200 935)	(178 117)	(200 523)	(177 889)
	4 201 248	**4 317 942**	**4 146 539**	**4 295 029**
Loans to individuals				
Overdrafts	21 163	24 230	21 160	24 197
Term loans	76 728	61 762	40 091	43 547
Advance under finance lease	381	661	381	661
	98 272	86 653	61 632	68 404
Less: Allowance for ECL/impairment losses	(17 830)	(17 488)	(17 762)	(17 384)
	80 442	**69 165**	**43 870**	**51 020**
Net loans and advances include	**4 281 689**	**4 387 108**	**4 190 409**	**4 346 049**

Notes To The Financial Statements:

22.1 Impairment allowance for loans and advances to customers

22.1.1 Corporate and Other Organisations

The table below shows the credit rating of corporate obligors and the maximum exposure to credit risk based on the Bank's internal credit rating system and reporting period stage classification. The amounts presented are gross of impairment allowances. Details of the Bank's internal grading system are explained in Note 3.2.2 and policies on whether ECL allowances are calculated on an individual or collective basis are set out in Note 3.2.1.

Group

31 December 2025	Stage 1 Individual N'million	Stage 2 Individual N'million	Stage 3 N'million	POCI N'million	Total N'million
Internal rating grade					
Performing					
High grade (AAA - A)	105 046	295 974	-	-	401 020
Standard grade (BBB - B)	2 514 750	1 390 250	-	-	3 904 999
Sub-standard grade (CCC - CC)	665	-	-	-	665
Past due but not impaired (C)	-	11 253	-	-	11 253
Non- performing:	-	-	-	-	-
Individually impaired	-	-	84 245	-	84 245
Total	**2 620 461**	**1 697 477**	**84 245**	**-**	**4 402 183**

31 December 2024	Stage 1 Individual N'million	Stage 2 Individual N'million	Stage 3 N'million	POCI N'million	Total N'million
Internal rating grade					
Performing					
High grade (AAA - A)	278 274	267 588	-	-	545 863
Standard grade (BBB - B)	2 983 935	854 614	-	-	3 838 549
Sub-standard grade (CCC - CC)	41	-	-	-	41
Past due but not impaired (C)	-	-	-	-	-
Non- performing:	-	-	-	-	-
Individually impaired	-	-	111 607	-	111 607
Total	**3 262 250**	**1 122 202**	**111 607**	**-**	**4 496 059**

Bank

31 December 2025	Stage 1 Individual N'million	Stage 2 Individual N'million	Stage 3 N'million	POCI N'million	Total N'million
Internal rating grade					
Performing					
High grade (AAA - A)	100 308	295 974	-	-	396 282
Standard grade (BBB - B)	2 478 648	1 387 788	-	-	3 866 436
Sub-standard grade (CCC - CC)	99	-	-	-	99
Past due but not impaired (C)	-	-	-	-	-
Non- performing:	-	-	-	-	-
Individually impaired	-	-	84 245	-	84 245
Total	**2 579 055**	**1 683 762**	**84 245**	**-**	**4 347 062**

31 December 2024	Stage 1 Individual N'million	Stage 2 Individual N'million	Stage 3 N'million	POCI N'million	Total N'million
Internal rating grade					
Performing					
High grade (AAA - A)	274 605	267 588	-	-	542 194
Standard grade (BBB - B)	2 964 475	854 614	-	-	3 819 089
Sub-standard grade (CCC - CC)	28	-	-	-	28
Past due but not impaired (C)	-	-	-	-	-
Non- performing:				-	-
Individually impaired	-	-	111 607	-	111 607
Total	**3 239 109**	**1 122 202**	**111 607**	**-**	**4 472 918**

Notes To The Financial Statements:

22 Loans and Advances to Customers - continued

22.1 Impairment allowance for loans and advances to customers- continued

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to Corporate lending is, as follows:

Group	**31 December 2025**				
	Stage 1 Individual N'million	**Stage 2 Individual N'million**	**Stage 3 N'million**	**POCI N'million**	**Total N'million**
Gross carrying amount as at 1 January 2025	3 301 917	1 122 202	111 607	-	4 535 726
New assets originated or purchased	910 146	5 471	-	-	915 616
Assets derecognised or repaid (excluding write offs)	(920 055)	(133 055)	(13 786)	-	(1 066 895)
Transfers to Stage 1	94 576	(94 439)	(137)	-	-
Transfers to Stage 2	(753 221)	753 235	(14)	-	-
Transfers to Stage 3	(28 055)	(10 953)	39 008	-	-
Changes to contractual cash flows due to modifications not resulting in derecognition	988	-	-	-	988
Unwind of discount	26 567	32 464	2 689	-	61 720
Amounts written off	-	-	(65 879)	-	(65 879)
Changes in PD/LGD/EAD Including Accrued Interest	(5 518)	25 856	10 938	-	31 277
Foreign exchange adjustments	(6 884)	(3 305)	(181)	-	(10 370)
At 31 December 2025	**2 620 461**	**1 697 477**	**84 245**	**-**	**4 402 183**

	31 December 2024				
	Stage 1 Individual N'million	**Stage 2 Individual N'million**	**Stage 3 N'million**	**POCI N'million**	**Total N'million**
Gross carrying amount as at 1 January 2024	1 878 553	1 072 655	85 847	-	3 037 055
New assets originated or purchased	719 088	-	-	-	719 088
Assets derecognised or repaid (excluding write offs)	(208 944)	(149 346)	(12 050)	-	(370 341)
Transfers to Stage 1	545 092	(487 487)	(57 604)	-	-
Transfers to Stage 2	(240 106)	249 762	(9 655)	-	-
Transfers to Stage 3	(1 681)	(92 487)	94 168	-	-
Changes to contractual cash flows due to modifications not resulting	-	-	-	-	-
in derecognition	-	(185)	-	-	(185)
Unwind of discount	117 669	49 555	744	-	167 968
Amounts written off	-	-	(12 375)	-	(12 375)
Changes in PD/LGD/EAD Including Accrued Interest	-	-	-	-	
	79 604	34 705	6 587	-	120 897
Foreign exchange adjustments	372 976	445 030	15 946	-	833 952
At 31 December 2024	**3 262 261**	**1 122 202**	**111 607**	**-**	**4 496 059**

Group	**31 December 2025**				
	Stage 1 Collectively	**Stage 2 Collectively N'million**	**Stage 3 N'million**	**POCI N'million**	**Total N'million**
ECL allowance as at 1 January 2025 under IFRS 9	12 657	92 832	72 642	-	178 131
New assets originated or purchased	25 294	-	-	-	25 294
Assets derecognised or repaid (excluding write offs)	(3 957)	(1 338)	(672)	-	(5 968)
Transfers to Stage 1	5 638	(5 581)	(57)	-	-
Transfers to Stage 2	(20 558)	20 572	(14)	-	-
Transfers to Stage 3	(25 274)	(7 280)	32 555	-	-
Unwind of discount	10 004	26 308	2 325	-	38 636
Changes to contractual cash flows due to modifications not resulting		-	-		-
in derecognition	-	-	-	-	-
Changes in PD/LGD/EAD Including Accrued Interest	3 366	13 648	13 795	-	30 809
Changes to models and inputs used for ECL calculations	-	-	-	-	-
Amounts written off	-	-	(65 879)	-	(65 879)
Foreign exchange adjustments	(12)	(58)	(19)	-	(88)
At 31 December 2025	**7 157**	**139 103**	**54 675**	**-**	**200 935**

Notes To The Financial Statements:

	31 December 2024				
	Stage 1 Collectively	Stage 2 Collectively N'million	Stage 3 N'million	POCI N'million	Total N'million
ECL allowance as at 1 January 2024 under IFRS 9	20 928	71 371	34 094	-	126 393
New assets originated or purchased	20 550	-	-	-	20 550
Assets derecognised or repaid (excluding write offs)	(21 593)	(281)	(3 315)	-	(25 189)
Transfers to Stage 1	4 978	(4 958)	(20)	-	-
Transfers to Stage 2	(18 471)	18 499	(28)	-	-
Transfers to Stage 3	(6 035)	(27 218)	33 253	-	-
Unwind of discount	2 616	15 307	6 315	-	24 239
Changes in PD/LGD/EAD Including Accrued Interest	686	3 282	7 744	-	11 712
Changes to models and inputs used for ECL calculations	-	-	-	-	-
Amounts written off	-	-	(12 375)	-	(12 375)
Foreign exchange adjustments	8 984	16 830	6 974	-	32 787
At 31 December 2024	**12 643**	**92 832**	**72 642**	**-**	**178 117**

Bank	31 December 2025				
	Stage 1 Individual N'million	Stage 2 Individual N'million	Stage 3 N'million	POCI N'million	Total N'million
Gross carrying amount as at 1 January 2025	3 239 109	1 122 202	111 607	-	4 472 918
New assets originated or purchased	887 184	-	-	-	887 184
Assets derecognised or repaid (excluding write offs)	(885 659)	(133 055)	(13 786)	-	(1 032 499)
Transfers to Stage 1	94 576	(94 439)	(137)	-	-
Transfers to Stage 2	(753 209)	753 224	(14)	-	-
Transfers to Stage 3	(28 055)	(10 953)	39 008	-	-
Changes to contractual cash flows due to modifications not resulting in derecognition	988	-	-		988
Unwind of discount	26 567	32 464	2 689	-	61 720
Amounts written off	-	-	(65 879)	-	(65 879)
Changes in PD/LGD/EAD Including Accrued Interest	4 456	17 624	10 938	-	33 018
Foreign exchange adjustments	(6 902)	(3 305)	(181)	-	(10 388)
At 31 December 2025	**2 579 055**	**1 683 762**	**84 245**	**-**	**4 347 062**

	31 December 2024				
	Stage 1 Individual N'million	Stage 2 Individual N'million	Stage 3 N'million	POCI N'million	Total N'million
Gross carrying amount as at 1 January 2024	1 871 772	1 072 655	85 847	-	3 030 274
New assets originated or purchased	651 522	-	-	-	651 522
Assets derecognised or repaid (excluding write offs)	(157 750)	(149 346)	(12 050)	-	(319 146)
Transfers to Stage 1	545 092	(487 487)	(57 604)	-	-
Transfers to Stage 2	(240 106)	249 762	(9 655)	-	-
Transfers to Stage 3	(1 681)	(92 487)	94 168	-	-
Changes to contractual cash flows due to modifications not resulting in derecognition	-	(185)	-	-	(185)
Unwind of discount	117 680	49 555	744	-	167 979
Amounts written off	-	-	(12 375)	-	(12 375)
Changes in PD/LGD/EAD	79 604	34 705	6 587	-	120 897
Foreign exchange adjustments	372 976	445 030	15 946	-	833 952
At 31 December 2024	**3 239 109**	**1 122 202**	**111 607**	**-**	**4 472 918**

Notes To The Financial Statements:

22 Loans and Advances to Customers - continued

22.1 Impairment allowance for loans and advances to customers- continued

Bank	**31 December 2025**				
	Stage 1 Collectively	**Stage 2 Collectively N'million**	**Stage 3 N'million**	**POCI N'million**	**Total N'million**
ECL allowance as at 1 January 2025 under IFRS 9	12 416	92 832	72 642	-	177 889
New assets originated or purchased	24 806	-	-	-	24 806
Assets derecognised or repaid	(3 946)	(1 358)	(672)	-	(5 977)
Transfers to Stage 1	5 638	(5 581)	(57)	-	-
Transfers to Stage 2	(20 558)	20 572	(14)	-	-
Transfers to Stage 3	(25 274)	(7 280)	32 555	-	-
Impact on year end ECL of exposures transferred between stages during the year	-	-	-	-	-
Unwind of discount	10 004	26 302	2 325	-	38 631
Changes to contractual cash flows due to modifications not resulting in derecognition				-	-
Changes in PD/LGD/EAD Including Accrued Interest	3 698	13 648	13 795	-	31 141
Changes to models and inputs used for ECL calculations	-	-	-		
Amounts written off	-	-	(65 879)	-	(65 879)
Foreign exchange adjustments	(12)	(58)	(19)	-	(88)
At 31 December 2025	**6 771**	**139 077**	**54 675**	**-**	**200 523**

	31 December 2024				
	Stage 1 Collectively N'million	**Stage 2 Collectively N'million**	**Stage 3 N'million**	**POCI N'million**	**Total N'million**
ECL allowance as at 1 January 2024 under IFRS 9	20 886	71 371	34 094	-	126 351
New assets originated or purchased	20 291	-	-	-	20 291
Assets derecognised or repaid (excluding write offs)	(21 519)	(281)	(3 315)	-	(25 115)
Transfers to Stage 1	4 978	(4 958)	(20)	-	-
Transfers to Stage 2	(18 471)	18 499	(28)	-	-
Transfers to Stage 3	(6 035)	(27 218)	33 253	-	-
Impact on year end ECL of exposures transferred between stages during the year	-	-	-	-	-
Unwind of discount	2 616	15 307	6 315	-	24 239
Changes to contractual cash flows due to modifications not resulting in derecognition	- -	- -	- -	-	-
Changes in PD/LGD/EAD Including Accrued Interest	686	3 282	7 744	-	11 712
Changes to models and inputs	-	-	-	-	-
Amounts written off	-	-	(12 375)	-	(12 375)
Foreign exchange adjustments	8 984	16 830	6 973	-	32 787
At 31 December 2024	**12 416**	**92 832**	**72 642**	**-**	**177 889**

Notes To The Financial Statements:

22 Loans and Advances to Customers - continued

22.1 Impairment allowance for loans and advances to customers- continued

The contractual amount outstanding on loans that have been written off, but were still subject to enforcement activity was nil at 31 December 2025 (31 December 2024: nil). The increase in ECLs of the portfolio was driven by an increase in the gross size of the portfolio and movements between stages as a result of increase in credit risk and changes in economic conditions. Further analysis of economic factors is outlined in Note 3.

22.1.2 Loans to individuals

The table below shows the credit rating of loans to individuals and the maximum exposure to credit risk based on the Bank's internal credit rating system and year-end stage classification. The amounts presented are gross of impairment allowances. Details of the Bank's internal grading system are explained in Note 3.2.2 and policies on whether ECL allowances are calculated on an individual or collective basis are set out in Note 3.2.1.

Group	**31 December 2025**				
	Stage 1 Collectively N'million	**Stage 2 Collectively N'million**	**Stage 3 N'million**	**POCI N'million**	**Total N'million**
Internal rating grade					
Performing	-	-	-	-	
High grade (AAA - A)	24 881	-	-	-	24 881
Standard grade (BBB - B)	47 629	195	255	-	48 079
Sub-standard grade (CCC - CC)	1 791	-	-	-	1 791
Past due but not impaired (C)	-	755	-	-	755
Non- performing	-	-	-	-	-
Individually impaired	-	-	22 766	-	22 766
Total	**74 301**	**950**	**23 021**	**-**	**98 272**

	31 December 2024				
	Stage 1 Collectively N'million	**Stage 2 Collectively N'million**	**Stage 3 N'million**	**POCI N'million**	**Total N'million**
Internal rating grade					
Performing	-	-	-	-	
High grade (AAA - A)	13 194	-	-	-	13 194
Standard grade (BBB - B)	42 008	1 339	-	-	43 347
Sub-standard grade (CCC - CC)	366	-	-	-	366
Past due but not impaired (C)	10	-	-	-	10
Non- performing	-	-	-	-	-
Individually impaired	-	-	29 735	-	29 735
Total	**55 579**	**1 339**	**29 735**	**-**	**86 653**

Bank	**31 December 2025**				
	Stage 1 Collectively N'million	**Stage 2 Collectively N'million**	**Stage 3 N'million**	**POCI N'million**	**Total N'million**
Internal rating grade					
Performing					
High grade (AAA - A)	-	-	-	-	-
Standard grade (BBB - B)	38 671	195	-	-	38 866
Sub-standard grade (CCC - CC)	-	-	-	-	-
Past due but not impaired (C)	-	-	-	-	-
Non- performing				-	-
Individually impaired	-		22 766	-	22 766
Total	**38 671**	**195**	**22 766**	**-**	**61 632**

	31 December 2024				
	Stage 1 Collectively N'million	**Stage 2 Collectively N'million**	**Stage 3 N'million**	**POCI N'million**	**Total N'million**
Internal rating grade					
Performing					
High grade (AAA - A)	-	-	-	-	-
Standard grade (BBB - B)	39 114	217	-	-	39 331
Sub-standard grade (CCC - CC)	366	-	-	-	366
Past due but not impaired (C)	-	-	-	-	-
Non- performing				-	-
Individually impaired	-		28 707	-	28 707
Total	**39 480**	**217**	**28 707**	**-**	**68 404**

Notes To The Financial Statements:

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to individual lending is, as follows:

Group

	31 December 2025					
	Stage 1 Collectively N'million	**Stage 2 Collectively N'million**		**Stage 3 N'million**	**POCI N'million**	**Total N'million**
Gross carrying amount as at 1 January 2025	54 445	2 545		29 603	-	86 593
New assets originated or purchased	34 807	-	-	255	-	35 062
Assets derecognised or repaid (excluding write offs)	(7 942)	(2 362)	-	(5 628)	-	(15 933)
Transfers to Stage 1	3 053	(12)	-	(3 041)	-	-
Transfers to Stage 2	(137)	868	-	(731)	-	-
Transfers to Stage 3	(9 837)	(131)	-	9 968	-	-
Changes to contractual cash flows due to modifications not	-	-		-	-	-
Unwind of discount	6	3		2	-	11
Changes in PD/LGD/EAD Including Accrued Interest	-	-	-	-	-	-
Amounts written off	(119)	41		(7 398)	-	(7 476)
Foreign exchange adjustments	25	(3)		(8)	-	14
At 31 December 2025	**74 301**	**950**		**23 021**	**-**	**98 272**

	31 December 2025					
	Stage 1 Collectively N'million	**Stage 2 Collectively N'million**	**Stage 3 N'million**		**POCI N'million**	**Total N'million**
ECL allowance as at 1 January 2025	896	23	16 561		-	17 481
New assets originated or purchased	8 505	-	13		-	8 518
Assets derecognised or repaid (excluding write offs)	(171)	(5)	(572)		-	(748)
Transfers to Stage 1	7	-	(7)		-	-
Transfers to Stage 2	(49)	45	4		-	-
Transfers to Stage 3	(9 138)	(18)	9 156		-	-
Impact on year end ECL of exposures transferred between stages during the period	-	10	-		-	10
Unwind of discount	-	-	-			-
Changes in PD/LGD/EAD Including Accrued Interest	14	(45)	-		-	(31)
Amounts written off	-	-	(7 397)		-	(7 397)
Foreign exchange adjustments	(3)	-	(1)		-	(3)
At 31 December 2025	**62**	**10**	**17 758**	**-**	**-**	**17 830**

	31 December 2024					
	Stage 1 Collectively N'million	**Stage 2 Collectively N'million**	**Stage 3 N'million**		**POCI N'million**	**Total N'million**
Gross carrying amount as at 1 January 2024	54 376	1 309	26 936	-	-	82 622
New assets originated or purchased	20 830	-	-	-	-	20 830
Assets derecognised or repaid (excluding write offs)	(13 835)	(1 891)	(5 040)	-	-	(20 765)
Transfers to Stage 1	3 103	(480)	(2 623)	-	-	-
Transfers to Stage 2	(1 812)	2 144	(332)	-	-	-
Transfers to Stage 3	(8 203)	(6)	8 209	-	-	-
Changes to contractual cash flows due to modifications not	-	-	-	-	-	-
Unwind of discount	132	214	1 512	-	-	1 858
Changes in PD/LGD/EAD Including Accrued Interest	-	-	-			
	(3)	19	1 138	-	-	1 154
Amounts written off	-	-	(918)	-	-	(918)
Foreign exchange adjustments	1 781	26	6	-	-	1 813
At 31 December 2024	**56 368**	**1 336**	**28 889**	**-**	**-**	**86 593**

	31 December 2024					
	Stage 1 Collectively N'million	**Stage 2 Collectively N'million**	**Stage 3 N'million**		**POCI N'million**	**Total N'million**
ECL allowance as at 1 January 2024	393	7	17 180		-	17 580
New assets originated or purchased	3 615	-	67		-	3 683
Assets derecognised or repaid (excluding write offs)	(1 306)	(102)	(1 987)		-	(3 395)
Transfers to Stage 1	275	(4)	(271)		-	-
Transfers to Stage 2	(70)	110	(40)		-	-
Transfers to Stage 3	(2 233)	(3)	2 236		-	-
Impact on year end ECL of exposures transferred between stages	9	-	12			21
during the period	-	-	-		-	-
Unwind of discount	112	13	21			146
Changes in PD/LGD/EAD Including Accrued Interest	98	-	33		-	131
Amounts written off	-	-	(859)		-	(859)
Foreign exchange adjustments	5	2	174		-	181
At 31 December 2024	**898**	**23**	**16 566**	**-**	**-**	**17 488**

Notes To The Financial Statements:

22 Loans and Advances to Customers - continued

22.1 Impairment allowance for loans and advances to customers- continued

Bank	31 December 2025				
	Stage 1 Collectively N'million	Stage 2 Collectively N'million	Stage 3 N'million	POCI N'million	Total N'million
Gross carrying amount as at 1 January 2025	39 480	217	28 647	-	68 345
New assets originated or purchased	12 807	-	-	-	12 807
Assets derecognised or repaid (excluding write offs)	(6 699)	(35)	(5 387)	-	(12 121)
Transfers to Stage 1	3 053	(12)	(3 041)	-	-
Transfers to Stage 2	(137)	154	(17)	-	-
Transfers to Stage 3	(9 837)	(131)	9 968	-	-
Changes to contractual cash flows due to modifications not				-	-
Unwind of discount	6	3	2	-	11
Changes in PD/LGD/EAD Including Accrued Interest	-	-	-	-	-
Amounts written off	-	-	(7 397)	-	(7 397)
Foreign exchange adjustments	(2)	(3)	(10)	-	(14)
At 31 December 2025	**38 671**	**195**	**22 766**	**-**	**61 632**

	31 December 2025				
	Stage 1 Collectively N'million	Stage 2 Collectively N'million	Stage 3 N'million	POCI N'million	Total N'million
ECL allowance as at 1 January 2025	874	23	16 487	-	17 384
New assets originated or purchased	8 490	-	-	-	8 490
Assets derecognised or repaid (excluding write offs)	(169)	(5)	(543)	-	(716)
Transfers to Stage 1	7	-	(7)	-	-
Transfers to Stage 2	(49)	-	49	-	-
Transfers to Stage 3	(9 138)	(18)	9 156	-	-
Unwind of discount					-
Changes in PD/LGD/EAD Including Accrued Interest	2	-	3		5
Amounts written off	-	-	(7 397)	-	(7 397)
Foreign exchange adjustments	(3)		(0)	-	(3)
At 31 December 2025	**13**	**-**	**17 749**	**-**	**17 762**

	31 December 2024				
	Stage 1 Collectively N'million	Stage 2 Collectively N'million	Stage 3 N'million	POCI N'million	Total N'million
Gross carrying amount as at 1 January 2024	48 232	882	26 936	-	76 051
New assets originated or purchased	6 450	-	-	-	6 450
Assets derecognised or repaid (excluding write offs)	(11 474)	(1 891)	(5 040)	-	(18 404)
Transfers to Stage 1	2 720	(97)	(2 623)	-	-
Transfers to Stage 2	(713)	1 045	(332)	-	-
Transfers to Stage 3	(7 902)	(6)	7 908	-	-
Changes to contractual cash flows due to modifications not resulting	-	-	-	-	-
in derecognition	132	214	1 512	-	1 858
Unwind of discount	-	-	-		
Changes in PD/LGD/EAD Including Accrued Interest	502	62	1 138	-	1 702
Amounts written off	-	-	(859)	-	(859)
Foreign exchange adjustments	1 593	7	6	-	1 606
At 31 December 2024	**39 480**	**217**	**28 647**	**-**	**68 404**

Notes To The Financial Statements:

22 Loans and Advances to Customers - continued

22.1 Impairment allowance for loans and advances to customers- continued

	31 December 2024				
	Stage 1 Collectively N'million	**Stage 2 Collectively N'million**	**Stage 3 N'million**	**POCI N'million**	**Total N'million**
ECL allowance amount as at 1 January 2024	390	6	17 180	-	17 576
New assets originated or purchased	3 600	-	-	-	3 600
Assets derecognised or repaid (excluding write offs)	(1 306)	(102)	(1 987)	-	(3 395)
Transfers to Stage 1	274	(3)	(271)	-	-
Transfers to Stage 2	(70)	110	(40)	-	-
Transfers to Stage 3	(2 233)	(3)	2 236	-	-
Unwind of discount	112	13	21		146
Changes in PD/LGD/EAD Including Accrued Interest	101	-	33	-	134
Amounts written off	-	-	(800)	-	(800)
Foreign exchange adjustments	5	2	115	-	122
At 31 December 2024	**874**	**23**	**16 487**	**-**	**17 384**

The increase in ECLs of the portfolio was driven by an increase in the gross size of the portfolio and movements between stages as a result of increases in credit risk and a deterioration in economic conditions. Further analysis of economic factors is outlined in Note 3.

22.1 Advances under finance lease may be analysed as follows:

	Group 31 December 2025 N'million	**Group 31 December 2024 N'million**	**Bank 31 December 2025 N'million**	**Bank 31 December 2024 N'million**
Gross investment				
- No later than 1 year	2 314	1 397	2 314	1 397
- Later than 1 year and no later than 5 years	2 912	4 185	2 912	4 185
- Later than 5 years	122	24	122	24
Less:	5 348	5 606	5 348	5 606
Allowance for ECL/impairment losses	(46)	(44)	(46)	(44)
Unearned future finance income on finance leases	(1 831)	(1 407)	(1 831)	(1 407)
Net investment	3 471	4 155	3 471	4 155
The net investment may be analysed as follows:				
- No later than 1 year	1 873	1 209	1 873	1 209
- Later than 1 year and no later than 5 years	1 580	2 935	1 580	2 935
- Later than 5 years	10	11	10	11
	3 463	4 155	3 463	4 155

22.2 Nature of security in respect of loans and advances:

	Group 31 December 2025 N'million	**Group 31 December 2024 N'million**	**Bank 31 December 2025 N'million**	**Bank 31 December 2024 N'million**
Secured against real estate	826 856	144 149	756 207	75 185
Secured by shares of quoted companies	3 835	3 949	3 835	3 949
* Secured by Oil well & vessels	1 531 107	1 464 817	1 531 107	1 464 817
* Secured by All asset Debenture	493 757	910 176	493 757	910 176
* Secured others (see 22.2.i)	1 571 151	1 807 943	1 588 469	1 852 005
Advances under finance lease	11 599	5 104	11 599	5 104
* Unsecured	62 153	246 574	23 719	230 087
Gross loans and advances to customers	**4 500 459**	**4 582 711**	**4 408 694**	**4 541 322**

22.2.i * These lines were previously reported as "Others". Further detail has been provided as required by IFRS 7.35K and comparatives restated accordingly.

22.2.i Secured others ascollaterals includes Licenses of varied nature , State guarantees , Legal mortgages , Bonds etc

Notes To The Financial Statements:

23 Derivative Financial Instruments

The Bank entered into derivative contracts with counter parties; Total Return Swap with Mashreq Bank and Swap with the Central Bank of Nigeria ("CBN") in the year ended 31 December 2025. The table below shows the fair values of derivative financial instruments recorded as Assets and Liabilities together with their notional amounts . The notional amount, recorded gross, is the quantity of the derivative contracts' underlying instrument. The notional amounts indicate the volume of transactions outstanding at the end of the period and are not indicative of either the market or credit risk. The value of Futures as at December 2024 represent deposit at the exchange (NGX) for Futures transactions .

23a	Derivative financial Assets	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
	Total return swap contracts	410	50 243	-	50 242
	Non-deliverable forwards -	-	-	-	-
	Futures Contracts	-	50	-	50
	Total derivative financial Assets	**410**	**50 293**	**-**	**50 292**
	Notional Amount				
	Forward Contract	34 558	697 592	-	697 050
	Futures Contracts	-	50	-	50
	Total	**34 558**	**697 642**	**-**	**697 100**

23b	Derivative financial liabilities	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
	Total return swap contracts	194 376	-	194 376	-
	Non-deliverable forwards	-	-	-	-
	Futures Contracts	-	-	-	-
	Total derivative financial Liabilities	**194 376**	**-**	**194 376**	**-**
	Notional Amount				
	Forward Contract	-	-	-	-
	Futures Contracts	-	-	-	-
	Total	**-**	**-**	**-**	**-**

i The Bank enters into currency forward / futures contracts with counter parties. On initial recognition, the Bank estimates the fair value of derivatives transacted with the counter parties in line with IFRS 13. In many cases, all significant inputs into the valuation techniques are wholly observable (e.g with reference to similar transactions in the dealer market.) See note 2.4.2 c

ii During the period, various derivative contracts entered into by the Bank generated a net loss which was recognized in the statement of profit or loss and other comprehensive income.

iii All derivative contracts are current .

24 Investment Securities

24.1	Financial assets at fair value through profit and loss (FVTPL)	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
	Federal Government bonds	484	331	484	331
	Treasury bills	6 682	4 782	6 682	4 782
	Placements	-	-	-	-
	Total financial assets measured at FVTPL	**7 166**	**5 113**	**7 166**	**5 113**

Notes To The Financial Statements:

24 Investment Securities- continued

		Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
24.2	Debt instruments at fair value through other comprehensive income (FVOCI)				
	Treasury bills	397 513	46 944	397 521	46 944
	Federal Government bonds	160 269	139 627	111 554	65 981
	State bonds	-	-	-	-
	Corporate bonds	-	-	-	-
	Total debt instruments measured at FVOCI	**557 783**	**186 571**	**509 075**	**112 925**

		Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
24.3	Debt instruments at amortised cost				
	Treasury bills	1 503 295	1 079 081	1 491 527	1 079 081
	Federal Government bonds	446 107	449 392	446 107	449 392
	State Government bonds	8 134	10 027	8 134	10 027
	Corporate bonds	18 849	15 265	18 849	15 265
	Sub-total	1 976 386	1 553 765	1 964 617	1 553 765
	Allowance for impairment	-1 764	-1 418	-1 663	-1 418
	Total debt instruments measured at amortised cost	**1 974 622**	**1 552 347**	**1 962 955**	**1 552 347**
	Reconciliation of allowance for impairment				
	At beginning of year	(1 418)	(2 210)	(1 418)	(2 210)
	Write back /Additional allowance for impairment	(346)	793	(245)	793
	At end of period	**(1 764)**	**(1 418)**	**(1 663)**	**(1 418)**

		Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
24.4	**Equity instruments :**				
24.4i	Equity instruments at fair value through other comprehensive income (FVOCI)				
	Unquoted equity investments:				
	- Pay Attitude Global	16	13	16	13
	- African Finance Corporation (AFC)	28 758	19 630	28 758	19 630
	- Unified Payment Solution (UPSL)	36 974	31 018	36 974	31 018
	- Nigerian Inter Bank Settlement System (NIBBS)	8 635	10 492	8 635	10 492
	- African Export–Import Bank (AFREXIM BANK)	2 774	1 771	2 774	1 771
	- The Central Securities Clearing System (CSCS)	6 555	3 952	6 555	3 952
	- Investment in FMDQ	3 855	2 612	3 855	2 612
	- Shared Agent Network Expansion Facility (SANEF)	112	80	112	80
	Quoted equity investments:				
	- Nigerian Exchange Group (NGX)	171	67	171	67
	Total equity instruments at FVOCI	**87 849**	**69 635**	**87 849**	**69 635**

24.4ii The Group has designated its equity investments as equity investments at fair value through other comprehensive income (FVOCI) on the basis that these are not held for trading , see note **2.4.2.b.** During the year ended 31 December 2025 , the Bank recognised dividends of N935 million (December 2024 - N741 million) from its FVOCI equities which was recorded in the profit or loss as other operating income.

24.4iii Investment in Subsidiary:

	Group 31 December 2025 % Ownership	Group 31 December 2024 % Ownership	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
- Fidelity Bank -UK	100	100	68 591	68 591
Total equity instruments			**68 591**	**68 591**

24.4iv As at the year ended 31 December 2025, the Bank's total investment in the United Kingdom Subsidiary is N68,591million (December 2024 - N68,591million).

Total investments	**2 627 420**	**1 813 666**	**2 635 636**	**1 808 610**

Notes To The Financial Statements:

24 Investment Securities- continued

24.5 Pledged Assets

The assets pledged as collateral were given to the counter parties without transferring the ownership to them. These are held by the counter party for the term of the transaction being collateralized.

Treasury Bills and Bonds are pledged to the Nigerian Inter Bank Settlement System Company Plc (NIBSS) in respect of the Bank's ongoing participation in the Nigerian settlement system. The Bank pledged Treasury bills and Bonds in its capacity as collection bank for government taxes and Interswitch electronic card transactions. The pledges are overnight collaterals to allow the free flow of the bank"s daily transactions.

The nature and carrying amounts of the assets pledged as collaterals are as follows:

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Treasury bills - Amortised cost	139 428	139 428	139 428	139 428
Federal Government bonds - Amortised cost	-	-	-	-

24.6 Impairment losses on financial investments subject to impairment assessment

24.6.1 Debt Instruments Measured at FVOCI

The table below shows the fair value of the Bank's debt instruments measured at FVOCI by credit risk, based on the Bank’s internal credit rating system and reporting Period end stage classification. Details of the Bank’s internal grading system are explained in Note 3.2.2 and policies on whether ECL allowances are calculated on an individual or collective basis are set out in Note 3.2.4:

Group

	31 December 2025			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
Internal rating grade	N'million	N'million	N'million	N'million
Performing				
High grade	557 783	-	-	**557 783**
Standard grade	-	-	-	-
Sub-standard grade	-	-	-	-
Past due but not impaired	-	-	-	-
Non- performing	-	-	-	-
Individually impaired	-	-	-	-
Total	557 783	-	-	**557 783**

	31 December 2024			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
Internal rating grade	N'million	N'million	N'million	N'million
Performing				
High grade	186 571	-	-	**186 571**
Standard grade	-	-	-	-
Sub-standard grade	-	-	-	-
Past due but not impaired	-	-	-	-
Non- performing	-	-	-	-
Individually impaired	-	-	-	-
Total	186 571	-	-	**186 571**

Bank

	31 December 2025			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
Internal rating grade	N'million	N'million	N'million	N'million
Performing				
High grade	509 074	-	-	**509 074**
Standard grade		-	-	-
Sub-standard grade	-	-	-	-
Past due but not impaired	-	-	-	-
Non- performing	-	-	-	-
Individually impaired	-	-	-	-
Total	509 074	-	-	**509 074**

	31 December 2024			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
Internal rating grade	N'million	N'million	N'million	N'million
Performing				
High grade	112 925	-	-	**112 925**
Standard grade		-	-	-
Sub-standard grade	-	-	-	-
Past due but not impaired	-	-	-	-
Non- performing	-	-	-	-
Individually impaired	-	-	-	-
Total	**112 925**	-	-	**112 925**

Notes To The Financial Statements:

24 Investment Securities- continued

24.6.1 Debt Instruments Measured at FVOCI- continued

An analysis of changes in the fair value and the corresponding ECLs is, as follows:

Group

	31 December 2025			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
	N'million	N'million	N'million	N'million
Gross carrying amount as at 1 January 2025	186 578	-	-	**186 578**
New assets originated or purchased	508 831	-	-	**508 831**
Assets derecognised or matured (excluding write-offs)	(120 605)	-	-	**(120 605)**
Change in fair value	(22 930)	-	-	**(22 930)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Changes due to modifications not derecognised	-	-	-	**-**
Unwind of discount	8 909	-	-	**8 909**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	(3 001)	-	-	**(3 001)**
At 31 December 2025	**557 782**	**-**	**-**	**557 782**

	31 December 2025			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
	N'million	N'million	N'million	N'million
ECL allowance as at 1 January 2025	165	-	-	**165**
New assets originated or purchased	209	-	-	**209**
Assets derecognised or matured (excluding write offs)	(68)	-	-	**(68)**
Impact on period end ECL of exposures transferred between stages during the period	-	-	-	-
Unwind of discount (recognised in interest income)	17	-	-	**17**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	-
Recoveries	-	-	-	-
Amounts written off	-	-	-	-
Foreign exchange adjustments	(7)	-	-	**(7)**
At 31 December 2025	**316**	**-**	**-**	**316**

	31 December 2024			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
	N'million	N'million	N'million	N'million
Gross carrying amount as at 1 January 2024	252 659	-	-	**252 659**
New assets originated or purchased	181 733	-	-	**181 733**
Assets derecognised or matured (excluding write-offs)	(239 330)	-	-	**(239 330)**
Change in fair value	(12 157)	-	-	**(12 157)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Changes due to modifications not derecognised	-	-	-	**-**
Unwind of discount	1 834	-	-	**1 834**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	1 841	-	-	**1 841**
At 31 December 2024	**186 578**	**-**	**-**	**186 578**

	31 December 2024			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
	N'million	N'million	N'million	N'million
ECL allowance as at 1 January 2024	621	-	-	**620**
New assets originated or purchased	111	-	-	**111**
Assets derecognised or matured (excluding write offs)	(585)	-	-	**(585)**
Impact on year end ECL of exposures transferred between stages during the period	-	-	-	
Unwind of discount (recognised in interest income)	15	-	-	**15**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	4	-	-	**4**
At 31 December 2024	**166**	**-**	**-**	**165**

Notes To The Financial Statements:

Bank	**31 December 2025**			
	Stage 1 Collectively	**Stage 2 Collectively**	**Stage 3**	**Total**
	N'million	**N'million**	**N'million**	**N'million**
Gross carrying amount as at 1 January 2025	112 925	-	-	**112 925**
New assets originated or purchased	460 116	-	-	**460 116**
Assets derecognised or matured (excluding write-offs)	(46 944)	-	-	**(46 944)**
Change in fair value	(22 930)	-	-	**(22 930)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Changes due to modifications not derecognised	-	-	-	**-**
Unwind of discount	8 909	-	-	**8 909**
Amounts written off		-	-	**-**
Foreign exchange adjustments	(3 001)	-	-	**(3 001)**
At 31 December 2025	**509 074**	**-**	**-**	**509 074**

	31 December 2025			
	Stage 1 Collectively	**Stage 2 Collectively**	**Stage 3**	**Total**
	N'million	**N'million**	**N'million**	**N'million**
ECL allowance as at 1 January 2025	158	-	-	**158**
New assets originated or purchased	201	-	-	**201**
Assets derecognised or matured (excluding write offs)	(61)	-	-	**(61)**
Impact on year end ECL of exposures transferred between stages during the period	-	-	-	
Unwind of discount (recognised in interest income)	17	-	-	**17**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	(7)	-	-	**(7)**
At 31 December 2025	**309**	**-**	**-**	**309**

	31 December 2024			
	Stage 1 Collectively	**Stage 2 Collectively**	**Stage 3**	**Total**
	N'million	**N'million**	**N'million**	**N'million**
Gross carrying amount as at 1 January 2024	187 561	-	-	**187 561**
New assets originated or purchased	108 079	-	-	**108 079**
Assets derecognised or matured (excluding write-offs)	(174 232)	-	-	**(174 232)**
Change in fair value	(12 157)	-	-	**(12 157)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Changes due to modifications not derecognised	-	-	-	**-**
Unwind of discount	1 834	-	-	**1 834**
Amounts written off		-	-	**-**
Foreign exchange adjustments	1 841	-	-	**1 841**
At December 2024	**112 925**	**-**	**-**	**112 925**

Notes To The Financial Statements:

24 Investment Securities- continued

24.6.1 Debt Instruments Measured at FVOCI- continued

	31 December 2024			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
	N'million	N'million	N'million	N'million
ECL allowance as at 1 January 2024	620	-	-	**620**
New assets originated or purchased	103	-	-	**103**
Assets derecognised or matured (excluding write offs)	(584)	-	-	**(584)**
Impact on year end ECL of exposures transferred between stages during the year	-	-	-	**-**
Unwind of discount (recognised in interest income)	15	-	-	**15**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	4	-	-	**4**
At 31 December 2024	**158**	**-**	**-**	**158**

24.6.2 Debt Instruments Measured at Amortised Cost

The table below shows the credit quality and the maximum exposure to credit risk based on the Bank's internal credit rating system and period-end stage classification. The amounts presented are gross of impairment allowances. Details of the Bank's internal grading system are explained in Note 3.2.2 and policies on whether ECL allowances are calculated on an individual or collective basis are set out in Note 3.2.4:

Group

	31 December 2025			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
Internal rating grade	N'million	N'million	N'million	N'million
Performing				
High grade	1 937 635	-	-	**1 937 635**
Standard grade	38 751	-	-	**38 751**
Sub-standard grade	-	-	-	**-**
Past due but not impaired	-	-	-	**-**
Non- performing	-	-	-	**-**
Individually impaired	-	-	-	**-**
Total	**1 976 386**	**-**	**-**	**1 976 386**

	31 December 2024			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
Internal rating grade	N'million	N'million	N'million	N'million
Performing				
High grade	1 528 473	-	-	**1 528 473**
Standard grade	25 292	-	-	**25 292**
Sub-standard grade	-	-	-	**-**
Past due but not impaired	-	-	-	**-**
Non- performing	-	-	-	**-**
Individually impaired	-	-	-	**-**
Total	**1 553 765**	**-**	**-**	**1 553 765**

Bank

	31 December 2025			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
Internal rating grade	N'million	N'million	N'million	N'million
Performing				
High grade	1 937 635	-	-	**1 937 635**
Standard grade	26 983	-	-	**26 983**
Sub-standard grade	-	-	-	**-**
Past due but not impaired	-	-	-	**-**
Non- performing	-	-	-	**-**
Individually impaired	-	-	-	**-**
Total	**1 964 617**	**-**	**-**	**1 964 617**

	31 December 2024			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
Internal rating grade	N'million	N'million	N'million	N'million
Performing				
High grade	1 528 473	-	-	**1 528 473**
Standard grade	25 292	-	-	**25 292**
Sub-standard grade	-	-	-	**-**
Past due but not impaired	-	-	-	**-**
Non- performing	-	-	-	**-**
Individually impaired	-	-	-	**-**
Total	**1 553 765**	**-**	**-**	**1 553 765**

Notes To The Financial Statements:

24 Investment Securities- continued

24.6.2 Debt Instruments Measured at Amortised Cost- continued

An analysis of changes in the gross carrying amount and the corresponding ECLs is, as follows:

Bank	**31 December 2025**			
	Stage 1 Collectively	**Stage 2 Collectively**	**Stage 3**	**Total**
	N'million	**N'million**	**N'million**	**N'million**
Gross carrying amount as at 1 January 2025	**1 548 765**	-	-	**1 548 765**
New assets originated or purchased	1 411 410	-	-	1 411 410
Assets derecognised or matured (excluding write-offs)	(1 066 873)	-	-	(1 066 873)
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Changes due to modifications not derecognised	-	-	-	-
Unwind of Discount	71 315	-	-	71 315
Amounts written off		-	-	-
Foreign exchange adjustments	-	-	-	-
At 31 December 2025	**1 964 617**	**-**	**-**	**1 964 617**

	31 December 2024			
	Stage 1 Collectively	**Stage 2 Collectively**	**Stage 3**	**Total**
	N'million	**N'million**	**N'million**	**N'million**
Gross carrying amount as at 1 January 2024	821 014	-	-	**821 014**
New assets originated or purchased	1 112 823	-	-	**1 112 823**
Assets derecognised or matured (excluding write-offs)	(432 664)	-	-	**(432 664)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Changes due to modifications not derecognised	-	-	-	**-**
Unwind of Discount	52 593	-	-	**52 593**
Amounts written off		-	-	**-**
Foreign exchange adjustments	-	-	-	**-**
At 31 December 2024	**1 553 765**	**-**	**-**	**1 553 765**

Group	**31 December 2025**			
	Stage 1 Collectively	**Stage 2 Collectively**	**Stage 3**	**Total**
	N'million	**N'million**	**N'million**	**N'million**
ECL allowance as at 1 January 2025	1 418	-	-	**1 418**
New assets purchased	407	-	-	**407**
Assets derecognised or matured (excluding write offs)	(123)	-	-	**(123)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Impact on year end ECL of exposures transferred between stages during the period		-	-	**-**
Unwind of discount (recognised in interest income)	62	-	-	**62**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	-	-	-	**-**
At 31 December 2025	**1 764**	**-**	**-**	**1 764**

Notes To The Financial Statements:

	31 December 2024			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
	N'million	N'million	N'million	N'million
ECL allowance as at 1 January 2024	2 210	-	-	**2 210**
New assets purchased	1 335	-	-	**1 335**
Assets derecognised or matured (excluding write offs)	(2 265)	-	-	**(2 265)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Impact on year end ECL of exposures transferred between stages during the period		-	-	**-**
Unwind of discount (recognised in interest income)	137	-	-	**137**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	-	-	-	**-**
At 31 December 2024	**1 418**	**-**	**-**	**1 418**

24 Investment Securities- continued

24.6.2 Debt Instruments Measured at Amortised Cost- continued

Bank

	31 December 2025			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
	N'million	N'million	N'million	N'million
ECL allowance as at 1 January 2025	1 418	-	-	**1 418**
New assets purchased	407	-	-	**407**
Assets derecognised or matured (excluding write offs)	(224)	-	-	**(224)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Impact on year end ECL of exposures transferred between stages during the period		-	-	**-**
Unwind of discount (recognised in interest income)	62	-	-	**62**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	-	-	-	**-**
At 31 December 2025	**1 663**	**-**	**-**	**1 663**

	31 December 2024			
	Stage 1 Collectively	Stage 2 Collectively	Stage 3	Total
	N'million	N'million	N'million	N'million
ECL allowance as at 1 January 2024	2 210	-	-	**2 210**
New assets purchased	1 335	-	-	**1 335**
Assets derecognised or matured (excluding write offs)	(2 265)	-	-	**(2 265)**
Transfers to Stage 1	-	-	-	**-**
Transfers to Stage 2	-	-	-	**-**
Transfers to Stage 3	-	-	-	**-**
Impact on year end ECL of exposures transferred between stages during the year		-	-	**-**
Unwind of discount (recognised in interest income)	137	-	-	**137**
Changes Other than modifications not derecognised	-	-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	-	-	-	**-**
At 31 December 2024	**1 418**	**-**	**-**	**1 418**

Notes To The Financial Statements:

25 Property, Plant and Equipment

Group	**Land**	**Buildings**	**Leasehold improvements**	**Office equipment**	**Furniture, fittings**	**Computer equipment**	**Motor vehicles**	**Work in progress**	**Total**
	N'million	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**	**N'million**
Cost									
At 1 January 2025	**16 118**	**21 515**	**5 666**	**13 696**	**3 303**	**34 766**	**12 282**	**11 613**	**118 957**
Additions	4 845	5 275	1 501	6 573	2 532	42 408	11 879	67 950	142 963
Reclassifications	-	3 874	(0)	1 067	304	1 591	660	(7 497)	-
Disposals	(176)	(3)	(5)	(47)	(9)	(2 727)	(297)	-	(3 263)
Translation Difference			**(9)**	**(10)**					(29)
At 31 December 2025	**20 787**	**30 661**	**7 152**	**21 280**	**6 131**	**76 038**	**24 523**	**72 066**	**258 628**
Accumulated depreciation									
At 1 January 2025	**-**	**(4 846)**	**(4 005)**	**(8 528)**	**(1 977)**	**(15 716)**	**(6 009)**	**-**	**(41 081)**
Charge for the period	-	(529)	(390)	(2 671)	(641)	(8 671)	(3 530)	-	(16 432)
Reclassifications	`	(0)	(0)	1	(0)	(0)	-	- -	0
Disposals	`	1	5	46	9	2 207	297	-	2 565
Translation Difference			**12**	**18**					38
At 31 December 2025	**-**	**(5 374)**	**(4 378)**	**(11 134)**	**(2 610)**	**(22 180)**	**(9 242)**	**-**	**(54 910)**
Carrying amount at 31 December 2025	**20 787**	**25 287**	**2 774**	**10 146**	**3 521**	**53 858**	**15 282**	**72 066**	**203 719**
Cost									
At 1 January 2024	**15 713**	**18 886**	**4 508**	**9 485**	**2 166**	**18 892**	**7 466**	**4 700**	**81 816**
Additions	494	1 962	830	3 265	1 020	15 097	5 017	10 768	38 452
Reclassifications	-	808	146	735	123	1 484	220	(3 855)	(340)
Disposals	(89)	(141)	-	(101)	(5)	(707)	(421)	-	(1 464)
Translation Difference			182	312					494
At 31 December 2024	**16 117**	**21 515**	**5 666**	**13 696**	**3 303**	**34 766**	**12 281**	**11 613**	**118 957**
Accumulated depreciation									
At 1 January 2024	**-**	**(4 515)**	**(3 543)**	**(7 070)**	**(1 717)**	**(12 874)**	**(4 714)**	**-**	**(34 433)**
Charge for the year	-	(389)	(297)	(1 305)	(224)	(3 549)	(1 324)	-	(7 088)
Reclassifications	`	-	-	41	(41)	1	(376)	-	(376)
Disposals	`	58	-	101	5	707	405	-	1 276
Translation Difference			(165)	(295)					(461)
At 31 December 2024	**-**	**(4 846)**	**(4 005)**	**(8 528)**	**(1 977)**	**(15 715)**	**(6 009)**	**-**	**(41 081)**
Carrying amount at 31 December 2024	**16 117**	**16 669**	**1 660**	**5 168**	**1 326**	**19 050**	**6 272**	**11 613**	**77 876**

Notes To The Financial Statements:

Bank

25 Property, Plant and Equipment

	Land	Buildings	Leasehold improvements	Office equipment	Furniture, fittings	Computer equipment	Motor vehicles	Work in progress	Total
	N'million	N'million	N'million	N'million	N'million	N'million	N'million	N'million	N'million
Cost									
At 1 January 2025	**16 118**	**21 515**	**5 173**	**12 863**	**3 303**	**34 766**	**12 282**	**11 613**	**117 631**
Additions	4 845	5 275	1 497	6 570	2 532	42 408	11 879	67 950	142 956
Reclassifications	-	3 874	(0)	1 067	288	1 591	660	(7 481)	-
Disposals	(176)	(3)	(5)	(46)	(9)	(2 710)	(297)	-	(3 246)
At 31 December 2025	**20 787**	**30 661**	**6 664**	**20 455**	**6 115**	**76 055**	**24 523**	**72 082**	**257 341**
Accumulated depreciation									
At 1 January 2025	-	(4 846)	(3 561)	(7 738)	(1 977)	(15 716)	(6 009)	-	(39 847)
Charge for the period	-	(529)	(376)	(2 647)	(641)	(8 671)	(3 530)	-	(16 395)
Reclassifications		(0)	(0)	1	(0)	(0)	-		-
Disposals	-	1	5	45	9	2 207	297	-	2 564
At 31 December 2025	**-**	**(5 374)**	**(3 932)**	**(10 340)**	**(2 610)**	**(22 180)**	**(9 242)**	**-**	**(53 677)**
Carrying amount at 31 December 2025	**20 787**	**25 287**	**2 732**	**10 115**	**3 505**	**53 874**	**15 282**	**72 082**	**203 664**
Cost									
At 1 January 2024	15 713	18 886	4 220	8 987	2 166	18 892	7 466	4 700	81 029
Additions	494	1 962	807	3 242	1 020	15 097	5 017	10 768	38 406
Reclassifications	-	808	146	735	123	1 484	220	(3 855)	(340)
Disposals	(89)	(141)	-	(101)	(5)	(707)	(421)	-	(1 464)
At 31 December 2024	**16 117**	**21 515**	**5 173**	**12 863**	**3 303**	**34 766**	**12 281**	**11 613**	**117 632**
Accumulated depreciation									
At 1 January 2024	-	(4 515)	(3 275)	(6 606)	(1 717)	(12 874)	(4 714)	-	(33 701)
Charge for the year	-	(389)	(287)	(1 273)	(224)	(3 549)	(1 324)	-	(7 046)
Reclassifications		-	-	41	(41)	1	(376)		(376)
Disposals	-	58	-	101	5	707	405	-	1 276
At 31 December 2024	**-**	**(4 846)**	**(3 562)**	**(7 737)**	**(1 977)**	**(15 715)**	**(6 009)**	**-**	**(39 847)**
Carrying amount at 31 December 2024	**16 117**	**16 669**	**1 611**	**5 126**	**1 326**	**19 050**	**6 272**	**11 613**	**77 785**

a Work in progress relates to capital cost incured in setting up new branches. When completed and available for use, they are transfered to the respective property, plant and equipment classes and depreciation commences.

b All property and equipment are non-current. None of the Bank's assets were financed from borrowings, consequently no borrowing cost has been capitalized as part of asset cost.

c There were no impairment losses on any class of property , plant and equipment during the year (31 December 2024: Nil)

d There were no pledged assets in any class of property, plant and equipment during the year (31 December 2024: Nil)

26 Right-of-Use Asset

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Cost				
Balance at beginning of year	11 479	10 853	3 786	3 377
Acquisition of a Subsidiary	-	-		
Additions	1 192	798	1 192	798
Additions / Reclassifications during the year	266	63	266	63
Disposal during the year	(904)	(452)	(904)	(452)
Translation Difference	(2 217)	217		
Balance	**9 816**	**11 479**	**4 340**	**3 786**
Accumulated Depreciation				
Balance at beginning of year	(7 729)	(4 993)	(2 049)	(1 700)
Depreciaiton for the year	(1 528)	(1 389)	(980)	(798)
Disposal during the year	859	448	859	448
Translation Difference	2 075	(1 796)		
Balance	(6 322)	(7 729)	(2 170)	(2 049)
Carrying amount	**3 493**	**3 750**	**2 170**	**1 736**

Expense of Low value Item :

The expense for low value items and short term leases is N70.45million (31 December 2024: N50.09million) .

27 Intangible Assets

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Cost				
Balance at 1 January	25 320	14 346	19 715	8 980
Additions	42 217	11 246	41 657	11 246
Reclassifications during the period	-	-	-	-
Write offs during the year	(1 166)	(511)	(1 166)	(511)
Translation Difference	(112)	239		
Balance as at 31 December	**66 259**	**25 320**	**60 206**	**19 715**
Accumulated amortization				
Balance at 1 January	(10 382)	(4 005)	(5 344)	(3 857)
Amortisation for the year	(7 958)	(2 475)	(7 758)	(2 276)
Write offs during the year	1 166	(428)	1 166	789
Translation Difference	(317)	(3 475)		
Balance as at 31 December	(17 491)	(10 382)	(11 936)	(5 344)
Carrying amount	**48 768**	**14 938**	**48 270**	**14 371**

These relate to purchased softwares.

27i Uk Intangible Assest from PPA

	Group 31 December 2025 N'million	Group 31 December 2024 N'million		
Cost				
Balance at 1 January	7 774	-		
Acquisition of a Subsidiary	-	7 774		
Additions	-	-		
Write offs during the year	-	-		
Translation Difference	(547)	-		
Balance as at 31 December	**7 227**	**7 774**		
Accumulated amortization				
Balance at 1 January	(2 332)	-		
Amortisation for the year	(1 445)	(2 332)		
Write offs during the year	-	-		
Translation Difference	(1 779)	-		
Balance as at 31 December	(5 557)	(2 332)		
Carrying amount	**1 670**	**5 442**		
Total Carrying Amount	**50 439**	**20 380**	**48 270**	**14 371**

i Uk Intangible Assest from PPA relate to Core deposits, customer relationship from disagreegation of Goodwill. All intangible assets are non-current with finite useful life of 5 years and currently being amortised over a 5 year period .

ii The amortisation of intangible asset recognised in depreciation and amortisation in profit or loss was N7,758 bn (**Group -N9,403bn**) for the year ended 31 December 2025 (31 December 2024: N2,276 bn - (Group -N4,807 bn).

28 Deferred Taxation

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The deferred tax disclosed relate to current period .

Deferred taxes are calculated on all temporary differences under the liability method as there is now various componenet and rate disclosure is not required.

Deferred tax assets and liabilities are attributable to the following items in the schedule below :

28.1 Group

	Assets	Liabilities	Net	Assets	Liabilities	Net
	N'million	N'million	N'million	N'million	N'million	N'million
	31 December 2025			31 December 2024		
Property,plant and equipment	-	28 280	- 28 280	-	12 421	- 12 421
Allowances for loan losses	43 429	-	43 429	29 536	-	29 536
Uk DT carried forward	3 034		3 034	3 034		3 034
Uk DT on PPA	2 271	0.19	2 272	2 271	0.19	2 272
Unutilised tax credits (capital allowances)	-	-	-	-	-	-
Foreign exchange diffence (Unrealized)	-	48 726	- 48 726	-	16 460	- 16 460
Fair value adjustments	61 126	-	61 126	-	1 443	- 1 443
Other: ROU	241	-	241	61	-	61
Total tax assets/(liabilities)	110 102	77 007	33 095	34 902	30 324	4 579

United Kingdom	Assets	Liabilities	Net	Assets	Liabilities	Net
	N'million	N'million	N'million	N'million	N'million	N'million
	31 December 2025			31 December 2024		
Property,plant and equipment	-	-	-	-	-	-
Allowances for loan losses	-	-	-	-	-	-
Uk DT carried forward	3 034		3 034	3 034		3 034
Uk DT on PPA	2 271	0.19	2 272	2 271	0.19	2 272
Unutilised tax credits (capital allowances)	-	-		-	-	
Foreign exchange diffence (Unrealized)	-	-		-	-	
Fair value adjustments	-	-		-	-	
Other: ROU	-	-		-	-	
Total tax assets/(liabilities)	5 305	0.19	5 305	5 305	0.19	5 305

A deferred tax asset of US$10,192,976 against losses and temporary differences of US$40,771,9031 from the United Kingdom component exist in the component and 20% of the asset has been recognized.

A deferred Tax of US$130,000 on Purchase Price adjustment is recognized at the tax rate of 25% which is the ruling rate for the period beginning 1 April, 2024.

Bank	Assets	Liabilities	Net	Assets	Liabilities	Net
	N'million	N'million	N'million	N'million	N'million	N'million
	31 December 2025			31 December 2024		
Property,plant and equipment	-	28 280 -	28 280	-	12 421 -	12 421
Allowances for loan losses	43 429	-	43 429	29 536	-	29 536
Tax loss carried forward	-	-	-	-	-	-
Unutilised tax credits (capital allowances)	-	-	-	-	-	-
Foreign exchange diffence (Unrealized)	-	48 726 -	48 726	-	16 460 -	16 460
Fair value adjustments	61 126	-	61 126	-	1 443 -	1 443
Other: ROU	241	-	241	61	-	61
Net tax assets/(liabilities)	104 797	77 007	27 790	29 597	30 324	(727)

29 Other Assets

	Group	Group	Bank	Bank
	31 December 2025	31 December 2024	31 December 2025	31 December 2024
Financial assets	N'million	N'million	N'million	N'million
Sundry receivables	114 018	73 838	113 737	73 509
Deposit for Shares - Equit Investment	-	19	-	19
Electronic payment receivables	121 034	60 181	121 034	60 181
Investments in SMESIS	9 445	9 445	9 445	9 445
	244 497	143 483	244 216	143 154
Less:				
Specific allowances for impairment / Write back	(1 343)	(7 857)	(1 343)	(7 857)
	243 154	135 626	242 873	135 297
Non financial assets				
Prepayments	27 235	18 451	25 700	16 987
Others	3 584	1 852	1 407	242
Other non financial assets	4 913	2 187	4 913	2 187
	35 732	22 490	32 020	19 416
Total	**278 886**	**158 116**	**274 893**	**154 713**

Reconciliation of Allowance for Impairment

	31 December 2025	31 December 2024	31 December 2025	31 December 2024
	N'million	N'million	N'million	N'million
At 1 January	7 857	3 359	7 857	3 359
Charge for the year	-	4 498	-	4 498
Reversal of provision	(6 509)	-	(6 509)	-
Write-off during the year	(5)	-	(5)	-
At 31 December	**1 343**	**7 857**	**1 343**	**7 857**

a The Bank's investments under the Small and Medium Enterprises Equity Investment Scheme ("SMEEIS") is in compliance with the Policy Guidelines for 2001 Fiscal Year (Monetary Policy Circular No. 35). There is no existence of either Control or Joint control in SMESIS.

b Prepayment relates to payments made by the bank on items whose benefits covers specified future period of time beyond the reporting period e.g. Insurance premiums, Adverts and publicity, Computer expenses and Subscriptions. They are short tenured and are quickly settled.

c Other non-financial assets comprises of balances on settlement accounts such as: Stock of ATM cards, stock electronic cards, and stock cheque books and stationeries and sundry receivables. These assets are short tenured and are quickly settled.

30 Deposits from Customers

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Demand	1 992 123	1 755 934	1 881 535	1 633 502
Savings	1 303 822	1 134 824	1 295 482	1 132 429
Term	554 594	416 526	243 798	264 605
Domicilliary	2 994 501	2 608 389	2 994 501	2 608 389
Others	45 869	21 390	45 869	21 390
	6 890 909	5 937 064	6 461 185	5 660 315
Current	2 666 111	2 182 946	2 103 886	1 864 217
Non-current	4 224 798	3 754 118	4 357 299	3 796 098
	6 890 909	**5 937 064**	**6 461 185**	**5 660 315**

30a "Others", relate to accrued interest payable of deposit liabilities which are considered to be component of deposits.

31 Other Liabilities

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Customer deposits for letters of credit (see note 31.1)	1 013	1	1 013	1
Accounts payable (see note 31.2)	627 364	461 774	747 336	506 018
FGN Intervention fund (see note 31.3)	232 890	384 459	232 890	384 459
Manager's cheque	6 469	6 295	6 427	6 295
Payable on E-banking transactions (see note 31.4)	141 784	67 113	141 708	67 113
Deposit for shares (see note 31.5)	225 868	8 380	224 493	6 281
Accruals for year end bonus (see note 31.6)	4 565	7 677	4 565	7 677
Lease liability (see note 31.8)	2 225	3 077	441	591
	1 242 178	**938 776**	**1 358 873**	**978 435**

31.1 Customer deposits for letters of credit relates to liabilities generated from loans granted to customers for trade finance transactions, it mirrors the value of the confirmation line enjoyed by the customer with the offshore bank for the purpose of facilitating the letters of Credit.

31.2 Account payable represents balances in internal accounts drawn for the purpose of settlement of obligations which are due against the bank either from bank expense or customer transaction settlement e.g. accrual/provision for expenses that has or will fall due, Ebanking settlement values drawn from customers account, customers deposit drawn for FX bid with CBN for letters of credit etc.

31.3 FGN Intervention Fund (On Lending facilities)

		2025 N'million	2024 N'million	2025 N'million	2024 N'million
a	CBN state bailout fund	66 150	79 824	66 150	79 824
bi	Real Sector Support Facility - Differentiated Cash Reserves Requirement - (DCRR)	125 996	155 163	125 996	155 163
ii	Real Sector Support Facility - (RSSF)	219	1 709	219	1 709
c	Commercial Agricuture Ccredit Scheme - (CACS)	5	306	5	306
di	Bank of Industry BG backed	10 165	109 914	10 165	109 914
dii	Bank of Industry - Restructured and Refinance scheme	35	90	35	90
diii	Bank of Industry on lending	-	-	-	-
e	Nigeria Export Import Bank - (NEXIM)	11 852	14 450	11 852	14 450
f	Power Airline Intervention Fund - (PAIF)	94	94	94	94
g	CBN 100 for 100 PPP - (Policy on Production and Productivity)	3 585	4 669	3 585	4 669
h	Development Bank of Nigeria - (DBN)	14 772	18 222	14 772	18 222
i	Nigerian Incentive-based Risk Sharing system for Agricultural Lending - (NIRSAL)	18	18	18	18
		232 890	**384 459**	**232 890**	**384 459**

a FGN Intervention fund is CBN Bailout Fund of N7.8billion (31 Dec 2024: N79.82billion). This represents funds for states in the Federation that are having challenges in meeting up with their domestic obligation including payment of salaries. The loan was routed through the Bank for on-lending to the states. The Bailout fund is for a tenor of 20 years at 9% per annum. See Note 31.3 k

b The Real Sector Support Facility (RSSF): The Central Bank of Nigeria, as part of the efforts to unlock the potential of the real sector to engender output growth, productivity and job creation has established a N300 billion Real Sector Support Facility (RSSF). The facility is disbursed to large enterprises and startups with financing needs of N500 million up to a maximum of N10.0 billion. The activities targeted by the Facility are manufacturing, agricultural value chain and selected service sub-sectors. The funds are received from the CBN at 2% per annum, and disbursed at 9% per annum to the beneficiary.

c The fund received under the Central Bank of Nigeria (CBN) Commercial Agriculture Credit Scheme represents a credit line granted to the Bank for the purpose of providing concessionary funding to the agricultural sector.The facility attracts an interest rate of 2% per annum and the Bank is under obligation to on-lend to customers at an all-in interest rate of not more than 9% per annum. Based on the structure of the facility, the Bank assumes the default risk of all amounts lent to the Bank's customers. This facility is not secured.

d The Central Bank of Nigeria (CBN) / Bank of Industry (B0I) - SME / Manufacturing Intervention Fund represents an intervention credit granted to the Bank for the purpose of refinancing / restructuring existing loans to Small and Medium Scale Enterprises (SMEs) and Manufacturing Companies. The total facility is secured by Nigerian Government Securities. A management fee of 1% per annum is deductible at source and the Bank is under obligation to on-lend to customers at an all-In interest rate of 7% per annum. The Bank is the primary obligor to CBN / BOI and assumes the risk of default.

Federal Government through CBN, BOI and DBN to enable DMOs avail loans at single digit rates or rates lower than the normal commercial rate to qualifying institutions in line with the guidelines provided by CBN, BOI and DBN.

e Non-oil Export Stimulation Facility (NESF): This Facility was established by the Central Bank of Nigeria to diversify the economy away from the oil sector, after the fall in crude prices. The Central Bank invested N500billion debenture, issued by Nigerian Export-Import Bank (NEXIM). The facility disbursed per customer shall not exceed 70% of total cost of project, or subject to a maximum of N5 billion. Funds disbursed to the Bank from CBN are at a cost of 2% which are then disbursed to qualifying customers at the rate of 9% per annum.

f The purpose of granting new loans and refinancing / restructuring existing loans to companies in the power and aviation industries is to support Federal Government's focus on the sectors. The facility is secured by Irrevocable Standing Payment Order (ISPO). The maximum tenor for term loans under the programme is 15 years while the tenor for working capital is one year, with option to renew the facility annually subject to a maximum tenor of five years. The facility attracts an interest rate of 2% per annum payable quarterly in arrears and the Bank is under obligation to on-lend to customers at an all-in interest rate of 9% per annum. This facility is not secured.

g CBN 100 for 100 PPP - (Policy on Production and Productivity) was established by the Central Bank of Nigeria to stimulate investments in Nigeria's manufacturing sector with the core objective of boosting production and productivity necessary to transform and catalyse the productive base of the economy. The fund is disbursed to the Bank at 2% per annum. Each enterprise is availed the facility at 9% per annum and repayments are made via ISPO deductions.

h CBN PAS FUND - The Paddy Aggregation Scheme (PAS) is for Integrated Rice Millers and Large-Scale Aggregators to enable them to purchase home-grown rice paddy at a single digit interest rate to promote the Federal Government of Nigeria's National Food Security Programme (NFSP). It is to provide credit facilities to Integrated Rice Millers and Large-scale rice paddy aggregators at single digit interest rate to increase local production of rice towards effecting lower prices and enhancing national food security.. The fund is disbursed to the Bank at 6% per annum. Each enterprise is availed the facility at 9% per annum and repayments are made via ISPO deductions.

i The Bailout fund is for a tenor of 20 years at 7% per annum and availed for the same tenor at 9% per annum until March 2020 , the rate was reduced to 5% for 1 year period due to Covid 19 pandemic to March 2021 after which it was extended to February 2023 . CBN on August 17 2022 further reviewed the rates in response to economic outlook and approved the following order; All intervention facilities granted effective July 20, 2022 shall be at 9% per annum while all existing intervention facilities granted prior to July 20, 2022 shall be at 9% per annum effective September 1, 2022.

j The bank carries out modification test on all Intervention funds / loans . The modification test was performed and there was no material impact on the financial statement from the assessment.

31.4 Payable on E-banking transactions are settlement balances for RTGS/NIBSS transaction and Etransact transactions .

31.5 Deposit for shares represents additional capital contributions received before the reporting date pursuant to the requirements of the Central Bank of Nigeria circular titled 'Review of Minimum Capital Requirements for Commercial, Merchant and Non-Interest Banks in Nigeria' issued on 28 March 2024, which increased the minimum capital requirement for commercial banks with international authorisation to N500 billion. The related regulatory approval was obtained from the Central Bank of Nigeria in 2026.

31.6 A provision has been recognised in respect of staff year end bonus, the provision has been recognised based on the fact that there is a constructive and legal obligation on the part of the Bank to pay bonus to staff where profit has been declared. The provision has been calculated as a percentage of the profit after tax.

	31 December 2025	31 December 2024	31 December 2025	31 December 2024
Movement in provision for Year / year end bonus				
At 1 January	7 677	12 055	7 677	12 055
Arising during the period	12 000	19 709	12 000	19 709
Utilised	-15 112	(24 087)	(15 112)	(24 087)
At 31 December	4 565	7 677	4 565	7 677

31.7 Maturity Analysis is presented in Note 44.

31.8 This relates to lease rental for properties used by the Bank. The net carrying amount of leased assets, included within Right of Use Assets is N428 million . (31 December 2024: N591million) for Bank; N2,212 million . (31 December 2024: N3,077 million) for Group.
The future minimum lease payments on the lease liabilities extend over a number of years. This is analysed as follows:

Not more than 1 year	-	-	-	-
Over one year but less than five years	1 316	1 480	441	591
More than five years	909	1 598	-	-
At end of the year	2 225	3 077	441	591

32 Provision

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Provisions for litigations and claims	19 816	2 274	19 816	2 274
Provision for guarantees and letters of credit (Note 32.3.1 - 32.3.2)	536	1 517	536	1 517
	20 351	3 791	20 351	3 791

32.1 Movement in provision for litigations and claims

	Group 2025	Group 2024	Bank 2025	Bank 2024
At 1 January	2 274	1 886	2 274	1 886
Arising during the period	17 542	388	17 542	388
Utilised			-	-
At 31 December	19 816	2 274	19 816	2 274

32.2 Current Provision

	Group 2025	Group 2024	Bank 2025	Bank 2024
Current Provision	536	1 517	536	1 517
Non-current provisions	19 816	2 274	19 816	2 274
	20 351	**3 791**	**20 351**	**3 791**

In April 2025, the Supreme Court delivered judgment in the case of Fidelity Bank v. Sagecom Concepts Limited & Anor. The Sagecom litigation arose from a legacy transaction between the defunct FSB International Bank and Sagecom Concepts Limited. FSB granted a credit facility to G. Cappa Plc in 2002. The facility was secured with a mortgage on property located in Ikoyi. G. Cappa defaulted on the repayment of the loan and, in a bid to prevent FSB from selling the mortgaged property, G. Cappa commenced an action against FSB at the Federal High Court, Lagos in 2005, seeking to restrain the Bank from selling the property. The Federal High Court in its judgment of 2011 ruled that the Bank as legal mortgagor rightfully sold the property to Sagecom but referred the issue of possession to the State High Court. In the meantime, G. Cappa remained in possession of the property and kept collecting rents therefrom.

Sagecom then instituted an action against the Bank and G. Cappa at the Lagos State High Court in 2011 seeking damages against G. Cappa and the Bank for breach of contract and for possession of the property. In 2018, the Lagos High Court awarded judgment in favour of Sagecom against G. Cappa and the Bank. The Bank appealed against the judgment to the Court of Appeal and further to the Supreme Court contending that any loss due to Sagecom was caused by G. Cappa and that G. Cappa alone should be responsible for any damages due to Sagecom. In April 2025, the Supreme Court affirmed the decision of the High Court and the Court of Appeal.

However, the computation of the actual judgment sum became an issue of contention between Fidelity Bank and Sagecom with Sagecom insisting that the judgment sum was in excess of N220 billion while Fidelity Bank maintained the position that the judgment cannot be in excess of about N31 billion. To resolve this, Fidelity applied to the Supreme Court for clarification of the judgment. In December 2025, the Supreme Court delivered its ruling providing a clear basis for computing the judgment. From the clarification provided by the Supreme Court in its ruling of December 2025, we now believe that the entire judgment sum will not exceed the provision amount as the bank has adequate provision to cover this liability.

32.2 Impairment losses on guarantees and letters of credit

An analysis of changes in the gross carrying amount and the corresponding allwances for impairment losses in relation to guarantees and letters of credit is as follows:

32.3.1 Performance bonds and guarantees

The table below shows the credit quality and the maximum exposure to credit risk based on the Bank's internal credit rating system and year-end stage classification. Details of Bank's internal grading system are explained in Note 3.2.2 and policies on whether ECLs are calculated on an individual or collective basis are set out in Note 3.2.4. This relates funds held to ensure that customers do not default in the obligation .

	31 December 2025			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
Internal rating grade	**N'million**	**N'million**	**N'million**	**N'million**
Performing				
High grade		-	-	**-**
Standard grade	4 204	-	-	**4 204**
Sub-standard grade	1 495 077	-	-	**1 495 077**
Past due but not impaired		-	-	**-**
Non- performing	-	-	-	**-**
Individually impaired	-	-	-	**-**
Total	**1 499 281**	**-**	**-**	**1 499 281**

	31 December 2024			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
Internal rating grade	**N'million**	**N'million**	**N'million**	**N'million**
Performing				
High grade	3 380	-	-	**3 380**
Standard grade	1 006 743	-	-	**1 006 743**
Sub-standard grade	2 230	-	-	**2 230**
Past due but not impaired	-	-	-	**-**
Non- performing	-	-	-	**-**
Individually impaired	-	-	-	**-**
Total	**1 012 354**	**-**	**-**	**1 012 354**

An analysis of changes in the outstanding exposures and the corresponding ECLs is, as follows:

32.3.1 Performance bonds and guarantees- continued

	31 December 2025			
	Stage 1 Individual	**Stage 2 Individual**	**Stage 3**	**Total**
	N'million	**N'million**	**N'million**	**N'million**
Gross carrying amount as at 1 January 2025	1 012 354	-	-	**1 012 354**
New exposures	1 134 612	-	-	**1 134 612**
Exposure derecognised or matured/lapsed (excluding write-offs)	(634 285)	-	-	**(634 285)**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	(13 400)	-	-	**(13 400)**
At 31 December 2025	**1 499 281**	**-**	**-**	**1 499 281**

	31 December 2025			
	Stage 1 Individual	**Stage 2 Individual**	**Stage 3**	**Total**
	N'million	**N'million**	**N'million**	**N'million**
ECL allowance as at 1 January 2025	415	-	-	**415**
New exposures	115	-	-	**115**
Exposure derecognised or matured/lapsed (excluding write-offs)	(354)	-	-	**(354)**
Impact on year end ECL of exposures transferred between stages		-	-	**-**
Unwind of discount		-	-	**-**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	(2)	-	-	**(2)**
At 31 December 2025	**174**	**-**	**-**	**174**

	31 December 2024				
	Stage 1 Individual	**Stage 2 Individual**		**Stage 3**	**Total**
	N'million	**N'million**		**N'million**	**N'million**
Gross carrying amount as at 1 January 2024	730 779	-	-	-	**730 779**
New exposures	753 204	-	-	-	**753 204**
Exposure derecognised or matured/lapsed (excluding write-offs)	(508 781)	-	-	-	**(508 781)**
Changes due to modifications not resulting in derecognition	-	-	-	-	**-**
Amounts written off	-	-	-	-	**-**
Foreign exchange adjustments	37 152	-	-	-	**37 152**
At 31 December 2024	**1 012 354**	**-**		**-**	**1 012 354**

	31 December 2024			
	Stage 1 Individual	**Stage 2 Individual**	**Stage 3**	**Total**
	N'million	**N'million**	**N'million**	**N'million**
ECL allowance as at 1 January 2024	455	-	-	**455**
New exposures	192	-	-	**192**
Exposure derecognised or matured/lapsed (excluding write-offs)	(265)	-	-	**(265)**
Impact on year end ECL of exposures transferred between stages		-	-	**-**
Unwind of discount		-	-	**-**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	32	-	-	**32**
At 31 December 2024	**415**	**-**	**-**	**415**

32.3.2 Letters of Credit

The table below shows the credit quality and the maximum exposure to credit risk based on the Bank's internal credit rating system and period-end stage classification. Details of Bank's internal grading system are explained in Note 3.2.2 and policies on whether ECLs are calculated on an individual or collective basis are set out in Note 3.2.4.

Group

	31 December 2025			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
Internal rating grade	**N'million**	**N'million**	**N'million**	**N'million**
Performing				
High grade	-	-	-	**-**
Standard grade	1 151 572	437	-	**1 152 010**
Sub-standard grade	562	-	-	**562**
Past due but not impaired	-	-	-	**-**
Non- performing	-	-	-	**-**
Individually impaired	-	-	-	**-**
Total	**1 152 134**	**437**	**-**	**1 152 571**

	31 December 2024			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
Internal rating grade	**N'million**	**N'million**	**N'million**	**N'million**
Performing				
High grade	25 650	-	-	**25 650**
Standard grade	565 991	-	-	**565 991**
Sub-standard grade	192 557	-	-	**192 557**
Past due but not impaired	-	-	-	**-**
Non- performing	-	-	-	**-**
Individually impaired	-	-	-	**-**
Total	**784 198**	**-**	**-**	**784 198**

Bank

	31 December 2025			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
Internal rating grade	**N'million**	**N'million**	**N'million**	**N'million**
Performing				
High grade		-	-	**-**
Standard grade	1 111 407	-	-	**1 111 407**
Sub-standard grade		-	-	**-**
Past due but not impaired	-	-	-	**-**
Non- performing	-	-	-	**-**
Individually impaired	-	-	-	**-**
Total	**1 111 407**	**-**	**-**	**1 111 407**

	31 December 2024			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
Internal rating grade	**N'million**	**N'million**	**N'million**	**N'million**
Performing				
High grade	25 650	-	-	**25 650**
Standard grade	534 932	-	-	**534 932**
Sub-standard grade	176 773	-	-	**176 773**
Past due but not impaired	-	-	-	**-**
Non- performing	-	-	-	**-**
Individually impaired	-	-	-	**-**
Total	**737 355**	**-**	**-**	**737 355**

An analysis of changes in the outstanding exposures and the corresponding ECLs is, as follows:

Group

	31 December 2025			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
	N'million	**N'million**	**N'million**	**N'million**
Gross carrying amount as at 1 January 2025	780 899	-	-	**780 899**
New exposures	1 105 198	437	-	**1 105 635**
Exposure derecognised or matured/lapsed (excluding write-offs)	(730 578)	-	-	**(730 578)**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	(3 385)	-	-	**(3 385)**
At 31 December 2025	**1 152 134**	**437**	**-**	**1 152 571**

	31 December 2025			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
	N'million	N'million	N'million	N'million
ECL allowance as at 1 January 2025	1 365	-	-	**1 365**
New exposures	430	-	-	**430**
Exposure derecognised or matured/lapsed (excluding write-offs)	(1 324)	-	-	**(1 324)**
Impact on year end ECL of exposures transferred between stages	-	-	-	**-**
Unwind of discount	-	-	-	**-**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	10	-	-	**10**
At 31 December 2025	**482**	**-**	**-**	**482**

	31 December 2024			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
	N'million	N'million	N'million	N'million
Gross carrying amount as at 1 January 2024	426 731	4 972	-	**431 704**
New exposures	672 580	-	-	**672 580**
Exposure derecognised or matured/lapsed (excluding write-offs)	(358 148)	(4 972)	-	**(363 120)**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	43 034	-	-	**43 034**
At 31 December 2024	**784 198**	**-**	**-**	**784 198**

	31 December 2024			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
	N'million	N'million	N'million	N'million
ECL allowance as at 1 January 2024	1 173	19	-	**1 192**
New exposures	1 274	-	-	**1 274**
Exposure derecognised or matured/lapsed (excluding write-offs)	(1 024)	-	-	**(1 024)**
Impact on year end ECL of exposures transferred between stages	-	-	-	**-**
Unwind of discount	-	-	-	**-**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	41	-	-	**41**
At 31 December 2024	**1 463**	**19**	**-**	**1 482**

Bank	31 December 2025			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
	N'million	N'million	N'million	N'million
Gross carrying amount as at 1 January 2025	737 355	-	-	**737 355**
New exposures	1 066 715	-	-	**1 066 715**
Exposure derecognised or matured/lapsed (excluding write-offs)	(689 277)	-	-	**(689 277)**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	(3 385)	-	-	**(3 385)**
At 31 December 2025	**1 111 407**	**-**	**-**	**1 111 407**

	31 December 2025			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
	N'million	N'million	N'million	N'million
ECL allowance as at 1 January 2025	1 102	-	-	**1 102**
New exposures	355	-	-	**355**
Exposure derecognised or matured/lapsed (excluding write-offs)	(1 096)	-	-	**(1 096)**
Impact on year end ECL of exposures transferred between stages	-	-	-	**-**
Unwind of discount	-	-	-	**-**
Changes due to modifications not resulting in derecognition		-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	1	-	-	**1**
At 31 December 2025	**362**	**-**	**-**	**362**

32.3.2 Letters of Credit- continued

	31 December 2024			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
	N'million	N'million	N'million	N'million
Gross carrying amount as at 1 January 2024	413 362	-	-	**413 362**
New exposures	625 738	-	-	**625 738**
Exposure derecognised or matured/lapsed (excluding write-offs)	(344 778)	-	-	**(344 778)**
Changes due to modifications not resulting in derecognition	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	43 034	-	-	**43 034**
At 31 December 2024	**737 355**	**-**	**-**	**737 355**

	31 December 2024			
	Stage 1 Individual	Stage 2 Individual	Stage 3	Total
	N'million	N'million	N'million	N'million
ECL allowance as at 1 January 2024	1 093	-	-	**1 093**
New exposures	991	-	-	**991**
Exposure derecognised or matured/lapsed (excluding write-offs)	(1 024)	-	-	**(1 024)**
Impact on year end ECL of exposures transferred between stages	-	-	-	**-**
Unwind of discount	-	-	-	**-**
Changes due to modifications not resulting in derecognition		-	-	**-**
Changes to models and inputs used for ECL calculations	-	-	-	**-**
Recoveries	-	-	-	**-**
Amounts written off	-	-	-	**-**
Foreign exchange adjustments	43	-	-	**43**
At 31 December 2024	**1 102**	**-**	**-**	**1 102**

33 Debts Issued and Other Borrowed Funds

	Group 31 December 2025	Group 31 December 2024	Bank 31 December 2025	Bank 31 December 2024
	N'million	N'million	N'million	N'million
Long term loan from African Development Bank (ADB) (see note 33.1)	7 485	24 237	7 485	24 237
Bank of Industries (see note 33.2)	12 553	-	12 553	-
Afrexim (see note 33.3)	62 488	100 247	62 488	100 247
$400 Million Euro Bond issued (see note 33.4)	575 256	625 679	575 256	625 679
Local Bond issued (see note 33.5)	42 344	42 261	42 344	42 261
Other Borrowings (see note 33.6)	-	81 229	-	81 229
Development Bank of Nigeria (see note 33.7))	64 879	55 942	64 879	55 942
Almagamated bank of South Africa (see note 33.8)	74 973	-	74 973	-
Credicorp (see note 33.9)	3 031	-	3 031	-
Citibank London (see note 33.10)	45 941	-	45 941	-
	888 950	**929 595**	**888 950**	**929 595**

Reconcilation of Borrowings during the year:	31 December 2025	31 December 2024	31 December 2025	31 December 2024
	N'million	N'million	N'million	N'million
At 1 January	929 595	577 028	929 595	577 028
Additions during the year	176 620	298 748	176 620	298 748
Accrued interest	14 434	14 348	14 434	14 348
Payment of interest	(59 776)	(37 137)	(59 776)	(37 137)
Repayment of principal during the year	(163 135)	(208 533)	(163 135)	(208 533)
Foreign exchange difference	(8 788)	285 141	(8 788)	285 141
At 31 December	**888 950**	**929 595**	**888 950**	**929 595**

33.1 The amount of N7,485 billion (31 December 2024: N24,237 billion) represents the amortized cost balance in the on-lending facility of $50million granted to the Bank by ADB. The first tranche of $40 million was disbursed July 27, 2019 while the second tranche of $10 million was disbursed June 3, 2020 with both to mature February 1, 2026 and October 1, 2026 respectively at interest rate at 10.47% per annum. Interest and principal is repaid semi-annually.The borrowing is an unsecured borrowing.

33.2 The amount of N12,553 billion represents the amortised cost of a short term borrowing in respect of BOI Glow women fund from Bank of Industries, to mature 27 July 2025 at an interest rate of 22% per annum. Interest and Principal repayment at maturity with option to rollover. The borrowing is an unsecured borrowing.

33.3 The amount of N62,487.84 billion, (31 Dec 2024: N100,247.69 billion) represents amortised cost balance of $150 million borrowing from AFREXIM (under the repurchase agreement), with Fidelity Bank pledging its USD denominated Eurobond and FGN, which the Bank has the right to buy at a later date.

33.4 On 28 October , 2021, $400 million 5-year 2026 Senior Notes at a 7.625 percent coupon was issued. The proceed from the new issue is for general corporate purposes including supporting the Bank's trade finance business.. The amount of N575,236 billion represents the amortised cost of the Issued Notes as at 31 December 2025; N625,679 billion represents the amortised cost for the period ended 31 December 2024 .

33.5 "The amount of N42,344 billion (31 Dec 2024 : N42,261billion) represents the amortized cost of 10-Year N41.2 billion Subordinated Unsecured Series I Bonds issued at 8.5% p.a. in January 2021. The coupon is paid semi-annually. The proceeds from the Series I Bonds will support the Bank's SME and Retail Banking Businesses as well as its Information and Technology Infrastructure"

33.6 The amount of N81,229 billion represent the Amortised cost of the short term liability with CBN. (N81, 229bn) as at 31 December 2024 which matured May 2025.

33.7 The amount of N64,879 billion (31 Dec 2024: N55,942 billion) represents the amortised cost of a N20 billion of wholesale borrowing from Development Bank of Nigeria, to mature 3rd April, 2026 at an interest rate of 10% per annum. Interest is paid semi-annually, with principal repayment after 1 year moratorium period, effective 27th October 2022 to maturity. The borrowing is an unsecured borrowing

33.8 The amount of N74,973 billion (31 Dec 2024: Nil) represents the amortised cost of a short term borrowing from Almagamated bank of South Africa, to mature 23 March 2026 at an interest rate of 24% per annum. Interest and Principal repayment at maturity with option to rollover.

33.9 The amount of N3,031 billion (31 Dec 2024: Nil) represents the amortised cost of a short term borrowing from Credicorp , to mature 12th June 2027 at an interest rate of 18% per annum. Interest and Principal repayment at maturity with option to rollover.

33.10 The amount of N45,941 billion (31 Dec 2024: Nil) represents the amortised cost of a short term borrowing of N24.5bn and N28bn from Citibank London, to mature 5th and 12th January 2026 respectively at an interest rate of 24% per annum. Interest and Principal repayment at maturity with option to rollover.

33.11 Maturity Analysis is presented in Note 44.

34 Share Capital

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
63.174 billion ordinary shares of 50k each	31 587	25 100	31 587	25 100

Fidelity Bank issued shares through a Private Placement , Rights offer and a Public offer.

To meet the CBN's new regulatory capital requirement of N500billion for banks with international authorisation, the Bank undertook a Public Offer and Rights Issue of 18.2billion Ordinary Shares in 2024 and raised additional capital of ₦175.9 billion, which brought its eligible capital to N305.5 billion, leaving a margin of N194.5 billion.

In December 2025, the Bank undertook a Private Placement of 12.97 billion Ordinary Shares, raising the sum of ₦227 billion and bringing its eligible capital to N532.6 billion, against the regulatory minimum of N500billion.

35 Other Equity Accounts

The nature and purpose of the other equity accounts are as follows:

Impact of Issue (Share Premium)
Post Private Placement issue Premiums will be reported in the statement of changes in equity in Quarter 1 of 2026 . The basis is as

	Issued Shares	Price	Norminal Value	Premium Price	Premium Value
	Units	N	**N'million**	N	**N'million**
Opening Balance					**280 455**
Private Placement	12.97bn	0.50	6 487	17.00	220 558
	12.97bn		**6 487**		
Closing Balance					**501 013**

Retained Earnings
Retained earnings comprise the undistributed profits from previous years and current period, which have not been reclassified to the other reserves noted below.

35 Other Equity Accounts- continued

a Dividends

The following dividends were declared and paid by the Bank during the year

	31 December 2025 N'million	31 December 2024 N'million
Balance, begining of year	-	-
Final dividend declared & paid	62 750	19 200
Interim dividend declared & paid	-	27 200
Payment during the year	(62 750)	(46 400)
Balance, end of year	-	-

b Statutory Reserve

Nigerian banking regulations require the Bank to make an annual appropriation to a statutory reserve. As stipulated by S.15(1) of the Banks and Other Financial Institution Act of Nigeria, an appropriation of 30% of profit after tax is made if the statutory reserve is less than paid-up share capital and 15% of profit after tax if the statutory reserve is greater than the paid-up share capital. The Bank made a transfer of N144,036 million to statutory reserves during the year ended 31 December 2025 (31 December 2024: N42,431 million)

c Small Scale Investment Reserve

The SMEEIS reserve is maintained to comply with the Central Bank of Nigeria (CBN) requirement that all licensed banks set aside a portion of the profit after tax in a fund to be used to finance equity investment in qualifying small and medium scale enterprises. Under the terms of the guideline (amended by CBN letter dated 11 July 2006), the contribution was 10% of profit after tax for the first 5 (five) periods , and thereafter reduced to 5% of profit after tax.

d Non-Distributable Regulatory Reserve

The amount at which the loan loss provision under IFRS is less than the loan loss provision under prudential guideline is booked to a non-distributable

e Fair Value Reserves

The fair value reserve includes the net cumulative change in the fair value of financial assets measured at fair value through other comprehensive income until the investment is derecognised or impaired.

f AGSMEIS Reserve

Agri-Business/Small and Medium Enterprises Investment Scheme (AGSMEIS); AGSMEIS fund is maintained to support the Federal Government's effort at promoting Agricultural businesses and Small and Medium Enterprises. Effective 2017 all Deposit Money Banks (DMBs) are required to set aside 5% of their Profit After Tax for equity investment in permissible activities as stipulated in the scheme guidelines. The fund is domiciled with CBN.

Though there is no longer mandatory transfers to this reserve under the earlier directives, all Nigerian banks are now required to set aside an amount equal to 5% of their annual Profit After Tax (PAT) towards the funding of equity investments, which qualify under the AGSMEIS Scheme. This is done after the statutory external audit and Central Bank of Nigeria (CBN) approval.

g Translation Reserves

The translation reserve comprises all foreign currency difference arising from the translation of the financial statements of foreign operations. There were no effective portion of any foreign currency differences arising from hedges of a net investment in a foreign operation.

h Non-controlling Interest

Fidelity Bank acquired 100% holding of the United Kingdom component

36 Cash Flows Generated from Operations

	Notes	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Profit before income tax		347 662	385 215	347 790	393 000
Adjustments for:					
– Depreciation and amortisation	14	27 489	15 335	25 132	10 497
– Loss on disposal of property, plant and equipment	11	(97)	(63)	(97)	(63)
– Net foreign exchange	36a	(108 363)	273 425	(107 219)	273 425
– Net gains from financial assets at fair value through profit or loss	12	221 045	(58 596)	223 331	(58 596)
– Increase in Provisions	32	16 560	357	16 560	357
– Credit loss expense	8	21 611	56 441	21 919	55 483
– Dividend income	11	(935)	(741)	(935)	(741)
– Gain on debt instruments measured at FVOCI reclassified from equity	17	126	(21)	126	(21)
– Net interest income	SOCI	(831 352)	(629 770)	(813 524)	(615 057)
				-	-
		(306 261)	41 581	(286 922)	58 284
Changes in operating assets					
– Net changes in Cash and balances with the Central Bank (restricted ca	20	(64 560)	(411 952)	(64 560)	(411 952)
– Loans and advances to customers	22	126 947	(1 156 533)	177 168	(1 245 498)
– Financial assets held for trading	23	49 129	49 067	58 366	21 598
– Other assets	29	(120 771)	245 598	(120 180)	247 423
Changes in operating liabilities					
– Deposits from customers	30	936 944	1 753 981	783 969	1 565 201
– Other liabilities	31	76 357	(213 593)	153 393	(155 360)
Cash flows from/(used in) operations		**697 786**	**308 150**	**701 234**	**79 696**

36a Net foreign exchange

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Unrealised foreign exchange gain	(99 575)	(11 716)	(98 431)	(11 716)
Unrealised foreign exchange loss	(8 788)	285 141	(8 788)	285 141
	-	-	-	-
Net foreign exchange loss	(108 363)	273 425	(107 219)	273 425

36b Interest received

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Opening interest receivable	405 366	267 212	405 366	267 212
Interest income	1 298 526	950 588	1 272 224	931 705
Closing interest receiavable	(426 894)	(405 366)	(426 894)	(405 366)
Interest received	1 276 998	812 434	1 250 696	793 551

36c Interest paid

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Opening interest payable	21 390	28 968	21 390	28 968
Interest expense	(526 949)	(357 955)	(518 476)	(353 785)
Closing interest payable	(31 435)	(7 042)	(31 435)	(7 042)
Interest paid	(536 994)	(336 029)	(528 521)	(331 859)

36d Debt instrument at FVOCI

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Opening balance	186 578	227 750	112 925	187 751
New assets purchase (by cash)	503 567	135 441	499 777	49 587
Assets derecognised (cash received)	(227 403)	(239 330)	(204 667)	(174 232)
Interests	93 839	68 635	99 826	55 669
Change in fair value	1 200	(5 924)	1 215	(5 850)
Closing balance	557 783	186 571	509 075	112 925

36e Debt instrument at amortised cost

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Opening balance	1 548 765	818 803	1 548 765	818 803
New assets purchase (by cash)	1 423 077	1 112 823	1 366 045	1 112 823
Assets derecognised (cash received)	(1 123 215)	(432 664)	(1 066 873)	(432 664)
Interests	125 994	53 385	115 017	53 384
Closing balance	1 974 622	1 552 347	1 962 955	1 552 347

36f Equity instruments at FVOCI

	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Opening balance	69 635	41 550
New assets purchase	-	-
Assets derecognised	-	-
Change in fair value	18 214	28 085
Closing balance	**87 849**	**69 635**

37 Contingent Liabilities and Commitments

37.1 Capital Commitments

At the reporting date, the Bank had capital commitments amounting to N56.84 billion (31 Dec 2024: N21.62 billion). The capital commitments relate to property plant and Equipment.

37.2 Confirmed credits and other obligations on behalf of customers

In the normal course of business the Bank is a party to financial instruments with off-statement of financial position risk. These instruments are issued to meet the credit and other financial requirements of customers. The contractual amounts of the off-balance sheet financial instruments are:

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Performance bonds and guarantees (Note 32.3.1)	1 499 281	1 012 354	1 499 281	1 012 354
Letters of credit (Note 32.3.2)	1 137 986	763 934	1 111 407	737 355
AGSMEIS Disbursement			-	-
	2 637 267	**1 776 288**	**2 610 688**	**1 749 709**

Included in Performance bonds and guarantees is N7.81bn (31 December 2024: N97.84bn) Bank of industry backed guarantee. Unsettled transactions are transaction that the Bank has entered into, but is either yet to make payment or receive payment in respect of these transactions.

37.3 Claims and Litigation

The Bank is a party to legal actions arising out of its normal business operations. The Directors believe that, based on currently available information and advice of counsel, none of the outcomes that result from the proceedings will have a material adverse effect on the financial position of the bank either individually or collectively

At reporting date, the Bank is currently involved in 90 cases as defendant (31 December 2024 – 81) and 16 cases as Plaintiff (31 December 2024 – 14). As at 31 December 2025, the aggregate value of claims filed against the Bank is estimated at ₦491.8billion, (31 December 2024- ₦14 billion). Conversely, the total value of claims by the Bank in sixteen (16) cases, plus counterclaims, is estimated at ₦5.3 billion as at 31 December 2025, (31 December 2024 : ₦3.99 billion, 14 cases). Based on the advice of the Bank's legal team and the case facts, the management of the Bank estimates a potential loss of ₦19.816 billion (31 December 2024 – ₦2.274 billion) upon conclusion of the cases. A provision for the potential loss of ₦19.816 billion is shown in 32.

38 Related party transactions with Key Management Personnel

a The related party transactions in respect of Entity controlled by Key Management Personnel have been disclosed in compliance with Central Bank of Nigeria circular BSD/1/2004.A number of banking transactions are entered into with related parties in the normal course of business. These include loans, deposits, placements and off-balance sheet transactions. The volumes of related-party transactions, outstanding balances at the end of the period are disclosed below:

b Subsidiaries

Transactions between Fidelity Bank of Nigeria Plc and its subsidiaries also meet the definition of related party transactions. Transactions with Fidelity Bank UK Limited have been eliminated on consolidation. During the period, Fidelity Bank Plc earned a total interest income of N3.91 billion (31 Dec 2024 N3.1 billion) from Fidelity Bank Uk Limited. And as at 31 December 2025 a total amount of N133.73 billion (31 Dec 2024 N189.5 billion) is held as placements with Fidelity Bank UK Limited.

c The Group's key management personnel, and persons connected with them, are also considered to be related parties for disclosure purposes. The definition of key management personnel includes close members of family of key personnel and any entity over which key management personnel exercises control. The key management personnel have been identified as the executive and non-executive directors of the Group and other relevant senior management personnel. Close members of family are those family members who may be expected to influence, or be influenced by that individual in their dealings with the Bank and its subsidiaries. There were no related party transaction in the year.

38.1 Deposits/ Interest Expense from Related Parties

Entity Controlled by Key Management Personnel	Related party	Nature Relationship	Deposits at 31 December 2025 N	Interest expense 31 December 2025 N	Deposits at 31 December 2024 N	Interest expense 31 December 2024 N
Cy Incorporated Nig Ltd (DSRA)	Insider related	Former Director	100 418	-	105 878	-
Equipment Solutions and Logistics Services Limited `	Insider related	Former Director	-	-	-	-
The Genesis Restaurant Limited	Insider related	Former Director	10 711 421	-	3 867 907	-
John Holt Plc	Insider related	Former Director	119 399 376	415	1 225 900	495
Tenderville Ltd	Insider related	Former Director	150 627	-	82 207	-
Genesis Hub Limited	Insider related	Former Director	54 952 793	-	80 645 502	-
Genesis Deluxe Cinemas	Insider related	Former Director	2 031 006	625	14 967 457	-
Sub total			**187 345 641**	**1 040**	**100 894 851**	**495**
A-Z Petroleum Products Limited	Insider related	Current Director	132 155 535	-	86 730 691	-
Neconde Energy Limited	Insider related	Current Director	2 709 837 890	-	269 472	-
Dangote Industries Limited	Insider related	Current Director	6 043 761 131	41 612 027	183 355 037	-
Agric Int'l Tech and Trade	Insider related	Current Director	2 082 456	-	2 413 726	-
Mr. Mustafa Chike-Obi	Insider related	Current Director	469 570 468	79 480 494	17 354 514	15 777 770
Pastor Kings C. Akuma	Insider related	Former Director	18 522 836	29 585	383 972	17 704
Chief Charles Chidebe Umolu	Insider related	Former Director	53 484 261	5 761	4 647 022	108 176
Mr. Okeke Ezechukwu Michael	Insider related	Former Director	1 275 672	3 645	603 140	3 391
Alhaji Isa Inuwa	Insider related	Current Director	189 250 864	14 624 141	46 469 582	10 132 231
Mr. Alex Chinelo Ojukwu	Insider related	Former Director	-	750	-	-
Mr. Chidi Agbapu	Insider related	Current Director	4 867 195	7 523	12 142 547	38 700
Mr. Chinedu Okeke	Insider related	Current Director	4 534 185	19 110	10 976 171	21 729
Mr. Henry Obih	Insider related	Current Director	335 751 358	99 726	226 787 897	82 034
Mrs. Amaka Onwughalu	Insider related	Current Director	27 982 611	343 251	9 409 757	572 344
Ms. Obiaku Okam	Insider related	Current Director	36 612 482	-		
Alhaji Abdullahi Mohammed	Insider related	Current Director	18 158 010	774		
Chief Nelson C, Nweke	Insider related	Current Director	458 020 847	20 294	9 029 695	13 306
Mrs. Morohunke Bammeke	Insider related	Current Director	10 669 800	6 814	8 034 919	9 183
Sub total			**10 516 537 601**	**136 253 896**	**618 608 143**	**26 776 569**
Transactions with Key Management Personnel	Insider related		2 428 020 481	174 612 238	52 579 074	122 731 727
TOTAL			**13 131 903 724**	**310 867 175**	**772 082 067**	**149 508 790**

38.2 Loans and Advances/ Interest Income from Related parties

Entity Controlled by Key Management Personnel	Related party	Loan amount Outstanding Dec 2025 N	Interest Income Dec 2025 N	Loan amount Outstanding Dec 2024 N	Interest Income Dec 2024 N	Facility Type	Status	Collateral Status
Cy Incorporated Nig Ltd	Mrs. Onome Olaolu (Former Director)	321 580 324	-	321 580 324	8 493 040	Finance Lease/Overdraft	Lost	Perfected
Equipment Solutions And Logistics Services Ltd	Mr. Ik Mbagwu	767 029 523	-	767 029 423	-	Term Loan/Overdraft	Lost	Perfected
Agric Int'l Tech and Trade	Mr. Ernest Ebi	-	-	-	19 623 485	Term Loan	Performing	Perfected
SUB-TOTAL		**1 088 609 848**	**-**	**1 088 609 748**	**28 116 525**			
Related party	**Key management personnel**							
Onyeali-Ikpe Nnekachinwe	Managing Director	205 084 530	9 377 489	97 117 038	3 724 928	Term Loan/Credit Card	Performing	Perfected
Kevin Chukwuma Ugwuoke	Executive Director	28 419 713	2 538 503	54 480 660	2 039 985	Term Loan/Credit Card	Performing	Perfected
Kenneth Onyewuchi Opara	Executive Director	-	249 092	-	2 040 667	Term Loan	Performing	Perfected
Pamela Iyabo Shodipo	Executive Director	2 074 507	1 506 484	3 226 675	630 118	Term Loan/Credit Card	Performing	Perfected
Abolore Najeem Solebo	Executive Director	1 572 860	4 383 058	59 455 498	3 653 088	Term Loan/Credit Card	Performing	Perfected
Sufiyanu Ibrahim Garba	Executive Director	44 532 749	1 072 896	-	-	Term Loan/Credit Card	Performing	Perfected
Kings Chukwu Akuma	Non Executive Director	1 300 045	410 691	1 496 454	163 809	Credit Card	Performing	Perfected
Chidozie Bethram Agbapu	Non Executive Director	-	17 721 103	72 416	21 520	Credit Card	Performing	Perfected
Ikemefuna A. Mbagwu	Former Director	2 659 997	965 741	2 447 253	601 345	Credit Card	Performing	Perfected
Hassan Imam Galadanchi	Former Director	-	5 715 082	1 104 562	1 096 646	Term Loan/Credit Card	Performing	Perfected
Chief Charles Chidebe Umolu	Former Director	-	-	-	5 710	Credit Card	Performing	Perfected
Okonkwo Nnamdi John	Former Director	39 311 006	7 425 398	35 294 648	1 739 926	Term Loan/Credit Card	Performing	Perfected
Odinkemelu Aku	Former Director	-	-	-	-	Term Loan	Performing	Perfected
Obaro Alfred Odeghe	Former Director	-	-	54 857 143	2 311 819	Term Loan	Performing	Perfected
Yahaya Umar Imam	Former Director	-	-	-	3 460 889	Overdraft/Credit Card	Performing	Perfected
SUB-TOTAL		**324 955 407**	**51 365 537**	**309 552 347**	**21 490 450**			
TOTAL		**1 413 565 254**	**51 365 537**	**1 398 162 095**	**49 606 975**			

38.3 Bank Gurantees in Favour of Key Management Personnel

December 2025

BENEFICIARY NAME	RELATED ENTITY	NAME OF RELATED BANK DIRECTOR	POSITION IN BANK	AMOUNT	(N)
NI	NIL	NIL	NIL		NIL
					NIL

December 2024

BENEFICIARY NAME	RELATED ENTITY	NAME OF RELATED BANK DIRECTOR	POSITION IN BANK	AMOUNT	(N)
NI	NIL	NIL	NIL		NIL

38.4 Key Management Compensation

	Group 31 December 2025 N'million	Group 31 December 2024 N'million	Bank 31 December 2025 N'million	Bank 31 December 2024 N'million
Salaries and other short-term employee benefits (Executive directors only)	1 835	1 437	837	649
Pension cost	444	112	34	30
Post-employment benefits paid- Gratuity	-	-	-	-
Post-employment benefits paid- Retirement	-	-	-	-
Other employment benefits paid	276	214	276	214
	2 555	**1 764**	**1 147**	**893**

38.5 Loan and Advances to Staff members

	31 December 2025 N'million	31 December 2024 N'million	31 December 2025 N'million	31 December 2024 N'million
As at January 1	15 095	14 322	14 271	14 117
Granted during the year	10 705	6 253	10 533	6 024
Repayment during the year	(8 611)	(5 876)	(8 467)	(5 870)
As at December 31	**17 189**	**14 698**	**16 337**	**14 271**

Loans to Staff members include mortgage loans and other personal loans. The loans are repayable from various repayment monthly cycles over the tenor and have an average interest rate of 3.5%. Loans granted to staff are performing.

39 Employees

The number of persons employed by the Bank during the Period was as follows:

	Group Number 31 December 2025	Group Number 31 December 2024	Bank Number 31 December 2025	Bank Number 31 December 2024
Executive directors	9	7	7	5
Management	456	449	447	442
Non-management	3 001	2 726	2 953	2 680
	3 466	**3 182**	**3 407**	**3 127**

The number of employees of the Bank, other than directors, who received emoluments in the following ranges (excluding pension contribtionss and certain benefits) were:

	Number 2025	Number 2024	Number 2025	Number 2024
N300,000 - N2,000,000	-	-	-	-
N2,000,001 - N2,800,000	-	-	-	-
N2,800,001 - N3,500,000	-	27	-	
N3,500,001 - N6,500,000	1 029	1 184	1 029	1 164
N6,500,001 - N7,800,000	223	-	223	-
N7,800,001 - N10,000,000	8	567		561
N10,000,001 and above	2 214	1 404	2 155	1 402
	3 474	**3 182**	**3 407**	**3 127**

40 Directors' Emoluments

Remuneration paid to the Bank's executive and non-executive directors (excluding certain allowances) was:

	Group Number 31 December 2025 N'million	Group Number 31 December 2024 N'million	Bank Number 31 December 2025 N'million	Bank Number 31 December 2024 N'million
Fees and sitting allowances	847	963	498	559
Executive compensation	**2 145**	1 924	1 147	1 136
Other directors' expenses	**691**	584	691	584
	3 683	**3 471**	**2 336**	**2 279**

Fees and other emoluments disclosed above include amounts paid to:

Chairman	60	40	60	40
Highest paid director	**110**	**110**	110	**110**

The number of directors who received fees and other emoluments (excluding pension contributions and certain benefit) in the following ranges was:

	Number 2025	Number 2024	Number 2025	Number 2024
Below N1,000,000	-	-	-	-
N1,000,000 - N2,000,000	-	-	-	-
N2,000,001 - N3,000,000	-	-	-	-
N5,500,001 - and above	20	21	**14**	14
	20	**21**	**14**	**14**

41 Compliance with Banking Regulations

41.1 The Directors are of the opinion that the financial statements of the Bank is in compliance with the Bank and Other Financial Institutions Act, 2020 and all relevant CBN circulars, except for the contraventions below which attracted penalties during the year ended 31 December 2025

Schedule of Regulatory Contraventions As At 31 December 2025

Nature of Contravention	Amount (N'000)
Penalty - Report Filing - SEC	2 725
Penalty - Cybesec Assessment - CBN	140 500
Penalty - Cash/ SPO - CBN	150 000
Penalty - Report Filing - CBN	12 000
Penalty - Risk Assessment - CBN	20 000
Penalty - Report Filing - SEC	6 000
Penalty - Report Filing - NGX	9 800
Penalty - RBS - CBN	2 000
Penalty - Report Filing - CBN	2 675
	345 700

Schedule of Regulatory Contraventions As At 31 December 2024

Nature of Contravention	Amount (N'000)
Penalty - cash shortages - CBN	27 284
Penalty - AML/CFT Ifractions - CBN	24 000
Penalty - Report Filing - CBN	12 000
Penalty - RBS - CBN	8 000
	71 284

41.2 In line with circular FDR/DIR/CIR/GEN/01/20, the returns on customers' complaints for the year ended 31 December 2025 is set as below:

S/N	DESCRIPTION	NUMBER		AMOUNT CLAIMED		AMOUNT REFUNDED	
		31 'December 2025	31 'December 2024	31 'December 2025	31 'December 2024	31 'December 2025	31 'December 2024
				Million	Million	Million	Million
1	Pending complaints b/f	47 009	195 838	388 401	22 698	N/A	N/A
2	Received complaints	594 140	839 576	100 145	411 329	N/A	N/A
3	Resolved complaints	638 964	988 405	467 178	45 626	1 088	322
4	Unresolved complaints escalated to CBN for intervention	1	26	184	111	N/A	N/A
5	Unresolved complaints pending with the Bank c/f	2 185	47 009	21 368	388 401	N/A	N/A

41.3 Whistle Blowing Policy

The Bank complied with the CBN circular of May 2014 - FPR/DIR/GEN/01/004 code of Corporate Governance for Banks and Discount Houses in Nigeria and Guidelines for Whistle Blowing Policy in Nigeria for the year ended 31 December 2025

Notes To The Financial Statements:

42 Gender Diversity

31 December 2025

	WOMEN		MEN		TOTAL
	Number	%	Number	%	
Board Members	5	33%	10	67%	15
Management staff (AGM & Above)	21	32%	44	68%	65
	26		54		80
Total					

31 December 2024

	WOMEN		MEN		TOTAL
	Number	%	Number	%	
Board Members	4	29%	10	71%	14
Management staff (AGM & Above)	17	27%	45	73%	62
Total	21		55		76

43 Statement of Prudential Adjustments

a Provisions under prudential guidelines are determined using the time-based provisioning specified by the revised Prudential Guidelines issued by the Central Bank of Nigeria. This is at variance with the expected credit loss (ECL) model required under IFRS 9. As a result of the differences in the methodology/provision, there will be variances in the impairments provisions required under the two methodologies.

Paragraph 12.4 of the revised Prudential Guidelines for Deposit Money Banks in Nigeria stipulates that Banks would be required to make provisions for loans as prescribed in the relevant IFRS when IFRS is adopted. However, Banks would be required to comply with the following:

Transfer to Regulatory Risk Reserve

The regulatory body Central Bank of Nigeria (CBN) and the Nigerian Deposit Insurance Commission (NDIC) stipulates that provisions recognized in the profit or loss account shall be determined based on the requirements of IFRS (International Financial Reporting Standards). The IFRS provisions should be compared with provisions determined under prudential guidelines and the expected impact/changes in retained earnings should be treated as follows:

(i) Prudential Provisions is greater than IFRS provisions; transfer the difference from the retained earnings to a non-distributable regulatory reserve.
(ii) Prudential Provisions is less than IFRS provisions; the excess charges resulting should be transferred from the regulatory reserve account to the retained earnings to the extent of the non-distributable regulatory reserve previously recognized.

b The non-distributable reserve is classified under Tier 1 as part of the core capital for the purpose of determining capital adequacy.

In the guidelines to IFRS implementation, the Central Bank of Nigeria (CBN) directed banks to maintain a regulatory credit risk reserve in the event that the impairment on loans determined using the CBN prudential guideline is higher than the impairment determined using IFRS principles. As a result of this directive, the Bank holds credit risk reserves of N299.70 billion as at 31 December 2025 (31 December 2024 - N155.67 billion) .

	2025	2024
	N'million	N'million
Transfer to regulatory reserve		
Prudential provision:		
Specific provision	440 838	272 398
General provision	76 964	72 661
Provision for other assets	1 343	13 512
Provision for litigations and claims	19 816	2 498
Provision for investments	2 804	2 726
Provision for off-balance sheet exposure	536	1 517
Total prudential provision (A)	**542 300**	**365 313**
IFRS provision:		
Specific impairment (see note 22)	72 424	89 129
Collective impairment	145 862	106 145
Provision for other assets (see note 29)	1 343	7 857
Provision for litigations and claims (see note 32)	19 816	2 274
Provision for investments (see note 24)	2 619	2 726
Provision for off-balance sheet exposure	536	1 517
Total IFRS provision (B)	**242 599**	**209 648**
Difference between prudential and IFRS impairment (A-B)	**299 701**	**155 665**
Movement in Non-Distributable Regulatory Risk Reserve (RRR)		
Opening balance in RRR	155 665	100 279
	-	-
Net changes in the year	144 036	55 386
Balance in RRR at the end of the year	**299 701**	**155 665**

Notes To The Financial Statements:

44 Maturity Analysis Of Assets and Liabilities

Maturity analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Group
As at 31 December 2025

	Maturing within 12 months	Maturing after 12 months	Total
ASSETS	**N'million**	**N'million**	**N'million**
Cash and Cash equivalents	1 249 797	73 397	1 323 194
Restricted balances with central bank	1 650 910	-	1 650 910
Loans and advances to customers	2 625 189	5 539 221	8 164 410
Derivative financial assets	410	-	410
Investments:			
- Financial assets at fair value through profit or loss	7 163	1 434	8 597
- Debt instruments at fair value through other comprehensive income	501 710	261 694	763 403
- Equity instruments at fair value through other comprehensive income	-	87 849	87 849
- Debt instruments at amortised cost	1 596 436	1 199 123	2 795 559
Deferred tax Assets	33 095	-	33 095
Other assets	244 498	-	244 498
Property, plant and equipment	-	203 719	203 719
Right of Use Assets	-	3 493	3 493
Goodwill	-	10 561	10 561
Intangible assets	-	50 439	50 439
TOTAL ASSETS	**7 909 207**	**7 430 930**	**15 340 136**
LIABILITIES			
Deposits from customers	2 666 111	4 781 072	7 447 183
Derivative financial liability	-		194 376
Current income tax payable	139 463	-	139 463
Deferred tax liabilities	-	194 376	-
Other liabilities	733 650	432 733	1 166 383
Provision	536	19 816	20 351
Debts issued and other borrowed funds	778 944	234 925	1 013 869
TOTAL LIABILITIES	**4 318 703**	**5 662 922**	**9 981 625**

As at 31 December 2024

	Maturing within 12 months	Maturing after 12 months	Total
ASSETS	**N'million**	**N'million**	**N'million**
Cash and Cash equivalents	707 450	-	707 450
Restricted balances with central bank	1 222 184	-	1 222 184
Loans and advances to customers	2 675 734	5 002 253	7 677 987
Derivative financial assets	50 293	-	50 293
Investments:			
- Financial assets at fair value through profit or loss	9 290	760	10 050
- Debt instruments at fair value through other comprehensive income	161 866	248 783	410 649
- Equity instruments at fair value through other comprehensive income	-	69 635	69 635
- Debt instruments at amortised cost	991 907	1 270 956	2 262 863
Deferred tax Assets	5 305	-	5 305
Other assets	143 154	6 075	149 229
Property, plant and equipment	-	77 876	77 876
Right of Use Assets	-	3 809	3 809
Goodwill	11 443	-	11 443
Intangible assets	-	29 628	29 628
TOTAL ASSETS	**5 978 628**	**6 709 774**	**12 688 401**

Notes To The Financial Statements:

LIABILITIES	Maturing within 12 months N'million	Maturing after 12 months N'million	Total N'million
Deposits from customers	2 182 946	4 114 636	6 297 581
Derivative financial liability	-		-
Current income tax liability	187 653	-	187 653
Deferred tax liabilities	727	-	727
Other liabilities	491 177	549 016	1 040 193
Provision	1 517	2 274	3 791
Debts issued and other borrowed funds	200 663	904 656	1 105 319
TOTAL LIABILITIES	**3 064 683**	**5 570 581**	**8 635 265**

Bank
As at 31 December 2025

ASSETS	Maturing within 12 months N'million	Maturing after 12 months N'million	Total N'million
Cash and Cash equivalents	992 334	73 397	1 065 730
Restricted balances with central bank	-	1 650 910	1 650 910
Loans and advances to customers	2 250 566	5 524 210	7 774 776
Derivative financial assets	-	-	-
Investments:			
- Financial assets at fair value through profit or loss	7 163	1 434	8 597
- Debt instruments at fair value through other comprehensive income	453 002	261 694	714 696
- Equity instruments at fair value through other comprehensive income	-	87 849	87 849
- Debt instruments at amortised cost	1 596 436	1 177 723	2 774 159
Deferred tax Assets	27 790	-	27 790
Other assets	244 216	-	244 216
Property, plant and equipment	-	203 664	203 664
Right of Use Assets	-	2 170	2 170
Goodwill		-	
Intangible assets	-	48 270	48 270
TOTAL ASSETS	**5 571 505**	**9 031 320**	**14 602 825**
LIABILITIES			
Deposits from customers	2 103 886	4 779 843	6 883 728
Derivative financial liability	194 376	-	194 376
Current income tax payable	144 768	-	144 768
Deferred tax liabilities	194 376	(194 376)	
Other liabilities	144 768	1 017 503	1 162 271
Provision	536	19 816	20 351
Debts issued and other borrowed funds	778 944	234 925	1 013 869
TOTAL LIABILITIES	**3 561 653**	**5 857 710**	**9 419 364**

As at 31 December 2024

ASSETS	Maturing within 12 months N'million	Maturing after 12 months N'million	Total N'million
Cash and Cash equivalents	506 580	-	506 580
Restricted balances with central bank	-	1 586 350	1 586 350
Loans and advances to customers	2 396 879	4 952 184	7 349 064
Derivative financial assets	50 292	-	50 292
Investments:			
- Financial assets at fair value through profit or loss	9 290	760	10 050
- Debt instruments at fair value through other comprehensive income	88 220	248 783	337 003
- Equity instruments at fair value through other comprehensive income	-	69 635	69 635
- Debt instruments at amortised cost	991 907	1 270 956	2 262 863
Deferred tax Assets	-	-	-
Other assets	143 154	-	143 154
Property, plant and equipment	-	77 785	77 785
Right of Use Assets	-	1 795	1 795
Goodwill		-	
Intangible assets	-	23 619	23 619
TOTAL ASSETS	**4 186 323**	**8 231 866**	**12 418 189**

Notes To The Financial Statements:

LIABILITIES	Maturing within 12 months N'million	Maturing after 12 months N'million	Total N'million
Deposits from customers	1 864 217	4 102 041	5 966 258
Derivative financial liability	-	-	-
Current income tax liability	187 653	-	187 653
Deferred tax liabilities	-	-	
Other liabilities	187 653	847 808	1 035 461
Provision	1 517	2 274	3 791
Debts issued and other borrowed funds	200 663	904 656	1 105 319
TOTAL LIABILITIES	**2 441 704**	**5 856 779**	**8 298 482**

45 Reclassifications

There were no reclassifications during the year ended December 31, 2025.

46 Restatements

There were no significant events requiring restatements during the reporting year which could have had a material effect on the financial position of the Bank as at 31 December 2025 and on the profit or loss and other comprehensive income for the year then ended.

47 Events after reporting period

a Recapitalization Programme:

On December 31, 2025, the bank successfully issued 12.97 bn new equity shares through a Private Placement, raising a total of N227 bn in fresh Tier 1 Capital. This effectively increased the bank's qualified capital from N305.5 bn to N532.6bn, surpassing the regulatory minimum requirement of N500 bn set for Commercial Banks with International Authorization.

b Appointment of New Chairman of Board of Directors:

The bank appointed Mrs. Amaka Onwughalu as the Chairman of its Board of Directors effective January 1, 2026 as Mr. Mustafa Chike-Obi retired from the Board on the 31st December 2025, relevant disclosures have been observed in the directors report.

c Fidelity Bank Secured Win over Sagecom:

On December 15, 2025, the Supreme Court delivered judgement in favour of the bank on its long standing case (legacy debt) with Sagecom Limited. The Court affirmed the bank's position of using the exchange rate in force as at the time the liability arose, and computed at simple interest rate. IAS 37 (Provisions, Contingent Liabilities and Contingent Events) requires that the best estimate required to settle the liability taking cognisance of relevant factors such as exchange rates and time value of money for which impact have been included within the financial statements (Non-Current Liabilities) . Adequate provision been made for this liability as at the reporting date .

d Other events

The Federal Government of Nigeria enacted a new tax legislation for the country taking effect from January 1, 2026. In accordance with IAS 10.3b, this event does not provide any conditions of existence within the accounting year under reference and hence will not have any financial impact in the financial statements under review. The new tax legislation will impact current tax for 2026.

Value Added Statement
For the year ended 31 December 2025

Group

	31 December 2025 N'million	%	31 December 2024 N'million	%
Interest and similar income	1 298 526	302	950 588	187
Interest and similar expense	(467 173)	(109)	(320 818)	(63)
`	831 352	193	629 770	124
-Brought in services	(400 838)	(93)	(121 027)	(24)
Value added	**430 515**	**100**	**508 743**	**100**
Distribution				
Employees:				
Salaries and benefits	80 557	19	73 450	14
Shareholders:				
Dividends paid during the year	62 750	15	46 400	9
Government:				
Income tax	-	-	82 420	16
Tertiary education tax	13 797	3	9 083	2
Police trust fund levy	-	-	20	-
IT levy	3 478	1	3 931	1
The future:				
-Asset replacement (depreciation and amortisation)	27 489	6	15 335	3
-Profit for the period (transfers to reserves)	242 444	56	278 106	55
	430 515	**100**	**508 743**	**100**

Value added represents the additional wealth the Bank has been able to create by its own and its employees' efforts. This statement shows the allocation of the wealth among the employees, shareholders, government and the portion re-invested for creation of more wealth.

Value Added Statement
For the year ended 31 December 2025

Bank

	31 December 2025 N'million	%	31 December 2024 N'million	%
Interest and similar income	1 272 224	243	931 705	187
Interest and similar expense	(458 700)	(88)	(316 648)	(64)
`	813 524	155	615 057	124
-Brought in services	(289 714)	(55)	(117 566)	(24)
Value added	**523 810**	**100**	**497 491**	**100**
Distribution				
Employees:				
Salaries and benefits	66 660	13	62 284	13
Shareholders:				
Dividends paid during the year	62 750	12	46 400	9
Government:				
Income tax	114 726	22	82 420	17
Tertiary education tax	13 797	3	9 083	2
Police trust fund levy	-	-	20	-
IT levy	3 478	1	3 931	1
The future:				
-Asset replacement (depreciation and amortisation)	25 132	5	10 497	2
-Profit for the period (transfers to reserves)	237 267	45	282 858	57
	523 810	**100**	**497 491**	**100**

Value added represents the additional wealth the Bank has been able to create by its own and its employees' efforts. This statement shows the allocation of the wealth among the employees, shareholders, government and the portion re-invested for creation of more wealth.

Five - Year Financial Summary

Group

Statement of Financial Position as at	**31 December 2025 N'million**	**31 December 2024 N'million**	**31 December 2023 N'million**	**31 December 2022 N'million**	**31 December 2021 N'million**
Assets:					
Cash and Cash equivalents	1 323 194	707 450	364 177	300 345	219 253
Restricted balances with central bank	1 650 910	1 586 350	1 174 398	863 090	686 097
Loans and advances to custom `	4 281 688	4 387 108	3 092 419	2 116 212	1 658 412
Derivative assets	410	50 293	10 723	4 778	49 575
Investments:					
Financial assest at fair value through profit or loss	7 166	5 113	7 684	2 036	5 207
Debt instruments at fair value through other comprehensive income	557 783	186 571	227 750	28 696	100 009
Equity instruments at fair value through other comprehensive	87 849	69 635	41 550	27 560	26 207
Debt instruments at amortised cost	1 974 622	1 552 347	818 803	479 592	441 452
Available for sale	-	-	-	-	-
Held to maturity	-	-	-	-	-
Deferred tax Assets	33 095	5 305	23 771	5 306	-
Other assets	278 886	158 116	403 763	112 915	49 357
Property, plant and equipment	203 719	77 876	47 382	42 657	39 440
Right of Use Assets	3 493	3 750	3 270	1 799	1 477
Goodwill	10 561	11 443	8 656		
Intangible assets	50 439	20 380	10 341	4 023	3 968
Total Assets	**10 463 815**	**8 821 737**	**6 234 688**	**3 989 009**	**3 280 454**
Financed by:					
Liabilities					
Deposits from customers	6 890 909	5 937 064	4 014 811	2 580 597	2 024 803
Derivative liabilities	194 376	-	-	1 208	425
Current income tax payable	139 463	113 910	26 835	8 445	3 523
Deferred income tax liabilities	-	727	22 905	5 629	-
Other liabilities	1 242 178	938 776	1 152 369	815 407	495 597
Provision	20 351	3 791	3 434	1 896	2 399
Debts issued and other borrowed funds	888 950	929 595	577 028	261 466	468 413
Retirement benefit obligations	-	-	-	-	-
Total Liabilities	**9 376 227**	**7 923 863**	**5 797 381**	**3 674 649**	**2 995 160**
Equity					
Share capital	25 100	25 100	16 000	14 481	14 481
Share premium	280 455	280 455	113 705	101 272	101 272
Retained earnings	173 461	185 256	65 508	44 883	55 241
Statutory reserve	144 289	108 699	66 270	51 352	44 343
Small scale investment reserve (SSI)	764	764	764	764	764
Non-distributable regulatory reserve (NDR)	299 701	155 665	100 279	62 144	27 440
Translation reserve	34 523	44 194	6 050		
Fair value reserve/ Remeasurement reserve	88 867	69 176	54 310	30 019	34 644
AGSMEIS reserve	40 428	28 565	14 422	9 445	7 109
Total Equity	**1 087 588**	**897 874**	**437 307**	**314 360**	**285 294**
Total Liabilities and Equity	**10 463 815**	**8 821 737**	**6 234 688**	**3 989 009**	**3 280 454**

Five - Year Financial Summary - Continued

Statement of Profit or loss and Other Comprehensive IncomeFor the period ended

	31 December 2025 N'million	31 December 2024 N'million	31 December 2023 N'million	31 December 2022 N'million	31 December 2021 N'million
Operating income					
Net interest income	831 352	629 770	277 366	152 695	94 877
Impairment charge for credit losses	(21 611)	(56 441)	(67 436)	(5 443)	(7 035)
Net interest income after impairment charge for credit losses	**809 742**	**573 329**	**209 929**	**147 252**	**87 842**
Commission and other operating income	104 478	73 775	109 271	27 209	33 681
Modification loss on financial asset	988	-	-	-	-
Other operating expenses	(443 331)	(331 481)	(194 939)	(120 784)	(96 308)
Profit before income tax	**471 876**	**315 624**	**124 260**	**53 677**	**25 215**
Income tax expense	(99 549)	(93 777)	(24 806)	(6 953)	(2 111)
Profit for the period	**372 328**	**221 846**	**99 454**	**46 724**	**23 104**
Other comprehensive Loss/income	10 020	53 010	30 341	(4 628)	(4 971)
Total comprehensive income for the year	**382 348**	**274 856**	**129 795**	**42 096**	**18 133**
Per share data in kobo:					
Earnings per share (basic & diluted)	**580k**	**665**	**311k**	**161k**	**79k**
Net assets per share	**1,673k**	**1,789k**	**1,366k**	**1,086k**	**985k**

Bank

Financial Position as at	**31 December 2025 N'million**	**31 December 2024 N'million**	**31 December 2023 N'million**	**31 December 2022 N'million**	**31 December 2021 N'million**
Assets:					
Cash and Cash equivalents	1 087 448	505 331	376 595	300 345	219 253
Restricted balances with central bank	1 650 910	1 586 350	1 174 398	863 090	686 097
Loans and advances to custom `	4 190 409	4 346 049	2 962 397	2 116 212	1 658 412
Derivative assets	-	50 292	10 723	4 778	49 575
Investments:					
Financial assest at fair value through profit or loss	7 166	5 113	7 684	2 036	5 207
Debt instruments at fair value through other comprehensive income	509 075	112 925	187 751	28 696	100 009
Equity instruments at fair value through other comprehensive income	87 849	69 635	41 550	27 560	26 207
Investment in Subsidiary:	68 591	68 591	63 403		
Debt instruments at amortised cost	1 962 955	1 552 347	818 803	479 592	441 452
Available for sale	-	-	-	-	-
Held to maturity	-	-	-	-	-
Deferred tax Assets	27 790	-	22 554	5 306	-
Other assets	274 893	154 713	402 186	112 915	49 357
Property, plant and equipment	203 664	77 785	47 329	42 657	39 440
Right of Use Assets	2 170	1 736	1 556	1 799	1 477
Intangible assets	48 270	14 371	6 223	4 023	3 968
Total Assets	**10 121 189**	**8 545 237**	**6 123 152**	**3 989 009**	**3 280 453**
Financed by:					
Liabilities					
Deposits from customers	6 461 185	5 660 315	3 926 842	2 580 597	2 024 803
Derivative liabilities	194 376	-	-	1 208	425
Current income tax payable	144 768	113 910	26 835	8 445	3 523
Deferred income tax liabilities	-	727	22 905	5 629	-
Other liabilities	1 358 873	978 435	1 133 795	815 407	495 597
Provision	20 351	3 791	3 434	1 896	2 399
Debts issued and other borrowed funds	888 950	929 595	577 028	261 466	468 413
Retirement benefit obligations	-	-	-	-	-
Total Liabilities	**9 068 503**	**7 686 773**	**5 690 839**	**3 674 649**	**2 995 160**
Equity					
Share capital	25 100	25 100	16 000	14 481	14 481
Share premium	280 455	280 455	113 705	101 272	101 272
Retained earnings	173 101	190 073	65 573	44 883	55 241
Statutory reserve	144 301	108 711	66 282	51 352	44 343
Small scale investment reserve (SSI)	764	764	764	764	764
Non-distributable regulatory reserve (NDR)	299 701	155 665	100 279	62 144	27 440
Fair value reserve/ Remeasurement reserve	88 836	69 131	54 310	30 019	34 644
AGSMEIS reserve	40 428	28 565	14 422	9 445	7 109
Total Equity	**1 052 686**	**858 464**	**431 335**	**314 360**	**285 294**
Total Liabilities and Equity	**10 121 189**	**8 545 237**	**6 122 174**	**3 989 009**	**3 280 454**

Five - Year Financial Summary - Continued

Statement of Profit or loss and Other Comprehensive IncomeFor the period ended

	31 December 2025 N'million	31 December 2024 N'million	31 December 2023 N'million	31 December 2022 N'million	31 December 2021 N'million
Operating income					
Net interest income	813 524	615 057	274 856	152 695	94 877
Impairment charge for credit losses	(21 919)	(55 483)	(67 686)	(5 443)	(7 035)
Net interest income after impairment charge for credit losses	**791 605**	**559 574**	**207 170**	**147 252**	**87 842**
Commission and other operating income	98 425	70 289	108 720	27 209	33 681
Modification loss on financial asset	988	-	-	-	-
Other operating expenses	(417 868)	(306 454)	(191 551)	(120 784)	(96 308)
Profit before income tax	**473 149**	**323 409**	**124 338**	**53 677**	**25 215**
Income tax expense	(104 854)	(96 811)	(24 806)	(6 953)	(2 111)
Profit for the period	**368 295**	**226 598**	**99 532**	**46 724**	**23 104**
Other comprehensive Loss/ income	19 705	14 821	24 291	(4 628)	(4 971)
Total comprehensive income for the period	**388 000**	**241 419**	**123 823**	**42 096**	**18 133**
Per share data in kobo:					
Earnings per share (basic & diluted)	**568k**	**677**	**311k**	**161k**	**79k**
Net assets per share	**1,620k**	**1,710k**	**1,347k**	**1,086k**	**985k**

Note:
The earnings per share have been computed on the basis of the profit after tax and the number of issued shares as at the end of reporting period
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Net assets per share have been computed based on the net assets and the number of issued shares at the end of the reporting period.