

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025
LAGOS, NIGERIA

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

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**AFRICA PRUDENTIAL PLC
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**CORPORATE INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2025**

Chairman	Mrs. Christabel Onyejekwe Chief (Mrs.) Eniola Fadayomi FIOD MFR	Chairman - Appointed Chairman on April 8, 2025 Retired - April 8, 2025
Directors	Mrs Catherine Nwosu Hajia Zubaida Mahey Rasheed Mr. Oluwaseyi Abe Mr. Chidi Okpala Mr. Vincent Ukoh Mr. Peter Ashade Mr. Samuel Nwanze Mr. Peter Elumelu	Managing Director Independent Non-Executive Director Independent Non - Executive Director - Appointed Jan 29, 2025 Non - Executive Director - Appointed January 29,2025 Non-Executive Director - Appointed April 2, 2025 Non-Executive Director - Resigned - July 31, 2025 Non-Executive Director - Retired - April 8, 2025 Non-Executive Director - Retired - April 8, 2025
Registered Office	220b, Ikorodu Road Palmgrove, Lagos	
Company Secretary	Joseph Jibunoh FRC/2018/NBA/00000017719 Africa Prudential Plc 220b, Ikorodu Road Palmgrove Lagos	
Investors Relations Manager	Joshua Omewah Africa Prudential Plc 220b, Ikorodu Road Palmgrove Lagos 234-802 383 2283	
Investors Relations Portal	https://www.africaprudential.com/investor-relations	
Auditor	Ernst & Young UBA House, 10 th and 13 th Floors 57 Marina, Lagos	
Bankers	United Bank for Africa Plc UBA House; 57, Marina, Lagos Island, Lagos. JAIZ Bank Plc Kano House; 73, Ralph Shodeinde Street, Central Business District, Garki Abuja. Stanbic IBTC Plc 220, Herbert Macaulay Way, Yaba, Lagos.	
RC No.	649007	
Tax Identification No:	01592371-0001	

AFRICA PRUDENTIAL PLC
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REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2025

The Directors are pleased to present their report on the affairs of Africa Prudential Plc ("the Company"), together with the Audited Financial Statements and auditor's report for the year ended December 31, 2025.

LEGAL FORM AND PRINCIPAL ACTIVITIES

Africa Prudential Plc was originally incorporated as UBA Registrars Ltd on March 23, 2006. The Company subsequently changed its name to Africa Prudential Registrars Plc on August 10, 2011, and was listed on the Nigerian Exchange Limited (NGX) (then Nigerian Stock Exchange - NSE) in January 2013. To expand its business portfolio, the Company acquired UAC Registrars Ltd in June 2013.

To enhance its market competitiveness and diversified business interests, the Company changed its name to Africa Prudential Plc, following a special resolution passed by the members in General Meeting on March 28, 2017.

Africa Prudential Plc primarily carries on the business of registrar and investor relation services in accordance with its Memorandum and Articles of Association. As part of this focus, the company successfully launched the Sabivest app, an innovative platform designed to assist Investors in monitoring their equity investments, reinforcing its dedication to delivering value-driven, tech-enabled solutions within its primary business areas.

RESULTS FOR THE YEAR

The Company's results for the year are set out on pages 32 and 33. The profit after tax for the year ended 31 December 2025, in the sum of ₦2.72 billion (2024: ₦1.81 billion) has been transferred to retained earnings.

The following is the summary of the performance of the Company during the year under review as compared with the previous year:

<i>in thousands of Nigerian Naira</i>	2025	2024
Gross earnings	7,190,107	5,197,833
Operating expenses	(3,215,773)	(2,695,177)
Profit before income tax expense	4,258,110	2,810,359
Income tax expenses	(1,540,938)	(1,000,270)
Profit after tax	2,717,172	1,810,090

DIVIDENDS

PROPOSED FINAL DIVIDEND

The Directors, pursuant to the powers vested in it by the provisions of Section 379 of the Companies and Allied Matters Act - 2020 (CAMA) of Nigeria, proposed a full year dividend of N0.50 (2024: N0.60) consisting of N0.10 per share interim dividend and N0.40 per share final dividend. The proposed dividend will be presented to the shareholders for approval at the next Annual General Meeting (AGM). This is subject to applicable withholding tax (WHT).

DIRECTORS

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

Mrs. Christabel Onyejekwe	Chairman - Appointed Chairman on April 8, 2025
Chief (Mrs.) Eniola Fadayomi FIOD MFR	Retired - April 8, 2025
Mrs Catherine Nwosu	Managing Director
Mr. Peter Ashade	Non-Executive Director - Resigned - July 31, 2025
Mr. Chidi Okpala	Non - Executive Director - Appointed January 29, 2025
Mr. Vincent Ukoh	Non-Executive Director - Appointed April 2, 2025
Hajia Zubaida Mahey Rasheed	Independent Non-Executive Director
Mr. Oluwaseyi Abe	Independent Non - Executive Director - Appointed Jan 29, 2025
Mr. Samuel Nwanze	Non-Executive Director - Retired - April 8, 2025
Mr. Peter Elumelu	Non-Executive Director - Retired - April 8, 2025

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REPORT OF THE DIRECTORS - Continued
FOR THE YEAR ENDED 31 DECEMBER 2025

Record of Directors' Attendance at Meetings

Pursuant to Section 284(2) of the Companies and Allied Matters Act, 2020, the records of Director's attendance at Board meetings during the year under review will be available for inspection at the Annual General Meeting.

Board Composition

As of 31 December, 2025, the Company had six (6) Directors which includes a Non-Executive Chairman, Managing Director, two (2) Non-Executive Directors and two (2) Independent Non-Executive Directors, all of whom held office in the year under review. Their biographies are contained in the Annual Report and are incorporated into this Report by reference. The appointment, removal or re-appointment of Directors is governed by the Company's Articles of Association, the Companies and Allied Matters Act, 2020 as well as relevant Board and governance policies. Also, these documents set out the rights and obligations of the Directors.

Directors Interests in Contracts

None of the Directors has notified the Company, for the purpose of Section 303 of the Companies and Allied Matters Act, 2020, of any declarable interest in Contracts in which the Company is involved.

Directors and their Interests in the Shares of the Company

Directors' interests in the issued share capital of the Company as recorded in the Register of Members and/or as notified by the Directors in compliance with Sections 301 and 302 of the Companies and Allied Matters Act, 2020 and the Listing Requirements of the Nigerian Exchange were as follows:

NAME	31 December 2025		31 December 2024	
	DIRECT	INDIRECT	DIRECT	INDIRECT
Mrs Christabel Onyejekwe	30,294	Nil	25,668	Nil
Mrs. Eniola Fadayomi	8,012,120	Nil	4,006,060	Nil
Mrs Catherine Nwosu	1,574,450	Nil	745,962	Nil
Mr. Peter Ashade	1,628,628	Nil	1,096,314	Nil
Mr. Samuel Nwanze	Nil	Nil	83,009	Nil
Mr Oluwaseyi Abe	Nil	1,624,538	Nil	812,269
Mrs. Zubaida Mahey Rasheed	Nil	Nil	Nil	Nil
Mr. Peter Elumelu	27,782	Nil	13,891	Nil
Mr Vincent Ukoh	50,000	Nil	Nil	Nil
Mr Chidi Okpala	21,048	Nil	Nil	Nil

The details of indirect shareholding of Directors in the issued share capital of the Company is as below:

S/N	NAME	COMPANY	INDIRECT HOLDINGS	TOTAL INDIRECT HOLDINGS
1	Mr Oluwaseyi Abe	Kingspride Resources Ltd	1,624,538	1,624,538

Alternate Directorship

There was no alternate directorship during the year under review.

SHAREHOLDING

The issued and fully paid up share capital of the Company is N2,000,000,000 (Two Billion Naira) divided into 4,000,000,000 ordinary shares of N0.50k each.

In terms of significant shareholding (5% and above), the Register shows that International Equity Capital Limited is the largest shareholder with 1,038,000,000 (2024: 519,000,000) units of shares. The table below is instructive.

PARTICULARS OF SHAREHOLDER	NUMBER OF SHARES	%
INTERNATIONAL EQUITY CAPITAL LIMITED (2025)	1,038,000,000	26%
INTERNATIONAL EQUITY CAPITAL LIMITED (2024)	519,000,000	26%

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REPORT OF THE DIRECTORS - Continued
FOR THE YEAR ENDED 31 DECEMBER 2025

SHAREHOLDING ANALYSIS

S/N	Holder Type	2025		2024	
		Holder Count	Holdings	Holder Count	Holdings
1	CORPORATE	5,219	2,357,198,914	5,175	1,184,021,187
	FOREIGN	438	92,126,775	435	46,776,857
2	GOVERNMENT	38	5,074,412	34	2,772,097
3	INDIVIDUAL	251,923	1,497,077,212	248,394	740,366,119
4	INSTITUTION	398	9,177,897	366	2,656,370
5	JOINT	2,479	30,423,454	2,476	18,946,702
6	PENSION FUND	8	8,921,336	8	4,460,668
TOTAL		260,503	4,000,000,000	256,888	2,000,000,000

ANALYSIS OF SHAREHOLDINGS

The details of shareholding of the Company as at 31 December 2025 is as stated below;

SHAREHOLDING RANGE ANALYSIS AS AT December 31, 2025

Headline	Range	Shareholders			Holdings			
		No. of Holders	Holders %	Holders Cumulated	Units	Unit %		
1	–	1,000	204,826	79%	204,826	54,597,499	1%	
	1,001	–	5,000	38,075	15%	242,901	82,932,078	2%
	5,001	–	10,000	6,732	3%	249,633	47,900,493	1%
	10,001	–	50,000	7,149	3%	256,782	156,262,418	4%
	50,001	–	100,000	1,477	1%	258,259	108,730,186	3%
	100,001	–	500,000	1,670	1%	259,929	362,944,386	9%
	500,001	–	1,000,000	246	0%	260,175	174,185,922	4%
	1,000,001	–	5,000,000	264	0%	260,439	527,970,510	13%
	5,000,001	–	10,000,000	31	0%	260,470	205,714,541	5%
	10,000,001	–	50,000,000	23	0%	260,493	521,941,123	13%
	50,000,001	–	500,000,000	7	0%	260,500	426,866,360	11%
	500,000,001	–	1,000,000,000	2	0%	260,502	291,954,484	7%
	1,000,000,001	–	1,000,000,001-Above	1	0%	260,503	1,038,000,000	26%
			260,503	100%		4,000,000,000	100.00%	

CORPORATE GOVERNANCE

The Board of Directors of the Company is cognizant of its responsibilities under the Code of Corporate Governance issued by the Securities and Exchange Commission, the Code of Corporate Governance issued by the Financial Reporting Council of Nigeria and the Nigerian Code of Corporate Governance in the administration of the Company and is ensuring that the Company consistently complies with the Codes.

In furtherance of the Board's commitment to strong Corporate Governance, the Company successfully concluded the process and was awarded a corporate governance rating by the Nigerian Exchange (NGX) in January 2018 under the Corporate Governance Rating System (CGRS) in partnership with the Convention on Business Integrity (CBI). Consequently, the Company has satisfied one of the criteria required to be listed on the Premium Board of the NGX.

BOARD EVALUATION

To ensure effectiveness of the Board and the Directors, a Board evaluation was undertaken covering the period of the financial year under review by an independent Corporate Governance consulting firm. The performance of the Board, Board Committees and individual directors were adjudged satisfactory and necessary feedback was communicated to individual directors arising from the exercise.

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**REPORT OF THE DIRECTORS - Continued
FOR THE YEAR ENDED 31 DECEMBER 2025**

COMPLAINT MANAGEMENT FRAMEWORK

The Company has a Complaint Management Policy and Framework in place in accordance with the SEC directives on resolution of complaints. This policy has also been uploaded on the Company's website for public access.

INSIDER TRADING AND PRICE SENSITIVE INFORMATION

The Company has in place a Securities Trading Policy which prohibits the directors and employees from trading on the Company's shares during periods they are in possession of price sensitive information. The Company was in compliance with the Securities Trading Policy during the year under review.

WHISTLE BLOWING POLICY

The Company has a Whistle Blowing Policy in place. This was extensively reviewed by the Board and it covers among other things, the procedures for the receipt, retention and treatment of information received from whistle blowers.

The whistle-blowing process involves steps that should be taken by the whistleblower in reporting a reportable misconduct, and steps required for the investigation of the reported misconduct. The Company has a procedure that encourages staff and other relevant stakeholders to report perceived unethical or illegal conduct of employees, management, directors and other stakeholders to appropriate authorities in a confidential manner without any fear of harassment, intimidation, victimization or reprisal of anyone for raising concern(s) under this policy.

The Board of Directors and Management is committed towards promoting a culture of openness, accountability and integrity, and will not tolerate any harassment, victimization or discrimination of the whistle blower provided such disclosure is made in good faith with reasonable belief that what is being reported is fact. The company has dedicated email address and telephone numbers through which staff are encouraged to raise any concern or unethical conduct.

ACQUISITION OF OWN SHARES

The Company did not purchase any of its own shares during the year.

HUMAN RESOURCES

The Company makes it a paramount objective to hire individuals based on standards of merit and competence. Also, the Company upholds a sound culture of providing continued development and training for its Staff to address knowledge gaps and provide new skill sets along the Company's lines of responsibilities. Annually, trainings are identified for staff and followed through in accordance with an approved training plan meant to ensure that this objective is achieved. The Company encourages easy interaction between Management and other staff of the Company so as to foster an atmosphere of warmth at work and also to kindle the necessary synergy required for the Company's success.

EMPLOYMENT OF PHYSICALLY CHALLENGED PERSONS

The Company operates a non-discriminatory policy on recruitment. Applications by physically challenged persons are always fully considered bearing in mind the respective aptitudes and abilities of the applicants concerned.

During the year under review, there was no physically challenged person in the Company's employment.

HEALTH, SAFETY AND WELFARE OF EMPLOYEES

The Company approaches Health, Safety and Welfare issues affecting Staff with every sense of seriousness and therefore maintains an insurance health care scheme with Avon, a Health Maintenance Organization (HMO), licensed by the National Health Insurance Scheme (NHIS) to provide health insurance to employees in the private sector. Through this arrangement, each employee, their respective spouses, and dependents below the age of eighteen (18) years are entitled to medical treatments in well-equipped, qualitative network of hospitals under the scheme.

Safety regulations are in place within the Company's premises and employees are regularly informed of the regulations.

There are contributory retirement benefit schemes for both management and employees of the Company in conformity with the Pensions Reform Act 2014.

EMPLOYEES' INVOLVEMENT AND TRAINING

The Company has an effective employer/employee communication system aimed at enhancing industrial harmony. Employees are kept fully informed as much as practicable of the Company's activities which particularly affect them as employees and are also encouraged to communicate any information useful to management through dedicated channels of communication.

Regular training programs are usually arranged for employees locally and where applicable, overseas for the improvement of skills and enhancement of career prospects.

EVENTS AFTER REPORTING DATE

As stated in Note 28 of the financial statements, no significant events have occurred after the reporting date which have a material effect on the financial statements, or the omission of which will make the financial statements misleading as to the financial position or results of operations.

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REPORT OF THE DIRECTORS - Continued
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PROPERTY AND EQUIPMENT

Information relating to changes in property and equipment during the year is given in Note 18 to the financial statements. In the opinion of the directors, the market value of the Company's property, plant and equipment is not less than the value shown in the financial statements.

FORMAT

The financial statements of Africa Prudential Plc have been prepared in accordance with the reporting and presentation requirements of International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), Financial Reporting Council of Nigeria (Amendment) Act, 2023 and the provisions of the Companies and Allied Matters Act, 2020. The Directors consider that the format adopted is the most suitable for the Company.

AUDITORS

The Auditors, Messrs. Ernst & Young having indicated their willingness, will continue in office as the Company's Auditors in accordance with Section 401(2) of the Companies and Allied Matters Act, 2020. A resolution will be proposed at the Board Meeting empowering the directors to fix their remuneration.

By order of the Board



Joseph Jibunoh
FRC/2018/NBA/00000017719
Company Secretary
220B Ikorodu Road, Palmgrove
Lagos
23 February 2026

AFRICA PRUDENTIAL PLC

ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

MANAGEMENT DISCUSSION AND ANALYSIS

This report represents Management Discussion and Analysis in respect of the audited financial statements of Africa Prudential Plc for the year ended 31 December 2025. This should be read in conjunction with the full audited Financial Statements of the Company.

Africa Prudential Plc is a foremost Registrar business registered and incorporated in Nigeria. It was originally incorporated as UBA Registrars Ltd on March 23, 2006. The Company subsequently changed its name to Africa Prudential Plc on August 10, 2011, and was listed on the Nigerian Exchange (NGX) in January 2013. Africa Prudential Plc primarily carries on the business of registrar and investor relation service in accordance with its Memorandum and Articles of Association. As part of its business diversification strategy, it has expanded its business activities to the provision of digital solutions for businesses. Its flagship digital solutions product known as EasyCoop is a unique software, which is aimed at aiding the administration of Cooperative Societies in Nigeria and other digital business

Operating Environment

The global economy continued to experience subdued growth and weak aggregate output in 2025. International and domestic trade activities were impacted by heightened policy uncertainty and the disruptive trade and tariff regime introduced by the new administration in the United States. Consequently, Europe, the Americas, and Asia operated within an unstable macroeconomic environment, with Africa also affected. The continued imposition of trade restrictions and elevated tariffs across major economies pushed global trade barriers to challenging levels, weighing heavily on business sentiment. Overall, the year was characterized by increased macroeconomic stress, policy uncertainty, and tighter financial conditions.

Nigeria's economy is yet to attain full swing, while oil production dropped and international oil prices oscillated. Efforts to lower the inflation rate to a single digit faced structural and macroeconomic constraints, especially the removal of fuel subsidy, which resulted in rising petroleum product prices, food prices, and arrears payments. As of the last quarter of 2025, the average inflation rate hovered around 15.15%. Foreign exchange rates moderated due to series of monetary policy interventions, and this continued to affect major industrial production and distributive trade. All these factors impacted individual and local corporate economic activities.

The Registrar business in Nigeria did not experience significant growth in Revenue due mainly to weak corporate business performance resulting in moderate remunerations to their shareholders. Apart from the fact that the Registrar business sector is coasting at a relatively matured and steady state, the few corporate business actions available in the market witnessed strict price competition and innovative scheme. Our strength in leading in the market and onboarding new businesses was enabled by our innovative service solutions driven by technology.

Operating Result

During the 2025 operating period, the Company demonstrated strong resilience in the face of macroeconomic uncertainty. We closed the year ended December 31, 2025, with gross revenue of N7.19 billion, compared to N5.20 billion in 2024. Similarly, profit before tax achieved was N4.26 billion (2024: N2.81 billion). This performance underscores the Company's strategic execution and operational efficiency. With a continued focus on its core registrar services, the Company remains dedicated to delivering value to clients and sustaining long-term growth in an evolving market landscape.

The Company achieved a significant 45% increase in interest income, increasing from ₦4.12 billion in 2024 to ₦5.99 billion in 2025, driven largely by higher interest earnings on term deposits amid favorable market yields. With a prudent approach to financial management, the Company remained committed to protecting shareholders' funds while maintaining a balanced asset and liability matching strategy to maximize portfolio performance and sustain long-term stability.

Total assets of the Company increased by 19% from ₦34.85 billion to close at ₦41.91 billion as at 31 December 2025. This was largely driven by N38.07 billion in assets under management and N26.44 billion in Clients' deposits awaiting remittance to their beneficiaries. The net effect in equity was positive from ₦10.8 billion to ₦12.54 billion in 2025, representing 17% growth in equity after the payment of 2024 full year dividend and provision for taxes.

Outlook

The Board comprises members with deep understanding of the Company's operations and continues to provide effective oversight through active participation in Board deliberations. Looking ahead, the Company remains focused on executing its strategic priorities and strengthening its core registrar mandate, with a clear commitment to sound governance, sustainable growth, and long-term value creation

AFRICA PRUDENTIAL PLC
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STATEMENT OF CORPORATE RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

In line with the provision of section 405 of CAMA 2020, we the undersigned hereby certify the following with regards to the audited annual financial statements for the year ended 31 December 2025 that:

1. We have reviewed the audited financial statements and to the best of our knowledge:

i. the audited financial statements do not contain any untrue statement of material facts or omit to state a material fact, which would make the statements misleading, in the light of the circumstances under which such statement was made, and

ii. the audited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the Company as of and for, the periods covered by the audited financial statements;

2. We are responsible for establishing and maintaining internal controls and has designed such internal controls to ensure that material information relating to the Company is made known to the officer by other officers of the companies, particularly during the period in which the audited financial statement report is being prepared;

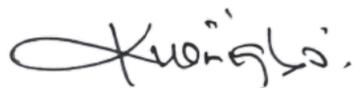
3. We have evaluated the effectiveness of the Company's internal controls within 90 days before the date of audited financial statements, and certify that the Company's internal controls are effective as of that date;

4. We have disclosed to the Company's auditors and audit committee -

i. all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarise and report financial data, and has identified for the Company's auditors any material weaknesses in internal controls, and

ii. any fraud whether or not, material that involves management or other employees who have a significant role in the Company's internal control.

5. There were no significant changes in internal controls or in other factors 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.



Catherine Nwosu
Managing Director
FRC/2024/PRO/DIR /003/635215
23 February 2026



Michael Chidi
Actg. Chief Financial Officer
FRC/2024/PRO/ICAN/001/696281
23 February 2026

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CERTIFICATION BY COMPANY SECRETARY

In my capacity as Company Secretary, I hereby certify, in terms of the Companies and Allied Matters Act, that for the year ended 31 December 2025, the Company has lodged all such returns as are required of a company in terms of this Act, and that all such returns are, to the best of my knowledge and belief, true, correct and up to date.



Joseph Jibunoh

FRC/2018/NBA/00000017719

Africa Prudential Plc
220b, Ikorodu Road
Palmgrove
Lagos

Date: 23 February 2026

AFRICA PRUDENTIAL PLC
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CORPORATE GOVERNANCE REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

INTRODUCTION

Africa Prudential Plc (“Afriprud”) has in place an effective governance mechanism that ensures proper oversight of its business by the Directors and other principal organs of the Company. As a public quoted Company, Africa Prudential Plc recognises that adherence to the highest standards of corporate governance is a manifest demonstration of commitment to foster good governance practices, that will, in turn lead to increase levels of transparency, trust and integrity, and create an enabling environment for sustainable business operations and growth.

During the 2025 financial year, the Company adhered to the principles and value creating propositions enshrined in the Codes of Corporate Governance of the Securities and Exchange Commission, the Financial Reporting Council of Nigeria, its Board Governance Charter, all Company Policies and applicable rules and regulations.

1. The Board

1.1 General

The Board is responsible for developing the Company’s strategy and ensuring that its available assets are utilized towards the attainment of its set strategy and plans. The Board performs supervisory oversight over Management activities making certain that the affairs of the Company are conducted in a manner that increases the value of shareholders’ investments and is also beneficial to all other stakeholders of the Company.

As of 31 December 2025, the Board comprised of a Non-Executive Chairman, an Executive Managing Director/CEO, and four other Non-Executive Directors, two of whom are Independent Non-Executive Directors. The Board members are professionals and business persons with vast experience and credible track records who all have the requisite integrity, skills, and experience to bring independent judgment to bear on Board deliberations and discussions.

The Directors attend regular trainings on Corporate Governance and related issues. In addition, the Company Secretary provides advice to the Board on Corporate Governance best practices from time to time.

1.2 Chairman and Chief Executive Officer Positions

Responsibilities at the top level are well defined and the Company has separated the roles of the Managing Director/CEO and Chairman. The Chairman is not involved in the day-to-day operations of the Company and is not a member of any committee of the Board.

1.3 Non-Executive Directors

The Non-Executive Board members possess strong knowledge of the Company’s business and usually contribute actively at Committees and Board meetings.

1.4 Board Changes

During the year under review, a number of Directors retired, namely - Mrs Eniola Fadayomi, Mr Samuel Nwanze, Mr Peter Elumelu and Mr Peter Ashade upon expiration of their tenure. To fill the vacant positions, Mr Chidi Okpala and Mr Vincent Ukoh were appointed Non - Executive Directors while Mr Oluwaseyi Abe was appointed as Independent Non - Executive Director. Following the retirement of Mrs Eniola Fadayomi, Mrs Christabel Onyejekwe was appointed as the Chairman of the Board.

1.5 Statutory Disclosure Of Age

In line with Section 278 (1) of the Companies and Allied Matters Act, 2020, which requires, a Director of a public company to disclose his or her age upon attainment of the age of 70, at the Annual General Meeting, none of the Directors is up to the age.

1.6 Proceedings and frequency of meetings

The Board meets at least once in every quarter or as frequently as the Board’s attention may be required on any situation which may arise. Sufficient notices with clear agenda and reports are usually given prior to convening such meetings. In 2025 , the Board continued with its adoption of the use of an electronic portal for the notification of Board and Board Committee meetings and circulation of meeting papers.

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

In addition to the Board meetings held during the year under review, the Board continued its tradition of fostering symbiotic interaction with Management for cross fertilization of ideas by holding two sessions of Board and Management Strategy reviews in August and December 2025 respectively, where the Management presented to the Board, in detail, its strategic and tactical plans for achieving the short - medium - and long- terms goals set by the Board for the Company,

1.7 Board Meeting Attendance

KEY:

P	Present
AWA	Absent with Apology
NA	Not applicable

A total of four (4) Board Meetings were held in the 2025 Financial Year. The table below shows Directors' attendance at the meetings.

Members	21/02/2025	02/04/2025	24/04/2025	25/07/2025	22/10/2025
1. Chief (Mrs) Eniola Fadayomi*	P	P	NA	NA	NA
2. Mrs Christabel Onyejekwe	P	P	P	P	P
3. Mrs Catherine Nwosu	P	P	P	P	P
4. Mr. Peter Ashade**	P	P	P	NA	NA
5. Mr. Peter Elumelu***	P	P	NA	NA	NA
6. Mr. Samuel Nwanze****	P	P	NA	NA	NA
7. Mr Chidi Okpala	P	P	P	P	P
8. Mrs Zubaida Rasheed	P	P	P	P	P
9. Mr Oluwaseyi Abe	P	P	P	P	P
10. Mr Vincent Ukoh*****	NA	NA	P	P	P

Note

* Mrs Eniola Fadayom retired from the board on April 8, 2025.

** Mr Peter Ashade resigned from the board on 31st July 2025.

*** Mr Peter Elumelu retired from the board on 8th April 2025

**** Mr Samuel Nwanze retired from the Board on 8th April 2025.

***** Mr Vincent Ukoh was appointed to the 2nd April 2025.

1.8 Board Committees

1.8.1 Board Audit & Governance Committee

The Board Audit & Governance Committee is responsible for ensuring that an effective system of internal and financial control is in place and provides oversight on governance related matters.

The Committee is currently constituted as follows:

1. Mr Chidi Okpala	Chairman/Non-Executive Director
2. Mr Vincent Ukoh	Member/ Non-Executive Director
3. Mr Oluwaseyi Abe	Member/Independent Non-Executive Director
4. Mrs Zubaida Rasheed	Member/Independent Non-Executive Director

Its terms of reference include ensuring an effective system of financial and internal control are in place; evaluating the independence and performance of the External Auditor; reviewing the audited financial statements with the Management and the External Auditor before its presentation to the Board; approving human resources related policies; ensuring proper composition, training, and evaluation of board members.

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS
CORPORATE GOVERNANCE REPORT - Continued
FOR THE YEAR ENDED 31 DECEMBER 2025

The Committee met four (4) times in the year under review. The table below shows Directors' attendance at the meetings.

Members	17/02/2025	14/04/2025	16/07/2025	14/10/2025
1. Chidi Okpala	P	P	P	P
2. Mr Vincent Ukoh	NA	P	P	P
3. Mr Oluwaseyi Abe	NA	P	P	P
4. Mrs Zubaida Rasheed	P	P	P	P

1.8.2 Board Finance, Investment and Risk Management Committee

The Board Finance and Investment Committee is responsible for strategic planning, periodic budgeting and performance monitoring, supervision of assets, investment matters and providing oversight on risk matters, financial matters and performance of the Company.

The Committee is currently constituted as follows:

- | | |
|------------------------|---|
| 1. Mr Vincent Ukoh | Chairman/Non-Executive Director |
| 2. Mr. Chidi Okpala | Member/ Non-Executive Director |
| 3. Oluwaseyi Abe | Member/Independent Non - Executive Director |
| 4. Mrs Catherine Nwosu | Member/Managing Director |

The Committee met four (4) times in the year under review. The table below shows Directors' attendance at the meetings.

Members	17/02/2025	14/04/2025	16/07/2025	14/10/2025
1. Mr Vincent Ukoh	NA	P	P	P
2. Mr Chidi Okpala	NA	P	P	P
3. Mr. Oluwaseyi Abe	NA	P	P	P
4. Mrs Catherine Nwosu	P	P	P	P

2. The Statutory Audit Committee

The Statutory Audit Committee was set up in accordance with the provisions of the Companies and Allied Matters Act, 2020. It consists of a combination of Non - Executive Directors and Ordinary shareholders elected at the Annual General Meeting. Its terms of reference include the monitoring of processes designed to ensure compliance by the Company in all respects with legal and regulatory requirements, including disclosure, controls and procedures and the impact (or potential impact) of development thereto. It evaluates annually, the independence and performance of the External Auditors. The Committee also reviews with Management and the External Auditors the annual audited financial statement before its submission to the Board.

The Committee is made up of five (5) members consisting Three (3) ordinary shareholders and Two (2) Non-Executive Directors. During the year under review, the Committee was constituted as follows:

- | | |
|------------------------------|-------------------------------------|
| 1. Mr. Frank Chikezie | Chairman/shareholder |
| 2. Mr. Tajudeen Adeshina | Shareholder |
| 3. Alhaji Kabiru Tambari | Shareholder |
| 4. Mr Chidi Okpala | Non- Executive Director |
| 5. Mrs Zubaida Mahey Rasheed | Independent non- Executive Director |

The Committee met four (4) times in the year under review. The table below shows Members' attendance at the meetings.

Members	17/02/2025	14/04/2025	17/07/2025	15/10/2025
Mr. Frank Chikezie	P	P	P	P
Mr. Tajudeen Adeshina	P	P	P	P
Alhaji Kabiru Tambari	P	P	P	P
Mr. Chidi Okpala	NA	P	P	P
Mrs Zubaida Mahey Rasheed	P	P	P	P

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

CORPORATE GOVERNANCE REPORT - Continued
FOR THE YEAR ENDED 31 DECEMBER 2025

3. Accountability, Audit and Control

3.1 Financial reporting

The Directors make themselves accountable to shareholders through regular publication of the Company's financial performance and annual reports.

The Board is mindful of its responsibilities and is satisfied that in the preparation of its financial report it has presented a balanced assessment of the Company's position and prospects in accordance with its obligation under the Code of Corporate Governance.

Ernst & Young acted as external auditors to the Company during the 2025 financial year.

3.2 Control environment

The Company has consistently improved its internal control system to ensure effective management of risks. The Directors review the effectiveness of the system of internal control through regular reports and reviews at Board Audit & Governance Committee Meetings.

The Board has continued to place emphasis on risk management as an essential tool for achieving the Company's objectives. Towards this end, it has ensured that the Company has in place robust risk management policies and mechanisms to ensure the identification of risks and effective controls.

The Board approves the annual budget for the Company and ensures that a robust budgetary process is operated with adequate authorization levels put in place to regulate capital expenditure.

4. The Company Secretary

The Company Secretary ensures adequate dissemination of information among Board members and between the Board and the Management of the Company. In furtherance of Board and Committee meetings, the Company Secretary undertakes the preparation of the necessary papers and other documents requisite for the success in deliberations. The Company Secretary is responsible for the induction of new Directors and the provision of on-going training for the Non-Executive Directors.

The Office of the Company Secretary ensures that the Company complies with the relevant regulatory laws including the Investment and Securities Act, the Securities and Exchange Commission (SEC) Rules and Regulations, the Securities and Exchange Commission (SEC) Code of Corporate Governance, the Nigerian Code of Corporate Governance, the Companies and Allied Matters Act, the Financial Reporting Council of Nigeria (FRC) (Amendment) Act 2023, the Rules and Regulations of the Nigerian Exchange Limited and the Company's Corporate Governance Policies.

The procedure for the appointment and removal of the Company Secretary is a matter for the Board.

5. Shareholders

The Company ensures the existence of adequate interaction among the Shareholders, the Management and the Board of the Company. The Company's General Meetings provide Shareholders the platform to contribute to the administration of the Company. The Annual General Meetings (AGMs) are held in accessible locations and are open to Shareholders or their proxies. The AGMs are conducted in a manner that facilitates Shareholders' participation in accordance with relevant regulatory and statutory requirements.

The Company encourages Shareholders to attend these meetings by ensuring that notices of meetings and other information required by Shareholders to make informed decisions are dispatched in a timely manner. The office of the Company Secretary additionally affords Shareholders channels of communication to the Board and the Management of the Company.

It is the responsibility of the Shareholders to approve the appointment of Directors and to grant other approvals that are required by law or the Articles of Association of the Company.

The Shareholders through its representatives on the Statutory Audit Committee in line with section 359 of the CAMA 2020 and the SEC Code also assume responsibility for the integrity of the Company's audited financial statements.

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS
CORPORATE GOVERNANCE REPORT - CONTINUED
FOR THE YEAR ENDED 31 DECEMBER 2025

6. Guidelines for Trading in the Company's Securities

General Rule

Except in exceptional circumstances, all Key personnel (Directors and all Staff) must not deal in securities of the Company during the following "Closed Periods".

- (a) The period from 15 days immediately preceding the announcement to the Nigerian Exchange Limited of the Company's annual results; and 24 hours after the release has been made;
- (b) The period from 15 days immediately preceding the announcement to the Nigerian Exchange Limited of the Company's half year results; and 24 hours after the release has been made;
- (c) The period from 15 days immediately preceding the announcement to the Nigerian Exchange Limited of each of the Company's quarterly results; and 24 hours after the release has been made;
- (d) A period of two trading days before and 24 hours after any other Nigerian Exchange Limited announcement by the Company; and
- (e) Such other periods as the Board may from time to time by notice in writing designate as a closed period- for example, a period commencing when the Company is considering a significant acquisition or disposal under an incomplete proposal and expiring two trading days after details of the final proposal are announced to the Nigerian Exchange Limited or the proposal is abandoned.

Africa Prudential Plc Complaint Management Policy

- ▶ In accordance with the Securities and Exchange Commission rules (SEC Rules) relating to Complaint Management Framework of the Nigerian Capital Market (The Framework) of February 16, 2015 and the Nigerian Exchange Limited directive, every listed company is required to establish a clearly defined Complaints Management Policy to handle and resolve complaints within the scope of the Framework
- ▶ It is pursuant to the above-mentioned SEC rule and NGX Directive that Africa Prudential Plc has formulated a Complaints Management Policy.
- ▶ This policy is designed to effectively and efficiently handle and resolve complaints in a fair, impartial, timely and objective manner.
- ▶ All complaints should be addressed as follows:

Joseph Jibunoh

FRC/2018/NBA/00000017719

Company Secretary

Africa Prudential Plc

22Ob, Ikorodu Road

Palmgrove

Lagos

23 February 2026

Email: cxc@aficaprudential.com

The policy is available on the Company's website (www.aficaprudential.com)

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS
SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

Our Sustainability Philosophy

At Africa Prudential Plc, sustainability is embedded in how we govern, operate, and innovate. We view responsible business as a strategic enabler—strengthening trust, safeguarding long-term value, and ensuring that our growth delivers positive outcomes for shareholders, employees, communities, and the broader economy.

Our sustainability approach aligns economic performance with social responsibility and environmental stewardship, ensuring that today's progress does not compromise the opportunities of future generations

Environmental Sustainability

We continue to integrate environmental consciousness into our operations, recognising our responsibility to minimise environmental impact while supporting sustainable economic activity.

In 2025, our priorities included:

- Reduced paper dependency through digital platforms and process automation
- Energy-efficient workplace practices
- Leveraging technology to reduce travel-related emissions and resource consumption

Our digital solutions continue to improve convenience for stakeholders while contributing to lower carbon intensity across our service delivery.

Corporate Governance & Responsible Business

Strong governance remains the foundation of our sustainability agenda. We maintain robust systems of oversight, ethical conduct, and risk management that balance commercial objectives with social and environmental considerations.

In 2025, we continued to strengthen:

- Transparency and accountability across decision-making processes
- Stakeholder engagement with shareholders, regulators, clients, employees, and partners
- A sustainability-driven culture that supports responsible innovation and long-term resilience

Our governance framework continues to evolve in line with global best practices and regulatory expectations, reinforcing Africa Prudential's role as a trusted market institution.

People, Health, Safety & Labour Practices

Our people are central to our success. We are committed to providing a safe, inclusive, and empowering work environment that promotes wellbeing, fairness, and professional growth.

Key focus areas include:

- Occupational health and safety systems aligned with regulatory standards
- Regular health, safety, and emergency preparedness initiatives
- Fair employment practices, equal opportunity, and merit-based progression
- Continuous learning and skills development to future-proof our workforce

We uphold zero tolerance for discrimination and child labour, and we remain committed to equitable remuneration and employee recognition.

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS
SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY REPORT - Continued
FOR THE YEAR ENDED 31 DECEMBER 2025

2025 Community Impact & Economic Empowerment

Africa Prudential's approach to community investment focuses on economic empowerment, inclusion, and long-term societal value, rather than one-off interventions.

We remain a committed supporter of the Tony Elumelu Foundation, contributing to the Foundation's mission of empowering African entrepreneurs and strengthening enterprise-led development across the continent. Through this partnership, we support sustainable wealth creation, youth empowerment, and job creation at scale.

Beyond entrepreneurship, our community initiatives are guided by:

- Education and human capital development
- Financial inclusion and digital access
- Partnerships that deliver measurable, long-term impact

Looking Ahead

As Africa Prudential continues to evolve as a technology-enabled registrar and financial services partner, sustainability will remain integral to our strategy. We are committed to continuously refining our ESG approach—deepening impact, strengthening measurement, and aligning our efforts with national development priorities and global sustainability standards.

Our ambition is clear: to grow responsibly, operate ethically, and contribute meaningfully to Africa's economic and social progress.

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

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 Companies and Allied Matters Act (CAMA) 2020, the Directors are responsible for the preparation of the financial statements, which give a true and fair view of the state of affairs of the Company and of the profit or loss and other comprehensive income for the year ended 31 December 2025, and in so doing they ensure that:

- Proper accounting records are maintained;
- Applicable accounting standards are followed;
- Suitable accounting policies are adopted and consistently applied;
- Judgments and estimates made are reasonable and prudent;
- The going concern basis is used, unless it is inappropriate to presume that the Company will continue in business; and
- Internal control procedures are instituted which as far as reasonably possible, safeguard the assets of the Company and prevent and detect fraud and other irregularities.

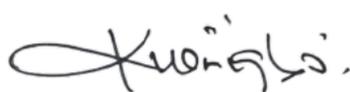
The Directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates, in conformity with International Financial Reporting Standards (IFRS), the requirements of CAMA 2020, Securities and Exchange Commission (SEC) Act, and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

The Directors are of the opinion that the 2025 audited financial statements give a true and fair view of the state of the financial affairs of the Company and of its profit or loss and other comprehensive income.

The Directors 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 internal financial control.

Nothing has come to the attention of the Directors to indicate that the Company will not remain a going concern for at least twelve (12) months from the date of this statement.

Signed on behalf of the Directors by:



Catherine Nwosu
Managing Director
FRC/2024/PRO/DIR /003/635215

Date: 23 February 2026



Mrs. Christabel Onyejekwe
Chairman
FRC/2025/PRO/DIR/003/423956

Date: 23 February 2026

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

AUDIT COMMITTEE REPORT TO THE MEMBERS OF AFRICA PRUDENTIAL PLC
FOR THE YEAR ENDED 31 DECEMBER 2025

In accordance with the provisions of Section 404 of the Companies and Allied Matters Act, 2020 we, the members of the Audit Committee of Africa Prudential Plc, having performed our statutory obligations under the Act, hereby report that:

(a) The accounting and reporting policies of the Company for the year ended 31st December 2025. are consistent with legal requirements and ethical practices;

(b) The internal audit programs are extensive and provide a satisfactory evaluation of the efficiency of the internal control systems;

(c) The scope and planning of the statutory independent audit for the year ended 31st December 2025 are satisfactory; and

(d) We have considered the independent auditors' post-audit report and Management responses thereon and are satisfied with the responses to our questions.



Frank Chikezie
Chairman, Audit Committee
FRC/2013/PRO/AUDITCOM/002/00000005239
Date: 23 February 2026

Members of the Statutory Audit Committee are as follows;

Mr. Frank Chikezie	Chairman
Mr. Adeshina Tajudeen	Member
Mr. Kabiru Tambari	Member
Mr Chidi Okpala	Member
Mrs Zubaida Mahey Rasheed	Member

CERTIFICATION

I, **Mrs Christabel Onyejekwe**, hereby certify that:

- a) I have reviewed this ICFR report of Africa Prudential Plc;
- b) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- c) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
- d) The company's other certifying officer(s) and I:
 - 1) are responsible for establishing and maintaining internal controls;
 - 2) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the company, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - 3) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - 4) have evaluated the effectiveness of the company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.
- e) The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control system, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - 1) All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

RC 649007

DIRECTORS: Christabel Onyejekwe (Mrs)(**Chairman**) | Catherine Nwosu (**Managing Director/CEO**) |

Zubaida Rasheed | Chidi Okpala | Vincent Ukoh | Oluwaseyi Abe

2) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control system.

f) The company'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.

Name: **Mrs Christabel Onyejekwe**
Designation: Chairman
FRC No: FRC/2025/PRO/DIR/003/423956



Signature:
Date: 25/02/2026

CERTIFICATION

I, **Catherine Nwosu**, hereby certify that:

- a) I have reviewed this ICFR report of Africa Prudential Plc;
- b) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- c) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
- d) The company's other certifying officer(s) and I:
 - 1) are responsible for establishing and maintaining internal controls;
 - 2) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the company, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - 3) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - 4) have evaluated the effectiveness of the company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.
- e) The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control system, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - 1) All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

RC 649007

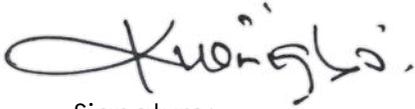
DIRECTORS: Christabel Onyejekwe (Mrs)(**Chairman**) | Catherine Nwosu (**Managing Director/CEO**) | Zubaida

Rasheed | Chidi Okpala | Vincent Ukoh | Oluwaseyi Abe

2) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control system.

f) The company'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.

Name: **Catherine Nwosu**
Designation: Managing Director(MD)
FRC No: FRC/2024/PRO/DIR/003/635215



Signature:
Date: 25/02/2026

CERTIFICATION

I, **Michael Chidi**, hereby certify that:

- a) I have reviewed this ICFR report of Africa Prudential Plc;
- b) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- c) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
- d) The company's other certifying officer(s) and I:
 - 1) are responsible for establishing and maintaining internal controls;
 - 2) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the company, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - 3) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - 4) have evaluated the effectiveness of the company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.
- e) The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control system, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - 1) All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

RC 649007

DIRECTORS: Christabel Onyejekwe(Mrs)(**Chairman**) | Catherine Nwosu (**Managing Director/CEO**) | Zubaida

Rasheed | Chidi Okpala | Vincent Ukoh | Oluwaseyi Abe

2) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control system.

f) The company'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.

Name: **Michael Chidi**
Designation: Actg. CFO
FRC No: FRC/2024/PRO/ICAN/001/696281

Signature:



Date:

25/02/2026

MANAGEMENT ASSESSMENT REPORT

Management's Report on the Assessment of Internal Control Over Financial Reporting as at 31st December 2025

Management of Africa Prudential Plc (the "Company") is responsible for establishing and maintaining an adequate system of internal control over financial reporting, including safeguarding of assets against unauthorized acquisition, use or disposition. This system is designed to provide reasonable assurance to management and the board of directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Africa Prudential Plc's system of internal control over financial reporting is supported with written policies and procedures, contains self-monitoring mechanisms, and is audited by the internal audit function. Appropriate actions are taken by management to correct deficiencies as they are identified. All internal control systems have inherent limitations, including the possibility of circumvention and overriding of controls, and, therefore, can provide only reasonable assurance as to the reliability of financial statement preparation and such asset safeguarding.

Management has assessed the effectiveness of its internal control over financial reporting as of 31 December 2025. In making this assessment, management used the COSO 2013 "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management believes that, as of 31 December 2025, the Company's internal control over financial reporting is designed and operating effectively. Additionally, based upon management's assessment, the Company determined that there were no material weaknesses in its internal control over financial reporting as of 31 December 2025.

The effectiveness of the Company's internal control over financial reporting as of 31 December 2025, has been audited by Ernst and Young, an independent registered public accounting firm, as stated in their report which appears on page 25.

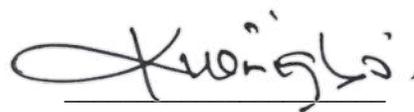
Dated this 24th day of February 2026



Michael Chidi

Actg. Chief Financial Officer

FRC/2024/PRO/ICAN/001/696281



Catherine Nwosu

Managing Director

FRC No: FRC/2024/PRO/DIR /003/635215



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Email: services.abuja@ng.ey.com
Web: www.ey.com

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Charis Plaza, Ground Floor
10, Olu-Obasanjo Road
Port Harcourt, Rivers State, Nigeria
Tel: +234 811 209 3248
Email: services@ng.ey.com
Web: www.ey.com

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

To the Members of Africa Prudential Plc

Scope

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

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

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

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

Criteria applied by Africa Prudential Plc

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

Africa Prudential Plc's responsibilities

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



Shape the future
with confidence

Our responsibilities

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

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

Our independence and quality management

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

We also apply International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services engagements*, which requires that we design, implement, and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Description of procedures performed

The procedures we performed included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

Our engagement also included performing such other procedures as we considered necessary in the circumstances. We believe the procedures performed provides a basis for our report on the internal control put in place by management over financial reporting.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have obtained had a reasonable assurance engagement been performed.

Conclusion

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



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Other Matter

We also have audited, in accordance with the International Standards on Auditing, the financial statements for the year ended 31 December 2025 of Africa Prudential Plc and we expressed an unmodified opinion in our Auditor's report dated 27 February 2026. Our conclusion is not modified in respect of this matter.

A handwritten signature in black ink, appearing to read 'Adewuyi Adeyemo', is written over a horizontal dashed line.

Adewuyi Adeyemo, FCA
FRC/2012/PRO/ICAN/004/00000000148
For: Ernst & Young
Lagos, Nigeria.
27 February 2026

Independent Auditor's Report

To the Members of Africa Prudential Plc

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Africa Prudential Plc ('the Company'), which comprise the statement of financial position as at 31 December 2025, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

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

Basis for Opinion

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

Key Audit Matters

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

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

The Key Audit Matter applies to the audit of the financial statements.

Key Audit Matter	How the matter was addressed in the audit
<p>Expected Credit Loss (ECL) assessment of debt instruments measured at amortised cost</p> <p>As at 31 December 2025, the Company's gross debt securities was N32.14 billion (2024: N26.32 billion) representing 77.4% (2024: 75.5%) of total assets.</p> <p>The assessment of impairment allowance for debt securities involves significant management judgement and estimates, and also the use of assumptions and complex model. The Company adopted both the individual and collective approach in the assessment of the impairment allowance.</p> <p>Key areas of judgement and assumption include:</p> <ul style="list-style-type: none"> ▶ Methodology for the weighting of the multiple economic scenarios used in the ECL model; ▶ Assessment of significant increase in credit risk (SICR); ▶ Incorporating forward-looking macro-economic information into the ECL parameters and the probability weightings applied to the different scenarios; ▶ Determination of the 12 month and Lifetime probability of default (PD) used in the ECL model; ▶ Determination of the Exposure at Default (EAD) ▶ Estimation of the Loss Given Default (LGD). <p>Impairment of debt securities was identified as key audit matter due to the significance of the amount involved, the complexity of the model and the significant judgments and assumptions applied in the estimation process.</p> <p>ECL assessment of debt instruments measured at amortised cost is disclosed in notes 8 (credit loss expense) to the financial statements and note 2.6.4 (financial instruments) of the material accounting policy information.</p>	<p>We performed the following procedures:</p> <ul style="list-style-type: none"> ▶ assessed the reasonableness of management's model for determining impairment on financial assets in line with the requirements of IFRS 9. ▶ evaluated the reasonableness of the Company's determination of significant increase in credit risk by checking that a lifetime ECL is recognised when credit risk has increased significantly (Stage 2), a lifetime ECL is recognised on impaired facilities (Stage 3) and a 12-month ECL (Stage 1) is recognised if otherwise. ▶ selected material financial assets and checked the repayment history to determine if there are indications of default and significant increase in credit risk. ▶ performed detailed procedures on the completeness and accuracy of the information used. <p>With the assistance of our credit risk modelling specialists, we:</p> <ul style="list-style-type: none"> ▶ tested macro-economic indicators (Forward Looking Information) for reasonableness, taking into consideration publicly available information and checked the multiple economic scenarios considered. ▶ gained an understanding of how the Probability of Default (PD), Loss Given Default (LGD) and Exposure at Default (EAD) were determined. ▶ recalculated the ECL on financial assets at amortised cost ▶ to ensure conformity to IFRS 7- Financial Instruments: Disclosures, we reviewed the qualitative and quantitative disclosures for reasonableness.



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Other Information

The Directors are responsible for the other information. The other information comprises the information included in the document titled "Africa Prudential Plc Annual Report and Audited Financial Statements for the year ended 31 December 2025", which includes the Corporate Information, Report of the Directors, Management Discussion and Analysis, Statement of Corporate Responsibility for the Financial Statements, Corporate Governance Report, Sustainability and Corporate Social Responsibility Report, Statement of Directors' Responsibilities in Relation to the Preparation of the Financial Statements, Report of the Statutory Audit Committee, Management's Report on the Effectiveness of Internal Control over Financial Reporting, Certification of Management's Assessment of Internal Control over Financial Reporting, and Other National Disclosures which we obtained prior to the date of this report. The other information does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, 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 Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes



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public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

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

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

We performed a limited assurance engagement and reported on management's assessment of the Company's internal control over financial reporting as of 31 December 2025. The work performed was done in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, and we have issued an unmodified conclusion in our report dated 27 February 2026.

Adewuyi Adeyemo, FCA
FRC/2012/PRO/ICAN/004/00000000148
For: Ernst & Young
Lagos, Nigeria
27 February 2026



AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025
in thousands of Nigerian Naira

	Notes	2025	2024
Revenue from contracts with customers	5	1,201,273	1,081,197
Interest income calculated using effective interest method	6	5,988,834	4,116,636
Gross earnings		7,190,107	5,197,833
Other income	7	283,776	307,703
Credit loss expenses	8	(213,496)	(109,452)
Personnel expenses	9	(1,157,118)	(972,368)
Other operating expenses	10	(1,695,989)	(1,473,653)
Depreciation of property and equipment	18	(62,172)	(61,596)
Amortisation of intangible assets	19	(86,998)	(78,107)
Profit before finance costs and tax		4,258,110	2,810,359
Profit before income tax expense		4,258,110	2,810,359
Income tax expense	11	(1,540,938)	(1,000,270)
Profit after tax		2,717,172	1,810,090
<i>Other comprehensive income that will not be reclassified to profit or loss in subsequent periods (net of tax):</i>			
Net gain on equity instruments at fair value through other comprehensive income (net of tax)	24(iii)	637,675	481,672
Revaluation gain on building (net of tax)	24(v)	160,784	-
Other comprehensive income for the year, net of tax		798,459	481,672
Total comprehensive income for the year		3,515,631	2,291,762
Basic and diluted earnings per share (Kobo)	13	68	45

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

AFRICA PRUDENTIAL PLC

ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

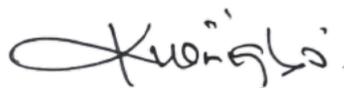
STATEMENT OF FINANCIAL POSITION

<i>As at 31 December 2025</i> <i>in thousands of Nigerian Naira</i>	Notes	31 December 2025	31 December 2024
Assets			
Cash and cash equivalents	14	488,449	1,191,078
Equity instruments at fair value through OCI	15.1	6,304,550	4,518,375
Debt instruments at amortised cost	15.2	32,143,066	26,321,112
Deposit for shares	16	500,000	70,000
Trade and other receivables	17	1,341,415	1,663,845
Property, plant and equipment	18	975,712	773,641
Intangible assets	19	155,333	307,206
Total assets		41,908,525	34,845,257
Liabilities			
Customers' deposits	20	26,443,481	20,815,492
Creditors and accruals	21	450,588	1,723,386
Current income tax payable	22	1,533,451	1,122,977
Deferred tax liabilities	23	749,695	345,203
Total liabilities		29,177,215	24,007,058
Equity			
Share capital	24	2,000,000	1,000,000
Share premium	24	601,926	624,446
Fair value reserve	24	1,549,394	911,719
Retained earnings	24	8,254,086	8,136,914
Revaluation reserve	24	325,904	165,120
Total equity		12,731,310	10,838,199
Total liabilities and equity		41,908,525	34,845,257

The financial statements were approved and authorised for issue by the Board of Directors on 23 February 2026 and were signed on its behalf by:



Mrs. Christabel Onyejekwe
Chairman
FRC/2025/PRO/DIR/003/423956



Catherine Nwosu
Managing Director
FRC/2024/PRO/DIR /003/635215



Michael Chidi
Actg. Chief Financial Officer
FRC/2024/PRO/ICAN/001/696281

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

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

<i>in thousands of Nigerian Naira</i>	Note	Share capital	Share premium	Revaluation reserve	Fair value reserve	Retained earnings	Total equity
As at 1 January 2025		1,000,000	624,446	165,120	911,719	8,136,914	10,838,199
Profit for the year		-	-	-	-	2,717,172	2,717,172
Other comprehensive income for the year (net of tax)		-	-	160,784	637,675	-	798,459
Total comprehensive income for the year		-	-	160,784	637,675	2,717,172	3,515,631
<i>Transactions with owners of equity</i>							
Bonus share issue	24(i)	1,000,000	-	-	-	(1,000,000)	-
Bonus share issue expense	24(ii)	-	(22,521)	-	-	-	(22,521)
Dividends paid	12	-	-	-	-	(1,600,000)	(1,600,000)
Total transactions with owners of equity		1,000,000	(22,521)	-	-	(2,600,000)	(1,622,521)
As at 31 December 2025		2,000,000	601,926	325,904	1,549,394	8,254,086	12,731,310
<hr/>							
As at 1 January 2024		1,000,000	624,446	165,120	430,047	7,526,824	9,746,437
Profit for the year		-	-	-	-	1,810,090	1,810,090
Other comprehensive income for the year (net of tax)		-	-	-	481,672	-	481,672
Total comprehensive income for the year		-	-	-	481,672	1,810,090	2,291,762
<i>Transactions with owners of equity</i>							
Dividends paid	12	-	-	-	-	(1,200,000)	(1,200,000)
Total transactions with owners of equity		-	-	-	-	(1,200,000)	(1,200,000)
As at 31 December 2024		1,000,000	624,446	165,120	911,719	8,136,914	10,838,199

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

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

<i>in thousands of Nigerian Naira</i>	Notes	2025	2024
Cash flows from operating activities			
Profit before income tax expense		4,258,110	2,810,359
<i>Adjustment to reconcile profit before tax to net cash flows</i>			
Depreciation of property and equipment	18	62,172	61,596
Amortization of intangible assets	19	86,998	78,107
Credit loss expense	8	213,496	109,452
Unrealised foreign exchange loss/(gain)	7 & 10	659	(828)
Gain from disposal of property and equipment	7	(3,857)	(2,611)
Write off of financial assets	10	-	229,702
Write off of intangible assets	19	66,494	-
Interest income	6	(5,988,834)	(4,116,636)
Dividend income	7	(83,394)	(103,132)
<i>Changes in working capital</i>			
Changes in trade and other receivables		322,430	253,040
Changes in customers' deposits		5,316,222	8,590,831
Changes in creditors and accruals		(1,272,798)	1,402,674
Interest received		5,988,834	4,116,636
Income tax paid	22	(867,296)	(414,619)
Net cash flows from operating activities		8,099,236	13,014,572
Cash flows from investing activities			
Purchase of property and equipment	18	(34,952)	(58,477)
Proceeds from sale of property and equipment		3,857	9,320
Purchase of intangible assets	19	(1,620)	(9,066)
Purchase of debt instruments at amortised cost	15.3	(90,743,586)	(21,345,320)
Disposal of debt instrument at amortised cost	15.3	84,763,562	4,469,138
Disposal of treasury bills		-	946,919
Purchase of equity instruments	15.1	(750,000)	-
Investment in deposit for shares	16	(500,000)	-
Dividend received	7	83,394	103,132
Net cash flows used in investing activities		(7,179,345)	(15,884,353)
Financing activities			
Bonus issue cost paid	24(ii)	(22,521)	-
Dividends paid	13	(1,600,000)	(1,200,000)
Net cash flows used in financing activities		(1,622,521)	(1,200,000)
Net decrease in cash and cash equivalents		(702,629)	(4,069,781)
Cash and cash equivalents as at 1 January	14	1,191,456	5,261,237
Cash and cash equivalents as at 31 December	14	488,827	1,191,456

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

**AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS**

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

1 Corporate information

Africa Prudential Plc. ("the Company") ,formerly UBA Registrars Ltd was incorporated as a private limited liability company on 23rd March 2006 to take over the registrar services formally operated as a department by its former parent - UBA Global Market Limited. The company was listed on 17 January, 2013.

The Company renders share registration services to both public and private companies. The Company's registered office address is 220B, Ikorodu Road, Palmgrove, Lagos Nigeria. Africa Prudential Plc primarily carries on the business of registrar and investor relation service in accordance with its Memorandum and Articles of Association.

2.1 Basis of preparation

These financial statements have been prepared on a historical cost basis, except:

- Financial assets carried at fair value through other comprehensive income
- Financial assets measured at fair value through profit or loss
- Building measured using revaluation model

2.2 Statement of Compliance

The financial Statements of Africa Prudential Plc has been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB). The financial statements comply with the relevant requirements of the Companies and Allied Matters Act 2020, and the Financial Reporting Council of Nigeria (Amendment) Act 2023.

The financial statements comprises the statement of profit or loss and other comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and notes to the financial statements.

The financial statements values are presented in Nigerian Naira (₦), which is the functional currency of the Company, rounded to the nearest thousand (₦'000), unless otherwise indicated.

The Company presents its statement of financial position broadly in order of liquidity. An analysis regarding recovery or settlement within twelve months after the reporting date (no more than 12 months) and more than 12 months after the reporting date (more than 12 months) is presented in the respective notes.

2.3 Financial period

These financial statements cover the financial year from 1 January to 31 December 2025, with comparative figures for the financial year from 1 January to 31 December 2024.

2.5 Going concern

The financial statements have been prepared on a going concern basis, which assumes that the entity will be able to meet its financial obligations as at when they fall due. There are no significant financial obligations that will impact on the entity's resources which will affect the going concern of the entity.

Management is satisfied that the entity has adequate resources to continue in operational existence for the foreseeable future. For this reason, the going concern basis has been adopted in preparing the financial statements

2.6 Summary of material accounting policies

2.6.1 Revenue from contracts with customers

The Company is in the business of rendering technology and share registration services to both public and private companies. Our platforms and tools help drive business productivity, business competitiveness, and public-sector efficiency. Revenue from contracts with customers is recognised when services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services. The Company concluded that it is the principal in its revenue arrangements, because it typically controls the services before transferring them to the customer.

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

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

2.6 **Summary of significant accounting policies - continued**

2.6.1 **Revenue from contracts with customers - continued**

Revenue from contracts with customers relates to:

Registrar (Share Registration) fees:- which comprise fixed periodic administration fees for managing corporate actions. Administration fees are recognised evenly over the service period. Revenues from corporate actions are recognised in line with the stage of completion while fees in relation to administration of client funds are recognised as they accrue.

2.6.2 **Interest Income**

Interest Income for all interest bearing financial instruments are calculated by applying the effective interest rate to the gross carrying amount of financial assets and are recognised within "interest income" in profit or loss. The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or, when appropriate, a shorter period to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

2.6.3 **Taxes**

Income tax expense

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current income tax

Current tax is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

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

2.6.4 **Cash and cash equivalents**

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

2.6.5 **Financial instruments - initial recognition and subsequent measurement**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial assets

Initial recognition and measurement of financial assets

Financial assets are classified, at initial recognition, at fair value plus transaction cost and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under IFRS 15.

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

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

2.6.5 Financial instruments - initial recognition and subsequent measurement-continued

i) Financial assets- continued

Initial recognition and measurement of financial assets-continued

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement of financial assets

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

- Financial assets at amortised cost (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

This category is the most relevant to the Company. The Company measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost includes cash and cash equivalents, trade and other receivables, debt instruments such as treasury bills, and loans to staff, government bonds, and placements with banks.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by- instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss and other comprehensive income when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Company elected to classify irrevocably its listed and non-listed equity investments under this category.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed

- The rights to receive cash flows from the asset have expired

Or

- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

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

2.6.5 Financial instruments - initial recognition and subsequent measurement-continued

i) Financial assets- continued

Derecognition of financial assets-continued

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company recognises an allowance for Expected Credit Losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

ii) Financial liabilities

Initial recognition and measurement of financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, customers' deposit and payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include creditors and accruals, loans and borrowings and customers' deposits.

Subsequent measurement of financial liabilities

The measurement of financial liabilities are recognized at amortized cost or FVTPL when they are held for trading.

Customers' deposit

This represents dividend, return monies and other interests received from clients but yet to be claimed or remitted. Customer deposit are carried at amortized cost.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the profit or loss.

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

2.6.5 Financial instruments - initial recognition and subsequent measurement-continued

iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.6.6 Property, plant and equipment (PPE)

Recognition and measurement

Items of property, plant and equipment (except land and building) are carried at historical cost less accumulated depreciation and impairment losses. The cost of property, plant and equipment includes expenditures that are directly attributable to the acquisition of the asset. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Subsequent costs

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

Land and building is measured at revalued amount less accumulated depreciation and impairment losses recognised after the date of the revaluation. Valuations are performed at least once in every 3 years or when a major improvement is carried out to ensure that the fair value of a revalued asset does not differ materially from its carrying amount.

Any revaluation surplus is recorded in other comprehensive income and hence, credited to the asset revaluation reserve in equity, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in the profit or loss, in which case, the increase is recognised in the profit or loss. A revaluation deficit is recognized in the profit or loss, except to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation reserve.

Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Leased assets are depreciated over the shorter of the lease term and their useful lives. Depreciation begins when an asset is available for use and ceases at the earlier of the date that the asset is derecognised or classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations. Land is not depreciated.

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

Land	Not depreciated
Building	40 years
Computer equipment	5 years
Furniture and fittings	5 years
Plant and machinery	6 years
Motor vehicles	5 years
Capital work - in - progress	Not depreciated

Capital work in progress is not depreciated. Upon completion it is transferred to the relevant asset category. Depreciation methods, useful lives and

De-recognition

An item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any

2.6.7 Intangible asset

a *Software*

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

Expenditure on internally developed software is recognised as an asset when the entity is able to demonstrate its intention and ability to complete the development and use the software in a manner that will generate future economic benefits, and can reliably measure the costs to complete the development. The capitalised costs of internally developed software include all costs directly attributable to developing the software, and are amortised over its useful life. Internally developed software is stated at capitalised cost less accumulated amortisation and impairment.

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

2.6.7 **Intangible asset - Continued**

a **Software - Continued**

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

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

Software 5 years

Capital work in progress is not amortized. Upon completion it is transferred to the relevant asset category.

2.6.8 **Employee benefits**

Short-term benefits

Wages, salaries, paid annual leave, bonuses and non-monetary benefits are recognised as employee benefit expenses when the associated services are rendered by the employees of the Company.

Africa Prudential Plc operates a contributory pension plan in accordance with the Pension Reform Act, 2014, wherein the Company contributes 10% of employees' basic salary, housing and transport allowance to the designated pension fund administrator chosen by each employee. As a part of the scheme, the Company also remits employees' contribution of 8% of the relevant compensation to the same account, as provided by the Pension Reform Act, as amended.

Post-employment benefits - Defined contribution plans

Obligations for contributions to defined contribution plans are recognized as an expense in the statement of Profit or Loss when they are due. The contribution payable to a defined contribution plan is in proportion to the services rendered to the entity by the employees and is recorded as an expense under "Personnel expenses". Unpaid contributions are recorded as liability.

2.6.9 **Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i **Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Office building 2 to 5 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

ii **Lease liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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

2.6.9 Leases - Continued

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

The Company applies the short-term lease recognition exemption to its short-term leases of office building (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 of office equipment that are considered to be low value. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

2.6.10 Share capital and reserves

Ordinary share capital: The ordinary share capital of the entity is classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity net of any tax effects.

2.6.11 Earnings per share

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

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

2.7.1 Changes in accounting policies and disclosures

Standards and interpretations effective for the first time for 31 December 2025 year end

i **Lack of Exchangeability - Amendments to IAS 21**

Effective for annual periods beginning on or after 1 January 2025

In August 2023, the International Accounting Standards Board (IASB) issued Lack of Exchangeability (Amendments to IAS 21 - The Effects of Changes in Foreign Exchange Rates). The amendments specify how entities assess whether a currency is exchangeable into another currency and how to determine the exchange rate to be applied when exchangeability is lacking.

The amendments:

- * Clarify when a currency is considered to lack exchangeability, including circumstances where an entity cannot obtain foreign currency within a reasonable time frame
- * Require entities to estimate a spot exchange rate when exchangeability is lacking, using observable inputs and assumptions that would apply under normal market conditions
- * Introduce enhanced disclosure requirements to enable users of the financial statements to understand the financial impact of currency restrictions and the associated risks

Given the foreign exchange management framework in Nigeria, including periodic liquidity constraints and regulatory controls in the foreign exchange market, management assessed the applicability of these amendments to the Company's operations. Based on this assessment, the Company determined that transactions were executed using observable exchange rates obtainable through authorised channels during the reporting period.

Accordingly, the adoption of the amendments did not result in any change to the Company's functional currency determination, measurement of foreign currency transactions, or related disclosures.

Standards and interpretations 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 Company's financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

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

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

- i) Clarifies that a financial liability is derecognised on the 'settlement date', i.e., when the related obligation is discharged, cancelled, expires or the liability otherwise qualifies for derecognition. It also introduces an accounting policy option to derecognise financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met.
- ii) Clarified how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features.
- iii) Clarifies the treatment of non-recourse assets and contractually linked instruments.
- iv) Requires additional disclosures in IFRS 7 for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), and equity instruments classified at fair value through other comprehensive income.

This is applied to annual reporting periods beginning on or after 1 January 2026 and can be applied earlier.

The amendments will have no impact on the Company's financial statements.

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

- ii **IFRS 1 First-time Adoption of International Financial Reporting Standards - Hedge Accounting by a First-time Adopter**
Paragraphs B5 and B6 of IFRS 1 have been amended to include cross references to the qualifying criteria for hedge accounting in paragraph 6.4.1(a), (b) and (c) of IFRS 9. These amendments are intended to address potential confusion arising from an inconsistency between the wording in IFRS 1 and the requirements for hedge accounting in IFRS 9.

An entity applies the amendments for annual reporting periods beginning on or after 1 January 2026. Earlier application is permitted. The amendments had no impact on the Company's financial statements.

- iii **IFRS 7 Financial Instruments: Disclosures - Gain or Loss on Derecognition**
The amendments update the language on unobservable inputs in paragraph B38 of IFRS 7 and include a cross reference to paragraphs 72 and 73 of IFRS 13 Fair Value Measurement.

An entity applies the amendments for annual reporting periods beginning on or after 1 January 2026. Earlier application is permitted. The amendments had no impact on the Company's financial statements.

- iv **Guidance on implementing IFRS 7 Financial Instruments: Disclosures - Disclosure of Deferred Difference between Fair Value and Transaction Price**
The amendments to paragraph IG1 of the Guidance on implementing IFRS 7 clarify that the guidance does not necessarily illustrate all the requirements in the referenced paragraphs of IFRS 7, nor does it create additional requirements.

Paragraph IG14 of the Guidance on implementing IFRS 7 has been amended mainly to make the wording consistent with the requirements in paragraph 28 of IFRS 7 and with the concepts and terminology used in IFRS 9 and IFRS 13.

Paragraph IG20B of the Guidance on implementing IFRS 7 has been amended to simplify the explanation of which aspects of the IFRS requirements are not illustrated in the example.

The Company is in the process of assessing the full impact of this guidance.

- v **IFRS 9 Financial Instruments - Lessee Derecognition of Lease Liabilities**
Paragraph 2.1 of IFRS 9 has been amended to clarify that, when a lessee has determined that a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to apply paragraph 3.3.3 and recognise any resulting gain or loss in profit or loss. However, the amendment does not address how a lessee distinguishes between a lease modification as defined in IFRS 16 and an extinguishment of a lease liability in accordance with IFRS 9.

An entity applies the amendments for annual reporting periods beginning on or after 1 January 2026. Earlier application is permitted Paragraph 5.1.3 of IFRS 9 has been amended to replace the reference to 'transaction price as defined by IFRS 15 Revenue from Contracts with Customers' with 'the amount determined by applying IFRS 15'. The use of the term 'transaction price' in relation to IFRS 15 was potentially confusing and so it has been removed. The term was also deleted from Appendix A of IFRS 9.

An entity applies the amendments for annual reporting periods beginning on or after 1 January 2026. Earlier application is permitted. This amendment will not have an impact on the Company's financial statements.

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

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

This standard is effective to annual reporting periods beginning on or after 1 January 2027.

In April 2024, the Board issued IFRS 18 Presentation and Disclosure in Financial Statements which replaces IAS 1 Presentation in Financial Statements. IFRS 18 introduces new categories and subtotals in the statement of profit or loss. It also requires disclosure of management-defined performance measures (as defined) and includes new requirements for the location, aggregation and disaggregation of financial information.

For the purposes of classifying its income and expenses into the categories required by IFRS 18, an entity will need to assess whether it has a 'main business activity' of investing in assets or providing financing to customers, as specific classification requirements will apply to such entities. Determining whether an entity has such a specified main business activity is a matter of fact and circumstances which requires judgement. An entity may have more than one main business activity.

IFRS 18 introduces the concept of a management-defined performance measure (MPM) which it defines as a subtotal of income and expenses that an entity uses in public communications outside financial statements, to communicate management's view of an aspect of the financial performance of the entity as a whole to users.

This standard will impact on the financial statements presentation of the Company. The Company is in the process of assessing the full impact of this standard.

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

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

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

This standard is effective to annual reporting periods beginning on or after 1 January 2027. This amendment will not have an impact on the Company's financial statements.

viii **Sale or Contribution of Assets between an Investor and its Associate or Joint Venture - Amendments to IFRS 10 and IAS 28**

The amendments address the conflict between IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture.

The amendments clarify that a full gain or loss is recognised when a transfer to an associate or joint venture involves a business as defined in IFRS 3 Business combinations. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognised only to the extent of unrelated investors' interests in the associate or joint venture.

This standard is effective to annual reporting periods beginning on or after 1 January 2027. The amendments must be applied prospectively. Early application is permitted and must be disclosed. This amendment will not have an impact on the Company's financial statements.

ix **Contracts Referencing Nature-dependent Electricity - Amendments to IFRS 9 and IFRS 7**

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

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

The amendments will be effective for annual reporting periods beginning on or after 1 January 2026. Early adoption is permitted, but will need to be disclosed. This amendment will not have an impact on the Company's financial statements.

x **Translation to a Hyperinflationary Presentation Currency - Amendments to IAS 21**

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

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

The amendments also introduce certain additional disclosure requirements. The amendment is effective for annual periods beginning on or after 1 January 2027. This amendment will not have an impact on the Company's financial statements.

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NOTE TO THE FINANCIAL STATEMENTS - Continued

3 Significant accounting judgements, estimates and assumptions

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

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Changes in accounting policies or measurement principles in light of new or revised standards are applied retrospectively, except as otherwise provided in the respective standard. The statement of profit or loss and other comprehensive income for the previous year and the opening statement of financial position for that year are adjusted as if the new accounting policies and/or measurement principles had always been applied.

i Impairment losses on debt instruments other than trade receivables measured at amortised cost

The measurement of impairment losses both under IFRS 9 across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Company's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

- ▶ The Company's internal/external credit grading model, which assigns Probability of Defaults (PDs) to the individual grades
- ▶ The Company's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a Life Time Expected Credit Loss (LTECL) basis and the qualitative assessment
- ▶ Development of ECL models, including the various formulas and the choice of inputs
- ▶ Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models

ii Determining fair values of financial instruments

The determination of fair value for financial assets and liabilities for which there is no observable market price requires the use of techniques as described in accounting policy 2.6.5. For financial instruments that trade infrequently and have little price transparency, fair value is less objective, and requires varying degrees of judgment depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument.

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NOTE TO THE FINANCIAL STATEMENTS - Continued

3 Significant accounting judgements, estimates and assumptions - Continued

iii Provision for expected credit losses on trade receivables

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

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

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

iv Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the entity's stand-alone credit rating).

v Revaluation of land and building

The Company measures its office building on Ikorodu Road at revalued amounts, with changes in fair value being recognised in OCI. The office properties were valued by reference to transactions involving properties of a similar nature, location and condition. The Company engaged an independent valuer, Emma Ezeama & Co (FRC/2013/NIESV/00000638) to assess fair values as at 31 December 2025 for the building on Ikorodu Road. The key assumptions used to determine the fair value of the building is provided in Note 19.

4 Financial instruments risk management objectives and policies

The Company's principal financial liabilities comprise, customer deposits and creditors and accruals. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include quoted equity instruments, debt instruments at fair value through profit or loss, debt instruments measured at amortised costs and include treasury bills, bonds, cash and short-term deposits that derive directly from its operations and trade and other receivables.

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NOTE TO THE FINANCIAL STATEMENTS - Continued

Financial instruments risk management objectives and policies - Continued

The Company is exposed to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

i **Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

Currency risk

The Company's principal transactions are carried out in Naira and has minimal exposure to foreign exchange risk. The balance in the domiciliary bank account is US\$1,426.16 (2024:\$2,898).

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to fair value interest risk is reduced as the tenor of most of the Company's investments are short term in nature. Company has no exposure to cash flow interest risk, because it does not have floating rate financial instruments.

^ **Equity price risk**

Equity price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. the company manages equity risk by investing in companies with good ratings. The Company also manages its risk through diversification in different portfolios except the investment is made for strategic reasons.

The analysis below is performed for reasonably possible movements in key variables (share price) with all other variables held constant, showing the impact on equity (that reflects adjustments to profit before tax and changes in fair value of Equity instruments at fair value through OCI). The correlation of variables will have a significant effect in determining the ultimate impact on price risk, but to demonstrate the impact due to changes in variables, variables had to be changed on an individual basis.

		31 December 2025		31 December 2024	
<i>in thousands of Nigerian Naira</i>	<i>Change in variable</i>	<i>Impact on equity</i>		<i>Impact on equity</i>	
	-5%	2,229,228	(111,461)	890,775	44,539
	5%	(2,229,228)	111,461	(890,775)	(44,539)
	-10%	(2,229,228)	(222,923)	890,775	89,078
	10%	2,229,228	222,923	(890,775)	(89,078)

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NOTE TO THE FINANCIAL STATEMENTS - Continued

Financial instruments risk management objectives and policies - Continued

ii **Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company.

In the estimation of credit risk, the Company estimates the following parameter; Probability of Default (PD), Loss Given Default(LGD), Exposure at Default.

Probability of Default: This is the probability that an obligor or counterparty will default over a given period, usually one year. To measure expected credit loss, we develop a 12-month PD or equivalent (used in Stage 1 provisioning) and a lifetime PD or equivalent (used for Stages 2 and 3 provisioning). The PD is used to reflect the current expectation of default and considers available reasonable and supportive forwarding-looking information.

Loss Given Default: LGD is defined as the portion of the exposure determined to be irrecoverable at the time of loan default (1 - recovery rate). Our methods for estimating LGD includes both quantitative and qualitative factors which are adjusted for forward looking information to measure lifetime expected credit losses.

When estimating ECLs, the entity considers three scenarios (a base case, an upside and downside for PDs, LGDs and a single scenario for EADs. The maximum period for which credit losses are determined is the contractual life of the financial instrument unless the company has legal right to call it earlier. In its ECL, the entity relies on a broad range of forward looking information as economic input such as inflation rate, crude oil prices, GDP growth rate etc. The input and models used may not always capture all features of the market at the date of the financial statements.

ii **Credit risk**

The Company monitors all assets subject to ECLs. Decision on whether expected credit losses are based on 12-month expected credit losses or lifetime expected credit losses depends on whether there has been a significant increase in credit risk since initial recognition. An assessment of whether credit risk has increased significantly is made at each reporting date. When making the assessment, The Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. This forms the basis of stage 1, 2 and 3 classification and subsequent migration. The Company also considers qualitative factors triggering significant increase in credit risk of an asset.

The company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

Management of risk

The Company's policy over credit risk is to minimize its exposure to counterparties with perceived higher risk of default by dealing only with counterparties meeting specific high standards. Credit risk is monitored on a monthly basis by the Finance and Management Service (FMS) unit in accordance with the policies and procedures in place. Principal policies set in place include:

- a Establishing an appropriate credit risk management environment
- b Maintaining an appropriate credit administration, measurement and monitoring processes, including strict adherence to the investment rules and regulations set by the Securities and Exchange Commission (SEC); and
- c Establishing an appropriate approval limits for investment of certain types and tenors.

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NOTE TO THE FINANCIAL STATEMENTS - Continued

Financial instruments risk management objectives and policies - Continued

Credit risk - Continued

Set out below is the information about the credit risk exposure on the Company's trade receivables using a provision matrix:

	< 90 days	90-180 days	180-270 days	270-360 days	> 360 days	Total
Expected credit loss rate	1.17%	9.73%	10.08%	12.31%	14.12%	
Estimated total gross carrying amount at default	183,146	-	-	-	5,730	188,876
Expected credit loss as at 31 December 2025	1,947	-	-	-	718	2,665
Expected credit loss rate	1.17%	9.73%	11.78%	18.31%	27.12%	
Estimated total gross carrying amount at default	234,172	164,242	99,058	36,317	31,362	565,151
Expected credit loss as at 31 December 2024	2,745	15,983	11,668	6,647	10,207	47,250

In arriving at the ECL for trade receivables for the year, the entity uses simplified approach for ECL on trade receivables which allows classifying receivables into brackets of when they have been outstanding. Significant portion of the receivable this year falls within the 0-30 days due.

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NOTE TO THE FINANCIAL STATEMENTS - Continued

4 Financial instruments risk management objectives and policies - Continued

iii Liquidity risk

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

The table below summarises the maturity profile of the Company's financial instruments based on contractual undiscounted payments:

31 December 2025 <i>in thousands of Nigerian Naira</i>	Carrying amount	1-6 months	6-12 months	1-5 years	Above 5 years	No maturity date	Gross total
Cash and cash equivalents	488,449	488,449	-	-	-	-	488,449
Debt instruments at FV - OCI	6,304,550	-	3,604,550	2,700,000	-	-	6,304,550
Debt instruments at amortised cost	32,143,066	32,143,066	-	-	-	-	32,143,066
Deposit for shares	500,000	500,000	-	-	-	-	500,000
Trade and other receivables	183,923	183,923	-	-	-	-	183,923
Total financial assets	39,619,988	33,315,438	3,604,550	2,700,000	-	-	39,619,988
Creditors and accruals	450,588	450,588	-	-	-	-	450,588
Customers' deposits	26,443,481	8,742,507	7,493,577	10,207,397	-	-	26,443,481
Total financial liabilities	26,894,069	9,193,095	7,493,577	10,207,397	-	-	26,894,069
Liquidity gap	12,725,919	24,122,343	(3,889,027)	(7,507,397)	-	-	12,725,919
31 December 2024 <i>in thousands of Nigerian Naira</i>	Carrying amount	1-6 months	6-12 months	1-5 years	Above 5 years	No maturity date	Gross total
Cash and cash equivalents	1,191,078	1,191,078	-	-	-	-	1,191,078
Debt instruments at FV - OCI	4,518,375	-	1,818,375	2,700,000	-	-	4,518,375
Debt instruments at amortised cost	26,321,112	26,321,112	-	-	-	-	26,321,112
Deposit for shares	70,000	70,000	-	-	-	-	70,000
Trade and other receivables	517,901	517,901	-	-	-	-	517,901
Total financial assets	32,618,466	28,100,091	1,818,375	2,700,000	-	-	32,618,466
Creditors and accruals	1,723,386	1,723,386	-	-	-	-	1,723,386
Customers' deposits	20,815,492	12,639,452	3,085,090	5,090,950	-	-	20,815,492
Total financial liabilities	31,668,865	15,962,029	3,085,090	5,090,950	-	-	22,538,878
Liquidity gap	949,601	12,138,062	(1,266,715)	(2,390,950)	-	-	10,079,588

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NOTE TO THE FINANCIAL STATEMENTS - Continued

4 **Financial instruments risk management objectives and policies - Continued**

vi **Fair value measurement**

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

The Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

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

Level 2: Valuation techniques based on observable inputs, either directly (i.e., as prices) or indirectly (i.e., derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly or indirectly observable from market data.

Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs not based on observable data and the unobservable inputs could have a significant effect on the instrument's valuation.

Quantitative disclosures fair value measurement hierarchy for assets as at 31 December 2025

<i>in thousands of Nigerian Naira</i>	Note	Carrying amount	Date of valuation	Fair value amount	Fair value measurement using		
					Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
					Level 1	Level 2	Level 3
Assets measured at fair value:							
Unquoted equity instruments at fair value through OCI		4,075,322	31-Dec-25	4,075,322	-	-	4,075,322
Quoted equity instruments at fair value through OCI		2,229,228	31-Dec-25	2,229,228	2,229,228	-	-
Assets for which fair values are disclosed:							
Treasury Bills FVTPL		-	31-Dec-25	-	-	-	-
Debt instrument at amortised cost:							
Commercial papers		1,006,725	31-Dec-25	1,006,725	-	-	1,006,725
Corporate bonds		516,603	31-Dec-25	647,161	-	647,161	-
Deposits with banks with maturity above 90days		30,827,750	31-Dec-25	30,827,750	30,827,750	-	-

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NOTE TO THE FINANCIAL STATEMENTS - Continued

4 Financial instruments risk management objectives and policies - Continued

vi Fair value measurement - Continued

Quantitative disclosures fair value measurement hierarchy for assets as at 31 December 2024

<i>in thousands of Nigerian Naira</i>	Note	Carrying amount	Date of valuation	Fair value amount	Fair value measurement using		
					Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
					Level 1	Level 2	Level 3
Assets measured at fair value:							
Unquoted equity instruments at fair value through OCI		3,627,600	31-Dec-24	3,627,600	-	-	3,627,600
Quoted equity instruments at fair value through OCI		890,775	31-Dec-24	890,775	890,775	-	-
Assets for which fair values are disclosed:							
Debt instrument at amortised cost:							
Commercial papers		1,004,986	31-Dec-24	4,306,075	-	-	4,306,075
Corporate bonds		647,161	31-Dec-24	1,102,108	-	1,102,108	-
Deposits with banks with maturity above 90days		24,763,464	31-Dec-24	24,763,464	24,763,464	-	-

Fair value of financial assets and liabilities

Below are the methodologies and assumptions used to determine fair values for those financial instruments in the financial statements:

Assets and liabilities for which fair value approximates carrying value

The management assessed that cash and bank, trade and other receivables, trade payable and sundry creditors approximate their carrying amounts largely due to the short-term maturities of these instruments

Debt instrument at amortised cost - corporate bonds

The fair value of treasury bills and corporate bond are determined by reference to quoted yield to maturities of the instrument as published on the Financial Market Dealer Quotation (FMDQ) website. The fair values of the Nigerian Treasury Bills and corporate bonds are classified under Level 2 in the fair value hierarchy. The FMDQ publishes the market yields on a daily basis, and the unadjusted yields are used to determine the prices.

Debt instrument at amortised cost - Deposits with banks

The management assessed that cash and bank, placement with banks above 90 days, trade and other receivables, trade payable, sundry creditors and customer deposits approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of loans and advances was estimated using the maximum lending rate quoted on Central Bank of Nigeria website as at year end.

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NOTE TO THE FINANCIAL STATEMENTS - Continued

vi **Fair value measurement- continued**

Equity instruments at fair value through OCI

The fair values of the quoted equity instruments are derived from quoted market prices in active market, the Nigerian Stock Exchange (NSE) while the Company adopts discounted cashflow method for the fair value of unquoted equities. The estimated fair value per share of each of the unquoted equity instruments has been determined using the relevant valuation models (where applicable/suitable). We have adopted the discounted cash flow method in determining the fair values of these investments. Among the significant inputs include cost of equity, free cashflow etc Unobservable inputs were used to determine appropriate weighted cost of capital which subsequently was used to discount the free cash flow of the company before arriving at the appropriate fair value of the share of the unquoted equity.

For fair value measurements in Level 3, changing the cost of equity or terminal growth rate by a reasonable possible value, in isolation, would have the following effects on other comprehensive income for the period:

Key Assumption	Effect on other comprehensive income
	31 December 2025
Cost of equity	35%
Terminal growth rate	2.8%

4b **Capital management**

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to stakeholders through the optimization of its capital structure. The capital structure of the company consists of equity attributable to its equity holders, comprising issued capital, reserves and retained earnings as disclosed in the notes.

The Company's Board and management regularly review its capital structure. As part of this review, they consider the cost of capital and the risks associated with each class of capital.

Equity includes all capital and reserves of the company that are managed as capital.

<i>in thousands of Nigerian Naira</i>	2025	2024
Tier 1 Capital		
Share capital	2,000,000	1,000,000
Share premium	601,926	624,446
Fair value reserve	1,549,394	911,719
Retained earnings	8,579,990	8,302,034
	12,731,310	10,838,199
Total Regulatory minimum Capital	(150,000)	(150,000)
Capital surplus	12,581,310	10,688,199

v **Segment Reporting**

A segment is a distinguishable component of a company that is engaged either in providing related products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments. The Company's activities are concentrated in one geographic region. The business segment are determined by management based on the Company's internal reporting structure. The Company operates as a single reporting segment and information on these financial statements have been reported for the Company as a whole.

The company has one segment. Therefore, no additional segment disclosures have been provided.

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NOTES TO THE FINANCIAL STATEMENTS - Continued

5 Revenue from contracts with customers

5.1 Disaggregated revenue information

<i>in thousands of Nigerian Naira</i>	2025	2024
Types of services		
Fees from corporate actions	896,037	756,817
Register maintenance	289,010	324,380
Digital technology Services	16,225	-
	1,201,273	1,081,197
Geographical markets		
Nigeria	1,201,273	1,081,197
Timing of revenue recognition		
Services transferred over time	1,201,273	1,081,197

Contract assets are initially recognised for revenue earned from Software development contracts and corporate actions which are not yet due for payment as receipt of consideration is conditional on successful implementations of these software projects and completion of corporate actions like declaration of dividends and Annual General Meeting (AGM). Upon completion of the services and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables.

Contract liabilities arise as a result of payments received for services not fully rendered. This includes short-term advances as well as transaction price allocated to unexpired service in respect of delivery of Annual Reports to shareholders for the Annual General Meeting (AGM). The amount is recognised in statement of profit or loss and other comprehensive income once the delivery services is completed.

5.2 Performance obligations

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

Fees from corporate actions

The performance obligation is satisfied over-time and payment is generally due upon completion of declaration of dividends and completion of Annual General Meeting. In some contracts, short-term advances are required before the services are provided.

Register maintenance

The performance obligation is satisfied through regular update of the client register and also attending to shareholders on their various requests. The monthly invoice is raised based on the number of shareholders attended to.

Digital Consultancy

The performance obligation is satisfied overtime upon delivery of digital solutions as a service to our clients. We provide services in software deployment, implementation and supports, systems analysis, design and implementation. The Digital consultancy business also provides training to our clients on the solutions deployed.

6 Interest income calculated based on effective interest rate

<i>in thousands of Nigerian Naira</i>	2025	2024
Interest on bonds	69,967	534,915
Interest on commercial papers	137,060	-
Interest on term deposits	5,778,929	3,563,766
Interest earned on staff loan	2,877	17,954
	5,988,834	4,116,636

7 Other income

<i>in thousands of Nigerian Naira</i>	Notes	2025	2024
Dividend income*		83,394	103,132
Profit from disposal of plant and equipment		3,857	2,611
Foreign exchange gain		-	828
Rental income**		90,608	167,037
Other income***		105,919	34,094
		283,776	307,703

*Dividend income relates to income from dividend earned from equity investment.

**Rental income represents income from a portion of the office building rented out.

***Other income represent income from bank charges recovered and other services provided during the financial year.

NOTES TO THE FINANCIAL STATEMENTS - Continued

8 Credit loss expense

<i>in thousands of Nigerian Naira</i>	Notes	Stage 1	Stage 2	Stage 3	Total
2025					
Cash in banks and short-term deposits	14.1b	-	-	-	-
<i>Debt instruments at amortised cost:</i>					
Corporate bonds		(9,711)	-	-	(9,711)
Loans and advances		(51,155)	-	-	(51,155)
Deposits with banks with maturity above 90days		(149,963)	-	-	(149,963)
	15.3c	(210,830)	-	-	(210,830)
Trade and other receivables		(2,665)	-	-	(2,665)
		(213,496)	-	-	(213,496)
2024					
Cash in banks and short-term deposits			-	-	(288)
<i>Debt instruments at amortised cost:</i>					
Corporate bonds		5,633	-	-	5,633
Deposits with banks with maturity above 90days		(20,802)	-	-	(20,802)
		(15,169)	-	-	(15,169)
Trade and other receivables		(94,283)	-	-	(94,283)
		(109,452)	-	-	(109,452)

9 Personnel expenses

<i>in thousands of Nigerian Naira</i>	2025	2024
Wages and salaries	1,115,320	930,426
Medical expenses	1,871	3,508
Defined contribution plans	23,388	21,819
Other employee benefits **	16,539	16,615
	1,157,118	972,368

** Other employee benefits include contribution to Industrial Training Fund (ITF) and NSITF

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NOTES TO THE FINANCIAL STATEMENTS - Continued

10 Other operating expenses

<i>in thousands of Nigerian Naira</i>	2025	2024
Administrative expenses		
Internet and communication	24,755	42,923
Legal and professional expenses	348,654	226,816
Directors fees and other emoluments	388,877	193,994
Business and other entertainment	95,893	80,149
Rent & rates	7,290	19,458
Utilities and energy	54,487	66,849
Repairs and maintenance	36,542	48,225
Travel expenses	53,289	47,852
Annual dues and subscription	239,603	241,779
General administrative expenses	117,725	111,865
AGM/EGM expenses	21,840	3,905
Training	115,004	22,435
Bank charges	11,373	14,371
Audit fees (Note 10.1)	20,845	14,400
Insurance	54,326	37,458
Advert and business promotion	38,331	71,471
Foreign exchange loss	659	-
Asset write off	66,494	-
Write off of financial assets	-	229,702
	1,695,989	1,473,653

10.1 The audit fees relates to audit services carried out by the external auditors during the year. During the year, the external auditors rendered services on Internal Control over Financial Reporting (ICFR) audit which is considered a non-audit service. A sum of N6,000,000 was accrued and contained in professional expenses for the service.

11 Income tax expense

The major components of income tax expense for the year ended 31 December 2025:

11.1 Income tax expense

<i>in thousands of Nigerian Naira</i>	2025	2024
Current income tax expense		
Income tax	1,388,771	879,911
Education tax	144,544	97,931
Nigerian Police Trust Fund	136	142
	1,533,451	977,984
Deferred tax:		
Tax impact of temporary differences	7,487	22,286
	1,540,938	1,000,270

11.2 Reconciliation of income tax expense

Profit before income tax expense	4,258,110	2,810,359
Tax at Nigeria's statutory income tax rate of 30%	1,277,433	843,108
Effect of:		
Tax exempt income	(87,663)	(176,234)
Non-deductible expenses in determining taxable profit	212,975	58,310
Nigerian Police Trust Fund @ 0.005% of net profit	136	142
Education tax @ 3% of assessable profit	144,544	97,931
Total tax charged for the year	1,540,938	1,000,270
Effective tax rate	36%	31%

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NOTES TO THE FINANCIAL STATEMENTS - Continued

12 Dividends paid and proposed

<i>in thousands of Nigerian Naira</i>	Notes	2025	2024
Declared and paid during the year			
Opening balance		-	-
Final dividend declared on ordinary shares: 2024: ₦0.60 (2023: ₦0.45)		1,200,000	900,000
Interim dividend declared on ordinary shares 2025: ₦0.10 (2024: ₦0.15)		400,000	300,000
Dividend paid		(1,600,000)	(1,200,000)
		-	-
Proposed for approval at AGM (not recognised as a liability as equity dividends on ordinary shares at 31 December)			
Proposed final dividend for 2025: ₦0.40 (2024: ₦0.60)		1,600,000	1,200,000
Bonus shares		-	1,000,000
Total dividend (interim and proposed final dividend) for the year is ₦0.50 (2024: ₦0.75)			

13 Earnings per share

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

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

<i>in thousands of Nigerian Naira</i>	2025	2024
Profit after tax	2,717,172	1,810,090
Weighted average number of ordinary shares for basic/diluted earnings per share (2024: adjusted)	4,000,000	4,000,000
Basic/diluted earnings per ordinary share (Kobo)	68	45

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

Earnings per share for 2024 was radjusted as a result of issue of bonus share in the ratio of 1:1 (one bonus share for every one existing share held) in the current year. Weighted average number of ordinary share before adjustment was 2,000,000,000.

14 Cash and cash equivalents

<i>As at</i>		31 December	31 December
<i>in thousands of Nigerian Naira</i>	Notes	2025	2024
Cash on hand		5	98
Current accounts with banks		488,822	1,166,124
Restricted balances with banks*		-	25,234
Cash and cash equivalents for the purposes of the statements of cash flows		488,827	1,191,456
Allowance for credit loss impairment	14.1b	(378)	(378)
		488,449	1,191,078

Cash and cash equivalents in the statement of financial position comprise cash in banks and on hand and short term deposits with original maturity of three months or less. The fair value of cash and cash equivalents approximates their carrying amount.

*Restricted balance with banks relates to cash held with United Bank for Africa for an FX transaction.

14.1 Impairment allowance for current account with banks and short-term deposits measure at amortised cost

a The table below shows the credit quality and the maximum exposure to credit risk based on the Company's internal credit rating system and year-end stage classification. The amounts presented are gross of impairment allowances.

2025		Stage 1	Stage 2	Stage 3	Total
<i>in thousands of Nigerian Naira</i>	Notes				
Performing					
High grade		488,449	-	-	488,449
Standard grade		-	-	-	-
Sub-standard grade		-	-	-	-
Past due but not impaired		-	-	-	-
Non-performing					
Individually impaired		-	-	-	-
		488,449	-	-	488,449

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NOTES TO THE FINANCIAL STATEMENTS - Continued

14.1 *Impairment allowance for current account with bank and short-term deposits measure at amortised cost - continued*

2024 in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
Performing					
High grade		1,191,456	-	-	1,191,456
Standard grade		-	-	-	-
Sub-standard grade		-	-	-	-
Past due but not impaired		-	-	-	-
Non-performing					
Individually impaired		-	-	-	-
		1,191,456	-	-	1,191,456

b An analysis of changes in the gross carrying amount and the corresponding ECL allowances is, as follows:

2025 in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount as at 1 January 2025					
		1,191,078			1,191,078
Net movement		(702,629)			(702,629)
At 31 December 2025		488,449	-	-	488,449

in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
ECL allowances as at 1 January 2025					
		(378)			(378)
Net movement					-
Credit loss expense		-			-
At 31 December 2025		(378)	-	-	(378)

2024 in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount as at 1 January 2024					
		5,261,614	-	-	5,261,614
Net movement		(4,070,536)	-	-	(4,070,536)
At 31 December 2024		1,191,078	-	-	1,191,078

in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
ECL allowances as at 1 January 2024					
		(378)	-	-	(378)
Net movement			-	-	-
Credit loss reversal	8		-	-	-
Write-off		-			-
At 31 December 2024		(378)	-	-	(378)

15 **Investment securities**

As at in thousands of Nigerian Naira	Notes	31 December 2025	31 December 2024
15.1 Equity instruments at fair value through other comprehensive income (OCI)			
United Bank for Africa Plc	15.1a	1,998,513	734,175
Transcorp Hotel Plc	15.1a	230,715	156,600
Quoted equity shares		2,229,228	890,775
Heirs Insurance Limited	15.1b	1,577,415	1,499,900
Heirs Life Assurance Limited	15.1b	2,005,941	1,777,700
Jeolan International Limited	15.1b	400,715	350,000
Redtech Limited	15.1b	91,250	-
Unquoted equity shares		4,075,322	3,627,600
Total		6,304,550	4,518,375

15.1a The equity instrument at fair value through other comprehensive income (OCI) are all investments in shares of listed companies whose fair values are determined by reference to published price quotations on the Nigerian Stock Exchange market.

15.1b Represents investments in equity instruments not quoted on the stock exchange market. The price has been determined using discounted cashflow approach.

15.1c Total dividend earned from equity instrument during the year was ₦83,394,000 (2024: ₦103,132,000)

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NOTES TO THE FINANCIAL STATEMENTS - Continued

15.1 Equity instruments at fair value through other comprehensive income (OCI) - Continued

The Company has designated its equity investments at fair value through other comprehensive income (FVOCI) on the basis that these are not held for trading

Movement in carrying amount:

As at in thousands of Nigerian Naira	Notes	31 December 2025	31 December 2024
At 1 January		4,518,375	3,686,644
Additions		750,000	-
Reclassification from Deposit for shares	16	70,000	400,000
Write off	10.3	-	(103,460)
Fair value increase recorded OCI	24(iii)	966,175	535,191
At 31 December		6,304,550	4,518,375

15.2 Debt instruments at amortised cost

As at in thousands of Nigerian Naira		31 December 2025	31 December 2024
Corporate bonds		516,603	647,161
Commercial papers		1,006,725	1,004,986
Deposits with banks with maturity above 90days		30,827,750	24,763,464
		32,351,078	26,415,611
ECL allowance on debt instruments at amortised	15.4	(208,012)	(94,499)
		32,143,066	26,321,112

15.3 Impairment allowance for debt instruments measured at amortised cost

- a The table below shows the credit quality and the maximum exposure to credit risk based on the Company's internal credit rating system and year-end stage classification. The amounts presented are gross of impairment allowances.

2025				
in thousands of Nigerian Naira	Stage 1	Stage 2	Stage 3	Total
Performing				
High grade	-	-	-	-
Standard grade	32,351,078	-	-	32,351,078
Sub-standard grade	-	-	-	-
Past due but not impaired	-	-	-	-
Non-performing				
Individually impaired	-	-	-	-
	32,351,078	-	-	32,351,078
2024				
in thousands of Nigerian Naira	Stage 1	Stage 2	Stage 3	Total
Performing				
High grade	-	-	-	-
Standard grade	26,415,611	-	-	26,415,611
Sub-standard grade	-	-	-	-
Past due but not impaired	-	-	-	-
Non-performing				
Individually impaired	-	-	-	-
	26,415,611	-	-	26,415,611

15.3 Impairment allowance for debt instruments measured at amortised cost

- b An analysis of changes in the gross carrying amount and the corresponding ECL allowances is, as follows:

in thousands of Nigerian Naira	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount as at 1 January 2025	26,415,611	-	-	26,415,611
New assets originated or purchased	90,743,586	-	-	90,743,586
Assets derecognised or repaid	(84,763,562)	-	-	(84,763,562)
Amount written off	(97,317)	-	-	(97,317)
At 31 December 2025	32,298,317	-	-	32,298,317

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NOTES TO THE FINANCIAL STATEMENTS - Continued

15.3 *Impairment allowance for debt instruments measured at amortised cost - Continued*
in thousands of Nigerian Naira

	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount as at 1 January 2024	9,665,671	-	-	9,665,671
New assets originated or purchased	21,345,320	-	-	21,345,320
Assets derecognised or repaid	(4,469,138)	-	-	(4,469,138)
Amount written off	(126,242)	-	-	(126,242)
At 31 December 2024	26,415,611	-	-	26,415,611

	Stage 1	Stage 2	Stage 3	Total
ECL allowances as at 1 January 2025	(94,499)	-	-	(94,499)
Expected credit loss expense	8	(210,830)	-	(210,830)
Amount written off	97,317	-	-	97,317
At 31 December 2025	(208,012)	-	-	(208,012)

	Stage 1	Stage 2	Stage 3	Total
ECL allowances as at 1 January 2024	(79,330)	-	-	(79,330)
Expected credit loss expense	8	(15,169)	-	(15,169)
Amount written off	-	-	-	-
At 31 December 2024	(94,499)	-	-	(94,499)

16 **Deposit for shares**

As at	Note	31 December 2025	31 December 2024
in thousands of Nigerian Naira		500,000	70,000
Movement in carrying amount			
Opening balance		70,000	470,000
Additions	16.1	500,000	-
Transfer to investment carried at FVTOCI	16.2	(70,000)	(400,000)
At 31 December 2025		500,000	70,000

16.1 Addition during the year relates to subscription to right issues yet to be allotted during the year

16.2 Transfer to investment carried at FVTOCI represents investment in Redtech Limited and Jeolan International Limited converted to shares in 2025 and 2024 respectively.

17 **Trade and other receivables**

As at		31 December 2025	31 December 2024
in thousands of Nigerian Naira			
Financial assets			
Trade receivables		104,568	152,349
Intercompany receivables*		-	323,986
Staff loans		82,020	88,816
		186,588	565,151
Allowances for expected credit losses		(2,665)	(47,250)
Total financial asset		183,923	517,901
Non-financial assets			
Advance payment	17.1	705,926	484,028
Withholding tax receivables		301,825	436,330
Prepaid directors emolument		10,469	20,938
Prepayments		139,272	204,648
Total non-financial assets		1,157,492	1,145,944
At 31 December		1,341,415	1,663,845

*Intercompany receivables relates to receivables from Heirs Technologies Limited, a related company.

17.1 Represents payment made for the purchase of items of stationeries expected to be sold to customers.

Trade receivables are recognized and carried at original invoiced amount less an allowance for any impairment. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days. Other assets are expected to be received within a period of 365 days.

17.1 **Allowances for expected credit losses on trade receivables**

As at	Notes	31 December 2025	31 December 2024
in thousands of Nigerian Naira			
At 1 January		47,250	93,063
Credit loss expense	8	2,665	94,283
Write-off		(47,250)	(140,096)
		2,665	47,250

AFRICA PRUDENTIAL PLC
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NOTES TO THE FINANCIAL STATEMENTS - Continued

18 Property and equipment

<i>in thousands of Nigerian Naira</i>	Land	Building	Computer equipment	Motor vehicles	Machinery	Furniture & fittings	Total
Cost/valuation:							
At 1 January 2024	172,322	499,993	191,896	39,761	171,281	71,434	1,146,687
Additions during the year	-	-	19,888	-	34,687	3,902	58,477
Disposal	-	-	(10,600)	(15,960)	(873)	-	(27,433)
At 31 December 2024	172,322	499,993	201,184	23,801	205,095	75,336	1,177,731
Additions during the year	-	13,837	19,028	-	841	1,246	34,952
Disposal	-	-	(586)	-	(3,000)	(270)	(3,856)
Revaluation	92,242	84,570	-	-	-	-	176,812
At 31 December 2025	264,564	598,400	219,626	23,801	202,936	76,312	1,385,639
Accumulated depreciation:							
At 1 January 2024	-	10,626	136,921	39,620	110,491	65,560	363,218
Charge for the year	-	20,753	18,132	80	17,694	4,937	61,596
Disposal	-	-	(4,079)	(15,945)	(700)	-	(20,724)
At 31 December 2024	-	31,379	150,974	23,755	127,485	70,497	404,090
Charge for the year	-	21,099	18,580	46	20,310	2,137	62,172
Disposal	-	-	(586)	-	(3,000)	(270)	(3,856)
Transfer to revaluation reserve	-	(52,478)	-	-	-	-	(52,478)
At 31 December 2025	-	-	168,967	23,801	144,795	72,364	409,927
Carrying amount							
At 31 December 2025	264,564	598,400	50,659	-	58,140	3,948	975,712
At 31 December 2024	172,322	468,614	50,211	46	77,610	4,839	773,641

- i No leased assets are included in the above property and equipment (2024: Nil).
- ii There were no capital commitment contracted or authorised as at the reporting date (2024: Nil).
- iii There were no capitalised borrowing cost related to the acquisition of property and equipment during the year (2024: Nil).
- iv None of the assets are pledged during the year (2024: Nil).
- v The Company's building including land on Ikorodu road was professionally valued on 31 December 2025 by an independent valuer Emma Ezeama & Co Estate Surveyors and Valuers (FRC/2013/NIESV/00000638) and the report signed by Ezeama Emmanuel Chinedu (FRC/2013/NIESV/0000000963). The valuation which was based on open market value between a willing buyer and a willing seller produced a net surplus amount of ₦229,290,000 which has been credited to the property and equipment revaluation account. As a result of the valuation, the revised value of the land and building as at 31 December 2025 was ₦862,964,000.
- vi In arriving at the market value, the valuer adopted the depreciated cost method of valuation. This is due to the dearth evidence of sales of comparable properties
- vi If building (including land) was measured using the cost model, the carrying amount would be as follows:

<i>in thousands of Nigerian Naira</i>	31 December 2025	31 December 2024
Cost	100,056	100,056
Accumulated depreciation	(30,016)	(27,515)
Carrying amount	70,040	72,541

- vii In 2025, the Company sold assets with a total net carrying amount of Nil (2024: ₦6,709,000) and with a total cash consideration of ₦3,857,000 (2024: ₦9,320,000). The net gains on these disposals were recognised as part of other operating income in the statement of profit or loss (Note 7)

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL STATEMENTS - Continued

19 Intangible assets

<i>in thousands of Nigerian Naira</i>	Computer software	Work in progress	Total
Cost:			
At 1 January 2024	454,314	133,111	587,425
Additions during the year	9,066	-	9,066
Reclassification of software assets	125,251	(125,251)	-
At 31 December 2024	588,631	7,860	596,491
Additions during the year	1,620	-	1,620
Write off*	(146,001)	(7,860)	(153,862)
At 31 December 2025	444,250	-	444,250
Accumulated amortisation and impairment			
At 1 January 2024	211,180	-	211,180
Amortisation charge for the year	78,107	-	78,107
At 31 December 2024	289,287	-	289,287
Amortisation charge for the year	86,998	-	86,998
Write off	(87,368)	-	(87,368)
At 31 December 2025	288,917	-	288,917
Carrying amount			
At 31 December 2025	155,333	-	155,333
At 31 December 2024	299,345	7,860	307,206

Work in progress represents capital expenditure incurred on the development of software. Work in progress are not internally generated.

The Computer software represents purchased software.

*Write off relates to software no longer in use during the year under review

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL STATEMENTS - Continued

20 Customers' deposits		31 December 2025	31 December 2024
As at			
<i>in thousands of Nigerian Naira</i>			
Dividend: ordinary shares		26,443,481	20,815,492
		26,443,481	20,815,492
Current		26,443,481	20,815,492
		26,443,481	20,815,492

The balance represents dividends, return monies and other interests received on behalf of clients.

20.1 Movement in customers' deposits			
Opening Balance		20,815,492	12,085,772
Amount received during the period		612,881,700	484,535,572
Amount paid out during the period		(607,242,915)	(475,805,852)
		26,443,481	20,815,492

21 Creditors and accruals		31 December 2025	31 December 2024
As at			
<i>in thousands of Nigerian Naira</i>			
Trade payables		285,516	1,449,989
Accrued expenses		165,072	273,397
		450,588	1,723,386

Terms and conditions of the above financial liabilities:

- ▶ Trade payables are non-interest bearing and are normally settled on 60-day terms.
- ▶ Accrued expenses are non-interest bearing and have an average term of six months.

22 Current income tax payable		31 December 2025	31 December 2024
As at			
<i>in thousands of Nigerian Naira</i>			
At the beginning of the year:		1,122,977	559,612
Current income tax charge			
Company income tax		1,388,771	879,911
Education tax		144,544	97,931
Nigerian Police Trust Fund		136	142
	11.1	1,533,451	977,984
Payments during the year			
Withholding tax credit utilised		(255,681)	-
Payments during the year		(867,296)	(414,619)
		(1,122,977)	(414,619)
Balance at the end of the year		1,533,451	1,122,977

The charge for income tax in these financial statement is based on the provisions of the Companies Income Tax Act CAP C21 LFN 2004 as amended and the Education Tax Act CAP E4 LFN 2004, the Police Trust Fund Act and the Nigerian Information technology Development Agency (NITDA) Act 2007.

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL STATEMENTS - Continued

23 Deferred tax liabilities

As at <i>in thousands of Nigerian Naira</i>	31 December 2025	31 December 2024
At the beginning of the year:	345,203	269,398
Deferred tax expense during the period recognised in profit or loss	11.1 7,487	22,286
Deferred tax expense recognised in other comprehensive income	24(iii) &(v) 397,005	53,519
Balance at the end of the year	749,695	345,203

Movement in deferred tax during the year relates to the following:

<i>in thousands of Nigerian Naira</i>	Opening balance	Recognised in profit/(loss)	Recognised in OCI	Closing balance
31 December 2025				
Property, plant and equipment	174,851	25,209	-	200,060
Provisions	(65,320)	(19,617)	-	(84,937)
Exchange differences	(1,896)	1,896	-	-
Revaluation of land and building	9,452	-	68,506	77,958
Equity investment at fair value	228,116	-	328,499	556,615
	345,203	7,487	397,005	749,695

23 Deferred tax liabilities

31 December 2024

Property, plant and equipment	136,392	38,459	-	174,851
Provisions	(39,050)	(26,270)	-	(65,320)
Exchange differences	(11,993)	10,097	-	(1,896)
Equity investment at fair value	174,597	-	53,519	228,116
Revaluation of building	9,452	-	-	9,452
	269,398	22,286	53,519	345,203

24 Share capital and reserves

As at <i>in thousands of Nigerian Naira</i>	31 December 2025	31 December 2024
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i *Issued and fully paid:*

4,000,000,000 ordinary shares of 50k each (2024: 2,000,000,000)	2,000,000	1,000,000
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The ordinary shareholders have rights to vote at the Company's annual general meetings and to receive part of the company's profits after the holders of preference shares have been paid.

The movement in the share capital account during the year is as follows:

Number of shares in issue at start of the period	2,000,000	2,000,000
Additional number of shares from bonus issue	2,000,000	-
Number of shares in issue at end of the period	4,000,000	2,000,000

At the Annual General Meeting (AGM) held on the 8 April 2025, the shareholders approved the issue of bonus share in the ratio of 1:1 (one bonus share for every one existing share held) from the retained earnings for existing shareholders. A total bonus unit of 2,000,000,000 at 50k per unit was ractified which amount to one billion naira (N1,000,000,000) was issued out of retained earnings. The bonus issue expense of N22.52m has been recognised under share premium.

ii *Share premium*

Share premium is the excess paid by shareholders over the nominal value for their shares.

At the beginning of the year:	624,446	624,446
Bonus issue expense	(22,521)	-
At 31 December	601,926	624,446

iii *Fair value reserve*

At the beginning of the year:	911,719	430,047
Fair value gain on equity instruments	966,175	535,191
Tax impact related to OCI item	(328,499)	(53,519)
	1,549,394	911,719

Fair value reserve represents accumulated fair value gains or losses on equity investments carried at fair value.

iv *Retained earnings*

At the beginning of the year:	8,136,914	7,526,824
Dividend declared and paid	(1,600,000)	(1,200,000)
Bonus Issue	(1,000,000)	-
Profit for the year	2,717,172	1,810,090
	8,254,086	8,136,914

v *Revaluation reserve*

	Note	31 December 2025	31 December 2024
At the beginning of the year:		165,120	165,120
Revaluation surplus on land	18	92,242	-
Revaluation surplus on building	18	137,048	-
Tax on revaluation surplus	23	(68,506)	-
		325,904	165,120

Revaluation reserve represents revaluation surpluses on land and building carried at revalued amount.

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

25 NOTES TO THE FINANCIAL STATEMENTS - Continued
Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise influence over the other party in making financial and operational decisions, or one other party controls both. The definition includes associates, joint ventures, as well as key management personnel.

Transactions with related parties

Transactions entered into by the Company with related parties are in the normal course of business. Transactions during the year and outstanding balances as at year end are as follows:

Related Party	Nature of relationship	Nature of transaction	2025	2025	2024	2024
			Outstanding balances (N'000)	Amount of transaction (N'000)	Outstanding balances (N'000)	Amount of transaction (N'000)
Afriland Properties Plc	Common director	Registrarship	16,726	79,970	50,057	129,375
United Capital Plc	Common director	Placement	6,199,623	6,199,623	16,834,633	16,834,633
United Capital Plc	Common director	Registrarship	20,516	201,552	53,000	193,202
Transcorp Plc	Common director	Registrarship	11,288	197,777	6,450	283,417
Transcorp Hotels Plc	Common director	Registrarship	1,519	20,857	25,241	13,516
Heirs Holdings Plc	Common director	Advisory	-	100,000	(100,000)	-
Heirs Insurance Ltd	Common shareholder	Insurance	-	8,793	230,729	8,323
Heirs Life Assurance	Common shareholder	Group Life	-	4,852	(3,659)	3,659
Transcorp Power Plc	Common shareholder	Registrarship	11,981	68,072	11,490	71,417
Heirs Technologies Limited	Common shareholder	Registrarship	-	85,124	120,389	310,516
Heirs Oil and Gas	Common shareholder	Registrarship	-	-	57,359	-
Avon Healthcare	Common shareholder	Medical	-	29,351	(26,556)	26,556

25.1 Key management personnel

Key management personnel constitutes those individuals who have the authority and the responsibility for planning, directing and controlling the activities of Africa Prudential Plc, directly or indirectly.

The key management personnel of the Company include all directors (executive and non-executive) and senior management. The summary of compensation of the key management personnel for the year is as follows:

<i>in thousands of Nigerian Naira</i>	2025	2024
Emolument of directors		
<i>Directors fees & other emoluments</i>		
<i>Chairman</i>	46,227	15,000
<i>Highest paid director</i>	60,448	39,679
<i>Other directors</i>	282,202	139,315
	388,877	193,994
<i>Fees</i>	208,984	20,779
<i>Other emoluments</i>	179,893	173,215
	388,877	193,994
The total number of Directors	6	8

25.2 Compensation of senior management

Short term employee benefits	182,877	182,877
The total number of senior management	12	12

Staff numbers and costs

The number of persons employed (excluding directors) in the company during the year was as follows:

	2025	2024
₦800,001 - ₦1,200,000	3	3
₦1,200,001 - ₦2,000,000	-	13
₦2,000,001 - ₦3,000,000	14	4
₦3,000,001 - ₦5,000,000	4	5
₦5,000,001 - ₦7,000,000	11	5
₦7,000,001 - ₦8,000,000	8	9
₦8,000,001 - ₦10,000,000	-	0
₦10,000,001 - Above	36	32
	76	71

26 Contingent assets, liabilities and commitments

The Company had no contingent assets, contingent liabilities nor claims as at 31 December 2025 (31 December 2024: Nil). The Company is involved in 6 (31 December 2024: 6) litigation suits in the ordinary course of its business. The actions are being contested and the Directors are of the opinion that none of the cases are likely to have a material adverse effect on the Company.

27 Capital commitments

The Company had no capital commitments as at 31 December 2025 (31 December 2024: Nil).

AFRICA PRUDENTIAL PLC
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL STATEMENTS - Continued

28 **Events after reporting date**
There were no events subsequent to the financial position date which require adjustment to or disclosures in the financial statements.

29 **Free Float Computation - Shareholding Pattern**

Shareholding Structure/Free Float Status <i>Description</i>	31 December 2025		31 December 2024	
	Units	%	Units	%
Issued Share Capital	4,000,000,000	100%	2,000,000,000	100%
Substantial Shareholdings (5% and above)				
International Equity Capital Limited	1,038,000,000	25.95%	519,000,000	25.95%
Total substantial shareholdings	1,038,000,000	25.95%	519,000,000	25.95%
Directors' Shareholdings (Direct and indirect), excluding directors with substantial interest				
Mrs. Christabel Onyejekwe	30,294	0.00%	4,006,060	0.20%
Mr. Oluwaseyi Abe (Indirect)	1,624,538	0.04%	10,698,079	0.53%
Mrs. Zainab Mahey Rasheed	-	0.00%	83,009	0.00%
Mr. Chidi Okpala	21,054	0.00%	-	-
Mr. Vincent Ukoh	50,000	0.00%	-	-
Mr. Peter Ashade	1,628,628	0.04%	13,891	0.00%
Mrs. Catherine Nwosu	1,574,450	0.04%	1,096,314	0.05%
Total Directors' Shareholdings	4,928,964	0.12%	15,897,353	0.79%
Other influential Shareholdings:				
Stanbc lbtc Nominees Nigeria Ltd	5,346,405	0.13%	2,000,000	0.10%
Total other influential shareholdings	5,346,405	0.13%	2,000,000	0.10%
Free float in units and percentage	2,951,724,631	73.79%	1,463,102,647	73.16%
Share price	14.80		20.55	
Free float in Value	43,685,524,539	73.79%	30,066,759,396	73.16%

Africa Prudential Plc with a free float percentage of 73.79% (2023: 73.16%), is compliant with The Exchange's free float requirements for companies listed on the Main Board.

Africa Prudential Plc with a free float value of ₦43,685,524,539 (2024: ₦30,066,759,396) is compliant with The Exchange's free float requirements for companies listed on the Main Board.

Securities Trading Policy

In compliance with Rule 17.15 Disclosure of Dealings in Issuers' Shares, Rulebook of the Exchange 2015 (Issuers Rule) Africa Prudential Plc maintains a Security Trading Policy which guides Directors, Audit Committee members, employees and all individuals categorized as insiders as to their dealing in the Company's shares. The Policy undergoes periodic reviews by the Board and is updated accordingly. The Company is not aware of any infringement of the policy during the year.

OTHER NATIONAL DISCLOSURES

AFRICA PRUDENTIAL PLC

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

<i>in thousands of Nigerian Naira</i>	2025	%	2,024	%
Gross earnings	7,190,107		5,197,833	
Bought in material and services:				
Local	(1,639,842)		(1,275,402)	
Value Added	5,571,885	100%	3,922,431	100%
Applied as follows:				
To pay employees				
- as salaries, wages and other benefits	1,157,118	21%	972,368	25%
To pay providers of capital:				
- Finance charges	-	0%	-	0%
To provide for Government				
- as company taxation	1,540,938	28%	977,984	25%
For expansion				
- as Depreciation	62,172	1%	61,596	2%
- as Amortisation	86,998	2%	78,107	2%
- as Deferred taxation	7,487	0%	22,286	1%
- as profit for the year	2,717,172	49%	1,810,090	46%
Value Added	5,571,885	100%	3,922,431	100%

The value added statement represents the wealth created by the efforts of the company and its employees' efforts based on ordinary activities and the allocation of that wealth being created between employees, shareholders, government and that retained for the future creation of more wealth.

AFRICA PRUDENTIAL PLC

FIVE-YEAR FINANCIAL SUMMARY

STATEMENT OF FINANCIAL POSITION

As at <i>in thousands of Nigerian Naira</i>	31 December 2025	31 December 2024	31 December 2023	31 December 2022	31 December 2021
Cash and cash equivalents	488,449	1,191,078	5,261,237	850,644	866,192
Investment securities	38,447,616	30,839,487	14,219,905	15,789,403	11,177,412
Deposit for shares	500,000	70,000	470,000	270,000	2,770,000
Trade and other receivables	1,341,415	1,663,845	1,871,072	1,514,551	625,626
Property and equipment	975,712	773,641	783,470	690,671	256,739
Right-of-use-assets	-	-	-	13,549	6,872
Intangible asset	155,333	307,206	376,247	141,868	61,335
Total assets	41,908,525	34,845,257	22,981,931	19,270,686	15,764,176
Liabilities					
Customers' deposits	26,443,481	20,815,492	12,085,772	8,985,030	6,199,925
Creditors and accruals	450,588	1,723,386	320,712	144,957	104,857
Lease liabilities	-	-	-	8,777	6,519
Income tax payable	1,533,451	1,122,977	559,612	700,028	629,429
Deferred tax liabilities	749,695	345,203	269,398	46,306	52,656
Total liabilities	29,177,215	24,007,058	13,235,494	9,885,098	6,993,386
Total net assets	12,731,309	10,838,199	9,746,437	9,385,588	8,770,790
Share capital	2,000,000	1,000,000	1,000,000	1,000,000	1,000,000
Share premium	601,926	624,446	624,446	624,446	624,446
Revaluation reserve	325,904	165,120	165,120	165,120	70,596
Fair value reserves	1,549,394	911,719	430,047	32,107	5,082
Retained earnings	8,254,086	8,136,914	7,526,824	7,563,915	7,070,666
Shareholders' funds	12,731,310	10,838,199	9,746,437	9,385,588	8,770,790
Total liabilities & Equity	41,908,525	34,845,257	22,981,931	19,270,686	15,764,176

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Revenue	7,473,883	5,505,536	3,988,989	4,165,030	3,617,982
Operating expenses	(3,215,773)	(2,695,177)	(2,547,307)	(1,998,868)	(1,611,912)
Profit before tax	4,258,110	2,810,359	1,441,682	2,166,162	2,006,071
Profit after tax	2,717,172	1,810,090	962,909	1,493,249	1,414,667
Earnings per share (Kobo)	68	45	48	75	71

Earnings per share is computed on the profit after taxation and the shareholders fund on the basis of the number of shares issued as at the statement of financial position date.