

Creating Possibilities...

- SHARE REGISTRATION SERVICES
- DIGITAL TECHNOLOGY
- i-ACADEMY





Empowering
Organisations
to Achieve
More through
Innovative & Beneficial
Solutions



Contents

ABOUT THE COMPANY

Notice of Annual General Meeting.....	03
About the Company.....	08
Board of Directors.....	14
Management Team.....	24



STRATEGY AND BUSINESS REVIEW

Chairman's Statement.....	34
CEO's Report.....	40



GOVERNANCE

Report of the Directors.....	52
Corporate Governance Report.....	60
Statement of Directors Responsibilities.....	69
Report of the Statutory Audit Committee.....	70
Statement of Corporate Responsibility.....	71



Sustainability & Corporate Social Responsibility.....	72
---	----



FINANCIAL STATEMENTS

Independent Auditors' Report.....	78
Statement of Profit or Loss and Other Comprehensive Income.....	83
Statement of Financial Position.....	84
Statement of Changes in Equity.....	85
Statement of Cash Flows.....	86
Notes to the Financial Statements.....	87
Statement of Value Added.....	120
Five-Year Financial Summary.....	121



INVESTOR INFORMATION

Proxy Form.....	125
E-Service/Data Update Form.....	129
Full Dematerialization Form for Migration.....	131
E-Dividend Mandate Activation Form.....	133



Notice of Annual General Meeting

Notice is hereby given that the 10th Annual General Meeting ("AGM") of Africa Prudential Plc ("the Company") is scheduled to hold on Tuesday May 2, 2023, at Transcorp Hilton Hotel, 1, Aguiyi Ironsi Street, Maitama, Abuja at 10.00 am to transact the following businesses:

A. ORDINARY BUSINESS

1. To lay before the members, the Audited Financial Statements for the year ended December 31, 2022, together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a Dividend.
3. To re-elect the following Directors retiring by rotation:
 - 3.1. Mr. Peter Ashade
 - 3.2. Mrs. Zubaida Rasheed.
4. To authorize the Directors to fix the remuneration of the Auditors for the 2023 financial year.
5. To elect members of the Statutory Audit Committee.
6. To disclose the remuneration of Managers.

B. SPECIAL BUSINESS

7. To consider and if thought fit, pass the following as an Ordinary Resolution:
"That the remuneration of the Non-Executive Directors be and is hereby fixed at N60,000,000 (Sixty million Naira only) for the year ending December 31, 2023.
8. To consider and if thought fit, pass the following as Special Resolutions:
 - 8.1. That the content of Article 11, being the Article on number of Directors in the Articles of Association of the Company be amended to increase the number of Directors as follows:
"Save as the Company may by ordinary resolution in general meeting otherwise determine, the number of Directors shall not be more than Ten."
 - 8.2. That pursuant to Section 11 of the Business Facilitation (Miscellaneous Provisions) Act 2022, Article 7 of the Company's Articles of Association be amended by the creation of Article 7 (a) to provide as follows:
"The Company's Annual General Meeting ("AGM") may hold electronically provided that the AGM is held in accordance with the Company's Articles of Association".
 - 8.3. "That the company's Memorandum and Articles of Association be amended to reflect the changes authorized by the foregoing resolutions".
 - 8.4. "To authorize and empower the Directors in the name of and on behalf of the Company to take or cause to be taken, all action required to effect the amendments, including without limitation, to the preparation, execution and filing of the necessary notifications and forms required by the Corporate Affairs Commission and all other regulatory authorities".

Dated this 21st day of February 2023.

By Order of the Board



Joseph Jibunoh, Esq

Company Secretary.

FRC/2018/NBA/00000017719

220B, Ikorodu Road, Palmgrove

Lagos, Nigeria

Notice of Annual General Meeting cont'd

NOTES

1. PROXY

Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. For the appointment of the proxy to be valid, a proxy form must be completed and deposited either at the office of the Company's Registrar, Africa Prudential Plc, 220B Ikorodu Road, Palmgrove, Lagos, or via email at cxc@africaprudential.com not later than 48 hours before the time fixed for the meeting. A blank proxy form is attached to the Annual Report and may also be downloaded from the Company's website at www.africaprudential.com.

2. STAMPING OF PROXY

The Company has made arrangement at its cost, for the stamping of the duly completed and signed proxy forms submitted to the Company's Registrars within the stipulated time.

3. ONLINE STREAMING OF AGM

The AGM will be streamed live online. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM online live streaming will be made available on the Company's website at www.africaprudential.com.

4. DIVIDEND

If the dividend recommended by the Directors is approved by the shareholders at the AGM, dividend will be paid by May 2, 2023, dividend approved at the AGM will be paid to shareholders whose names appear in the Company's Register of Members at the close of business on April 14, 2023.

5. CLOSURE OF REGISTER

The Register of Members of the Company will be closed from April 17, 2023, to April 21, 2023 (both dates inclusive) for the purpose of dividend payment and updating the register.

6. NOMINATION TO THE AUDIT COMMITTEE

In accordance with Section 404(6) of the Companies and Allied Matters Act, 2020 (CAMA), any member may nominate a shareholder for election as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the AGM. Such notice of nominations should be sent via email to cxc@africaprudential.com for the attention of the Company Secretary. Section 401 (5) of the CAMA provides that members of the Audit Committee should have basic financial literacy and should be able to read financial statements.

7. E-DIVIDEND REGISTRATION

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of receiving dividend payments electronically. A detachable application form for e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their accounts to the Registrar as soon as possible.

Notice of Annual General Meeting cont'd

8. PROFILES OF DIRECTORS FOR RE-ELECTION

The profiles of Mr. Peter Ashade and Mrs Zubaida Rasheed who will be retiring by rotation and will be presenting themselves for re-election are amongst the profiles of Directors that are provided in the 2022 Annual Report and on the Company's website at www.africaprudential.com.

9. E- ANNUAL REPORT PUBLISHED ON THE WEBSITE

In order to improve delivery of our Annual Report, we have inserted a detachable form in the 2022 Annual Report and hereby request shareholders to complete the form by providing their contact and any other requested details and thereafter return same to the Registrars for further processing. Additionally, an electronic version of the 2022 Annual Report is available on the Company's website at www.africaprudential.com.

10. RIGHTS OF SHAREHOLDERS TO ASK QUESTIONS

Shareholders have the right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such written questions must be submitted to the Company via email to cxc@africaprudential.com on or before Friday, March 17, 2023

11. UNCLAIMED DIVIDEND LIST

in accordance with Section 429(1) of the Companies and Allied Matters Act, 2020, the list of unclaimed dividends and the names of the persons entitled to the dividends is available on the Company's website at www.africaprudential.com for viewing by shareholders.

AP at a Glance

Application Development & IT Infrastructural Services

We provide a wide range of professional services in application development and I.T. Infrastructure of any complexity.

i-Academy

i-Academy is an Africa Prudential tech programme, created to build and develop qualified pool of technology talents in West Africa.

invearn

Build and manage your investment portfolio with ease. Access and track multiple investment assets at the same time.

Shares Registration Services

A leading shares registration services with close to 5 decades of exceptional experience in the Nigerian Capital Market. Our services are technology-driven and highly customer-centric.

Tellerless Banking

A self-service tellerless banking solution that enhances key operational activities at the bank

Apems

Apems integrate in-room and online experience for member meetings and shareholder.

GreenPole

A robust and scalable, cloud-based share registration operating solution.

www.africaprudential.com

About the Company



About the company

Africa Prudential Plc is a leading share registration and business solutions provider with over four decades of top-class experience in the Nigerian Capital Market and other industry sectors. The firm is highly reputed for automation and innovation within its business niche. Dear to Africa Prudential Plc is a very strong passion for empowering organizations to achieve more through innovative and beneficial solutions. Our business tentacles span across Share Registration Services and Digital Technology Services.



•**ISO Certifications:**
ISO 27001: 2013
 Information Security Management System
ISO 9001: 2015
 Quality Management Systems
ISO 22301: 2019
 Security and Resilience



A Leading **Registrar** with **4 Decades** Track Record of Innovation



We provide **Top-Range Business Solutions** Services

M I L E S T O N E S



+3 million Aggregate shareholders supported on our platform



The only listed Shares Registration Services and Digital Technology firm in West Africa listed on the Nigerian Exchange with 258,809 shareholders.



A Highly scalable cloud-based enterprise solution



A cutting-edge software and real-time audience engagement technology transform AGMs, conferences, and events for both organizers & attendees, no matter where they are located.



an initiative with the goal to sustainably impact the community, by nurturing and growing well-rounded technical talents.



Innovation Lab, acceleration program, development of various software for the capital



Dividend Payment: Consistently paid dividend to investors and ranked 1st in terms of dividend yield by 9-year average on the NGX.



1st Online investors services portal in Nigeria.



Upgrade to Hybrid AGM with **Apems**

Apems connects your in-room meeting & remote participants seamlessly! Whether you hold Annual General Meetings for shareholders or need to vote in your member based organization... let Apems transform your meetings.

- Self Registration and Accreditation
- Voting Management System and Real-Time Result
- Video Conferencing and Live Stream Event
- Attendee and Proxy Management

Book a Demo today



017001069



www.apems.co



@apemshq

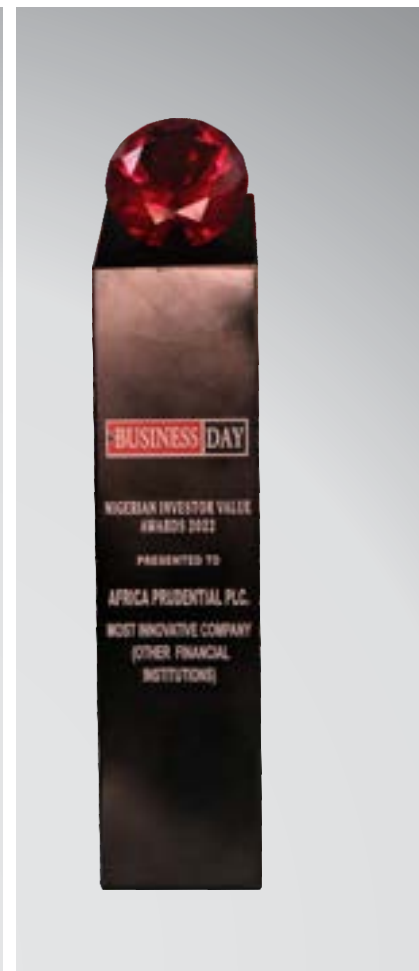


@apems



About the Company cont'd

AWARDS & RECOGNITION



- Best Company of the Year - Cooperative Industry by the Cooperative Rating and Award Society of Nigeria (CRASoN).
- Businessday NIVA Award 2022:BAFI - Most Innovative Company of the Year
- 2022 Top 3 Companies in Nigeria for Exceptional Performance in the DEI Rankings by Hofstede Insight Nigeria - Diversity, Equity, and Inclusion Study 2021

About the Company cont'd

Board of Directors:	Chief (Mrs) Eniola Fadayomi , MFR, FIoD	– Chairman
	Mr. Obong Idiong	– Managing Director
	Mrs. Funmibi Chima	– Independent - Non-Executive Director
	Mrs Zubaida Rasheed	– Independent - Non-Executive Director
	Mr. Samuel Nwanze	– Non-Executive Director
	Mr. Peter Elumelu	– Non-Executive Director
	Mr. Peter Ashade	– Non-Executive Director
	Mr. Emmanuel Nnorom	– Non-Executive Director

Registered Office: 220B, Ikorodu Road, Palmgrove, Lagos.

Company Secretary: Joseph Jibunoh

Auditors: Ernst & Young,
UBA House, 10th and 13th Floors,
57 Marina, Lagos

Banker: United Bank for Africa

RC No 649007

Capital Base N1,000,000,000.00

Date Listed January 11, 2013

Email Address: cxc@africaprudential.com

Website: www.africaprudential.com

Branch Offices

Abuja
Infinity House (2nd Floor), 11 Kaura Namoda Street
Off Faskari Crescent, Area 3, Garki
Abuja.

Port Harcourt
1A, Evo Road, Oklen Suite (2nd Floor)
GRA Phase II
Port Harcourt, Rivers State.

Innovation Lab

Lagos
Infinity House,
30 Ilupeju Bypass,
Ilupeju, Lagos.

Give your business the winning edge

We aim to own our customer's problem like it's ours, providing innovative solutions, and discover opportunities that our customers may never have imagined.



Share Registration Service

Utilizing technology, Africa Prudential provides customized, high-quality services that addresses share registration needs


Digital Technology

We specialize in providing innovative solutions to help businesses thrive in today's digital landscape.

i-Academy

We are unlocking the potential of young tech talents through education and opportunities.

BOOK IN A QUICK CALL

 **+234-01 700 1066**



cxo@aficaprudential.com



www.aficaprudential.com



BOARD OF

DIRECTORS



Board of Directors cont'd



CHIEF (MRS.) ENIOLA FADAYOMI,

MFR, FloD
CHAIRMAN

Chief (Mrs) Fadayomi is a Lawyer with professional experience spanning several years in both the Public and Private Sectors and currently, the Principal Partner at Eniola Fadayomi and Co., a law firm. She was at different times, the Attorney General and Commissioner for Justice, the first Commissioner for Women Affairs & Poverty Alleviation, and the Commissioner for Establishment, Training & Pensions of Lagos State. Prior to her engagements in the Public Sector, she served as Company Secretary and Legal Adviser of First Bank of Nigeria Plc and Chairman Board of Directors, Afribank Nigeria Plc. She is currently on several boards in the Public and Private Sectors.

She attended the University of Lagos and obtained a Bachelor of Laws (LL. B Hons) Degree of the University in 1972. She thereafter attended the Nigerian Law School Lagos where she obtained the BL Certificate and was called to Bar in 1973. Chief (Mrs.) Fadayomi is a Distinguished Fellow and the 13th President/Chairman of Council of the Institute of Directors Nigeria, recipient of a National Merit Award, Member Federal Republic (MFR) of Nigeria and member, Nigerian Bar Association.

Appointed: April, 2012

Board of Directors cont'd

OBONG IDIONG
Managing
Director/CEO



Obong is the Chief Executive Officer of Africa Prudential Plc, charged with driving the Company's digital transformation agenda, which has seen the Company evolve its traditional Registrar business and expand into digital technology offerings including the development and implementation of business solutions across the financial, hospitality, transportation, cooperative, e-commerce sector, etc.

Prior to joining Africa Prudential, Obong was the Legal Adviser/Company Secretary of Heirs Holdings, an African proprietary investment company where he oversaw the legal responsibilities of the company's investment portfolios in Financial Services, Oil & Gas, Energy, Real Estate, Health Care and the Hospitality sector. Specific responsibilities included transaction advisory, implementation and institutionalisation of governance frameworks, mergers and acquisitions, business incubation, compliance, and regulatory. Obong worked in the United Bank for Africa Plc (UBA Plc), where he had stints in legal advisory, business development, strategy, research, and customer service. Prior to this, he held positions at Alpha Juris Chambers, Lagoon Home Savings & Loans Limited, and Standard Trust Bank (now UBA Plc).

With over 19 years of post-call legal working experience in corporate, commercial legal practice, banking, and financial advisory services, Obong is also a Non-Executive Director at Afriland Properties Plc.

Obong holds several qualifications in the legal, finance, and technology fields. Obong is an alumnus of the Nigerian Law School, the University of Liverpool, Lagos Business School and IESE Business School, the Massachusetts Institute of Technology, among others. He is also a member of the Nigeria FinTech Fund Advisory Board.

Appointed: July, 2018

Committee Membership

- Board Finance, Investment and Risk Management Committee
- Board Product and Projects Committee

Board of Directors cont'd



FUNMIBI CHIMA

Independent Non-Executive Director

Funmibi is a global technology executive & a business leader, focusing on driving business outcomes through the use of technology and digital solutions, with in-depth experience in global transformational programmes and inspiring an organisation to embrace a new future.

Prior to joining Adidas in 2019, She has been the transformational CIO for several global organizations and was most recently the CIO of Fox Network Group; CIO at Burberry Corporation, CIO of Walmart Stores Inc Asia business operations, and CIO of American Express' Global Corporate Technologies. She has a proven track record of successfully partnering with business leaders and building world-class teams.

She has a Bachelor of Arts, Politics and Philosophy, University of Hull, North Humberside, U.K. In addition, she has a post graduate certification in Women Corporate Directorship, Hong Kong University and Executive Leadership Development of Harvard University. Highlights of her career include developing and managing the execution of multi-channel digital strategies that doubled revenue and decreased spending by 23%, creating significant margin expansion. Within another strategic initiative, She led a team that divested low-value functions and reinvested in high-value ones that had an impact of several billion dollars in additional incremental annual revenue.

She has both for profit and non-profit board experience and is a sought-after speaker on topics ranging from the CIO's role in the executive suite and boardroom, to making digital part of an organisation's culture. She has been recognized as a top leader in STEM, Globalisation, and IT.

Appointed: September, 2020

Committee Membership

- Board Product and Projects Committee
- Board Finance, Investment and Risk Management Committee

Board of Directors cont'd

MRS ZUBAIDA RASHEED

Independent Non-Executive Director



Mrs Zubaida Rasheed is a distinguished technocrat with over four decades experience in public and private sectors. She worked with NITEL Plc for 23 years, rising to the position of Executive Director. She gained significant experience in Corporate Strategic Management of Human and Material resources, for organisational success and was responsible for the overall marketing portfolio of the organization up to its time of privatization.

Since 2008, she has been the, CEO of Zaiydah Haleem Resources Nigeria Ltd, a private company involved in training programs and Consultancy and Supplies. She previously served as Deputy Coordinator of Technical Working Group (TWG) for the preparation of Medium-Term National Development Plan (MTNDP) 2021-2025 & Nigeria Agenda 2050 (Business Environment, Trade, Competitiveness and Product Space Mapping). Zubaida has a BSC degree in Economics from Ahmadu Bello University obtained in 1977. She is a member of the Nigerian Institute of Management, Associate member, National Institute of Marketing, Nigeria and Fellow of Institute of Management Consultant-Nigeria

She is currently a member of the Board of Directors of Nigeria Internet Exchange Point, which is an organization responsible for allowing Network operators, Internet Service Providers (ISPs) and content providers to exchange Internet traffic between their networks, by means of peering agreement thus keeping the traffic within Nigeria. Other organizations, where she serves at the Board level are, the Isa Wali Empowerment Initiative (IWEI), a non-governmental and non-profit organization aimed at transforming the lives of the most vulnerable, and Imam Na'ibiWali Educational Foundation, a non-governmental and non-profit organization aimed at promoting and creating a better world for women and children in the society through education and skill acquisition programs.

Appointed February, 2021

Committee Membership

- Board Audit and Governance Committee
- Statutory Audit Committee

Board of Directors cont'd



**SAMUEL
NWANZE**
Non-Executive Director

Mr. Samuel Nwanze holds a master's degree in finance and management from Cranfield School of Management, United Kingdom. He is the Executive Director/ Chief Finance Officer of Heirs Holdings Oil and Gas Limited. Prior to this, he was the Chief Investment Officer at Heirs Holdings Ltd, where he was responsible for the administration and management of the group's overall financial activities and investment programs. Prior to joining Heirs Holdings, Samuel served as Group Treasurer with Bank PHB Plc, Lagos, Nigeria.

He was responsible for the overall management of Treasury for the Bank PHB Group (including five banks and several non- bank subsidiaries). He led the restructuring of the trading desk, dealing in financial markets: Money Markets, Bonds, Treasury Bills, Currencies, Bankers' Acceptance and Commercial Papers, as well as liquidity and capital management. Before taking the role at Bank PHB, he served as the Head of Financial Performance, Management and Budgets in UBA Plc. He has also worked on a number of projects and start-ups including Nigeria's first credit bureau, an insurance company, group shared services model, and the acquisition and set-up of various banks in Africa, as well as other projects in the US, UK and India.

His other key distinctions include the prestigious annual award, bestowed by the Association of Corporate Treasurers (ACT) of the United Kingdom,

Appointed: April 2012

Committee Membership

- Board Audit and Governance Committee
- Board Product and Projects Committee
- Board Finance, Investment and Risk Management Committee."

Board of Directors cont'd



**PETER
ELUMELU**
Non-Executive
Director

Mr. Peter Elumelu holds a Bachelor of Science Degree in Business Management from Rivers State University of Science and Technology, Port Harcourt, an LL.B (Hons) Law Degree from National Open University of Nigeria, and a Master of Science Degree in Financial Management Technology from Federal University of Science and Technology Owerri, (FUTO) Imo State.

Mr. Peter Elumelu is an astute businessman with over 3 decade of experience cutting across the private and public sectors of the economy. He currently sits on the Boards of several companies including Transcorp Hotels Plc, and Pet-Jibson & Company Limited, where he is the Chairman / CEO.

He was formerly the Chairman, Board of Directors of Delta State Urban Water Board, Asaba during which he successfully managed and executed various laudable projects. He is a member of the Institute of Directors (IOD).

Mr. Peter Elumelu has attended several local and international courses on Corporate Governance, Risk Management, and Project Management.

Appointed: February, 2013

Committee Membership

- Board Finance, Investment and Risk Management Committee
- Board Audit and Governance Committee
- with Board Product and Projects Committee
- Statutory Audit Committee

Board of Directors cont'd



**PETER
ASHADE**
Non-Executive Director

Peter is an astute investment banker with close to 3 decades cognate experience in Nigeria's money and capital market. He is the Group CEO of United Capital Plc.

Until recently, he was the MD/CEO of Africa Prudential Plc. During his twelve year term, Peter led the transformation of the business from a subsidiary of UBA Plc to the only listed Registrars' company on the Nigerian Stock Exchange, now NGX Limited, and achieving over 8000% growth in profitability within 8 years. He championed disruptive innovation in the registrars' business in Nigeria pioneering many e- products and successfully implemented a major diversification strategy for the business.

Peter was the founding CEO of Great Africa Registrars Limited (Now Meristem Registrars & Probate Services Limited), Assistant Registrar at First Registrars & Investors Services Ltd, and Account Manager at Union Bank Plc.

Peter has diverse academic and professional background, including MBA, Marketing; MSc, Finance; Fellow, Institute of Chartered Accountants of Nigeria; and Fellow, Chartered Institute of Bankers. Others are Fellow, Institute of Capital Market Registrars; Associate, Chartered Institute of Taxation of Nigeria; and Associate, Institute of Directors. He is an alumnus of the prestigious Lagos Business School (CEP23, LBS). Peter is currently the President of the Chartered Institute of Bankers of Nigeria (CIBN), Lagos Branch.

Appointed: July, 2018

Committee Membership

- Board Finance, Investment and Risk Management Committee
- with Board Product and Projects Committee

Board of Directors cont'd



EMMANUEL NNOROM

Non-Executive Director

Emmanuel is the CEO of Heirs Holdings. Prior that he served as CEO of Transnational Corporation of Nigeria Plc, overseeing the Transcorp businesses including Transcorp Power, Transcorp Hilton, Transcorp Hotel, Calabar and Transcorp Energy.

Prior to Transcorp, Emmanuel had held senior positions at United bank for Africa and had served as an Executive Director at UBA and Managing Director of UBA Africa, overseeing the Group's African subsidiaries and executing corporate strategy in 18 African countries, Other senior roles within UBA included Group COO, UBA, followed by his appointment as UBA's Group CFO, with responsibility for Finance and Risk. Emmanuel is a chartered accountant, and brings over 3 decades of professional experience in the corporate and financial sectors, working with publicly listed companies.

He is an alumnus of Oxford University's Templeton College, and a prize winner and Fellow of the Institute of Chartered Accountants of Nigeria

Appointed: July, 2017

Committee Membership

- Board Finance, Investment and Risk Management Committee
- Board Audit and Governance Committee
- Board Product and Projects Committee



Empowering Businesses to Succeed...

We are a leading Share Registration Service and Business Support Solutions provider with over five decades of excellent services in the Nigerian Capital Market.

Share Registration Service

Utilizing technology, Africa Prudential provides customized, high-quality services for capital market operations.

Digital Technology

We specialize in providing innovative solutions to help businesses thrive in today's digital landscape.

i-Academy

We are unlocking the potential of young tech talent through education & opportunities.

BOOK IN A QUICK CALL

 **+234-01 700 1066**



cxc@aficaprudential.com



www.aficaprudential.com

MANAGEMENT TEAM



Management Team



**OBONG
IDIONG**
Managing
Director/CEO

Obong is the Chief Executive Officer of Africa Prudential Plc, charged with driving the Company's digital transformation agenda, which has seen the Company evolve its traditional Registrar business and expand into digital technology offerings including the development and implementation of business solutions across the financial, hospitality, transportation, cooperative, e-commerce sector, etc.

Prior to joining Africa Prudential, Obong was the Legal Adviser/Company Secretary of Heirs Holdings, an African proprietary investment company where he oversaw the legal responsibilities of the company's investment portfolios in Financial Services, Oil & Gas, Energy, Real Estate, Health Care and the Hospitality sector. Specific responsibilities included transaction advisory, implementation and institutionalisation of governance frameworks, mergers and acquisitions, business incubation, compliance, and regulatory.

Obong worked in the United Bank for Africa Plc (UBA Plc), where he had stints in legal advisory, business development, strategy, research, and customer service. Prior to this, he held senior positions at Alpha Juris Chambers, Lagoon Home Savings & Loans Limited, and Standard Trust Bank (now UBA Plc).

With over 19 years of post-call legal working experience in corporate, commercial legal practice, banking, and financial advisory services, Obong is also a Non-Executive Director at Afriland Properties Plc.

Obong holds several qualifications in the legal, finance and technology fields. Obong is an alumnus of the Nigerian Law School, the University of Liverpool, Lagos Business School and IESE Business School, the Massachusetts Institute of Technology, among others. He is also a member of the Nigeria FinTech Fund Advisory Board.

Management Team cont'd



Bukola James Cole
Head, Capital Market Business

Bukola is the Head, Capital Market Business and Deputy Registrar charged with providing strategic direction, innovation, opportunities and leadership to the Capital Market Business of Africa Prudential Plc.

Prior to joining Africa Prudential, Bukola managed the Sales and Business Development unit in Coronation Registrars where she managed the Marketing Opportunities and was actively involved in the Private Banking and Wealth Management and Funds Project. Bukola also acted in the capacity of Registrar in Coronation Registrars with over fifteen years working experience in Registrar Services and data management, Investment Management, Company Secretarial Services, Capital Markets Operators Liaison as well as a Strong Digital Transformation.

Bukola is an alumnus of the London School of Business and Finance, and Lagos Business School. She is a Fellow of the Chartered Institute of Registrars (FCMR), Fellow of the Institute of Management Consultants (FIMC), Associate member of the Institute of Chartered Secretaries (ACIS), Associate member of Chartered Institute of Stockbrokers (ACS), an Accredited Dealing Clerk with the Nigerian Exchange Group (ADC) and Lagos Commodities Exchange. She also has an MBA from the University of Lagos and a BSc/ED from the Lagos State University.

Ozioma Ihekwoaba is AP's Chief Solutions Architect and Head of Engineering. He provides strategic leadership and direction for the organization's technology vision and roadmap. Also, he works with other Executives & stakeholders across the organization to understand business requirements and develop technology solutions that align with business goals and objectives. Ozioma is responsible for leading and managing Africa Prudential's teams of developers and engineers, ensuring that projects are delivered on time, within budget, and to the highest quality standards.

Ozioma has over 18 years of experience in software development, with a focus on designing and developing scalable, high-performance enterprise solutions. His work experience covers solutions delivery for several industries including systems integration, ERP systems development, business process design & automation, fintech solutions development, payment systems development & integration, business intelligence & reporting solutions, ML & AI, and big data analytics solutions. Ozioma's deep understanding of software engineering, enterprise systems and process automation has been brought to bear in AP's build shop strategy. He is a graduate of the British Computer Society and Yaba College of Technology.



Ozioma Ihekwoaba
Chief Solutions Architect & Head Engineering

Management Team cont'd



Ivy Ikpeme-Mbakwem
Programme
Director
I-Academy

Ivy is a Certified IT Service Manager (CITSM) and Customer Service Certified (CSC) professional by the International Customer Service Association (ICSA), Rockhurst University Continuing Education Centre (Kansas, USA). She is also a Member of the John Maxwell Team as a Leadership Coach, Teacher & Keynote Speaker. She holds a B.Sc. in Business Management from the University of Calabar. Her work experience spans over 18 years across various industries, including Banking, Telecommunications, and Consultancy where she managed high impact projects including implementation of Contact Centres in Nigeria and Africa, Culture Change Programmes, and Business Process Re-engineering while she led Customer Service teams.

Ivy is a passionate Customer Care/Service professional, who over the years has received in-depth customer service training and experiences from various organizations fuelling in her the passion to lead, build and nurture several teams to high-performance in-service delivery and over the years. She has facilitated many training programs on customer services and has served as faculty trainer in the Banking Operations and Training Academy at two leading commercial banks in Nigeria, and at Phillips Consulting.

As a Customer Service Evangelist, she makes out time to talk on the subject on her blog. She also gives back to growing others via the Prestigious Women in Business, Nigeria (WimBiz) mentoring platform.

Joseph is a versatile Corporate Counsel with over two decades multi-sectoral experience acquired from general law practice, investment banking, insurance, mortgage banking, real estate, oil and gas, and capital market sectors.

He holds a Bachelor of Laws (LL. B Hons) degree from the University of Lagos and a B.L from the Nigerian Law School. He is a member of the Nigerian Bar Association, Associate of the Institute of Company Secretaries and Administrators of Nigeria (ACIS), Associate, Chartered Institute of Arbitrators Nigeria (ACI Arb), Member, Chartered Institute of Taxation and World Future Society.

During his career, Joseph has attended numerous Executive Education programs on Corporate Governance, investment banking, bond insurance underwriting, corporate strategy, public private partnerships, alternative dispute resolutions, risk management, credit administration and human resources. He is an alumnus of Lagos Business School (EMP) on Corporate Strategy.



Joseph Jibunoh
Company
Secretary/
Legal Adviser

Management Team cont'd



**Ejiro
Ogunbanjo**
Head, Human
Capital
Management

Ejiro is a commercial oriented HR practitioner, Certified Coach and Scrum Master with core expertise in Strategy, Talent and Resource Management. She works with business leaders and organizations to co-create and implement effective solutions that drive employee ownership and business performance; and her executive coaching skills help facilitate a more effective engagement with leaders and employees.

Her people management experience spans several sectors including Consulting, Non-Profit, Telecommunications, Financial Services and Technology where she has led HR or worked as an HR Consultant to several blue-chip companies including multinationals, leading Indigenous clients, International and Local NGOs; interfacing with Senior Management Executives and Boards on people issues.

She has a first degree in Human Resource Management, Master's degree in Managerial Psychology; holds a Senior Professional in Human Resources International (SPHRi) certification from the Human Resource Certification Institute (HRCI) and full membership of the Chartered Institute of Personnel Management Nigeria (MCIPM). She is also a Certified Professional Coach from the Center for CoRe Coaching and a Professional Scrum Master (PSM 1); a certification she pursued to build competencies in Agile Coaching and Digital Transformation towards supporting employees and organizations to successfully navigate the New World of Work.

Ejiro is responsible for driving People and Culture strategy and initiatives that create a high-performance work organization at Africa Prudential Plc.

Management Team cont'd



Antoinette Edodo
Head, Business Transformation

Antoinette Edodo is a transformational sales and operations leader with vast multidisciplinary knowledge and years of productive experience in Operations Management, Business Growth & Development, Business Strategy and Product Development & Innovation.

She is a proven expert in Business Transformation, with a deep understanding of target buyers, their priorities, and the trends impacting them. She helps clients transform their businesses, from strategy through execution, with particular emphasis on helping businesses understand their internal capabilities which helps in creating a competitive value proposition now and in the future to meet changing market needs.

As the Head of Business Transformation at Africa Prudential, she is responsible for collaboratively implementing future-focused and sustainable digital work processes, products, and platforms that enable the workforce to remain agile, optimally effective, and have the best digital working experiences throughout the dynamic phases of Africa Prudential's transformational journey.

Before joining AP, she was Vice President, Operations at Fleri in the United States, where she led the team on Operational Excellence, Go-to-Market Strategies, Customer Experience and Strategic Partnerships. Prior to that, she was Head of Paycheck (a Paga Company) with responsibilities across pillars like Business Development, Branding and Product Development.

Antoinette holds a BSc in Estate management from the University of Lagos and various professional certifications from Yale University, Columbia Business School and the University of Pennsylvania.

Management Team cont'd



Anu Akindolire
Chief Finance Officer

Anu Akindolire is a renowned high-achieving, results-driven, finance professional with over 15 years of experience in Business advisory, Financial Control, Strategy, Treasury management, Tax management, Investor Relations, and Corporate Finance.

Before his appointment as the Chief Financial Officer, he worked as the Financial Controller and the Senior Accountant at Africa Prudential, providing both tactical and strategic support to the organization.

He is a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN), a member of the Institute of Capital Market Registrars (ICMR), Institute of Chartered Management Accountants Australia; a certified Portfolio Management Professional from the New York Institute of Finance, an alumnus of Lagos Business School and is currently undergoing the Finance Leadership Program at the Chartered Institute of Management Accountants, UK (United Kingdom).

He has several certifications including Professional Training and Certificates in Supervisory skills, Financial Modelling and Business Ethics & Governance in both the Capital market, Investment Banking and Technology sectors.

Emmanuel holds an Msc in Finance degree from the University of Lagos. He is an Associate Member of the Chartered Institute of Bankers of Nigeria (CIBN) and the Institute of Capital Market Registrars.

A prolific business development leader, Emmanuel has over 15 years' experience from which the last 7 years have been spent leading the sales and business development function of several organizations such as Greenwich Registrars and Data Solutions and Chams Access Nigeria. He also had stints with Zenith bank and Asset & Resource Management Company (ARM).

In his previous role as Divisional Head, Business Development, he held oversight for functions such as Direct Sales, Clients Services, Business Origination, Corporate Communications, Marketing and New Product Development where he delivered extensive commercial accomplishments.

He is now responsible for revenue generation of Africa Prudential across product and services lines.



Emmanuel Chijioke
Chief Commercial Officer

Management Team cont'd



Idris Oko-Osi
Head, Enterprise Risk Management

Idris is a Finance & Risk Management Professional with over 20 years experience. He holds a Master of Business Administration degree with specialization in finance from the prestigious University of Leicester, England and an alumnus of the Lagos Business School. He is an Enterprise Risk Management Certified Professional (ERMCP), Governance, Risk and Compliance Professional (GRCP) and a Certified Basel II Professional.

He also holds certifications in Data Protection, Information Security Management System (ISO 27001) and Business Continuity Management System (ISO 22301). He worked with top local and international banks in Nigeria including Oceanic Bank (Now Ecobank), First Bank of Nigeria Limited and Standard Chartered Bank where he was involved in the management of Credit Risk in the banks portfolio.

Before joining Africa Prudential Plc, Idris was a Senior Consultant and Practice Lead, Strategy & Risk Management at H. Pierson Associates Limited, a leading risk management consulting firm in Nigeria. During his consulting practice, he led and successfully implemented several risk management and capacity building projects in the fields of Credit Risk Management, Operational Risk Management, Enterprise Risk Management, Social and Environmental Risk Management, Executive Liability, Risk Based Audit, Risk Based Supervision, Basel II and Corporate Governance for top Nigerian institutions, banks and regulators.

Toyin Osunlaja is a certified Data Engineer with over 12 years of experience spanning the financial services sector.

He currently holds a B.Sc. in Information Technology from Eastern Mediterranean University Cyprus and an M.Sc. from the University of Lagos with a specialization in Enterprise Data Management. He has obtained various certifications within the IT and data space, including ITIL 3 Foundation, Microsoft Azure Fundamentals, and Microsoft Certified Azure Data Engineer. Throughout his career, Toyin has demonstrated outstanding leadership abilities and played a significant role in mentoring and instructing other IT and data professionals. He has a talent for putting together diverse teams to work on difficult projects, and he is renowned for developing data strategies and, more importantly, his ability to provide solutions on time and on budget.

Overall, Toyin is an exceptionally talented and committed senior data engineer who has significantly impacted Tier One banks in Nigeria. His knowledge and leadership have assisted these banks in maximizing the value of their data and fostering innovation and commercial success.



Toyin Osunlaja
Head, Data and Analytics

Management Team cont'd



**Frank
Chujor-Idowu**
Chief Project
Manager

Frank Chujor-Idowu is the Chief Project Manager of Africa Prudential Plc. Prior to this, he spearheaded various teams within the organization as the Head of the Project Management Office, delivering value for the business by having oversight of projects, stakeholder engagement budget, and scope management.

He is a graduate of Valley View University in Accra Ghana and holds several certifications as a Scrum Master, Project Management Professional, and an Oracle Certified Administrator.

Prior to joining Africa Prudential Frank worked with organizations like Cyberspace Network Limited, where he worked in various capacities but most notably as the Program Manager in charge of delivering their flagship product along with various products in their offering.

He has also worked with INITS Limited as Project Manager and Interswitch Limited Interswitch, where he worked as a Scrum Master/ Agile Consultant and spearheaded the activities of the various teams and achieved immense success.



Grow, Manage & Track Your Wealth In One Place

Invearn is a robust and secure API-supported portal to aggregate capital market service offerings for investors. Invearn leverages market-wide integration to address the problems impacting the capital market.



HOLDER PORTFOLIO MANAGEMENT

Shareholders can see their investments, investment value and their dividend value and view transaction and dividend reports.



CLIENT COMPANY SERVICE PORTAL

Fast and Efficient access to shareholders performance reports, Monthly stock check report, Weekly top 20 buyers and sellers and Annual deals volume and value.



INTEGRATED E-DIVIDEND PORTAL

Shareholders can view dividend and make a claim for all unclaimed dividends into their mandated bank account.



SHAREHOLDER ACCOUNT MANAGEMENT

Shareholders can manage profile and account settings and can update existing records with new information.



E-IPO

Electronically set up a public offer for potential investors to apply and make payments.

For more information, visit: www.invearn.com

Strategy & Business Review





Chief (Mrs) Eniola **Fadayomi**, MFR, FIOD
Chairman

CHAIRMAN'S STATEMENT

Dear valued shareholders, distinguished members of the Board of Directors, Ladies and Gentlemen, it is my honour to welcome you all to the 10th Annual General Meeting of our Company and to present to you, the Company's Annual Report and Financial Statements for the period ended December 31, 2022.

THE GLOBAL ECONOMY IN 2022

The escalation of the Russia – Ukraine War led to increase in global food prices, due to Russian blockade and prevention of grain and wheat exports from Ukrainian Black Sea Ports, consequently leading to food insecurity in many regions of the world. Conversely, sanctions imposed on export of Russian oil by western countries, led to disruption and increase in international energy prices. There was also the possibility of resurgence of Covid – 19 pandemic across the global economy, as the virus infection rates increased in China, following its lifting of social restrictions.

In the Advanced Economies, there was tightening of monetary policy while fiscal policy was downplayed. In the Emerging Markets and Developing Economies, fiscal capacity was greatly undermined by the array of shock spill overs from the global economy. Inflation was significantly high above the long - run objectives in both the Advanced and Developing Economies, due to a combination of factors such as the persisting high price of grains and other commodities, following geo – political tensions; continued exchange rate pressures; and other legacy structural factors. In response, policy makers across the globe raised interest rates in a bid to tame inflationary pressure and capital flight.

CHAIRMAN'S STATEMENT cont'd

The Nigerian Exchange (NGX) equities trading market in 2022 ended on a positive note. Equity Capitalization increased by 25.20% (from N22.29 trillion in 2021 to N27.92 trillion.

**THE DOMESTIC ECONOMY**

According to data from the National Bureau of Statistics (NBS), Real Gross Domestic Product (GDP) grew by 2.25 per cent (year-on-year) in the third quarter of 2022, compared with 3.54 per cent in the second quarter of 2022 and 4.03 per cent in the corresponding period of 2021. The economy continued on a path of growth, driven largely by support from Central Bank of Nigeria and the Federal Government fiscal interventions.

In the consumer price index, there was moderation in inflation, as headline inflation (year-on-year) declined marginally to 21.34 per cent in December 2022 from 21.47 per cent in November 2022. Month-on-month headline inflation however, increased to 1.71 per cent in December, 2022 from 1.39 per cent in the preceding month, due to a rise in consumer spending during the festive period.

There were significant challenges in the Foreign Exchange Market, as the Naira depreciated from N525 in January, 2022 to N850 per US Dollar by December, 2022, despite rise in crude oil price. This was worsened by the dual exchange rate being maintained by the Central Bank of Nigeria, against

the clamour of foreign investors for a market – driven adjustment to the official exchange rate and for removal of fuel subsidy.

CAPITAL MARKET

The Nigerian Exchange (NGX) equities trading market in 2022 ended on a positive note. Equity Capitalization increased by 25.20% (from N22.29 trillion in 2021 to N27.92 trillion. Market participation was dominated by domestic investors with 87% of the market in contrast to the 17% held by foreign investors who largely divested their investments, in response to the unprecedented depreciation of the Naira against the US Dollar from middle to the end of the year under review.

The Fixed Income market saw a little rise in turnover to N3.89 billion in 2022 from N3.53 billion recorded in 2021. This represents a 10.20% year – on – year increase. However, Fixed Income Market capitalization grew by 17.58% from 19.74 trillion in 2021 to 23.21 trillion in 2022.

The Exchange Traded Fund (ETF) Market Capitalization increased from N7.35 billion in 2021 to N8.42 billion in 2022, representing a 14.56% increase in

CHAIRMAN'S STATEMENT *cont'd*

the Market Capitalization. Remarkably, ETF transactions fell from N34.22 billion in 2021 to N211.02 million in 2022, representing a 99.38% decline in ETF turnover. This steep decline in turnover is attributed to Capital Controls directives enforced by the Central Bank of Nigeria.

REVIEW OF OPERATIONS

Over the past few years, the Board and Management purposefully came together, x – rayed the past, present and prospects of the Company in the light of a volatile, uncertain, complex and ambiguous business environment, and firmly resolved, to diversify its age – old business of registrar and investor relations services, by creating additional business line of providing innovative digital technology support solutions. More than ever before, the Company is committed to its timeless mission of empowering organisations to achieve more through innovative and beneficial solutions that enrich the lives of its customers and stakeholders.

In terms of financial performance, the significant contributions of the Digital Technology segment to the Fee Income revenue, earned outside the Company's core revenue line, clearly points to the

foresight of the Company, in realizing that the future growth and prospects of the business, lies in digital technology innovations. To this end, the Company is now in the forefront of producing digital technology products and services that are tailored to the needs of the market. One such product amongst many, is - APEMS, a secured Corporate Meeting Management Solution used in organizing hybrid meetings such as Annual General Meetings (AGM) and Elections. The platform was developed with the aim of helping make Corporate Events more seamless to organize and attend, with added value of enhancing corporate governance compliance.

FINANCIAL PERFORMANCE

Despite the challenging operating environment in 2022, our Company recorded a Gross Revenue of N4.2 billion and Profit Before Tax of N2.1 billion. This represents a year-on-year increase of 8%, compared to the previous year.

DIVIDEND

The Board recognizes the importance of returns generated for our esteemed shareholders' investments and support. It is based on the foregoing and the continued confidence on the prospects of



CHAIRMAN'S STATEMENT *cont'd***PROFIT BEFORE TAX****N4.2.1****BILLION**

our business, supported by the credible 2022 Financial year results that the Directors will propose to shareholders at the Annual General Meeting, the payment of a dividend in the sum of 50 Kobo for every ordinary share of 50 kobo.

BOARD

During the year under review, there was no change in the Board, as the Board continued, to exercise oversight and control to ensure that Management acts in the best interest of the shareholders and other stakeholders while sustaining the prosperity of the Company. To assure the effective discharge of the responsibilities of the Board and its committees, in having appropriate balance of skills and diversity (including experience and gender) without compromising competence, independence and integrity, the Company will propose to the shareholders at the Annual General Meeting, for approval to amend its Articles of Association to increase the maximum number of Directors from 8 to 10.



Despite the challenging operating environment in 2022, our Company recorded a Gross Revenue of N4.2 billion



CHAIRMAN'S STATEMENT *cont'd*

OUTLOOK FOR 2023

According to Central Bank of Nigeria projections, available data, and forecasts for key macroeconomic indicators suggest that in 2023, the Nigerian economy will continue to grow, but at a slower rate of 2.8 per cent. The key hindrances to faster economic growth have been identified as - continued high level of insecurity, perennial scarcity of Premium Motor Spirit (PMS), high cost of other energy sources, increased spending towards the 2023 general elections, rising cost of debt servicing and deteriorating fiscal balances.

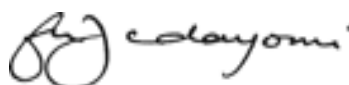
Notwithstanding, the apex bank's prognosis for a slower economic growth in 2023, the ongoing digitalisation of processes and sub – processes of most businesses and organizations, continues to drive demand for commercial software that makes organizational processes simpler and cost efficient and I, dare to say, that our Company is very well

positioned with its broad software portfolio, to drive sustainable growth all through the year. Looking forward, I remain optimistic about what is ahead for the Company and our ability to continue creating value for customers, shareholders, and employees.

APPRECIATION

On behalf of the Board, I would like to appreciate and acknowledge our shareholders for their continued support. We also appreciate the contributions of our valued stakeholders, particularly our hard-working employees, customers, partners, and statutory regulators who are enablers of our success.

Distinguished ladies and gentlemen, I thank you most sincerely for your kind attention.



Chief (Mrs) Eniola Fadayomi, MFR, FIOD.

CHAIRMAN

FRC/2013/IODN/00000002718



Directors will propose to shareholders at the Annual General Meeting, the payment of a dividend in the sum of **50 Kobo for every ordinary share of **50 kobo**.**





Obong Idiong

Managing Director/CEO

CEO's REPORT

Dear Shareholders,

I am pleased to report on the activities of the Company in the 2022 financial year. In 2022, we implemented a comprehensive approach focused on achieving success through customer satisfaction, revenue generation, efficient processes and fostering a positive and empowered workforce.

To monitor and measure our progress in these areas, we established benchmarks for growth, recognizing that even small incremental improvements would put us on the right path for long-term success in the years ahead.

FINANCIAL HIGHLIGHTS

In 2022, the Company's gross earnings amounted to N4.1 billion, representing a 17% growth from 2021. This was impacted by significant growth in our Digital Technology business with a revenue of N1.3 billion in 2022, representing a 96% growth over the comparative period. Deepening our service offerings in Application Development, IT Support Services, Technical Outsourcing, IT Infrastructure.

Earnings	FY 2022	FY 2021	Changes
Gross earnings (N'mn)	4,132	3,521	17%
Digital Technology	1,305	667	96%
Registrar Business	598	710	16%
Interest income	2,229	2,144	4%
Operating income (N'mn)	4,164	3,618	15%
PBT (N'mn)	2,166	2,006	8%
Financial Position			
Total Assets (N'mn)	19,271	15,764	22%
Total liabilities (N'mn)	9,885	6,993	41%
Shareholders' funds (N'mn)	9,386	8,771	7%

CEO's REPORT cont'd

Revenue from core business activities increased by 38% to N1.9 billion from N1.3 billion in 2021, representing 46% of gross earnings.

Our Digital Technology business has continued to evolve over the last four years, as our fast-growing source of income since the business was conceived in 2018. It has shown considerable growth following the careful implementation of the Company's well-thought-out strategy to diversify our business lines and the Board and Management's commitment to growing shareholders' wealth, with value both for the internal and external stakeholders.

On the same note, Profit Before Tax grew by 8% from N2 billion in 2021FY to N2.1 billion in 2022 as we continue to use technology to deliver on our customers' expectations and win new businesses.

We have continued to maintain sound liquidity and a strong balance sheet position as total assets stood at N19.2 billion, a 22% growth over the 2021FY position of N15.7 billion. Net assets increased by 7% to N9.3 billion from N8.7 billion in 2021.

Other performance highlights are listed below.

- Operating expenses grew by 24% given the company's drive into the Technology Business and the need to have the right level of support and IT infrastructure needed to support the company's revenue objective.
- Profit After Tax: N1.49 billion, compared to N1.41 billion in FY 2021 (6% YoY Growth).
- Earnings Per Share: 75kobo. (71kobo in FY 2021)

The company has also proposed a dividend of N0.50k for FY 2022, the same as FY 2021, for consideration and approval by the shareholders.

AFRICA PRUDENTIAL- REGISTRAR BUSINESS

Our Registrar business remains at the forefront of the capital market, surpassing our competitors in terms of exceptional service delivery, streamlined processes, customer engagement and innovative solutions. We continuously strive to set the bar higher in these areas, aiming to provide unparalleled support and



Revenue from core business activities increased by 38% to N1.9 billion from N1.3 billion in 2021, representing 46% of gross earnings.



satisfaction to our clients. Our commitment to quality service is unwavering and we consistently explore new and creative ways to enhance our operations, stay ahead of the industry trends, and exceed our client's expectations.

Dividend Payout Ratio & Unclaimed Dividend

During the year, we achieved a total dividend payout of N200,313,678,173.00, which reflected a 98% payout ratio within the initial 4 days, surpassing the 94% payout ratio of the previous year. Although we recognize the issue of unclaimed dividends, we have adopted several approaches to tackle this challenge. Engagement of Nigeria Inter-Bank Settlement System (NIBBS), Central Securities Clearing System (CSCS) and Stockbrokers, in a bid to collate legacy data of investors, a catalyst to the unclaimed dividend scourge. We also conducted roadshows in various states across the country, where our representatives were physical present to create awareness and engage investors. In addition, we launched media campaigns to engage and connect with shareholders. We remain committed to exploring new strategies to provide value and support to our shareholders.

CEO's REPORT cont'd

Customer Service

We implemented several measures to enhance our efficiency, which included enhancement of our CRM software, revising our Operational Level Agreements and integrating our entire customer service value chain with other processes to enable real time collaboration and issue resolution.

After conducting customer satisfaction surveys in 2022, we recorded an improvement in our satisfaction score from 57.9% in 2021 to 70.5%. We also conducted quality audits to monitor the customer journey along the value chain. In 2022, we received a total of 27,084 customer requests through different service channels such as walk-ins, calls, web chat, social media and customer support portal.

Process Automation

In 2022, we made a successful transition from our core enterprise solution, GreenPole, which we had been using since 2016, to an updated and more advanced Version 2. This upgrade introduced a range of new features that are expected to significantly improve our operational processes.

For instance, the new features will enhance our dividend and coupon payments efficiency, will be hosted on the cloud, will allow for bulk declarations and authorisations, will have more robust security features including Two- Factor Authentication, enhanced audit logs and customer transactions records. Overall, the transition to GreenPole V.2 will position us to operate more efficiently, allowing us better serve our stakeholders.

Data Cleansing & Segmentation

Our registrar business involves the management and processing of millions of data sets and points. In 2022, we embarked on a data cleansing exercise, which involved establishing minimum data requirement standards and the cleansing of 3.4 million data sets. This exercise is expected to yield several benefits, including personalization of services, improved customer experiences, better-informed decision-making, reduced risk and enhanced efficiency. To further improve the accuracy and completeness of our data, we are collaborating with NIBBS, CSCS and the brokers. As a result of these efforts, our Data maturity level has advanced from level 1 to 2.



CEO's REPORT cont'd

Financials

The decrease in the registrar fees by 16% can be attributed to the drop in capital market transactions and co result of the decline in capital market transactions and the registrars' involvement in such activities. However, we have examined ways to offer new value-added solutions to benefit our clients and shareholders. As we implement these additional services, we anticipate an increase in fees and revenue in the future. We plan to roll out these new solutions in 2023.

AFRICA PRUDENTIAL-DIGITAL TECHNOLOGY BUSINESS

Our venture into the digital technology sector, particularly in the domains of application/ software development, infrastructure and products have been successful, as evidenced by the positive outcomes we continue to experience.

We have made significant progress in the provision of innovative and cutting-edge solutions to meet the digital technology needs of our clients. Our skilled team of experts, who are well-versed in the latest technologies and trends, work tirelessly to ensure that we deliver high-quality services that exceed our clients' expectations.

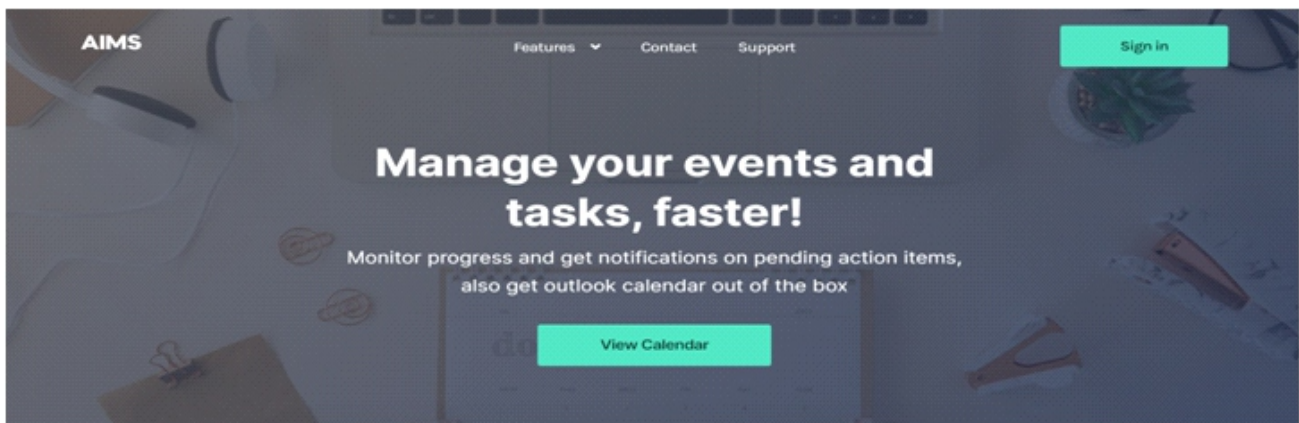
Moreover, we continuously strive to improve and expand our offerings, leveraging the latest advancements in digital technology to provide our

clients with the most effective solutions possible. As a result, our clients have been able to achieve significant gains in productivity, efficiency, and profitability, enabling them to stay ahead of the competition. We will continue to push the boundaries to meet and exceed our clients' expectations and continue to seek several business models and strategies to drive scale.

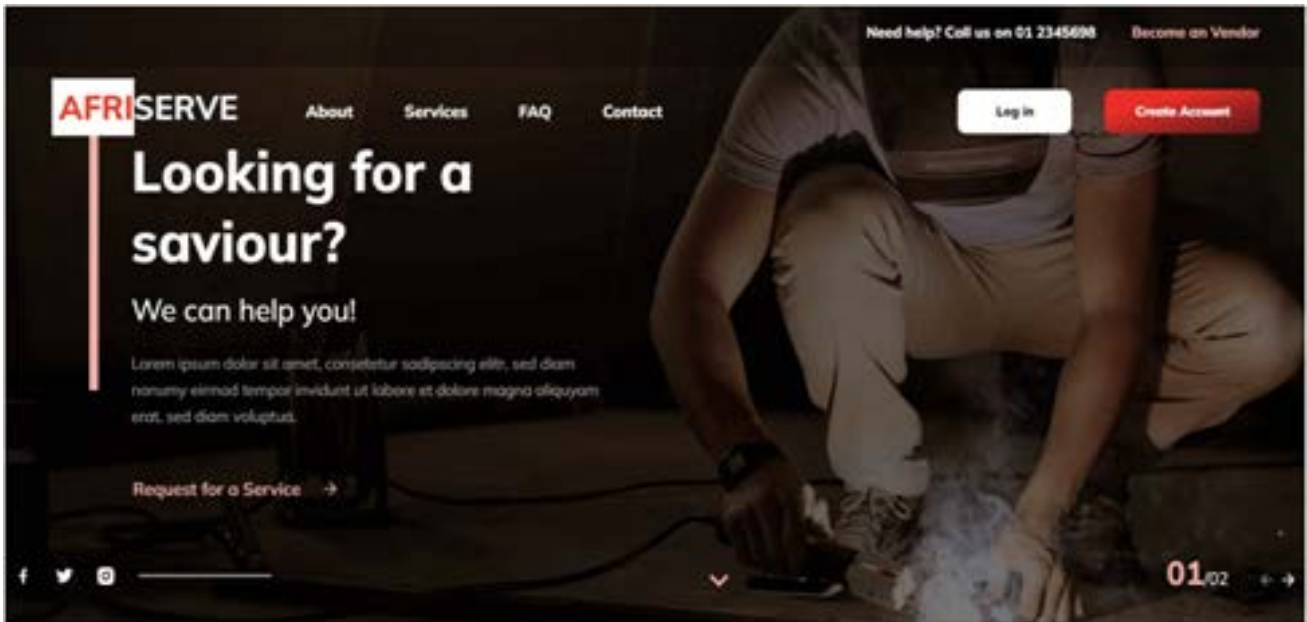
Product Development

To enhance our ability to deliver exceptional digital products and solutions to our clients, we have taken steps to align our product discovery process with our engineering efforts. This has involved incorporating design thinking approaches into our project and product development processes, with a keen focus on meeting the needs of our customers and providing them with outstanding user experiences.

Our commitment to innovation and user-centric design ensures that our solutions are not only functional but also intuitive and user-friendly. As a testament to our dedication to delivering high-quality solutions, we successfully completed four software development projects for our clients during the year under review. We also signed new blue-chip clients during the financial year.



CEO's REPORT cont'd



CEO's REPORT cont'd

Agile Implementation

Our software development process has undergone a significant transformation with the full implementation of the agile methodology across both internal and external projects. This approach has resulted in enhanced collaboration, flexibility, and adaptability, which has ultimately led to faster time to market, improved quality, and a more customer-focused approach to software development. It has also enabled us to effectively respond to changing project requirements and customer needs.

Cyber Security

The rapidly growing and increasingly sophisticated cyber threats worldwide have become a significant concern, particularly with the millions of data sets and transaction records that our businesses handle. To tackle these threats and raise awareness of cybersecurity and data privacy concerns, we have made significant investments in infrastructure tools and workforce upskilling.

Our cybersecurity maturity level Policy Score and Practice Scores have improved significantly, moving from 2.1 in 2021 to 3.2 in 2022. However, we are not complacent and will continue to improve on this score level, with a goal to achieve even higher maturity by Q1 2023.

Our investments in infrastructure tools and upskilling of our workforce have been critical in enhancing our ability to detect, prevent, and respond to cyber threats. We have implemented state-of-the-art security measures and protocols to safeguard our data and systems, as well as conducted regular cybersecurity training for our employees to increase their awareness of cyber threats and how to mitigate them.

We recognize that cybersecurity threats are ever-evolving, and we remain committed to continually reviewing and updating our cybersecurity policies, practices, and technologies to stay ahead of potential threats. Our priority remains to safeguard the confidentiality, integrity, and availability of our clients' data and systems while ensuring compliance with all relevant laws and regulations.

Cloud Migration

To take advantage of the scalability, flexibility, and cost-effectiveness of cloud-based solutions, we have made a concerted effort to reduce our reliance on physical infrastructure. As a result, we are proud to have achieved an impressive 80% cloud migration rate, a significant increase from the previous year's rate of 40%.

Technology Stack

We streamlined our technology stack, focusing on a few key technologies that are widely adopted and offer the most significant benefits. Specifically, we have selected Java, .Net, React, Flutter, React Native, and Blazor as our preferred technologies to build robust and scalable solutions. Our clear and concise tech stack ensures that we can efficiently manage our development projects while leveraging the latest technologies to meet our clients' needs.

IT Service Management

IT Service Management (ITSM) is an essential part of any modern business's technology infrastructure. It is a set of policies, processes, and procedures that enable the delivery of high-quality IT services to customers.

Effective ITSM helps us to align our IT services with our business needs, ensuring that we are delivering the right services at the right time. It also enables us to manage and optimize our IT infrastructure, ensuring that we are making the best use of our resources and minimizing downtime.

At the core of our ITSM strategy is the use of ITIL (IT Infrastructure Library), a globally recognized framework that provides best practices for IT service management. We have adopted ITIL as our standard for managing our IT services and have implemented its principles across our organization.

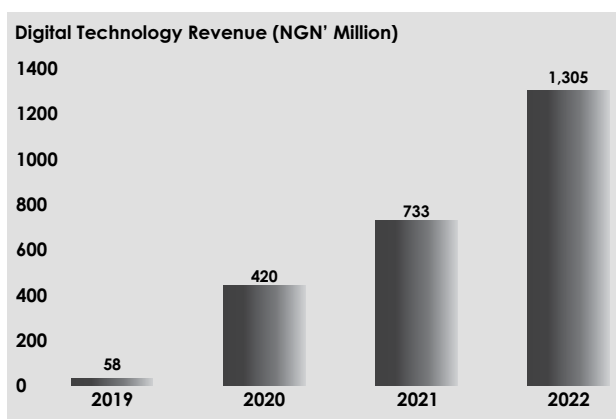
By leveraging ITIL, we are able to establish standardized processes and procedures for managing incidents, service requests, and changes to our IT infrastructure. This helps us to streamline our

CEO's REPORT cont'd

workflows and ensure that our services are delivered consistently and reliably.

Financials

Our Digital Technology services have achieved remarkable revenue growth since their launch in 2019, with an exponential increase of 2148% from 2019 to 2022. In 2022, our DT services generated revenue of over N1.3 billion, surpassing the N1 billion threshold, and accounting for 31% of AP's total revenue. This highlights the significant contribution that our DT services have made to the company's overall financial performance.



AFRICA PRUDENTIAL- i-ACADEMY

Recognizing the need for expansion, the prevalence of talent attrition and to contribute to the larger technology ecosystem, Africa Prudential has established i-Academy, an innovation academy designed to train and develop world-class software engineers. The academy aims to create a sustainable impact on the community by providing free but rigorous nine-month training programme to nurture well-rounded tech talents. The i-Academy shall offer three learning tracks in Dotnet, Java and React, as well as non-tech tracks to introduce prospective students to a broader corporate culture ecosystem. These include business trainings for developing entrepreneurial mindsets, business analyst training to enhance documentation capabilities, design thinking for problem-solving prioritization of the

consumer needs, product discovery to refine ideas and collaboration courses to foster multicultural workspace abilities. The programme will be launched in 2023 with the first cohort of the lucky 30 students who shall go through our standard entry requirements.



PEOPLE

Our workforce is our greatest asset, and as we continue to transition from our core registrar and business to digital technology, we have seen an increase in our workforce skewed towards core technology talents. We recognize the importance of nurturing and developing our employees to ensure that they have the skills and knowledge required to drive our business forward.

To this end, we have implemented several initiatives to improve our journey towards becoming a Great Place to Work. These initiatives have resulted in a significant increase in our engagement ratings from 61% in 2021 to 83% in 2022. Our Trust Index has also improved from 53% in 2019 to 66% in 2021 and 81% in 2022. We have also seen a significant drop in our top talent attrition, from 24% in 2021 (19/78 post-adjustment for relocation and performance-based exit) to 6% in 2022.

We have enhanced staff development through various custom learning sessions, such as the Management Development Program for First-Line People Managers, Sales Academy, and the Lagos Business School Senior Management Program for Senior Executives. We have also invested in professional memberships such as the Interactive Design Foundation membership for the Product Design team, and other learning interventions, with a training spend of N27,057,806.15 versus N17,243,425 from the previous year.

CEO's REPORT *cont'd*

Overall, we are committed to fostering a culture of continuous learning and development to ensure that our employees have the skills and knowledge they

need to excel in their roles. We believe that investing in our people is key to our success as we continue to transition and grow in the digital technology space.



CEO's REPORT cont'd

CERTIFICATIONS

We are pleased to report that our company has achieved significant milestones in the past year by obtaining two additional certifications in 2022: ISO 22301 for Business Continuity Management System and ISO 9001 for Quality Management System. These certifications demonstrate our commitment to excellence in managing our business operations, including information security, business continuity, and quality management.

In 2020, we obtained our first certification, ISO 27001 for Information Security Management System, which allowed us to establish and maintain effective information security practices, reducing the risk of data breaches and cyber-attacks.

In 2022, we added two more certifications: ISO 22301 for Business Continuity Management System and ISO 9001 for Quality Management System. These certifications demonstrate our commitment to providing high-quality products and services to our customers while ensuring the continuity of our business operations, even in the face of unexpected disruptions such as natural disasters, IT failures, and supply chain disruptions.

By achieving these certifications, we have positioned ourselves for better performance in 2023 and beyond. The ISO 22301 certification will enable us to mitigate the impact of any potential disruptions to our business operations, allowing us to maintain our high level of customer service and satisfaction. The ISO 9001 certification will allow us to continue to improve our products and services while reducing costs through more efficient processes, ultimately increasing customer satisfaction and loyalty.

Moreover, these certifications provide us with a competitive advantage in the marketplace, differentiating us from our competitors and demonstrating our commitment to excellence in information security, business continuity, and quality management.



STRATEGIC PRIORITIES FOR 2023

Registrar Business

Our strategic priorities for 2023 will focus on expanding the scope of our Registrar business in the Capital Market by creating new opportunities. We recognize that sustained growth in this sector is limited by interoperability issues and siloed approaches. As a result, we plan to collaborate with other capital market operators to identify gaps and opportunities that can lead to service excellence and future growth.

In addition to external collaboration, we will also prioritize internal initiatives aimed at automating our business processes. We believe that full automation will increase efficiency and productivity, ultimately improving the quality of our service delivery and creating new service lines.



In 2022, we added two more certifications: ISO 22301 for Business Continuity Management System and ISO 9001 for Quality Management System.



CEO's REPORT cont'd

Our goal is to position ourselves as a leading Registrar business in the Capital Market, providing innovative and cutting-edge solutions that meet the evolving needs of our clients. We are committed to excellence in service delivery and will continue to pursue strategic opportunities that support our vision for growth and success.

Digital Technology

Our strategic priorities for 2023 will focus on further consolidating our position in the digital technology business. To achieve this, we will explore partnerships with other solution providers in various business sectors, including financial services, conglomerates, and public services, to deepen our services and expand our market reach.

We will also prioritize the development of new versions of our current products to ensure that they continue to meet the needs of our clients and maintain product/market fit. Additionally, we will begin to explore the opportunities presented by emerging technologies such as blockchain, Artificial Intelligence, and Machine Learning. These technologies have the potential to positively enhance our current products and strategies and serve as a catalyst for future growth.

To fully leverage the potential of our technology business, we will need to carefully plan our implementation strategy and will also need to invest in the necessary skills and capabilities.

Our strategic priorities for 2023 reflect our commitment to leveraging digital technologies to deliver innovative and cutting-edge solutions to our clients. We are excited about the opportunities that lie ahead and look forward to continuing to build on our strengths as we pursue growth and success in the digital technology business.

APPRECIATION

I would like to use this opportunity to express my gratitude to our esteemed shareholders, the Board of Directors, and the entire staff of Africa Prudential Plc for their continued support to the Company's strategic goals and achievements during the year under review.



Obong Idiong

Managing Director

FRC/2013/NBA/00000004696

Governance



Directors' Report

The Directors are pleased to present their report on the affairs of the Company, together with the Audited Financial Statements and independent Auditor's Report for the year ended December 31, 2022.

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 (NGX) 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 carried 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 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 amongst other digital business solutions.

The Company's competency in digital technology covers Agile and other Software Development Life Circle (SDLC) Methodologies, Biometrics Identification Management Solution, Cyber Security, Cloud Computing, Design Thinking / Product Development Labs, Technical outsourcing among others. The Company deploys Software as a Service (SaaS) which is scalable for various sizes of organizations.

In addition to engaging in the business of providing digital solutions, Africa Prudential Plc amended its Memorandum and Articles of Association in 2022, to include carrying on the business of providing outsourcing services for all processes and sub processes to technology companies.

RESULTS FOR THE YEAR

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

	December 31, 2022 ₦'000	December 31, 2021 ₦'000
Gross Earnings	4,165,030	3,617,982
Operating Expenses	(1,998,868)	(1,611,911)
Profit Before Taxation	2,166,162	2,006,071
Taxation	(672,913)	(591,404)
Profit After Taxation	1,493,249	1,414,667
Declared Dividend	1,000,000	1,000,000
Retained Earnings	493,249	414,667

Directors' Report cont'd

DIVIDEND

The Directors recommend to the Shareholders, the payment of a gross dividend of N1,000,000.00 (Naira) that is 50 Kobo per share payable to Shareholders on the Company's Register of Members as of April 14, 2023. The dividend is subject to the deduction of appropriate Withholding Tax. If members at the Annual General Meeting approve this recommendation, the appropriation of the profit as at the end of the financial year would be as follows:

Proposed Dividend	December 31, 2022 N'000	December 31, 2021 N'000
Proposed Dividend	1,000,000	1,000,000
Retained Profit at the end of the period	493,249	414,667

DIRECTORS

RECORD OF DIRECTORS' ATTENDANCE AT MEETINGS

Pursuant to Section 284(2) of the Companies and Allied Matters Act, 2020, the records of the 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 December 31, 2022, the Company had 8 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 reappointment 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

At the beginning of every year, the Directors execute the Company's Code of Conduct and Conflict of Interest Declaration form. None of the Directors has notified the Company, for the purpose of Section 301 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 are as follows:

Directors' Report cont'd

DIRECTORS AND THE INTEREST AS OF DECEMBER 31, 2022,

AFRICA PRUDENTIAL PLC DIRECTORS DIRECT AND INDIRECT HOLDINGS AS AT DECEMBER 31, 2022				
S/N	Name	Direct Holdings	Indirectly held through Name	Holdings
1	Chief (Mrs) Eniola Fadayomi	4,006,060		
2	Mr. Peter Ashade	1,703,864		Nil
3	Mr. Samuel Nwanze	83,009		
4	Mr. Peter Elumelu	13,891		Nil
5	Mr. Emmanuel Nnorom	Nil	Vine Foods Ltd	10,558,865
6	Mrs. Zubaida Mahey Rasheed	Nil		Nil
7	Mrs. Funmibi Chima	Nil		Nil
8	Mr. Obong Idiong	4,275,876		Nil

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

INDIRECT SHAREHOLDING OF DIRECTORS AS AT DECEMBER 31, 2022

NAME	COMPANY	INDIRECT HOLDING	TOTAL INDIRECT HOLDING
EMMANUEL NNOROM	VINE FOODS LTD	10,558,865	10,558,865

ALTERNATE DIRECTORSHIP

There was no alternate directorship during the year under review.

SHAREHOLDING AND SUBSTANTIAL SHAREHOLDERS

The issued and fully paid-up share capital of the Company is N1, 000,000,000 (One Billion Naira divided into 2,000,000,000) of 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 519,000,000 units of shares. The table below is instructions on this.

AFRICAL PRUDENTIAL PLC

SHAREHOLDER 5% AND ABOVE AS AT DECEMBER 31, 2022		
ACCOUNT NO	HOLDINGS	%
INTERNATIONAL EQUITY CAPITAL LIMITED	519,000,000	25.95

Directors' Report cont'd

AFRICA PRUDENTIAL PLC		
SHAREHOLDERS STRUCTURE AS AT DECEMBER 31, 2022		
Holder Type	Holder Count	Holdings
Corporate	5,211	1,250,566,989
Foreign	106	17,317,503
Government	18	2,241,273
Individual	252,220	710,216,367
Institution	165	1,607,851
Joint	614	9,915,165
Pension	10	8,134,852
TOTAL	258,344	2,000,000,000

ANALYSIS OF SHAREHOLDINGS

The details of shareholding of the Company as of December 31, 2022 is as stated below;

AFRICA PRUDENTIAL PLC SHAREHOLDING RANGE ANALYSIS AS AT DECEMBER 31, 2022

AFRICA PRUDENTIAL PLC							
RANGE ANALYSIS AS AT DECEMBER 31 2022							
Range	No. of Holders	Holder %	Holder Cumulated	Units	Units %	Units Cumulated	
1 - 1,000	227,093	87.90	227,093	43,361,423	2.17	43,361,423	
1,001 - 5,000	21,889	8.47	248,982	46,718,395	2.34	90,079,818	
5,001 - 10,000	3,642	1.41	252,624	26,384,065	1.32	116,463,883	
10,001 - 50,000	3,701	1.43	256,325	81,986,825	4.10	198,450,708	
50,001 - 100,000	780	0.30	257,105	58,493,950	2.92	256,944,658	
100,001 - 500,000	896	0.35	258,001	10,310,097	9.52	447,254,755	
500,001 - 1,000,000	149	0.06	258,150	109,643,722	5.48	556,898,477	
1,000,001 - Above	194	0.08	258,344	1,443,101,523	72.16	2,000,000,000	
Grand Total	258,344	100.00		2,000,000,000	100.00		

Directors' Report cont'd

CORPORATE GOVERNANCE

The Board of Directors of the Company is cognizant of its responsibilities to act within the terms of reference of its Board Governance Charter and is firmly committed to comply with corporate governance best practices, the provisions of the Code of Corporate Governance for Public Companies in Nigeria (2011) issued by the Securities and Exchange Commission and the Nigerian Code of Corporate Governance (2018) issued by the Financial Reporting Council of Nigeria in the administration of the Company.

In furtherance of the Board's commitment to strong Corporate Governance, the Company successfully concluded the Corporate Governance Rating System (CGRS) recertification review in 2022 and was awarded the CGRS Recertification Certificate of the Nigerian Exchange (NGX) in partnership with the Convention on Business Integrity (CBI). All the Directors of the Company have participated in the CGRS recertification process and have passed the Directors Fiduciary Awareness Test conducted by the NGX and CBI. Accordingly, the Company has satisfied one of the criteria required to be listed on the Premium Board of the NGX and maintained its historical record of recognition in corporate governance compliance and peer leadership in Nigeria, through winning of the Special Recognition Award of the 2019 Pearl Awards Nigeria, the flagship awards that recognizes outstanding performance of quoted companies in the Nigerian Capital Market.

CORPORATE GOVERNANCE EVALUATION

To ensure Institutionalization of a system for evaluating the Company's corporate governance practices and ensure that its governance standards, practices, and processes are adequate and effective, an independent external Consultant, Angela Aneke & Co, was appointed to carry out the Annual Corporate Governance evaluation of the Company. The recommendations of independent Consultant for enhancement of the corporate governance performance have been implemented, and a summary of the corporate evaluation report is contained in this Annual Report. Other areas for continuous improvement of the Board and the Company have equally been noted and referred to the Management for implementation.

BOARD EVALUATION

The annual Board evaluation assesses how each Director, the Committees of the Board and the Board are committed to their roles, work together, and continue to contribute effectively to the achievement of the Company's objectives. To this end, the Board has established a system to undertake a formal and rigorous annual evaluation of its own performance, that of its Committees, the Chairman, and individual Directors. This process was facilitated by the appointment of Messrs. Angela Aneke & Co, an external independent consultant, to carry out the evaluation and ensure that, the criteria and key performance indicators and targets for the Board, its committees, the Chairman, and each individual Board member are included in the review. The results of the Board performance evaluation have been communicated to and discussed by the Board as a whole, while those of individual Directors have equally been communicated to and discussed with them individually by the Chairman. Areas for improvement have been noted for implementation.

MANAGEMENT'S ANNUAL ASSESSMENT OF AND REPORT ON, THE COMPANY'S INTERNAL CONTROL OVER FINANCIAL REPORTING

During the year under review, the Company retained the services of an independent consulting firm, KPMG, to review the extent of the Company's compliance with the directives of the Securities and Exchange Commission

Directors' Report cont'd

regarding implementation of the provisions of Sections 60 – 63 of the Investment and Securities Act, 2007. In other words, the review will indicate the adequacy or otherwise of the Company's system of Internal Control over Financial Reporting (ICFR) and security of its assets, with recommendations on areas for improvement, with a view to meeting the Commission's deadline of December 31, 2023, for full compliance.

CLIMATE CHANGE

The Company is committed to its compliance responsibilities as provided in the Climate Change Act, 2021, the United Nations Framework Convention on Climate Change (UNFCCC), the Kyoto Protocol and Paris Agreement on Climate Change, which are established international framework to stabilize greenhouse gas concentrations in the atmosphere at a level that would prevent dangerous anthropogenic interference with the climate system.

In furtherance of its commitment to the UNFCCC, the Federal Government of Nigeria has enacted the Climate Change Act in 2021, to provide a framework for mainstreaming of Climate Change actions, provide for a system of carbon budgeting and the establishment of the National Council on Climate and the Company is fully conscious of its obligations as a private entity as provided by the Act. In line with the provisions of the Act, the Company has put in place measures to achieve the annual carbon emission reduction targets in line with Nigeria's Climate Change Action Plan. This includes designation of a Climate Change Officer or an Environmental Sustainability Officer, who shall submit to the Secretariat of the National Council on Climate Change, annual reports on the Company's efforts at meeting its carbon emission reduction and climate adaptation plan.

On specific actions taken by the Company to limit green gas emissions to the atmosphere, the Company acted as Registrars in the first Green Infrastructure Bond in Nigeria, that is the NSP – SPV Power Plc Series 1 & 2 Guaranteed Fixed Rate Senior Green Infrastructure Bond for N8,500,000,000 and N6,325,000,000 respectfully listed on the Nigerian Exchange (NGX).

In the city of Lagos, where the company's headquarters is located, a World Bank Report has predicted that Lagos will become the world's largest city by 2100 and the sources of pollution will likely increase as industry grows and transportation needs rise. To enhance the quality of air and prevent illness and premature deaths due to ambient air pollution in its operational environment, the Company has commenced reconstruction and renovations of its head office building and has incorporated several Climate Change mitigation measures in the design and reconstruction of the building. Upon completion, the building will be installed with cleaner fuel power systems, renewable energy and energy efficient electrical bulbs that emits low heat waves and reduce air pollution.

DISCLOSURE OF REMUNERATION OF MANAGERS

In line with the requirement of Section 257 of the Companies and Allied Matters Act, 2020, included in the personnel cost are the remuneration of Managers of the Company who for this purpose are part of the Executive Management Team of the Company. Total remuneration paid to Managers in 2022 was N128,085,00. Please refer to the Note 27.3 for additional information.

COMPLAINT MANAGEMENT FRAMEWORK

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

Directors' Report cont'd

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 when they may be in possession of price sensitive information. The Company remained in compliance with the Securities Trading Policy throughout 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 whistleblowers and the custodian of the dedicated line.

ACQUISITION OF OWN SHARES

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

HUMAN RESOURCES MANAGEMENT

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, training courses 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 members of staff within the Company, to foster an atmosphere of warmth at work and to kindle the necessary synergy required for the Company's success.

EMPLOYMENT OF DISABLED PERSONS

The Company operates a non-discriminatory policy on recruitment. Applications by disabled 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 disabled 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 2004.

EMPLOYEES' INVOLVEMENT AND TRAINING

The Company has an effective employer/employee communication system aimed at enhancing industrial

Directors' Report cont'd

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 use of suggestion boxes and other channels.

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

POST BALANCE SHEET EVENTS

There were no post balance sheet events which could have a material effect on the financial position of the Company as of December 31, 2022, and results attributable to equity holders.

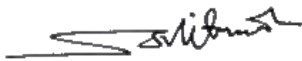
FIXED ASSETS

In the opinion of the Directors, the market value of the Company's fixed assets is not less than what is shown in the Balance Sheet.

AUDITORS

The Auditors, Messrs. Ernst & Young, having indicated their willingness, will continue in office as the Company's Auditors in accordance with Section 402 (2) of the Companies and Allied Matters Act, 2020.

BY ORDER OF THE BOARD



JOSEPH JIBUNOH

FRC/2018/NBA/00000017719

Company Secretary

220B Ikorodu Road, Palmgrove

Lagos.

Dated this 21st day February 2023

Corporate Governance Report



INTRODUCTION

Africa Prudential Plc the Company has in place an effective governance mechanism that ensures proper oversight of its business by the Directors and other principal organs of the Company, and this is demonstrated by the fact that the Company recognises and believes in the importance of committing to the highest standards of corporate governance for Public Companies in Nigeria.

During the 2022 financial year, the Company complied with the provisions of the Code of Corporate Governance issued by the Securities and Exchange Commission, the Nigerian Code of Corporate Governance issued by 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 December 31, 2022, the Board comprised a Non-Executive Chairman, an Executive Managing Director/Chief Executive Officer, four Non-Executive Directors two of Independent Non-Executive Directors. The Board members are professionals and accomplished business leaders with vast experiences, credible

Corporate Governance Report cont'd

track records and requisite integrity, skills and experience to bring independent judgment to bear on Board deliberations and discussions.

The Directors attend regular training courses 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 The Chairman and CEO 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 Board meetings.

1.4 Board Changes

During the year under review, there was no change in the Board. However, the Company proposes to amend its Articles of Association for an increase in the maximum number of Directors from 8 to 10. This will be presented for approval of the shareholders at the Annual General Meeting.

1.5 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, it is hereby disclosed that the Chairman of the Board of Directors, Chief (Mrs) Eniola Fadayomi became 72 years on March 12, 2023.

1.6 Proceedings and frequency of meetings

The Board meets at least once every quarter or as frequently as the Board's attention may be required on any situation which may arise. Sufficient notices with a clear agenda & reports are usually given prior to convening such meetings. Since 2020, 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.

In addition to the Board meetings held during the year under review, the Board and Management held a joint Strategy Session on August 26, 2022, and a Board and Management Budget Session on December 20, 2022, respectively, where the Management presented to the Board, in detail, key business and operational strategies for the 2023 financial year.

1.7 Board Meeting Attendance

Key:

P	=	Present
AWA	=	Absent with Apology
NA	=	Not Applicable
IA	=	In Attendance

Corporate Governance Report cont'd

A total of four (4) Board Meetings were held in the 2022 Financial Year. The table below shows the Directors' attendance at the meetings.

S/N	Members	21/02/2022	21/04/2022	20/07/20232	19/10/2022
1.	Chief (Mrs) Eniola Fadayomi	P	P	P	P
2.	Mr. Obong Idiong	P	P	P	P
3.	Mr. Peter Ashade	P	P	P	P
4.	Mr. Emmanuel Nnorom	P	P	P	P
5.	Mr. Samuel Nwanze	P	P	P	P
6.	Mr. Peter Elumelu	P	P	P	P
7.	Mrs. Funmibi Chima	P	P	P	P
8.	Mrs. Zubaida Rasheed	P	P	P	P

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. Peter Elumelu | - | Chairman/Non-Executive Director |
| 2. Mr. Samuel Nwanze | - | Member/ Non-Executive Director |
| 3. Mrs. Zubaida Rasheed | - | Member/ Independent Non-Executive - Director |
| 4. Mr. Emmanuel Nnorom | - | Member/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.

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

S/N	Members	14/2/2022	13/4/2022	13/7/2022	13/10/2022
1.	Mr. Peter Elumelu	P	P	P	P
2.	Mr. Samuel Nwanze	AWA	P	P	P
3.	Mrs. Zubaida Rasheed	P	P	P	P
4.	Mr. Emmanuel Nnorom	P	P	P	P

Corporate Governance Report cont'd

1.8.2. Board Finance, Investment and Risk Management Committee

Board Finance, Investment and Risk Management 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. Samuel Nwanze - Chairman/Non-Executive Director
2. Mr. Obong Idiong - Member/ Managing Director/CEO
3. Emmanuel Nnorom - Member/ Non-Executive - Director
4. Mr. Peter Elumelu - Member/Non-Executive Director
5. Mr. Peter Ashade - Member/Non-Executive Director
6. Mrs. Fumibi Chima - Member /Non-Executive Director

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

S/N	Members	14/2/2022	13/4/2022	13/7/2022	13/10/2022
1.	Mr. Samuel Nwanze	AWA	P	P	P
2.	Mr. Obong Idiong	P	P	P	P
3.	Mr. Peter Elumelu	P	P	P	P
4.	Mr. Emmanuel Nnorom	P	P	P	P
5.	Mr. Peter Ashade	P	P	P	P
6.	Mrs. Funmibi Chima	P	P	P	P

1.8.3. Board Product and Projects Committee

Board Product and Projects Committee was formally constituted by the Board in July 2018 and this was done to enable the Board exercise oversight in the sound and robust management of all the Company's projects as it relates to product innovation and development. The aim is to drive the Company's diversification implementation strategy by providing advice and direction where appropriate.

The Committee is currently constituted as follows:

1. Mr. Peter Ashade - Chairman/Non-Executive Director
2. Mr. Samuel Nwanze - Member/ Managing Director
3. Mr. Peter Elumelu - Member/ Non-Executive Director
4. Mr. Emmanuel Nnorom - Member/ Non-Executive Director
5. Mr. Obong Idiong - Member/ Managing Director
6. Mrs. Fumibi Chima - Member/Independent Non-Executive Director

Corporate Governance Report cont'd

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

S/N	Members	14/2/2022	8/4/2022	17/7/2022	13/10/2022
1.	Mr. Peter Ashade	P	P	P	P
2.	Mr. Samuel Nwanze	P	P	P	P
3.	Mr. Peter Elumelu	P	P	P	P
4.	Mr. Emmanuel Nnorom	P	P	P	P
5.	Mr. Obong Idiong	P	P	P	P
6.	Mrs. Funmibi Chima	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, CAP 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 currently constituted with four (4) members as follows:

- | | | | |
|----|-----------------------|---|--------------------------------------|
| 1. | Mr Frank Chikezie | - | Chairman/shareholder |
| 2. | Alhaji Kabiru Tambari | - | Shareholder |
| 3. | Mr Tajudeen Adeshina | - | Shareholder |
| 5. | Mr Peter Elumelu | - | Non- Executive Director |
| 6. | Mrs. Zubaida 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.

S/N	Members	14/2/2022	8/4/2022	20/7/2022	19/10/2022
1.	Mr. Frank Chikezie	P	P	P	P
2.	Mr. Tajudeen Adeshina	P	P	P	P
3.	Alhaji Kabiru Tambari	P	P	P	P
4.	Mr. Peter Elumelu	P	P	P	P
5.	Mrs. Zubaida Rasheed	P	P	P	P

Corporate Governance Report cont'd

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 2020 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 and 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 ongoing 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 Rules and Regulations of the Nigeria Exchange 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 with a 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.

Corporate Governance Report cont'd

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 and the SEC Code also assume responsibility for the integrity of the Company's audited accounts.

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 Stock Exchange 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 Stock Exchange 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 Stock Exchange 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 Stock Exchange 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 Stock Exchange or the proposal is abandoned.

7. AFRICA PRUDENTIAL PLC COMPLAINT MANAGEMENT POLICY

- In accordance with the Securities and Exchange Commission rules (SEC Rules) relating to the Complaint Management Framework of the Nigerian Capital Market (The Framework) of February 16, 2015, and the Nigerian Stock Exchange 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 NSE 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:



The Company Secretary
Africa Prudential Plc
220b, Ikorodu Road Palmgrove, Lagos
Email: cxc@africaprudential.com

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



Angela Aneke & Co. Suite 81 Dolphin Plaza, Corporation Drive, Dolphin Estate, Lagos, Nigeria, boardevaluations@angelaanekeco.com

March 1, 2023

Statement by the External Consultants on the Corporate Governance Evaluation of Africa Prudential Plc. for the year ended December 31, 2022

The Board of Directors of Africa Prudential Plc. (the "Company") engaged Angela Aneke & Co. Limited to perform a Corporate Governance Evaluation for the year ended December 31, 2022, in line with the requirements of Principle 15 of the Financial Reporting Council's Nigerian Code of Corporate Governance (NCCG). The agreed scope of services for the evaluation exercise was specified in our letter of engagement.

The criteria for our review and report are benchmarked against the 28 principles of the NCCG, Securities and Exchange Commission's Corporate Governance guidelines (SCGG), the Company's corporate governance framework, as well as global best practice.

Our methodology included a review of documents provided by the Company, research on global best practice, interviews, and questionnaires, including an online self and peer assessment by members of the Board. Our detailed report has been submitted to the Board of Directors for their adoption and further action.

Africa Prudential Plc. has an established system of corporate governance underpinned by a Board Governance Charter as well as various policies and charters that guide the governance culture of the Company. The mandates and terms of reference of the Board Committees are clearly defined in the Board Governance Charter and they address the effective monitoring of financial performance, strategy, governance, remuneration, risk management, internal audit and controls, regulatory compliance, and information technology governance. Policies that address risk management, internal control, code of conduct, business ethics, shareholder engagement, and disclosures are in place at Africa Prudential Plc.

The framework for managing risk and internal control system are effective at Africa Prudential Plc. The risks the company faces and risk mitigating strategies are monitored and reported to the Board at its quarterly meetings. The internal control function also provides assurance to the Board and its Committees on its effectiveness at its quarterly meetings. A whistle blowing framework for reporting illegal and unethical conduct is also in place. In 2022, the Company remained committed to sustainability and acted as a responsible citizen by embarking on several corporate social responsibility activities.

On the basis of our work, we conclude that corporate governance practices at Africa Prudential Plc. are effective and are in line with global best practice. The corporate governance framework of the Company has adequately applied the 28 principles of the NCCG.

Yours faithfully,

FOR: **Angela Aneke & Co Limited**

Angela Aneke

Managing Director



Angela Aneke & Co. Suite 81 Dolphin Plaza, Corporation Drive, Dolphin Estate, Lagos, Nigeria, boardevaluations@angelaanekeco.com

March 1, 2023

Statement by the External Consultants on the **Board Evaluation** of Africa Prudential Plc. for the year ended December 31, 2022

The Board of Directors of Africa Prudential Plc. (the "Company") engaged Angela Aneke & Co. Limited to perform an evaluation of the Board for the year ended December 31, 2022, in line with the requirements of Principle 14 of the Financial Reporting Council's Nigerian Code of Corporate Governance (NCCG). The agreed scope of services for the evaluation exercise was specified in our letter of engagement.

The criteria for our review and report are benchmarked against principles in the NCCG, Securities and Exchange Commission Corporate Governance guidelines (SCGG), the Company's corporate governance framework, as well as global best practice.

Our methodology included a review of documents provided by the Company, research on global best practice, interviews, and questionnaires, including an online self and peer assessment by members of the Board. Our detailed report has been submitted to the Board of Directors for their adoption and further action.

The Chairman provides effective leadership to the Board to ensure that the Company's strategic objectives are met and plays a lead role in the assessment, improvement, and development of the Board. She also provides guidance to the MD/CEO in the discharge of his duties.

The Board of Africa Prudential Plc. is effective and has an established Board Governance Charter. The mandates and terms of reference of the Board Committees are clearly defined in the Board Governance Charter and they address the effective monitoring of financial performance, strategy, governance, remuneration, risk management, internal audit and controls, regulatory compliance, and information technology governance. Furthermore, Directors largely achieved 100% attendance at the Board and Board Committee meetings held in 2022.

The Board and its Committees are composed of seasoned professionals with a wealth of experience committed to the long-term success of the Company. It is a forward-thinking and cohesive Board, with an appropriate balance of skills and diversity including experience, age, and gender. The Board executed its functions of Strategic Direction, Policy Formulation, Decision Making and Oversight within the year objectively and effectively.

On the basis of our work, we conclude that the Board of Africa Prudential Plc. is effective and demonstrates a commitment to maintaining strong corporate governance in line with global best practice. Its corporate governance framework is established, and the Company has adequately applied the 28 principles of the NCCG.

Yours faithfully,

FOR: **Angela Aneke & Co. Limited**

Angela Aneke

Managing Director

Statement of Director's Responsibility

FOR THE YEAR ENDED 31 DECEMBER 2022

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 2022, 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 and and the Financial Reporting Council of Nigeria Act No 6, 2011.

The Directors are of the opinion that the 2022 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.

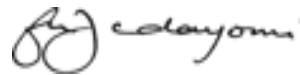
Nothing has come to the attention of the Directors to indicate that the Company will not remain a going concern for at least twelve (12) months from the date of this statement.

Signed on behalf of the Directors by:



Mr. Obong Idiong
Managing Director/CEO
FRC/2013/NBA/00000004696

Date: 21, February 2023



Chief (Mrs.) Eniola Fadayomi FIOD MFR
Chairman
FRC/2013/IODN/00000002718

Date: 21, February 2023

Report of the Statutory Audit Committee

To Members of Africa Prudential Plc

In compliance with section 404 (7) of the Companies and Allied Matters Act, 2020("CAMA"), we the members of the Statutory Audit Committee of Africa Prudential Plc ("the Company") hereby report as follows:

- The Audit Committee met in exercise of its statutory responsibilities in accordance with section 404 (7) of CAMA;
- We have examined the Auditors' Report including the financial statements for the year ended 31stDecember2022;
- We have also deliberated with the external Auditors, reviewed their findings and recommendations, and confirm that the Auditors' Report for this period is consistent with our review; and
- We are satisfied that the accounting and reporting policies of the Company are in accordance with legal requirements and meet ethical standards.



Mr. Frank Chikezie

Chairman, Statutory Audit Committee

FRC/2003/CIBN/00000005239

21st February 2022

Members of the Statutory Audit Committee are as follows:

Mr. Frank Chikezie	-	Chairman
Mr. Adeshina Tajudeen	-	Member
Mr. Kabiru Abdulahi Tambari	-	Member
Mrs. Zubaida Mahey Rasheed	-	Member
Mr. Peter Elumelu	-	Member

Statement Of Corporate Responsibility

For The Financial Statements For The Year Ended 31 December 2022

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, 2022 that:

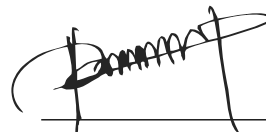
1. We have reviewed the audited financial statements and to the best of our knowledge:
 - i. the audited financial statements do not contain any untrue statement of material facts or omit to state a material fact, which would make the statements misleading, in the light of the circumstances under which 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.



Obong Idiong

Managing Director

FRC/2013/NBA/00000004696



Anu Akindolire

Chief Financial Officer

FRC/2021/ICAN/00000024356

Sustainability & Corporate Social Responsibility

REPORT FOR THE YEAR ENDED 31 DECEMBER 2022



We strongly believe that our company's success is inextricably linked to the sustenance and conservation of the communities in which we operate



With a focus on sustainability, Africa Prudential not only helps to "future proof" its value chain but also fosters innovation and brand expansion. We are dedicated to sustainable business development that meets the needs of the present without compromising the capacity of future generations to meet their own needs. As a leading share registration servicing and digital technology company, we fully recognize the importance of integrating sustainability principles into business strategy.

We consider the environmental impact of our activities and ensure transparency about the risks and opportunities they face. We strongly believe that our company's success is inextricably linked to the sustenance and conservation of the communities in which we operate, so we continue to work with our stakeholders to ensure that they understand and comply with relevant environmental protection laws and guidelines.

Sustainability And Corporate Social Responsibility cont'd



Environmental Sustainability

We recognize that our primary responsibility is to ensure that our products and business activities do not harm the environment but sustain and conserve our natural resources. To that end, we started renovating the company's headquarters in Lagos and created a welcoming environment for shareholders and visiting clients at our temporary location. We have also discouraged the use of paper and high-energy-consuming electronic bulbs as an organization because we recognize the dangers these items pose to our environment.

In 2022, we continued to use electronic forms for our shareholders and shareholders of client companies for data updates; inquiry of outstanding dividends, shareholding balance, bank mandates, and so on, from the comfort of their homes, workplaces, or leisure. The consistent and improved provision of these services has reduced fuel consumption, carbon dioxide emissions, and increased human comfort.



Employment and Labor Relations

Our people are at the heart of our successful company, which is why we continue to employ and retain the best minds for our company. Recruitment is conducted without bias and with regard for the human rights of all parties involved. We have a very well-structured orientation program in place for all new hires, and we regularly engage and promote our employees' continuous learning and development. We do not employ underage children and do not do business with companies that use child labor. We are proud of our uniform employment policy, which applies to all employees regardless of gender, religion, or ethnic origin, and which provides equal pay for men and women at the same level.



Health and Safety

The Company maintains its philosophy that occupational safety and health are critical to the dignity of work, which is why safety regulations are regularly updated with recent events and visitors to the company are thoroughly checked-in to prevent health and security calamities. We also conduct health and fitness checks on all employees to ensure they are in good health, as human capital is critical to our long-term viability. Furthermore, we have installed CCTV throughout the office premises and hired security personnel to guard people and property in the office. Every quarter, the company conducts fire drills to familiarize all employees with what to do in the event of a fire.

Sustainability And Corporate Social Responsibility cont'd



Community Support/ Economic Empowerment

The Company contributes to the reduction of poverty in its operating environment, through its annual donations to charitable organizations.



Corporate Governance on environmental and social life

Holding the balance between individual and collective interests, as well as economic and social aims, is a problem of corporate governance. We are aware that we owe it to our employees, suppliers, customers, the government, and the community to create wealth in addition to what we owe to our shareholders. We will keep working to develop a system of incentives, checks, and balances that will reduce and manage the competing interests of internal and external stakeholders. The application of the Company's Sustainability Principles will continue to be a work in progress at Africa Prudential Plc. Thus, as we continue to be devoted to running our company in an economically viable manner, we would constantly work to guarantee that the sustainability culture is ingrained throughout the Company, as we remain dedicated to running our company in a way that is environmentally friendly, socially ethical, and commercially viable.

Sustainability And Corporate Social Responsibility cont'd

Corporate Governance on environmental and social life



The visit of Africa Prudential Staff to Ifako Junior Secondary School, Gbagada, Lagos

Africa Prudential Plc has always and continues to support the work and efforts of the Tony Elumelu Foundation. During the year under review, Africa Prudential donated learning materials to Ifako Junior Secondary School, Gbagada in commemoration of the International Day of the Girl Child.



The visit of Africa Prudential Staff to Bales Orphanage Home, Shomolu, Lagos

As part of our social responsibility, members of staff made voluntary contributions totaling N300,500, and utilized the funds to purchase foodstuff and provisions, which were also donated to Bales Orphanage Home, Shomolu, Lagos State during the Christmas season.

Self Service Banking Now Available



With Tellerless Banking Service You Can Do:

- o ATM Card Processing
- o Cheque Book Request
- o Token issuance
- o Account/Customer Details modifications
- o BVN details Update /BVN linking
- o Account Freeze
- o Account reactivation
- o Funds Transfer(NIP AND IN HOUSE)
- o Savings/Current Account Withdrawal
- o Standing Instruction Maintenance
- o MC Issuance

...your seamless way to bank

Powered by  Africa Prudential

Financial Statements





Ernst & Young
10 th Floor
UBA House
57, Marina

Tel : +234 (01) 631 4500
Fax: 4234 (01) 463 0481
Email: Services@ng.ey.com
www.ey.com

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 2022, 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 a summary of significant accounting policies.

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 2022, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, the provisions of the Companies and Allied Matters Act, 2020 and in compliance with the Financial Reporting Council of Nigeria Act No. 6, 2011.

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 Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit matter

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.

Independent Auditor's Report cont'd

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 2022, the gross debt securities was N12.8bn representing 66.5% 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>ECL assessment of debt instruments measured at amortised cost is disclosed in Notes 8 to the financial statements and note 2.6.4 of the summary of the significant accounting policies.</p> <p>Impairment of debt securities have been 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>"We performed the following procedures:</p> <p>Reviewed the IFRS 9 ECL prepared by management for computation of ECL on financial assets in line with the requirements of IFRS 9.</p> <p>Gained an understanding of how the PD's and LGD's were derived by performing a walkthrough using live data.</p> <p>Tested the historical accuracy of the model by assessing the historical projections versus actual losses.</p> <p>Focused on the most significant model assumptions including Probability of Default (PD) and Loss Given Default (LGD).</p> <p>Performed detailed procedures on the completeness and accuracy of the information used.</p> <p>Other areas of complexities which include consideration of multiple scenarios, incorporating forward looking information such as macro-economic indicators that includes inflation, unemployment, exchange rate, Gross Domestic Product (GDP), etc. were equally challenged for reasonableness, taking into consideration available information in the public domain.</p> <p>To ensure conformity to IFRS 7- Financial Instruments: Disclosures, we reviewed the qualitative and quantitative disclosures for reasonableness."</p>

Independent Auditor's Report cont'd

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 for the year ended 31 December 2022", which includes the Report of the Directors, Statement of corporate responsibility for the financial statements, Report of the statutory audit committee, Sustainability and corporate social responsibility report, Statement of directors' responsibilities in relation to the preparation of the financial statements, and other national disclosures as required by the Companies and Allied Matters Act 2020 and the Corporate governance report as required by Code of Corporate Governance issued by the Securities and Exchange Commission (SEC), 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.

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 these financial statements in accordance with International Financial Reporting Standards, the provisions of the Companies and Allied Matters Act, 2020 and in compliance with the Financial Reporting Council of Nigeria Act No. 6, 2011, 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

Independent Auditor's Report cont'd

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 Director's 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 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:

Independent Auditor's Report cont'd

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 appears from our examination of those books;

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.

Adewuyi Adeyemo, FCA
FRC/2012/ICAN/00000000148
For Ernst & Young
Lagos, Nigeria
1 March 2023



Statement of Profit or Loss & Other Comprehensive Income

For the year ended 31 December 2022

in thousands of Nigerian Naira	Notes	2022	2021
Revenue from contracts with customers	5	1,903,217	1,377,189
Interest income calculated using effective interest method	6	2,229,631	2,144,065
Gross earnings		4,132,848	3,521,254
Other income	7	32,182	96,728
Credit loss reversal/ (expenses)	8	22,281	(27,063)
Personnel expenses	9	(781,548)	(624,676)
Other operating expenses	10	(1,160,425)	(878,009)
Depreciation of property and equipment	19	(45,883)	(47,212)
Depreciation of right of use assets	20	(6,774)	(5,154)
Amortisation of intangible assets	21	(25,462)	(28,335)
Profit before finance costs and tax		2,167,219	2,007,533
Finance costs	11	(1,057)	(1,462)
Profit before income tax expense		2,166,162	2,006,071
Income tax expense	12.1	(672,913)	(591,404)
Profit after tax		1,493,249	1,414,667
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods (net of tax):			
Net gain/(loss) equity instruments at fair value through other comprehensive income	26(iii)	27,025	(13,530)
Revaluation gain on building (net of tax)	26(v)	94,524	-
Total other comprehensive income/(loss) for the year, net of tax		121,549	(13,530)
Total comprehensive income for the year, net of tax		1,614,799	1,401,137
Basic and diluted earnings per share (Kobo)	14	75	71

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


Statement of Financial Position

As at 31 December 2023 31 December 31 December

in thousands of Nigerian Naira	Notes	31 December 2022	31 December 2021
Assets			
Cash and cash equivalents	15	850,644	866,192
Equity instruments at fair value through OCI	16.1	3,001,515	274,490
Debt instruments at amortised cost	16.2	12,787,888	10,902,922
Desposit for shares	17	270,000	2,770,000
Trade and other receivables	18	1,514,551	625,626
Property and equipment	19	690,671	256,739
Right-of-use-assets	20	13,549	6,872
Intangible assets	21	141,868	61,335
Total assets		19,270,686	15,764,176
Liabilities			
Customers' deposits	22	8,985,030	6,199,925
Creditors and accruals	23	144,957	104,857
Lease liabilities	20.1	8,777	6,519
Current income tax payable	24	700,028	629,429
Deferred tax liabilities	25	46,306	52,656
Total liabilities		9,885,098	6,993,386
Equity			
Share capital	26	1,000,000	1,000,000
Share premium	26	624,446	624,446
Fair value reserve	26	32,107	5,082
Retained earnings	26	7,563,915	7,070,666
Revaluation reserve	26	165,120	70,596
Total equity		9,385,588	8,770,790
Total liabilities and equity		19,270,686	15,764,176

The financial statements and accompanying notes to the financial statements were approved and authorised for issue by the Board of Directors on 21 February 2023 and were signed on its behalf by:

Chief (Mrs) Eniola Fadayomi FIOD MFR (Chairman)
FRC/2013/IODN/00000002718



Obong Idiong (Managing Director)
FRC/2013/NBA/00000004696



Anu Akindolire (Chief Financial Officer)
FRC/2021/ICAN/00000024356



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

Statement of Changes in Equity

For the year ended 31 December 2022

<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 2022		1,000,000	624,446	70,596	5,082	7,070,666	8,770,790
Profit for the year		-	-	-	-	1,493,249	1,493,249
Other comprehensive income for the year (net of tax)		-	-	94,524	27,025	-	121,549
Total other comprehensive income for the year, net of tax		-	-	94,524	27,025	1,493,249	1,614,799
Transactions with owners of equity							
Dividends declared	13	-	-	-	-	(1,000,000)	(1,000,000)
Total transactions with owners of equity		-	-	-	-	(1,000,000)	(1,000,000)
As at 31 December 2022		1,000,000	624,446	165,120	32,107	7,563,915	9,385,588
As at 1 January 2021							
		1,000,000	624,446	70,596	18,612	6,655,999	8,369,653
Profit for the year		-	-	-	-	1,414,667	1,414,667
Other comprehensive income for the year (net of tax)		-	-	-	(13,530)	-	(13,530)
Total other comprehensive income for the year, net of tax		-	-	-	(13,530)	1,414,667	1,401,137
Transactions with owners of equity							
Dividends declared	13	-	-	-	-	(1,000,000)	(1,000,000)
Total transactions with owners of equity		-	-	-	-	(1,000,000)	(1,000,000)
As at 31 December 2021		1,000,000	624,446	70,596	5,082	7,070,666	8,770,790

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

Statement of Cash Flows

For the year ended 31 December 2022

in thousands of Nigerian Naira	Notes	2022	2021
Cash flows from operating activities			
Profit before income tax expense		2,166,162	2,006,071
Adjustment to reconcile profit before tax to net cash flows			
Depreciation of property and equipment	19	45,883	47,212
Amortization of intangible assets	21	25,462	28,335
Depreciation of right-of-use asset	20	6,774	5,154
Impairment (reversal)/charge on financial assets	8	(22,281)	27,063
Foreign exchange loss	10	6,574	-
Gain from disposal of plant and equipment	19	-	(175)
Interest income	6	(2,229,631)	(2,144,065)
Dividend income	7	(23,984)	(14,605)
Finance costs	11	1,057	1,462
Changes in working capital			
Changes in trade and other receivables		(941,935)	(464,849)
Changes in customers' deposits		2,785,105	(2,439,758)
Changes in creditors and accruals		40,101	18,283
Interest received		2,227,509	2,139,723
Interest paid	11	(1,057)	(1,462)
Income tax paid	24	(557,879)	(426,018)
Net cash from/ (used in) operating activities		3,527,860	(1,217,629)
Cash flows from investing activities			
Purchase of plant and equipment	19	(385,292)	(21,957)
Proceeds from sale of plant and equipment		-	757
Purchase of intangible assets	21	(105,995)	(27,835)
Purchase of debt instruments at amortised cost	16.3	(3,482,524)	(6,687,811)
Disposal of debt instrument at amortised cost	16.3	1,617,703	8,800,989
Investment in deposit for shares	17	(200,000)	-
Dividend received	7	23,984	14,605
Net cash flows (used in)/ from investing activities		(2,532,124)	2,078,748
Financing activities			
Dividends paid	13	(1,000,000)	(1,000,000)
Payment of principal portion of lease liabilities	20	(11,194)	(679)
Net cash flows (used in) financing activities		(1,011,194)	(1,000,679)
Net decrease in cash and cash equivalents		(15,458)	(139,560)
Impact of ECL on cash and cash equivalent	15	(90)	-
Cash and cash equivalents as at 1 January	15	866,192	1,005,752
Cash and cash equivalents as at 31 December	15	850,644	866,192

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

Notes to the Financial Statements

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. As part of its business diversification strategy, it has expanded its business activities to 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 co-operative Societies in Nigeria and other digital business solution.

The company 's competency in digital technology covers advanced Agile and other Software Development life Circle (SDLC) Methodologies, Cyber Security, Cloud Computing, Design thinking / product Development Labs, Blockchain technology, among others. The Company deploys Software as a Service (SaaS) which are scalable for various sizes of organisations.

2 Significant accounting policies

2.1 Basis of preparation

These financial statements have been prepared on a historical cost basis, except for financial assets carried at fair value through other comprehensive income which have been measured at fair value.

2.2 Basis of measurement

The financial statements are prepared according to uniform accounting policies and valuation principles. The financial statements of the Company are based on the principle of the historical cost, with the exception of the items reflected at fair value.

2.3 Statement of Compliance

The financial Statements of Africa Prudential Plc has been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB) and adopted by Financial Reporting Council of Nigeria. The financial statement comply with the relevant requirements of the Companies and Allied Matters Act 2020 and the Financial Reporting Council of Nigeria Act No. 6, 2011.

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.

Notes to the Financial Statements *cont'd*

2.4 Financial period

These financial statements cover the financial year from 1 January to 31 December 2022, with comparative figures for the financial year from 1 January to 31 December 2021.

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 significant 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.

2.6 Summary of significant accounting policies

2.6.1 Revenue from contracts with customers

Revenue from contracts with customers include

Technology (Digital applications) Fees:- The company generate revenue by offering a wide range of digital products to people and businesses; licensing an array of software products; designing, development and selling and delivering relevant solutions/applications to support our clients. Certain services, depend on a significant level of integration, interdependency, and interrelation between the applications and are accounted for together as one performance obligation. Revenue is recognized over the period in which the services are provided

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.

Fees and commission income comprises fixed periodic administration fees, retainership fee, fees for managing corporate actions, fees for professional and IT services and fees earned on the administration of client funds which is value added tax inclusive. Administration fees are recognised evenly over the service period. Transaction based fees are recognised at the time of processing the related transactions. Revenues from corporate actions are recognised in line with the stage of completion and fees in relation to administration of client funds are recognised as they accrue.

Notes to the Financial Statements *cont'd*

Fees and commission income that are integral to the effective interest rate on a financial asset are included in the measurement of the effective interest rate. Other fees and commission income, including account servicing fees, investment management and other fiduciary activity fees, sales commission, placement fees and syndication fees, are recognised as the related services are performed.

Other fees and commission expenses relates mainly to transaction and service fees, which are expensed as the services are received.

Fees and commission income comprises fixed periodic administration fees, retainership fee, fees for managing corporate actions, fees for professional and IT services and fees earned on the administration of client funds which is value added tax inclusive. Administration fees are recognised evenly over the service period.

Transaction based fees are recognised at the time of processing the related transactions.

Accounting policies applicable prior to 1 January 2018

Fees income comprises fixed periodic administration fees, retainership fee, fees for managing corporate actions, fees for professional and IT services and fees earned on the administration of client funds which is value added tax inclusive. Administration fees are recognised evenly over the service period. Transaction based fees are recognised at the time of processing the related transactions. Revenues from corporate actions are recognised in line with the stage of completion and fees in relation to administration of client funds are recognised as they accrue.

2.6.2 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.

Notes to the Financial Statements cont'd

2.6.3 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.

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

2.6.4 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 or minus 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.

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:

- o Financial assets at amortised cost (debt instruments)
- o 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 (the company however has no financial instrument in this category)

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:

Notes to the Financial Statements cont'd

- 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 equivalent trade and other receivables, debit 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.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

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 from the Company's statement of financial position) when:

Notes to the Financial Statements **cont'd**

- . 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

i) Financial assets

Derecognition of financial assets

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.

Notes to the Financial Statements *cont'd*

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 trade and other payables, 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 as 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.

2.6.5 Property and equipment

Recognition and measurement

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

Subsequent costs

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

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

Notes to the Financial Statements cont'd

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 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:

Buildings	40 years
Computer equipment	5 years
Furniture, fittings and equipment	5 years
Motor vehicles	5 years

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

De-recognition

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

2.6.6 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.

Notes to the Financial Statements cont'd

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

2.6.7 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.

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.

2.6.8 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.

2.6.9 Leases

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

Notes to the Financial Statements *cont'd*

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.

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 2022 year end

I **Reference to the Conceptual Framework - Amendments to IFRS 3**

The amendments add an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets or IFRIC 21 Levies, if incurred separately. The exception requires entities to apply the criteria in IAS 37 or IFRIC 21, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

This amendment does not have an impact on the Company's Financial statement.

Notes to the Financial Statements cont'd

ii **Property, Plant and Equipment: Proceeds before Intended Use - Amendments to IAS 16**

The standard prohibits entity to deduct proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management from the cost of an item of property, plant and equipment. Entities are however allowed to recognize the proceeds from selling such items, and the cost of producing those items, in profit or loss.

The amendment is effective for annual periods beginning on or after 1 January 2022. This amendment does not have an impact on the Company's Financial statement.

iii **Onerous Contracts - Costs of Fulfilling a Contract - Amendments to IAS 37**

The standard specify that the cost of fulfilling a contract comprises the costs that relate directly to the contract. the standard further states that costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The amendment is effective for annual periods beginning on or after 1 January 2022. This amendment does not have an impact on the Company's Financial statement.

iv **Annual Improvements 2018-2020 cycle (issued in May 2020)**

i) IFRS 1 First-time Adoption of International Financial Reporting Standards - Subsidiary as a first-time adopter

ii) IFRS 9 Financial Instruments- Fees in the '10 per cent' test for derecognition of financial liabilities

iii) IAS 41 Agriculture - Taxation in fair value measurements

iv) IFRS 16 Leases- Lease incentives:

Standards and interpretations not yet effective

The Company has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the Company's accounting periods beginning on or after 01 January 2022 or later periods:

i **Definition of Accounting Estimates - Amendments to IAS 8**

In February 2021, the Board issued amendments to IAS 8, in which it introduces a new definition of 'accounting estimates'. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendment is effective for annual reporting periods beginning on or after 1 January 2023. These amendments will currently have no impact on the financial statements of the Company.

ii **Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12**

The amendments clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognised in the financial statements (and interest expense) or to the related asset component (and interest expense). This judgement is important in determining whether any temporary differences exist on initial recognition of the asset and liability.

Under the amendments, the initial recognition exception does not apply to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. It only applies if the recognition of a lease asset and lease liability (or decommissioning liability and decommissioning asset component) give rise to taxable and deductible temporary differences that are not equal. These amendments will currently have no impact on the financial statements of the Company, and its effective

Notes to the Financial Statements cont'd

annual reporting periods beginning on or after 1 January 2023.

iii Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the Board issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements (the PS), in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:

- Replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies; and
- Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

These amendments will currently have no impact on the financial statements of the Company, and its effective annual reporting periods beginning on or after 1 January 2023.

iv Classification of Liabilities as current or non-current - Amendments to IAS 1

This is a slight amendment to IAS 1- Presentation of Financial Statements, the amendment clarifies how an entity classifies debt and other financial liabilities as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (eg the receipt of a waiver or a breach of covenant). The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability.

The amendments could affect the classification of liabilities, particularly for entities that previously considered management's

intentions to determine classification and for some liabilities that can be converted into equity. They must be applied retrospectively in accordance with the normal requirements in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. The amendments are effective for annual reporting periods beginning on or after 1 January 2023, with earlier application permitted. The impact of this standard on the Company's financial statements is currently under assessment.

v Lease Liability in a Sale and Leaseback -

Amendments to IFRS 16

The amendment to IFRS 16 specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendment to IFRS 16 specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

A seller-lessee applies the amendment to annual reporting periods beginning on or after 1 January 2024. Earlier application is permitted and that fact must be disclosed.

Other amendments to standards, which currently do not apply to the Company are listed below:

- IFRS 17 Insurance Contracts
- Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

Notes to the Financial Statements *cont'd*

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 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 Provision for expected credit losses of trade receivables

The Company uses a provision matrix to calculate ECLs for trade receivables and contract assets. 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.

Notes to the Financial Statements *cont'd*

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.

iii 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).

iv Revaluation of 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 to assess fair values as at 31 December 2022 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 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.

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 no exposure to foreign exchange risk. The balance in the domiciliary bank account is \$23,108 (2021:\$50).

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.

Notes to the Financial Statements cont'd

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.

in thousands of Nigerian Naira	Change in variable	31 December 2022		31 December 2021	
			Impact on equity		Impact on equity
	-5%	3,001,515	(150,076)	274,490	(13,724)
	5%	3,001,515	150,076	274,490	13,724
	-10%	3,001,515	(300,151)	274,490	(27,449)
	10%	3,001,515	300,151	274,490	27,449

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 forward-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.

Notes to the Financial Statements cont'd

Exposure at default: This represents the amount that is outstanding at the point of default. Its estimation includes the carrying amount at default.

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.

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.

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	96.1	270-360 days	> 360 days	Total
Expected credit loss rate	3.77%	16.73%	10.08%	36.31%	17.12%	
Estimated total gross carrying amount at default	538,281	154,140	4,292	7,882	29,174	
Expected credit loss as at 31 December 2022	20,306	25,789	433	2,862	4,995	54,385
Expected credit loss rate	4.36%	10.34%	40.64%	20.10%	57.14%	
Estimated total gross carrying amount at default	237,287	126,191	24,856	4,756	39,154	
Expected credit loss as at 31 December 2021	10,337	13,048	10,101	956	22,371	56,812

At 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. Also, ECL on other financial instruments were positively impacted by the increase in price of crude oil which was as a result of the conflict in Russia and Ukraine.

Notes to the Financial Statements cont'd

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 2022 <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	850,644	850,734	-	-	-	-	850,734
Debt instruments at amortised cost	12,787,888	5,727,531	7,070,995	-	-	-	12,798,526
Trade debtors	679,447	1,151,789	417,147	-	-	-	1,568,936
Total financial assets	14,317,979	7,730,054	7,488,142	-	-	-	15,218,196
Accounts payable	144,957	144,957	-	-	-	-	144,957
Customers' deposits	8,985,030	1,454,233	3,353,262	4,177,534	-	-	8,985,030
Lease liabilities	8,777	-	8,777	-	-	-	8,777
Total financial liabilities	9,138,764	1,599,191	3,362,039	4,177,534	-	-	9,138,764
Liquidity gap	5,179,215	6,130,863	4,126,103	(4,177,534)	-	-	6,079,432

31 December 2021 <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	866,192	883,516	-	-	-	-	1,005,881
Debt instruments at amortised cost	10,902,922	1,862,026	4,784,182	4,287,497	-	-	10,933,705
Trade debtors	373,216	430,028	252,178	-	-	-	682,206
Total financial assets	12,142,331	3,175,570	5,036,360	4,287,497	-	-	12,621,792
Accounts payable	104,857	104,857	-	-	-	-	104,857
Customers' deposits	6,199,925	197,954	461,893	5,540,078	-	-	6,199,925
Lease liabilities	6,519	-	2,141	4,378	-	-	6,519
Total financial liabilities	6,311,301	302,811	464,034	5,544,456	-	-	6,311,301
Liquidity gap	5,831,030	2,872,759	4,572,326	(1,256,959)	-	-	6,310,491

iv Capital risk 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.

Notes to the Financial Statements cont'd

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

in thousands of Nigerian Naira

	2022	2021
Tier 1 Capital		
Share capital	1,000,000	1,000,000
Share premium	624,446	624,446
Fair value reserve	32,107	5,082
Retained earnings	7,563,915	7,070,666
	9,220,468	8,700,194
Total Regulatory minimum Capital	(150,000)	(150,000)
Capital surplus	9,070,468	8,550,194

v Segment Reporting

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

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. This category includes instruments that are valued based on quoted prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

Notes to the Financial Statements cont'd

Quantitative disclosures fair value measurement hierarchy for assets as at 31 December 2022

in thousands of Nigerian Naira	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		2,700,000	31-Dec-22	2,737,800	-	-	2,737,800
Quoted equity instruments at fair value through OCI		301,515	31-Dec-22	263,715	263,715	-	-
Assets for which fair values are disclosed:							
Debt instrument at amortised cost:							
Commercial papers		4,306,075	31-Dec-22	4,306,075	-	-	4,306,075
Corporate bonds		1,102,108	31-Dec-22	1,102,108	-	1,102,108	-
Deposits with banks with maturity above 90days		7,390,343	31-Dec-22	7,390,343	-	-	7,390,343

Quantitative disclosures fair value measurement hierarchy for assets as at 31 December 2021

in thousands of Nigerian Naira	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		-	31-Dec-21	-	-	-	-
Quoted equity instruments at fair value through OCI		274,490	31-Dec-21	274,490	274,490	-	-
Assets for which fair values are disclosed:							
Debt instrument at amortised cost:							
Commercial papers		4,258,908	31-Dec-21	4,258,908	-	-	4,258,908
Corporate bonds		1,286,044	31-Dec-21	1,286,044	-	1,286,044	-
Deposits with banks with maturity above 90days		5,388,753	31-Dec-21	5,388,753	-	-	5,388,753

Notes to the Financial Statements *cont'd*

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, accounts 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, accounts payable, sundry creditors and customer deposits approximate their carrying amounts largely due to the short-term maturities of these instruments."

Debt instrument at amortised cost - Loans and advances

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.

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 2022	
	-5%	5%
Cost of equity	1,458,093	(485,310)
Terminal growth rate	(234,958)	994,005

Notes to the Financial Statements cont'd

5 Revenue from contracts with customers

5.1 Disaggregated revenue information

in thousands of Nigerian Naira	2022	2021
Types of services		
Fees from corporate actions	336,469	349,007
Register maintenance	262,234	360,798
Digital technology Services	1,304,514	667,384
	1,903,217	1,377,189
Geographical markets Nigeria	1,903,217	1,377,189
Timing of revenue recognition		
Services transferred over time	1,903,217	1,377,189

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

Notes to the Financial Statements cont'd

6 Interest income calculated based on effective interest rate

in thousands of Nigerian Naira	2022	2021
Interest on bonds	154,942	150,983
Interest on commercial papers	457,873	385,301
Interest on term deposits	1,610,786	1,606,731
interest earned on staff loan	6,030	1,050
	2,229,631	2,144,065

7 Other income

in thousands of Nigerian Naira	Notes	2022	2021
Withholding tax credit notes recovered		-	65,834
Dividend income		23,984	14,605
Profit from disposal of plant and equipment		-	175
Others		8,198	16,114
		32,182	96,728

8. Credit loss reversal/(expense)

in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
2022					
Cash in banks and short-term deposits	15.1b	(90)	-	-	(90)
Debt instruments at amortised cost:					
Corporate bonds		7,887	-	-	7,887
Deposits with banks with maturity above 90days		12,258	-	-	12,258
	16.3c	20,145	-	-	20,145
Trade and other receivables		2,226	-	-	2,226
		22,281	-	-	22,281
2021					
Cash in banks and short-term deposits		98	-	-	98
Debt instruments at amortised cost:					
Treasury bills		-	-	-	-
Corporate bonds		(7,578)	-	-	(7,578)
Loans and advances		19,140	-	-	19,140
Deposits with banks with maturity above 90days		(9,598)	-	-	(9,598)
		1,964	-	-	1,964
Trade and other receivables		(29,125)	-	-	(29,125)
		(27,063)	-	-	(27,063)

9 Personnel expenses

in thousands of Nigerian Naira	2022	2021
Wages and salaries	718,795	571,032
Medical expenses	19,819	25,986
Defined contribution plans	27,129	19,703
Other employee benefits	15,805	7,955
	781,548	624,676

Notes to the Financial Statements cont'd

10 Other operating expenses

in thousands of Nigerian Naira

	2022	2021
Administrative expenses		
Internet and communication	219,265	141,664
Legal and professional expenses	557,562	355,541
Directors fees and other emoluments	66,625	66,366
Business and other entertainment	56,152	65,873
Rent & utilities	46,124	31,019
Repairs and maintenance	45,604	19,190
Travel expenses	36,757	24,669
Annual dues and subscription	35,071	27,635
General administrative expenses	18,742	82,286
AGM/EGM expenses	17,611	7,432
Training	17,402	20,813
Bank charges	10,074	7,971
Audit fees (Note 10.1)	10,000	10,000
Insurance	9,020	7,381
Advert and business promotion	7,842	10,169
Foreign exchange loss	6,574	-
	1,160,425	878,009

10.1 The audit fees relates to audit services carried out by the auditors during the year. There were no non-audit fees earned by the auditors.

11 Finance costs calculated based on effective interest rate

in thousands of Nigerian Naira

	2022	2021
Finance charges on lease liability	1,057	1,462
	1,057	1,462

12 Income tax expense

The major components of income tax expense for the year ended 31 December 2022:

12.1 Income tax expense

in thousands of Nigerian Naira

	2022	2021
Current income tax expense		
Income tax	645,126	579,519
Education tax	54,794	49,810
Nigerian Police Trust Fund	108	100
Over provision in prior years	(20,765)	(44,302)
	679,263	585,127
Deferred tax:		
Tax impact of temporary differences	(6,350)	6,277
	672,913	591,404

12.2 Reconciliation of income tax expense

Profit before income tax expense	2,166,162	2,006,071
Tax at Nigeria's statutory income tax rate of 30%	649,849	601,821
Effect of:		
Tax exempt income	(83,011)	(39,019)
Non-deductible expenses in determining taxable profit	71,938	22,993
Nigerian Police Trust Fund @ 0.005% of net profit	108	100
Prior year over provision	(20,765)	(44,302)
Education tax @ 2.5% (2021:2%) of assessable profit	54,794	49,810
Total tax charged for the year	672,913	591,404
Effective tax rate	31%	29%

Notes to the Financial Statements cont'd

13 Dividends paid and proposed

<i>in thousands of Nigerian Naira</i>	Notes	2022	2021
Declared and paid during the year			
Opening balance		-	-
Equity dividend declared on ordinary shares: 2022: 0.50 (2021: 0.50)		1,000,000	1,000,000
Dividend paid		(1,000,000)	(1,000,000)
<hr/>			
Proposed for approval at AGM (not recognised as a liability as equity dividends on ordinary shares at 31 December)		1,000,000	1,000,000
<hr/>			
Proposed dividend for 2022: N0.50 (2021: N0.50)		1,000,000	1,000,000

14 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>	2022	2021
Profit after tax	1,493,249	1,414,667
Weighted average number of ordinary shares for basic/diluted earnings per share	2,000,000	2,000,000
Basic/diluted earnings per ordinary share (Kobo)	75	71

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.

15 Cash and cash equivalents

<i>As at in thousands of Nigerian Naira</i>	Notes	31 December 2022	31 December 2021
Cash on hand		30	45
Current accounts with banks		596,081	670,263
Short-term deposits	15.1a	254,623	195,916
Allowance for credit loss impairment	15.1b	850,734 (90)	866,224 (32)
		850,644	866,192

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.

15.1 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.

2022 <i>in thousands of Nigerian Naira</i>	Notes	Stage 1	Stage 2	Stage 3	Total
Performing					
High grade		850,704	-	-	850,704
Standard grade		-	-	-	-
Sub-standard grade		-	-	-	-
Past due but not impaired		-	-	-	-
Non-performing					
Individually impaired		-	-	-	-
		850,704	-	-	850,704

Notes to the Financial Statements cont'd

2021 in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
Performing					
High grade		866,224	-	-	866,224
Standard grade			-	-	-
Sub-standard grade			-	-	-
Past due but not impaired		-	-	-	-
Non-performing					
Individually impaired		-	-	-	-
		866,224	-	-	866,224

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

2022 in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount as at 1 January 2022		866,224	-	-	866,224
Net movement		(15,520)	-	-	(15,520)
At 31 December 2022		850,704	-	-	850,704

in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
ECL allowances as at 1 January 2022		(32)	-	-	(32)
Net movement		(90)	-	-	(90)
Credit loss expense		(90)	-	-	(90)
Write-off		32	-	-	32
At 31 December 2022		(90)	-	-	(90)

2021 in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount as at 1 January 2021		1,005,881	-	-	1,005,881
Net movement		(139,657)	-	-	(139,657)
At 31 December 2021		866,224	-	-	866,224

in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
ECL allowances as at 1 January 2021		(129)	-	-	(129)
Net movement		97	-	-	97
Credit loss reversal	8	97	-	-	97
At 31 December 2021		(32)	-	-	(32)

16 Investment securities

As at in thousands of Nigerian Naira	Notes	31 December 2022	31 December 2021
---	-------	---------------------	---------------------

16.1 Equity instruments at fair value through other comprehensive income (OCI)

United Bank for Africa Plc	16.1a	201,817	213,767
Medview Airline Plc	16.1a	53,460	53,460
Transcorp Hotel Plc	16.1a	8,438	7,263
Quoted equity shares		263,715	274,490
Hiers Insurance Limited	16.1b	1,269,700	-
Hiers Life Assurance Limited	16.1b	1,468,100	-
Unquoted equity shares		3,001,515	274,490

Notes to the Financial Statements cont'd

16.1a 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.

16.1b Represents investments in equity instruments not quoted on the stock exchange market. The price has been determined using discounted cashflow approach.

16.1c Total dividend earned from equity instrument during the year was N23.98million.

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 2022	31 December 2021
At 1 January		274,490	288,020
Additions		2,700,000	-
Fair value increase/(decrease) recorded OCI		27,025	(13,530)
At 31 December		3,001,515	274,490

16.2 Debt instruments at amortised cost

As at in thousands of Nigerian Naira		31 December 2022	31 December 2021
Corporate bonds		1,102,108	1,286,044
Commercial papers		4,306,075	4,258,908
Deposits with banks with maturity above 90days		7,390,343	5,388,753
		12,798,526	10,933,705
ECL allowance on debt instruments at amortised	16.3	(10,638)	(30,783)
		12,787,888	10,902,922

The debt instruments are expected to be settled within 365 days

16.3 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 sta classification. The amounts presented are gross of impairment allowances.

2022 in thousands of Nigerian Naira	Stage 1	Stage 2	Stage 3	Total
Performing				
High grade	-	-	-	-
Standard grade	12,798,526	-	-	12,798,526
Sub-standard grade	-	-	-	-
Past due but not impaired	-	-	-	-
Non-performing				
Individually impaired	-	-	-	-
	12,798,526	-	-	12,798,526
2021 in thousands of Nigerian Naira	Stage 1	Stage 2	Stage 3	Total
Performing				
High grade	-	-	-	-
Standard grade	10,933,705	-	-	10,933,705
Sub-standard grade	-	-	-	-
Past due but not impaired	-	-	-	-
Non-performing				
Individually impaired	-	-	-	-
	10,933,705	-	-	10,933,705

Notes to the Financial Statements cont'd

16.3 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:

<i>in thousands of Nigerian Naira</i>	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount as at 1 January 2022	10,933,705	-	-	10,933,705
New assets originated or purchased	3,482,524	-	-	3,482,524
Assets derecognised or repaid	(1,617,703)	-	-	(1,617,703)
At 31 December 2022	12,798,526	-	-	12,798,526

<i>in thousands of Nigerian Naira</i>	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount as at 1 January 2021	13,046,883	-	-	13,046,883
New assets originated or purchased	6,687,811	-	-	6,687,811
Assets derecognised or repaid	(8,800,989)	-	-	(8,800,989)
At 31 December 2021	10,933,705	-	-	10,933,705

<i>in thousands of Nigerian Naira</i>	Stage 1	Stage 2	Stage 3	Total
ECL allowances as at 1 January 2022	(30,782)	-	-	(30,782)
New assets originated or purchased	(10,637)	-	-	(10,637)
Assets derecognised or repaid	30,781	-	-	30,781
Credit loss reversal	8	20,144	-	20,144
At 31 December 2022	(10,638)	-	-	(10,638)
ECL allowances as at 1 January 2021	32,746	-	-	32,746
Allowance for expected credit losses	30,783	-	-	30,783
Assets derecognised or repaid	(32,746)	-	-	(32,746)
Credit loss reversal	8	(1,963)	-	(1,964)
At 31 December 2021	30,782	-	-	30,782

17 Deposit for shares

As at <i>in thousands of Nigerian Naira</i>	Note	31 December 2022	31 December 2021
		270,000	2,770,000
Movement in carrying amount			
Opening balance		2,770,000	-
Additions		200,000	2,770,000
Transfer to investment carried at FVTOCI	17.1	(2,700,000)	-
At 31 December 2022		270,000	2,770,000

- 17.1 Represents investment in Heirs Life and Heirs Assurance Limited converted to shares during the year.

18 Trade and other receivables

As at <i>in thousands of Nigerian Naira</i>		31 December 2022	31 December 2021
Financial assets			
Trade debtors		733,832	430,028
Staff Loans		68,547	28,839
Non-financial assets			
Advance payment	18.1	417,956	-
Withholding tax receivables		149,565	51,283
Prepaid directors emolument		10,500	17,625
Prepayments		188,536	154,662
		1,568,936	682,438
Allowances for expected credit losses		(54,385)	(56,812)
At 31 December		1,514,551	625,626

Notes to the Financial Statements cont'd

- 18.1 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.

18.1 Allowances for expected credit losses on trade receivables

As at in thousands of Nigerian Naira	Notes	31 December 2022	31 December 2021
At 1 January		56,812	30,205
Reversal/addition to expected credit loss	8	(2,226)	29,125
Write-off		(200)	(2,518)
		54,386	56,812

19 Property and equipment

<i>in thousands of Nigerian Naira</i>	Computer Building equipment	Motor vehicles	Furniture, fitting & equipment	Work in progress	Total	
Cost:						
At 1 January 2021	200,908	127,942	39,761	185,952	-	554,563
Additions during the year	-	12,772	-	9,185	-	21,957
Disposal	-	(4,111)	-	(3,036)	-	(7,147)
At 31 December 2021	200,908	136,603	39,761	192,101	-	569,373
Additions during the year	-	19,112	-	2,926	363,254	385,292
Revaluation	62,392	-	-	-	-	62,392
At 31 December 2022	263,300	155,715	39,761	195,028	363,254	1,017,057
Accumulated depreciation:						
At 1 January 2021	22,070	94,057	24,709	131,152	-	271,988
Charge for the year	5,023	14,050	7,952	20,187	-	47,212
Disposal	-	(3,530)	-	(3,036)	-	(6,566)
At 31 December 2021	27,093	104,577	32,661	148,303	-	312,634
Charge for the year	5,038	15,531	6,787	18,527	-	45,883
Transfer to revaluation reserve	(32,131)	-	-	-	-	(32,131)
At 31 December 2022	-	120,108	39,448	166,830	-	326,386
Carrying amount						
At 31 December 2022	263,300	35,607	313	28,198	363,254	690,671
At 31 December 2021	173,815	32,025	7,100	43,798	-	256,739

- i No leased assets are included in the above property and equipment (2021: Nil).
- ii There were no capital commitment contracted or authorised as at the reporting date (2021: Nil).
- iii There were no capitalised borrowing cost related to the acquisition of property and equipment during the year (2021: Nil).
- iv None of the assets are pledged during the year (2021: Nil).
- v Work in progress represents capital expenditure incurred on the renovation of the Company's building.
- vi The Company's building on Ikorodu Road was professionally valued on 15 December 2022 by an independent valuer Emma Ezeama & Co Estate Surveyors and Valuers (FRC/2013/NIESV/00000638). The valuation which was based on open market value between a willing buyer and a willing seller produced a surplus amount of N94,524,000 which has been credited to the property, plant and equipment revaluation account. As a result of the valuation, the revised value of the building as at 31 December 2022 was N263,300,000.
- vii 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
- viii If building was measured using the cost model, the carrying amount would be as follows:

Notes to the Financial Statements cont'd

	31 December 2022	31 December 2021	
<i>in thousands of Nigerian Naira</i>			
Cost	100,056	100,056	
Accumulated depreciation	(22,513)	(20,011)	
Carrying amount	77,543	80,045	
20 Right-of-use-assets			
<i>in thousands of Nigerian Naira</i>		Office building	
Cost			
As at 1 January 2021		24,321	
Additions		4,439	
At 31 December 2021		28,760	
Additions		13,451	
At 31 December 2022		42,211	
Accumulated depreciation			
As at 1 January 2021		16,734	
Charged for the year		5,154	
As at 31 December 2021		21,888	
Charged for the year		6,774	
At 31 December 2022		28,662	
Carrying amount			
At 31 December 2022		13,549	
At 31 December 2021		6,872	
20.1 Lease liabilities	31 December 2022	31 December 2021	
As at 1 January 2022	6,519	7,198	
Additions	13,451	-	
Accretion of interest	1,057	1,462	
Payments	(12,250)	(2,141)	
At 31 December 2022	8,777	6,519	
Maturity analysis of undiscounted cashflows			
Less than one year	8,777	2,141	
Within the next one year	-	4,378	
20.2 The following are the amounts recognised in profit or loss:			
Depreciation expense of right-of-use assets	6,774	5,154	
Interest expense on lease liabilities	1,057	1,462	
Expense relating to short-term leases	8,138	10,343	
	15,969	16,959	
21 Intangible assets			
<i>in thousands of Nigerian Naira</i>			
	Computer software	Work in progress	Total
Cost:			
At 1 January 2021	165,747	-	165,747
Additions during the year	27,835	-	27,835
At 31 December 2021	193,582	-	193,582
Additions during the year	960	105,035	105,995
At 31 December 2022	194,542	105,035	299,577
Accumulated amortisation and impairment			
At 1 January 2021	103,912	-	103,912
Amortisation charge for the year	28,335	-	28,335
At 31 December 2021	132,247	-	132,247
Amortisation charge for the year	25,462	-	25,462
At 31 December 2022	157,709	-	157,709
Carrying amount			
At 31 December 2022	36,833	105,035	141,868
At 31 December 2021	61,335	-	61,335

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.

Notes to the Financial Statements cont'd

22 Customers' deposits

As at in thousands of Nigerian Naira	31 December 2022	31 December 2021
Dividend: ordinary shares	8,650,815	5,978,471
Return money - public offers	60,411	186,799
Brokerage: ordinary shares	-	2,853
Bond Interest	273,804	-
Redemption debentures	-	31,802
Current	8,985,030	6,199,925

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

22.1 Movement in customers' deposits

Opening Balance	6,199,925	8,639,683
Amount received during the period	246,448,620	139,635,250
Amount paid out during the period	(243,663,515)	(142,075,008)
	8,985,030	6,199,925

23 Creditors and accruals

As at in thousands of Nigerian Naira	31 December 2022	31 December 2021
Accounts payable	104,970	52,083
Accrued expenses	39,987	52,774
	144,957	104,857

Terms and conditions of the above financial liabilities:

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

24 Current income tax payable

As at in thousands of Nigerian Naira	Notes	31 December 2022	31 December 2021
At the beginning of the year:		629,429	579,083
Current income tax charge			
Company income tax		645,126	579,519
Education tax		54,794	49,810
Nigerian Police Trust Fund		108	100
Over provision in prior years		(20,765)	(44,302)
	12.1	679,263	585,127
Payments during the year			
Withholding tax credit utilised		(50,785)	(108,763)
Payments during the year		(557,879)	(426,018)
		(608,664)	(534,781)
Balance at the end of the year		700,028	629,429

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 and the Nigerian Information technology Development Agency (NITDA) Act 2007.

Notes to the Financial Statements cont'd

25 Deferred tax liabilities

As at <i>in thousands of Nigerian Naira</i>		31 December 2022	31 December 2021
At the beginning of the year:		52,656	46,379
Tax expense during the period recognised in profit or loss	12.1	(6,350)	6,277
Balance at the end of the year		46,306	52,656

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 2022				
Property, equipment and software	41,684	(4,213)	-	37,471
Tax provisions	(19,282)	-	-	(19,282)
Exchange differences	-	(2,137)	-	(2,137)
Revaluation of building	30,254	-	-	30,254
	52,656	(6,350)	-	46,306

25 Deferred tax liabilities

31 December 2021				
Property, equipment and software	38,799	2,885	-	41,684
Tax provisions	(8,051)	(11,231)	-	(19,282)
Expected credit losses	(10,086)	10,086	-	-
IFRS 16- Leases	(4,537)	4,537	-	-
Revaluation of building	30,254	-	-	30,254
	46,379	6,277	-	52,656

26 Share capital and equity reserve

As at <i>in thousands of Nigerian Naira</i>		31 December 2022	31 December 2021
i Issued and fully paid:			
Two billion ordinary shares of 50k each		1,000,000	1,000,000
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.			
ii Share premium			
At 31 December		624,446	624,446
iii Fair value reserve			
At the beginning of the year:		5,082	18,612
Net fair value gain/ (loss) on equity instruments		27,025	(13,530)
		32,107	5,082
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:		7,070,666	6,655,999
Dividend declared/ paid		(1,000,000)	(1,000,000)
Profit for the year		1,493,249	1,414,667
		7,563,915	7,070,666

Notes to the Financial Statements cont'd

v Revaluation reserve	Note	31 December 2022	31 December 2021
At the beginning of the year:		70,596	70,596
Revaluation surplus on building	19(vi)	94,524	-
		165,120	70,596

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

27 Related party transactions

27.1 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>	2022	2021
27.2 Emolument of directors		
<i>Directors fees & other emoluments</i>		
Chairman	8,250	8,800
Other directors	58,375	57,566
	66,625	66,366
Fees	14,500	14,500
Other emoluments	52,125	51,866
	66,625	66,366
The total number of Directors	8	8
27.3 Compensation of senior management		
Short term employee benefits	128,085	218,514
The total number of senior management	11	12

Staff numbers and costs

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

	2022	2021
N600,001 - N800,000	1	1
N800,001 - N1,200,000	9	9
N1,200,001 - N2,000,000	17	17
N2,000,001 - N3,000,000	14	14
N3,000,001 - N5,000,000	26	26
N5,000,001 - N7,000,000	4	4
N7,000,001 - N8,000,000	4	4
N8,000,001 - N10,000,000	2	2
N10,000,001 - Above	12	8
	89	85

Notes to the Financial Statements cont'd

28 Contingent assets, liabilities and commitments

The Company had no contingent assets as at 31 December 2022 (31 December 2021: Nil). The Company is involved in 6 (31 December 2021: 8) 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.

29 Capital commitments

The Company had no capital commitments as at 31 December 2022 (31 December 2021: Nil).

30 Events after reporting date

There were no events subsequent to the financial position date which require adjustment to or disclosures in the financial statements.

31 Contraventions

There were no penalties arising from contraventions during the year (2022: Nil penalty was paid).

Free Float Computation - Shareholding Pattern		31 December 2022		31 December 2021	
Shareholding Structure/Free Float Status					
Description	Units	%	Units	%	
Issued Share Capital	2,000,000,000	100%	2,000,000,000	100%	
Substantial Shareholdings (5% and above)					
International Equity Limited	519,000,000	25.95%	519,000,000	25.95%	
Total substantial shareholdings	519,000,000	25.95%	519,000,000	25.95%	
Directors' Shareholdings (Direct and indirect), excluding directors with substantial interest					
Chief (Mrs) Eniola Fadayomi	4,006,060	0.20%	4,006,060	0.20%	
Mr. Emmanuel Nnorom	10,558,865	0.53%	10,558,865	0.53%	
Mr. Samuel Nwanze	83,009	0.00%	83,009	0.00%	
Mrs Zainab Mahey Rasheed	-	-	-	-	
Mrs Funmibi Chima	-	-	-	-	
Mr. Peter Elumelu	13,891	0.00%	13,891	0.00%	
Mr. Peter Ashade	1,703,864	0.09%	2,703,864	0.14%	
Mr. Obong Idiong	4,275,876	0.21%	3,796,848	0.19%	
Total Directors' Shareholdings	20,641,565	1.03%	21,162,537	1.06%	
Other influential Shareholdings:					
Stanbc Ibtcc Nominees Nigeria Ltd	2,000,000	0.10%	2,000,000	0.10%	
Total other influential shareholdings	2,000,000	0.10%	2,000,000	0.10%	
Free float in units and percentage	1,458,358,435	72.92%	1,457,837,463	72.89%	
Share price	6		6.35		
Free float in Value	8,750,150,610	72.92%	9,257,267,890	72.89%	

Africa Prudential Plc with a free float percentage of 72.92% (2021: 72.89%), 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 N8,750,150,610 (2021:9,330,159,763) is compliant with The Exchange's free float requirements for companies listed on the Main Board.

33 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.

Statement Of Value Added

<i>in thousands of Nigerian Naira</i>	2022	%	2021	%
Gross earnings	4,132,848		3,521,254	
Bought in material and services:				
Local	(1,105,962)		(808,342)	
Value Added	3,026,886		2,712,911	
Applied as follows:				
To pay employees				
- as salaries, wages and other benefits	781,548	24	624,676	23
To pay providers of capital:				
- Finance charges	1,057	1	1,462	0
To provide for Government				
- as company taxation	679,263	21	585,127	22
For expansion				
- as Depreciation	52,657	2	52,366	2
- as Amortisation	25,462	1	28,335	1
- as Deferred taxation	(6,350)	-	6,277	0
- as profit for the year	1,493,249	48	1,414,667	52
Value Added	3,026,886	100	2,712,911	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.

Five-Year Financial Summary

As at in thousands of Nigerian Naira	31 December 2022	31 December 2021	31 December 2020	31 December 2019	31 December 2018
Cash and cash equivalents	850,644	866,192	1,005,752	1,622,185	2,559,899
Investment securities	15,789,403	11,177,412	13,302,157	16,226,111	17,492,120
Deposit for shares	270,000	2,770,000	2,770,000	-	-
Trade and other receivables	1,514,551	625,626	298,665	412,582	875,056
Inventory	-	-	-	-	3,432
Property and equipment	690,671	256,739	282,575	314,854	210,975
Right-of-use-assets	13,549	6,872	7,586	14,725	-
Intangible asset	141,868	61,335	61,835	58,876	71,471
Deferred tax assets	-	-	-	-	58,797
Total assets	19,270,686	15,764,176	17,728,570	18,649,333	21,271,750
Liabilities					
Customers' deposits	8,985,030	6,199,925	8,639,683	9,644,466	10,122,131
Creditors and accruals	144,957	104,857	86,574	32,139	63,104
Lease liabilities	8,777	6,519	7,198	12,292	-
Interest bearing borrowing	-	-	-	-	2,042,439
Income tax payable	700,028	629,429	579,083	634,296	447,487
Deferred tax liabilities	46,306	52,656	46,379	41,856	-
Total liabilities	9,885,098	6,993,386	9,358,917	10,365,049	12,675,161
Total net assets	9,385,588	8,770,790	8,369,653	8,284,284	8,596,589
Share capital	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000
Share premium	624,446	624,446	624,446	624,446	624,446
Revaluation reserve	165,120	70,596	70,596	70,596	-
Fair value reserves	32,107	5,082	18,612	(20,728)	1,043,202
Retained earnings	7,563,915	7,070,666	6,655,999	6,609,970	5,928,941
Shareholders' funds	9,385,588	8,770,790	8,369,653	8,284,284	8,596,589
Total liabilities & Equity	19,270,686	15,764,177	17,728,570	18,649,333	21,271,750
Revenue	4,165,030	3,617,982	3,508,133	3,906,653	4,488,748
Operating expenses	(1,998,868)	(1,611,912)	(1,558,782)	(1,464,516)	(1,723,538)
Profit before tax	2,166,162	2,006,071	1,980,142	2,389,454	2,394,739
Profit after tax	1,493,249	1,414,667	1,446,029	1,681,029	1,952,900
Earnings per share	75	71	72	98	98

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.

Share Capital History

DATE	AUTHORISED CAPITAL (N)	ISSUED AND FULLY PAID (N)
23/03/2006	100,000,000	100,000,000
27/07/2011	100,000,000	500,000,000
18/07/2013	500,000,000	1,000,000,000

Investor Information



I/We,.....

being the registered holder(s) of the ordinary shares of Africa Prudential Plc hereby appoint*

.....

or failing him, the Chairman of the meeting as my/our proxy to act and vote for me/us and on my/our behalf at the 10th Annual General Meeting of the Company to be held on Tuesday May 2, 2023, at Transcorp Hilton Hotel, 1, Aguiyi Ironsi Street, Maitama, Abuja, at 10.00am. and at any adjournment thereof.

A member (Shareholder) who is unable to attend an Annual General Meeting is allowed by law to vote by proxy. The above proxy form has been prepared to enable you exercise your right to vote in case you cannot personally attend the meeting.

Please sign this proxy form and forward it, so as to reach the registered office of the Registrar, Africa Prudential Plc, 220B Ikorodu Road, Palm Grove, Lagos, or via email at cfo@aficaprudential.com not later than 48 hours before the time fixed for the meeting. If executed by a corporation, the proxy form must be under its common seal or under the hand of a duly authorized officer or attorney.

It is a requirement of the law under the Stamp Duties Act, Cap S8, Laws of the Federation of Nigeria, 2004, that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must be stamped by the Commissioner for Stamp Duties.

The Proxy must produce the Admission Card below to gain entrance into the Meeting.

RESOLUTIONS		FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS				
1.	To lay before the members, the Audited Financial Statements for the year ended December 31, 2022, together with the Reports of the Directors, Auditors and Audit Committee thereon			
2.	To declare a dividend of 50 kobo per ordinary shares of 50 Kobo each.			
3.1	To re-elect a retiring Director, Mr. Peter Ashade			
3.2	To re-elect a retiring Director, Mrs Zubaida Rasheed.			
4.	To authorize the Directors to fix the remuneration of the Auditors for the 2023 financial year.			
5.	To elect members of the Audit Committee			
SPECIAL BUSINESS				
6.	To consider and if thought fit, pass the following as an ordinary resolution: "That the remuneration of the Non -executive Directors be and is hereby fixed at N60,000,000 (Sixty million Naira only) for the year ending December 31, 2023.			
7.	To consider and if thought fit, pass the following as Special Resolutions:			
7.1	That the content of Paragraph 11, being the article on number of Directors in the Articles of Association of the Company be amended to increase the number of Directors as follows: "Save as the Company may by ordinary resolution in general meeting otherwise determine, the number of Directors shall not be more than Ten".			
7.2	That pursuant to Section 11 of the Business Facilitation (Miscellaneous Provisions) Act 2022, Article 7 of the Company's Articles of Association be amended by the creation of Article 7 (a) to provide as follows: "The Company's Annual General Meeting ("AGM") may hold electronically provided that the AGM is held in accordance with the Company's Articles of Association".			
7.3	"That the company's Memorandum and Articles of Association be amended to reflect the changes authorized by the foregoing resolution".			
7.4	"To authorize and empower the Directors in the name of and on behalf of the Company to take or cause to be taken, all action required to effect the amendments, including without limitation, to the preparation, execution and filing of the necessary notifications and forms required by the Corporate Affairs Commission and all other regulatory authorities".			

This proxy form should NOT be completed and/or sent to the registered office of the Registrars if the member would be attending the meeting in person.

10th ANNUAL GENERAL MEETING

ADMISSION CARD

AFRICA PRUDENTIAL PLC (RC 649007)

Please tick appropriate box before Admission at the meeting Proxy
 Shareholder

Please admit the Shareholder named on this Card or his duly appointed proxy to the Annual General Meeting of the Company to be held on Tuesday May 2, 2023, at Transcorp Hilton Hotel, 1, Aguiyi Ironsi Street, Maitama, Abuja, at 10am.

This admission card must be produced by the Shareholder in order to gain entrance into the Annual General Meeting.

Name of Shareholder:
Address of Shareholders :
.....
Number of Shares held:
Shareholder+s Signature:

Affix
Stamp
Here

The Company Secretary
220b, Ikorodu Road,
Palmgrove,
Lagos

E-SERVICE/DATA UPDATE FORM

NOTE: To fill this form online, please visit: www.africaprudential.com/forms-offers

KINDLY FILL AND RETURN FORM TO ANY OF OUR OFFICE ADDRESSES STATED BELOW | * = COMPULSORY FIELDS

1. *SURNAME/COMPANY NAME

2. *FIRST NAME 3. OTHER NAME

4. *GENDER M F 5. E-MAIL

6. ALTERNATE E-MAIL

8. *MOBILE (1) (2) 7. *DATE OF BIRTH DD MM YYY YYY

9. *ADDRESS

10. OLD ADDRESS (if any)

11. *NATIONALITY 12. *OCCUPATION

13. *NEXT OF KIN NAME MOBILE

14. *MOTHER'S MAIDEN NAME

15. BANK NAME 16. A/C NO.

17. A/C NAME 18. A/C OPENING DATE DD MM YYY YYY

19. BANK VERIFICATION NO. (BVN) 20. NAME OF STOCKBROKING FIRM

21. CSCS CLEARING HOUSE NO. (CHN) C

DECLARATION

I/We hereby declare that the information I have provided is true and correct and that it shall be held personally liable for any of my personal details.

I/We also agree and consent that Africa Prudential Plc ("Afriprud") may collect, use, disclose, process and deal in any manner whatsoever with my/our personal, biometric and shareholding information set out in this form and/or otherwise provided by me/us or possessed by Afriprud for administration of my/our shareholding and matters related thereto.

Signature:

Signature:

Joint/Company's Signatories

Company Seal (if applicable)

Please tick against the company(ies) where you have shareholdings

CLIENTELE

1. ABBEY MORTGAGE BANK PLC
2. ADAMAWA STATE GOVERNMENT BOND
3. AFRILAND PROPERTIES PLC
4. AFRICA PRUDENTIAL PLC
5. A & G INSURANCE PLC
6. ALUMACO PLC
7. A.R.M LIFE PLC
8. BECO PETROLEUM PRODUCTS PLC
9. BUACEMENTPLC
10. BUAFOODSPLC
11. BENUESTATEGOVERNMENTBOND
12. CAPPLC
13. CAPPAAANDD'ALBERTOPLC
14. CSCSPLC
15. CHAMPIONBREWRIESPLC
16. CORDROS MONEY MARKET FUND
17. EBONYI STATE GOVERNMENT BOND
18. GOLDEN CAPITAL PLC
19. INFINITY TRUST MORTGAGE BANK PLC
20. INVESTMENT & ALLIED ASSURANCE PLC
21. JAIZ BANK PLC
22. KADUNA STATE GOVERNMENT BOND
23. LAGOS BUILDING INVESTMENT CO. PLC
24. GLOBAL SPECTRUM ENERGY SERVICES PLC
25. MED-VIEW AIRLINE PLC
26. MIXTA REAL ESTATE PLC (formerly ARM Properties Plc)
27. NEXANS KABLEMETAL NIG. PLC
28. LIVINGTRUSTMORTGAGEBANK
29. PERSONAL TRUST & SAVINGS LTD
30. P.S MANDRIDES PLC
31. PORTLAND PAINTS & PRODUCTS NIG. PLC
32. PREMIER BREWERIES PLC
33. RESORT SAVINGS & LOANS PLC
34. ROADS NIGERIA PLC
35. SCOA NIGERIA PLC
36. TRANSCORP HOTELS PLC
37. TRANSCORP PLC
38. TOWER BOND
39. THE LA CASERA CORPORATE BOND
40. UACN PLC
41. UNITED BANK FOR AFRICA PLC
42. UNITED CAPITAL PLC
43. UNITED CAPITAL BALANCED FUND
44. UNITED CAPITAL BOND FUND
45. UNITED CAPITAL EQUITY FUND
46. UNITED CAPITAL MONEY MARKET FUND
47. UNITED CAPITAL NIGERIAN EUROBOND FUND
48. UNITED CAPITAL WEALTH FOR WOMEN FUND
49. UNIC DIVERSIFIED HOLDINGS PLC
50. UAC PROPERTY DEVELOPMENT COMPANY PLC
51. UTC NIGERIA PLC
52. VFDGROUPPLC
53. WESTAFRICANGLOSSINDPLC

OTHERS:

HEAD OFFICE: 220B, Ikorodu Road, Palmgrove, Lagos.

ABUJA: Infinity House (2nd Floor), 11 Kaura Namoda Street, Off Faskari Crescent, Area 3, Garki, Abuja.

PORT-HARCOURT: Oklen Suite Building (2nd Floor), No. 1A, Evo Road, GRA Phase 2.

TEL: 0700 AFRIPRUD (0700 2374 7783) | E-MAIL: cxc@africaprudential.com | www.africaprudential.com | @afriprud



SCAN



Download @shareholders for more

E-DIVIDEND MANDATE ACTIVATION FORM

INSTRUCTION

Please complete all section of this form to make it eligible for processing and return to the address below.

The Registrar

Africa Prudential Plc
220B, Ikorodu Road, Palmgrove, Lagos.

I/We hereby request that henceforth, all my/our Dividend Payment(s) due to me/us from my/our holdings in all the companies ticked at the right hand column be credited directly to my /our bank detailed below:

Bank Verification Number (BVN):

Bank Name:

Bank Account Number:

Account Opening Date: DD MM YYYY

SHAREHOLDER ACCOUNT INFORMATION

Gender: Male Female Date Of Birth DD MM YYYY

Surname/Company's Name First Name Other Name

Address

Previous Address

City State Country

Clearing House Number (CHN) (if any) Name of Stockbroking Firm

Mobile Telephone 1 Mobile Telephone 2

E-mail Address

DECLARATION

I/We hereby declare that the information I have provided is true and correct and that I shall be held personally liable for any of my personal details.

I/We also agree and consent that Africa Prudential Plc ("Afriprud") may collect, use, disclose, process and deal in any manner whatsoever with my/our personal, biometric and shareholding information set out in this form and/or otherwise provided by me/us or possessed by Afriprud for administration of my/our shareholding and matters related thereto.

Signature: Signature: Company Seal (if applicable)
Joint/Company's Signatories

**Please tick against the company(ies)
where you have shareholdings**

CLIENTELE

1. ABBEY MORTGAGE BANK PLC
2. ADAMAWA STATE GOVERNMENT BOND
3. AFRILAND PROPERTIES PLC
4. AFRICA PRUDENTIAL PLC
5. A & G INSURANCE PLC
6. ALUMACO PLC
7. A.R.M LIFE PLC
8. BECO PETROLEUM PRODUCTS PLC
9. BUA CEMENT PLC
10. BUA FOODS PLC
11. BENUE STATE GOVERNMENT BOND
12. CAP PLC
13. CAPP AND D'ALBERTO PLC
14. CSCS PLC
15. CHAMPION BREWERIES PLC
16. CORDROS MONEY MARKET FUND
17. EBONYI STATE GOVERNMENT BOND
18. GOLDEN CAPITAL PLC
19. INFINITY TRUST MORTGAGE BANK PLC
20. INVESTMENT & ALLIED ASSURANCE PLC
21. JAIZ BANK PLC
22. KADUNA STATE GOVERNMENT BOND
23. LAGOS BUILDING INVESTMENT CO. PLC
24. GLOBAL SPECTRUM ENERGY SERVICES PLC
25. MED-VIEW AIRLINE PLC
26. MIXTA REAL ESTATE PLC (formerly ARM Properties Plc)
27. NEXANS KABLEMETAL NIG. PLC
28. LIVINGTRUST MORTGAGE BANK
29. PERSONAL TRUST & SAVINGS LTD
30. P.S MANDRIDES PLC
31. PORTLAND PAINTS & PRODUCTS NIG. PLC
32. PREMIER BREWERIES PLC
33. RESORT SAVINGS & LOANS PLC
34. ROADS NIGERIA PLC
35. SCOA NIGERIA PLC
36. TRANSCORP HOTELS PLC
37. TRANSCORP PLC
38. TOWER BOND
39. THE LA CASERA CORPORATE BOND
40. UACN PLC
41. UNITED BANK FOR AFRICA PLC
42. UNITED CAPITAL PLC
43. UNITED CAPITAL BALANCED FUND
44. UNITED CAPITAL BOND FUND
45. UNITED CAPITAL EQUITY FUND
46. UNITED CAPITAL MONEY MARKET FUND
47. UNITED CAPITAL NIGERIAN EUROBOND FUND
48. UNITED CAPITAL WEALTH FOR WOMEN FUND
49. UNIC DIVERSIFIED HOLDINGS PLC
50. UAC PROPERTY DEVELOPMENT COMPANY PLC
51. UTC NIGERIA PLC
52. VFD GROUP PLC
53. WEST AFRICAN GLASS IND PLC

OTHERS:

HEAD OFFICE: 220B, Ikorodu Road, Palmgrove, Lagos.

ABUJA: Infinity House (2nd Floor), 11 Kaura Namoda Street, Off Faskari Crescent, Area 3, Garki, Abuja.

PORT-HARCOURT: Oklen Suite Building (2nd Floor), No. 1A, Evo Road, GRA Phase 2.

TEL: 0700 AFRIPRUD (0700 2374 7783) | E-MAIL: cxc@africaprudential.com | www.africaprudential.com | @afriprud



SCAN



To Download Shareholders' Forms

