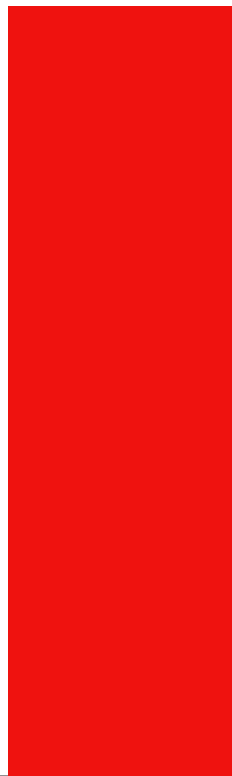


SUSTAINABILITY

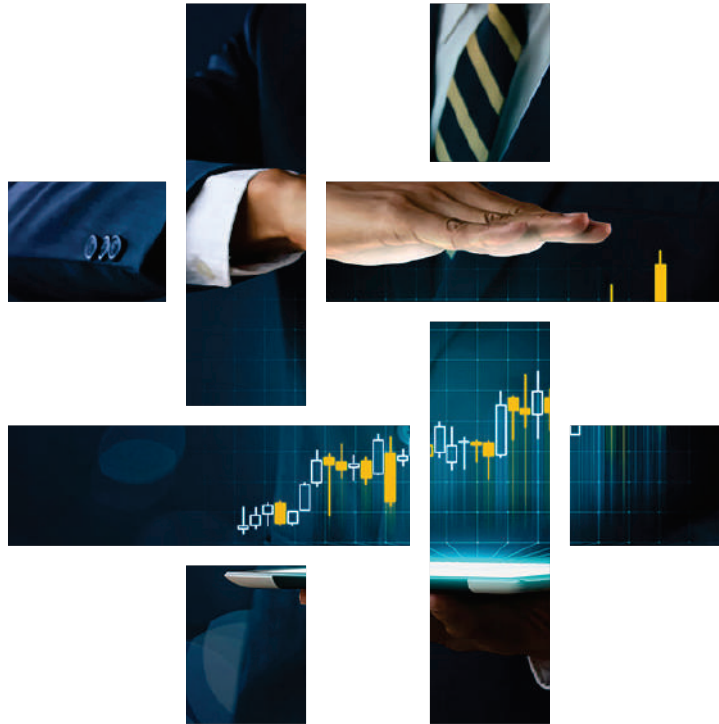
• SHARE REGISTRATION SERVICES • INVESTOR RELATIONS



2023
Annual
Report



VALUE
CREATION



 Africa Prudential

OUR CAPITAL MARKET
STRATEGY GOALS
ARE CENTERED ON
VALUE CREATION
THROUGH INNOVATIVE
SOLUTIONS, DATA
ENRICHMENT DRIVE,
PROCESS
OPTIMIZATION AND
CUSTOMER SATISFACTION.

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NOTICE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that, the 11th Annual General Meeting ("AGM") of Africa Prudential Plc ("the Company") is scheduled to be held virtually via https://bit.ly/AP_Plc_11th_Annual_General_Meeting_Invite on Thursday March 28, 2024, at 10.00 am to transact the following businesses:

A. ORDINARY BUSINESS

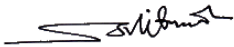
1. To lay before the members, the Audited Financial Statements for the year ended December 31, 2023, together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To declare a Dividend.
3. To approve the appointment of Mrs Catherine Uzoamaka Nwosu as a Director.
4. To re-elect the following Directors retiring by rotation:
 - 4.1. Chief Mrs. Eniola Fadayomi.
 - 4.2. Mr. Peter Elumelu.
5. To authorize the Directors to fix the remuneration of the Auditors for the 2024 financial year.
6. To elect members of the Statutory Audit Committee.
7. To disclose the remuneration of Managers.

B SPECIAL BUSINESS

8. 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 N60,000,000.00 (60 million Naira only) for the year ending December 31, 2024."

Dated this 20th Day of February 2024.

By Order of the Board



Joseph Jibunoh, Esq

Company Secretary.

FRC/2018/NBA/00000017719

220B, Ikorodu Road, Palmgrove

Lagos, Nigeria

NOTICE ANNUAL GENERAL MEETING cont'd

NOTE

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 corporatemeetings@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. VIRTUAL MEETING LINK

Further to the signing into law of the Business Facilitation (Miscellaneous Provisions) Act, 2023 and the provisions of the Company's Articles of Association which allows public companies to hold meetings electronically, this AGM would be held virtually. The Virtual Meeting Link for the Annual General Meeting is https://bit.ly/AP_Plc_11th_Annual_General_Meeting_Invite. The Virtual Meeting Link will also be available on the Company's website at www.africaprudential.com

3. STAMPING OF PROXY

The Company has made an 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. To achieve a seamless proxy management exercise, the Company has created a designated email address to receive Proxy Forms from esteemed shareholders. The designated email address for receipt of the Proxy forms is corporatemeetings@Africaprudential.com

4. ONLINE STREAMING OF AGM

The AGM will be streamed live online. This will enable shareholders and other stakeholders who will not be attending virtually 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.

5. DIVIDEND

If the dividend recommended by the Directors is approved by the shareholders at the AGM, dividend will be paid by March 28, 2024, 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 March 15, 2024.

6. CLOSURE OF REGISTER

The Register of Members of the Company will be closed from March 18, 2024, to March 22, 2024 (both dates inclusive) for the purpose of dividend payment and updating the register.

7. NOMINATION TO THE AUDIT COMMITTEE

In accordance with Section 404(6) of the Companies and Allied Matters Act, 2020, 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

NOTICE ANNUAL GENERAL MEETING cont'd

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. The Securities and Exchange Commission's Code of Corporate Governance for Public Companies provides that members of the Audit Committee should have basic financial literacy and should be able to read financial statements.

8. 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. Alternatively, Shareholders are to complete the e-dividend registration on <https://africaprudential.com/claimyour-dividend-here/> or <https://docuhub3.nibss-plc.com.ng/edmms/self-service>

9. PROFILES OF DIRECTORS FOR RE-ELECTION

The profiles of Chief Mrs. Eniola Fadayomi and Mr. Peter Elumelu 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 2023 Annual Report and on the Company's website at www.africaprudential.com.

10. E- ANNUAL REPORT PUBLISHED ON THE WEBSITE

To improve delivery of our Annual Report, we have inserted a detachable form in the 2023 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 2023 Annual Report is available on the Company's website at www.africaprudential.com.

11. 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 Thursday, March 21, 2024.

12. 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.

13. DIVIDEND

If the dividend recommended by the Directors is approved by the shareholders at the AGM, dividend will be paid by March 28, 2024, 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 March 13, 2024.

14. CLOSURE OF REGISTER

The Register of Members of the Company will be closed from March 14, 2024, to March 18, 2024 (both dates

NOTICE ANNUAL GENERAL MEETING cont'd

inclusive) for the purpose of dividend payment and updating the register.

15. NOMINATION TO THE AUDIT COMMITTEE

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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.

reddeals

Reddeals online shopping in Nigeria is a multi-vendor online platform, offers premium amazing deals on services.

EasyCoop

Easycoop cooperative solution that takes away the hassle involved in running your Cooperative Society by automating all the tasks required for effective operation.

Registrar Business

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

Tellerless Banking

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

.Apems

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

invearn

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

GreenPole

A robust and scalable, cloud-based Registrars Operating Solution.

www.africaprudential.com

ABOUT THE COMPANY



ABOUT THE COMPANY

ABOUT US

Africa Prudential Plc is a leading share registration and business solution 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.



Certified on the NGX Corporate Governance Rating System



A Leading Registrar with 5 Decades
Track Record of Innovation



ISO Certifications:
ISO 9001: 2015
Quality Management Systems
ISO 22301: 2019
Security and Resilience

MILESTONES



+3 million Aggregate shareholders supported on our platform.



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



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 and attendees, no matter where they are located.



1st Online investors services portal in Nigeria.



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



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

Unveiling of Africa Prudential renovated Head Office.

ABOUT US cont'd



AWARDS & RECOGNITION

NECA Excellence Award -
Employers Excellence Award
for the Banks, Insurance and
Allied Services sector

ABOUT US cont'd**Board of Directors:**

Chief Mrs Eniola Fadayomi	- Chairman
Mr. Obong Idiong	- Managing Director - Resigned effective February 28, 2024
Mrs Catherine Nwosu	- Managing Director - Appointed effective March 1, 2024
Mrs Funmibi Chima	- Independent Non - Executive Director - Resigned effective January 1, 2024
Mrs Zubaida Rasheed	- Independent Non - Executive Director
Mr. Samuel Nwanze	- Non - Executive Director
Mr. Peter Elumelu	- Non - Executive Director
Mr. Emmanuel Nnorom	- Non - Executive Director
Mr. Peter Ashade	- 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.

BOD



BOARD OF DIRECTORS



BOARD OF DIRECTORS



**Chief (Mrs.)
Eniola Fadayomi, MFR, FloD**
Chairman

Chief Mrs Fadayomi holds an LL.B (Hons) Degree from the University of Lagos, and was called to the Nigerian Bar in 1972. Her professional experience spans several years in both the Public and Private Sectors.

In the Public Sector, she was one time Attorney General and Commissioner for Justice of Lagos State. She equally served as the first Commissioner for Women Affairs & Poverty Alleviation, and Commissioner for Establishment, Training & Pensions at different times in Lagos State. In the Private Sector, she was formerly Company Secretary and Legal Adviser of First Bank of Nigeria Plc, former Chairman of the Board of Afribank Nigeria Plc and Distinguished Fellow and 13th President/ Chairman of the Governing Council of the Institute of Directors (IoD Nigeria). She is currently the Principal Partner at Eniola Fadayomi & Co, a firm of Legal Practitioners and serves on several boards, both in the Public and Private Sectors.

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 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 and Council Member of the Institute of Capital

Appointed: 2018

Resigned: 2024

Committee Membership

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

BOARD OF DIRECTORS cont'd



Funmibi Chima
Independent Non-Executive Director

Funmibi Chima is a global technology executive, and 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 as CIO 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 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 organization's culture. She has been recognized as a top leader in STEM, Globalization, and IT.

Appointed: September 2022.

Resigned: January 2024

Committee Membership

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

BOARD OF DIRECTORS cont'd



Mrs Zubaida Rasheed
Independent Non-Executive Director

Mrs Zubaida Mahey 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 Zaiyidah 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 and Associate member, National Institute of Marketing, 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 networks 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'ibi Wali 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

- || Audit and Governance Committee
- || Statutory Audit Committee.

BOARD OF DIRECTORS cont'd



Samuel Nwanze
Non-Executive Director

Samuel Nwanze is the Executive Director, Finance at Heirs Holdings Oil & Gas Ltd and was formerly, Executive Director, Finance, and Investments at Heirs Holdings Limited, where he was responsible for the administration and management of the Group's overall financial activities and investment programs.

Samuel Nwanze holds an M.Sc. Degree in Finance and Management from Cranfield School of Management, United Kingdom.

Prior to joining Heirs Holdings Group, Mr. Nwanze 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) which included 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 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

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

BOARD OF DIRECTORS cont'd



Peter Elumelu
Non-Executive Director

Peter Elumelu is an astute businessman with track records spanning over 3 decades. He has amassed a wealth of knowledge and experience in the public, academic, political, and private sectors.

He holds a Bachelor of Science Degree in Business Administration from Rivers State University of Science & Technology, Port-Harcourt, an LLB (Hons) Degefree from the National Open University of Nigeria and M.Sc. in Financial Management Technology from Federal University of Technology (FUTO), Owerri, . He is also an Associate, Institute of Directors (AIoD). Mr. Elumelu is not a stranger to Board Management and corporate governance.

His success in the business world speaks volume. He is the Chairman/Chief Executive of Pet Jibson & Company Limited, Pet Jibson Construction Company Limited, and Peton Engineering Company Limited with head offices in Port-Harcourt, Rivers State. He was Chairman, Board of Directors, Delta State Urban Water-Board, Asaba. He successfully managed and executed various laudable projects during his tenure.

Appointed: February 2013.

Committee Membership

- || Finance, Investment and Risk Management Committee
- || Product and Projects Committee
- || Audit and Governance Committee.
- || Statutory Audit Committee

BOARD OF DIRECTORS cont'd



Peter Ashade
Non-Executive Director

Peter Ashade 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 was formerly the Treasurer of the Institute of Capital Market Registrars (ICMR); and President of the Chartered Institute of Bankers of Nigeria (CIBN), Lagos.

Appointed: July 2018.

Committee Membership

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

BOARD OF DIRECTORS cont'd



Emmanuel Nnorom
Non-Executive Director

Emmanuel Nnorom is the CEO of Heirs Holdings. Prior to 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 Heirs Holdings 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 qualified as 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

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

BOARD OF DIRECTORS cont'd



Catherine Nwosu
Managing Director/CEO

Catherine Nwosu is a distinguished Capital Market Executive. Currently holding the position of 2nd Vice President at the Institute of Capital Market Registrars (ICMR), she has demonstrated exemplary leadership throughout her career. Prior to joining Africa Prudential Plc, she served as the Head of Stakeholders Engagement at BUA Group.

Her association with Africa Prudential Plc dates back to its inception in 2006, where she served in various capacities and notably as Chief Operating Officer (COO) from 2010 to 2022.

She is an alumna of the Senior Management Program at the Lagos Business School, a Fellow of the Institute of Capital Market Registrars, an Associate Member of the Institute of Chartered Accountants of Nigeria, and holds degrees in Business Administration, including an MBA.

Appointed: March 1, 2024



MANAGEMENT TEAM

MANAGEMENT TEAM



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



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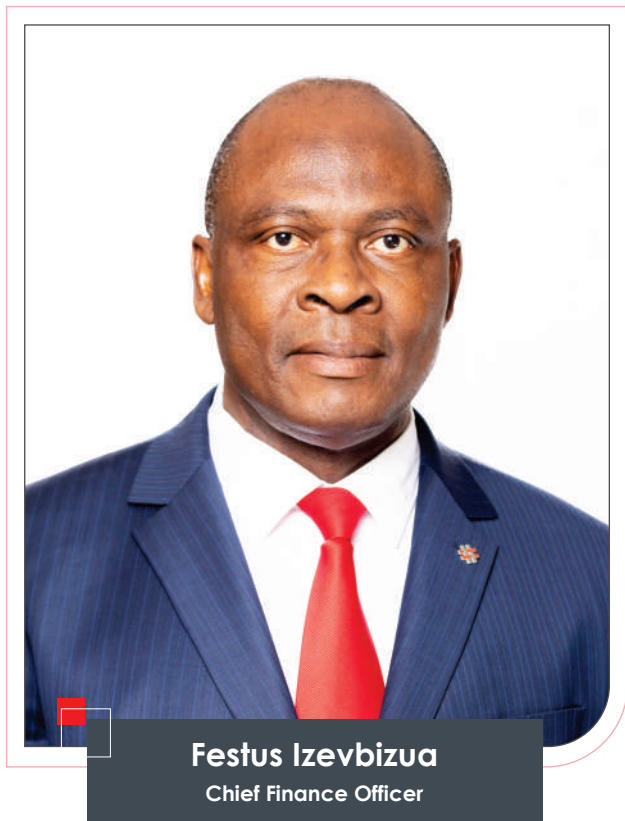


Bukola is the Director, Capital Market Business charged with providing strategic direction, innovation, opportunities, and leadership to the Capital Market Business of Africa Prudential Plc, she functioned as the Head of Capital Market Business in 2023 where she strategically managed the operational, business and revenue outlook 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.

MANAGEMENT TEAM cont'd



Festus has over three decades of professional and practical experience spanning across the insurance, banking, energy, financial services, auditing, consulting, business advisory, risk management, tax advisory, and international finance.

He has led finance teams in both national and multinational organisations such as Total Nigeria, UBA, Standard Chartered Bank, MBC International bank (now merged with First Bank), Diamond Bank, etc. He retired as Executive Director Finance and Administration of FBN Insurance Limited.

He is a Fellow of the Institute of Chartered Accountants of Nigeria (FCA), Institute of Credit Administration of Nigeria (FICA), Senior Member of the Chartered Insurance Institute of Nigeria (CIIN) and Associate Member of the Nigeria Institute of Management (NIM). He was a training resource and Examiner at the Institute of Chartered Accountants of Nigeria.

He holds a bachelor's degree in economics from the University of Benin, a Master's degree in Finance from University of Calabar and an Alumni of Columbia Business School New York.



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.

Joseph has attended extensive 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.

MANAGEMENT TEAM cont'd

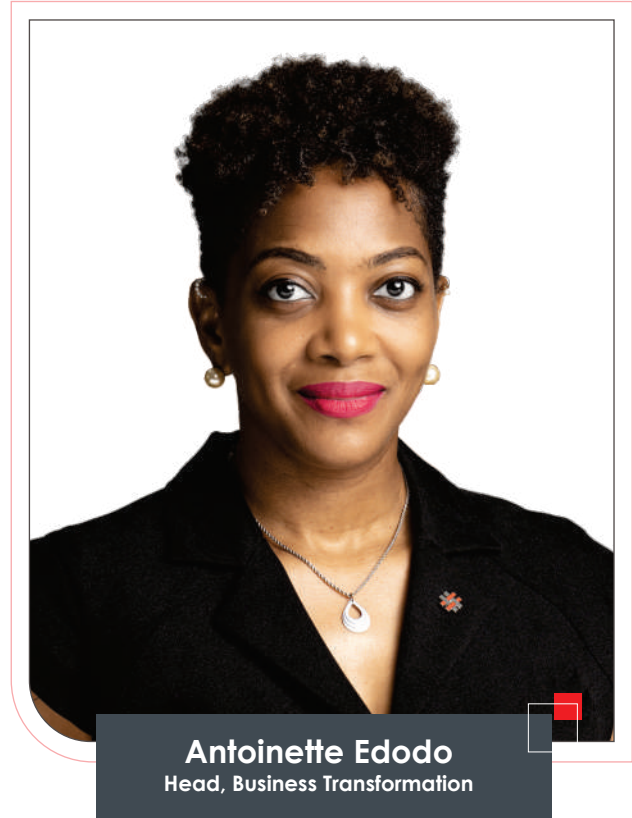


Ejiro Ogunbanjo
Head, Human Capital Management

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.

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.



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, Product Development & Innovation.

She has a proven track record in Business Transformation, with a deep understanding of macro and micro drivers of growth and the trends impacting them to deliver tangible business results. 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 to 6 Strategic Partnerships across 3 countries, Operational Excellence, Go-to-Market Strategies, Customer Experience. 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 B.sc in Estate management from the University of Lagos and various professional certifications from Yale University, Columbia Business School, University of Pennsylvania and Copenhagen Business School. She is a member of 3 angel syndicates and sits on the board of YLAD (Nation Builder Platform).

MANAGEMENT TEAM cont'd



Toyin Osunlaja
Chief, Technology Officer

Toyin 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.



Nathaniel Oladunmomi
Acting, Head,
Enterprise and Risk Management

Nathaniel is a Risk and Technology Advisory professional with a robust background in spearheading compliance and risk management initiatives across multiple sectors. As the Head of Technology Advisory at Africa Prudential Plc, he has orchestrated critical governance frameworks and analytics strategies that have propelled the company to new heights of assurance and operational excellence.

His tenure in the industry is marked by substantial contributions to multinational corporations, where he has refined risk management protocols and driven strategic improvements in complex, regulated environments. In his managerial role at Mazars, Nigeria, Nathaniel was pivotal in guiding teams to deliver comprehensive risk assessments and innovative solutions to clients. Recognized for his leadership acumen, Nathaniel has cultivated high-performing teams adept at surpassing corporate objectives, even within the challenges of matrixed organizational structures.

In his capacity as the Acting Head of Enterprise Risk Management at Africa Prudential, he seamlessly integrated risk management with business strategy, showcasing his expertise as a visionary in the field. Nathaniel's academic foundations in Economics and Statistics, complemented by esteemed certifications such as CISA and ISO Lead Auditor accreditations, underscore his analytical and strategic skill set. His agile leadership and proven track record in transitioning into pivotal roles demonstrate his readiness to add value in any diverse environment with confidence and competence.

MANAGEMENT TEAM cont'd

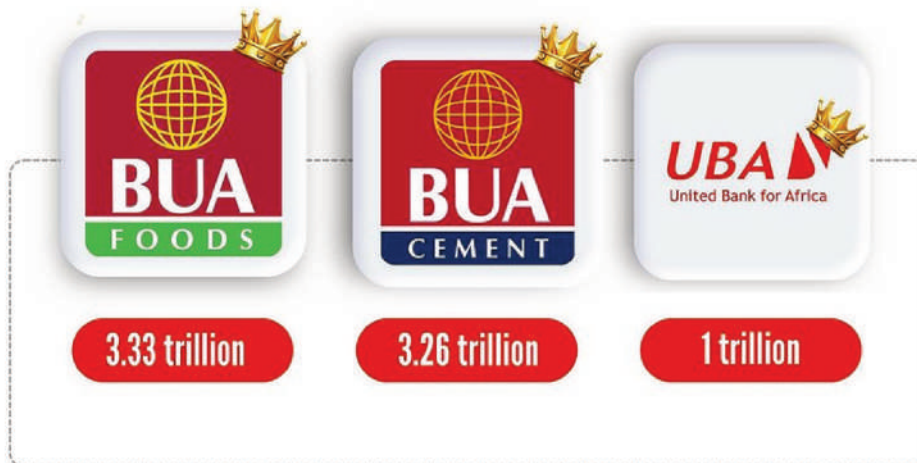


Ivy is a Certified IT Service Manager (CITSM) and Customer Service Certified (CSC) professional by the International Customer Service Association (ICSA), Rockhurst University Continuing Education Centre (Kansas, USA). She is also a Member of the John Maxwell Team as a Leadership Coach, Teacher & Keynote 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.

Celebrating
our clients in the
Trillion Market Cap Club.



Offerings:

Share Registry

We are your go-to premium registrar with years of experience shareholders management. We deploy innovation solutions for maintenance of share register, transaction updates, dematerialization processes, dividend claim and a customer experience support system.

Data Management

We provide customized, high-quality services that addresses share registration needs and Up-to-Date Dividend Payment.

Corporate Governance

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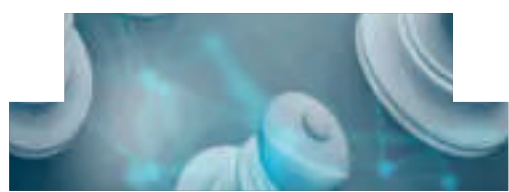


cxc@aficaprudential.com



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STRATEGY & BUSINESS REVIEW



STRATEGY & BUSINESS REVIEW

CHAIRMAN'S STATEMENT



**CHIEF (MRS) ENIOLA
FADAYOMI**, MFR, FIoD
Chairman

Dear Esteemed

Shareholders, Members of the Board of Directors, Ladies and Gentlemen, I am delighted to welcome you to the 11th Annual General Meeting of our Company and to present to you the Annual Report and Financial Statements for the Financial year ended December 31, 2023.

CHAIRMAN'S STATEMENT cont'd**THE GLOBAL ECONOMY IN 2023**

During the year under review, the global economy was dominated by geo – political tensions, notably, the Russian – Ukraine War. This had a slowdown effect on economic growth in Q1-2023, as Russia reneged from further renewal of the Black Sea Agreement for export of Ukrainian grains. This development resulted in a rise in commodity prices in the international market, thereby exacerbating mass hunger in developing economies.

A notable feature of the world economy during the year under review, was widespread inflation across several Advanced Economies and for most of the year, inflation remained considerably above their respective long-run objectives, amidst monetary policy tightening implementation by Central Banks across the world. To reduce high inflation, the United States Federal Reserve Bank raised the Fed funds rate by 25 basis points to 5.25% in Q2-2023 – increasing borrowing costs to the highest level since September 2007. Similarly, the Bank of England raised interest rate by 25 basis points to 4.50% in Q2-2023, pushing the cost of borrowing to the highest level since 2008.

THE DOMESTIC ECONOMY

According to National Bureau of Statistics, the real Gross Domestic Product (GDP) of Nigeria grew by 2.31% (year-on-year) in Q1-2023. The growth rate was lower than the 3.52% and 3.11% reported in Q4-2022 and Q1-2022 respectively and this was due to the adverse effects of the cash crunch on economic activities. The positive GDP growth was mainly supported by 2.77% growth (year-on-year) in the non-oil sector, driven by the growth in Information and Communication; Finance & Insurance; Trade; Manufacturing; Construction; and Transportation & Storage. Despite the increase in oil production, the growth of the nation's oil sector fell by 4.21% (year-on-year), due to the decline in the price of oil during the period. Nigeria's Inflation Rises Further in Q2-2023.

In the second quarter of 2023, the Nigerian economy faced a steady rise in the general prices of goods and services, as headline inflation rose persistently to 22.22% and 22.41% in April and May 2023, mainly driven by a weak local currency and high cost of inputs. Food inflation grew to 24.61% and 24.82% in April and May 2023 respectively as insecurity in food

TO CURB THE PERSISTENT RISING INFLATION AND REDUCE THE NEGATIVE REAL RETURN, THE MONETARY POLICY COMMITTEE (MPC) OF THE CBN) RAISED MONETARY POLICY RATE (MPR) BY ANOTHER 50 BASIS POINTS TO 18.50% IN Q2-2023.



CHAIRMAN'S STATEMENT cont'd

producing States remained a major problem. Also, the nation's core inflation expanded to 20.14% in April 2023 but declined to 20.06% in May 2023 (March 2023: 19.86%).

To curb the persistent rising inflation and reduce the negative real return, the Monetary Policy Committee (MPC) of the CBN raised Monetary Policy Rate (MPR) by another 50 basis points to 18.50% in Q2-2023. However, other policy parameters remained unchanged during the period, as the CBN retained Cash Reserve Ratio (CRR) – 32.5%; Liquidity Ratio – 30.0%; Retained the asymmetric corridor of +100/-700 basis points around the MPR.

In Q4 2023 real GDP growth improved to 3.46 per cent, compared with 2.54 per cent in the previous quarter, driven by improvements in both the oil and non-oil sectors. The improvement in the oil sector earnings was due to the combined impact of increase in crude oil production and a relatively high price in Q4 2023.

CAPITAL MARKET

In 2023 the CBN abolished the segmentation of the Foreign Exchange (FX) market into different windows and directed that all transactions will now be done through the Investors and Exporters (I&E) window, where the exchange rate will be determined by market forces. The exchange rate unification has led to increase in Federal Government's revenue from the previous exchange rate and the accrued revenue from the FX unification was shared among the Executive, Legislative and Judiciary levels of government.

In the same year, the International Sustainability Standards Board (ISSB), the Financial Reporting Council of Nigeria (FRCN), and the Nigeria Exchange Group Regulation Limited (NGX) introduced two accounting reporting guidelines. That is, IFRS S1 and IFRS 2. The IFRS 1 deals with general requirements for disclosure of sustainability-related financial information, while IFRS 2 requires that a reporting entity shall disclose information about its climate-related risks and opportunities, that is useful to users of general-purpose financial reports in making decisions relating to providing resources to the entity. The introduction is crucial for the development of the capital market because it enables Nigerian businesses to participate in a worldwide standard for reporting sustainability.

The Market Capitalization of the Nigerian Exchange (NGX) recorded an 18.93% increase as at H1 2023 (N33.19 trillion) relative to December 2022 (N27.92 trillion). In terms of Returns, NGX also recorded an all-time high index since 2008 at 60,968 points in June 2023 – an increase of 18.96% relative to December 2022

REVIEW OF OPERATIONS

During the year under review, the Company continued to improve on its customer retention strategy, through improvement in its various products and service offerings. In the area of Application



CHAIRMAN'S STATEMENT cont'd

Development and Information Technology (IT) Infrastructural Services, the Company provided Tellerless Banking Solutions to a few commercial banks, thereby enabling bank customers to carry out direct funds transfer transactions direct from their accounts in record time, through utilization of biometric identity management system supplied by the Company.

To enable in-room and online experience for corporate and shareholders meetings, the Company enhanced several modules in APEMS, a hybrid solution that provides an instant alternative to the traditional voting systems. With secure registration processes and instant voting, the APEMS has been tested and trusted to provide a unique experience for all sectors. The Company also enhanced its investment solution product – INVEARN, a one-stop shop for your capital market needs. With Invearn, it is easy to track and claim your dividends, convert your physical share certificates to electronic format to facilitate digital trading, invest in local and foreign shares, treasury bills and bonds.

In the area of Corporate Social Responsibility, the Company's IT Training platform, the i – Academy graduated its first cohorts of 27 graduates. The i – Academy is Africa Prudential tech programme, created to build and develop qualified pool of technology talents. We are proud that upon graduation, the graduates of the academy, who were recruited from a pool of unemployed youths with little or no prior IT background are equipped with latest digital technology programming skills that make them relevant and employable in the job market, thereby reducing the rate of youth unemployment in the country.

THE COMPANY'S TOTAL
ASSETS GREW TO

N22.9
BILLION

FOR THE YEAR ENDED
DECEMBER 31, 2023,



CHAIRMAN'S STATEMENT cont'd

FINANCIAL PERFORMANCE

The Company's financial performance was impacted by the slow rate of conversion of its digital technology solutions into income, due to the long gestation period of digital start-up development, from product ideation, to development, validation, marketing and launch of the product into the market for its first sale. As a result of these challenges, the Company's gross earnings declined by - 4 per cent from N4.13 billion in 2022 to N3.96 billion in 2023. Similarly, Profit-Before-Tax (PBT) declined by -19 per cent from N2.17 billion in 2022 to N 1.441 billion in 2023, while Profit- After-Tax (PAT) decreased by -36 per cent from N1.492 billion in 2022 to N962 million in 2023. The Company's Total Assets however grew to N22.9 billion for the year ended December 31, 2023, representing 19 per cent increase over the previous year's figure of NN19.2 billion.

DIVIDEND

Despite the challenging operational performance, the Company remains committed to consistently delivering superior returns to our highly esteemed shareholders by ensuring that a significant portion of its profit is set aside for dividend payment to shareholders. The Board has recommended to the shareholders for approval at this meeting, for a total dividend of N900 million, being 45 Kobo per ordinary share of 50 Kobo each for the year ended December 31, 2023.

BOARD CHANGES

As of December 31, 2023, there was no change in the Board. However, at the beginning of the year, Mrs. Funmibi (Fumbi) Chima, an Independent Non – Executive Director retired from the Board of Directors, effective January 1, 2024, after expiration of her tenure of 3 years. Throughout her time as Independent Non – Executive Director, Mrs Chima made positive contributions to the business of the Company and brought about a high degree of objectivity to the

Board for sustaining stakeholder trust and confidence. The Board is immensely grateful for her services to the Company.

Similarly, Mr. Obong Idiong, the Managing Director/Chief Executive resigned his appointment with the Company effective February 28, 2024. The Board appreciates his service and contributions to the growth of the Company. To succeed Mr. Idiong, the Board appointed Mrs Catherine Uzoamaka Nwosu as Managing Director/Chief Executive Officer, effective March 1, 2024. Her appointment will be presented to this meeting for approval.

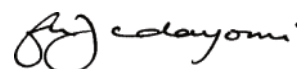
OUTLOOK FOR 2023

Africa Prudential Plc is historically a company that has gained brand recognition in share registration, investor relations management and digital solutions services, with close to five decades of exceptional experience in the Nigerian Capital Market. Our services are technology-driven and highly customer-centric. The Company is committed on leveraging use of technology solutions to deepen the Company's customer service experience in year 2024, in the expectations of better returns on investment to the shareholders of the Company.

APPRECIATION

Distinguished shareholders, I sincerely appreciate the members of the Board for their substantial contributions, as well as our Management team and staff for their dedication and resilience during a tough year. I also thank our shareholders and customers for their continued support and look forward to a successful 2024.

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



Chief (Mrs) Eniola Fadayomi, MFR, FIOD.

CHAIRMAN

FRC/2013/IODN/00000002718



We offer

Premium share registration services

We are a leading share registration service provider with over five decades of exceptional experience in the Nigerian Capital Market. Our services are technology-driven and highly customer-centric. We have outstanding track record in various capital transactions.

Offerings:

Share Registry

We are your go-to premium registrar with years of experience shareholders management. We deploy innovation solutions for maintenance of share register, transaction updates, dematerialization processes, dividend claim and a customer experience support system.

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CEO's REPORT



Obong Idiong

Managing Director /
Chief Executive Officer

CEO's REPORT cont'd

Dear Shareholders,

I am delighted to provide an overview of our Company's activities in the 2023 financial year. During this period, we implemented a comprehensive strategy designed to drive success across four key pillars: customer satisfaction, revenue generation, operational efficiency, and fostering a happy and motivated workforce.

Through unwavering dedication to these guiding principles, we have charted a course towards sustained growth and prosperity. By closely monitoring and evaluating our progress, we have set benchmarks for advancement, recognizing that even small improvements contribute significantly to our long-term success.

In navigating the complexities of the capital market, technology sector, and market landscape, we are proud to highlight achievements that demonstrate our commitment to growth, competitiveness, and the creation of enduring value for our esteemed shareholders.



CEO's REPORT cont'd

FINANCIAL HIGHLIGHTS

In 2023, despite facing some challenges, our company achieved gross earnings of N3.95 billion, showcasing resilience even in a fluctuating market environment. While this represented a 4% decline compared to 2022, it was primarily influenced by foreign exchange rate exposure within our digital technology sector and the dynamic nature of market forces.

However, amidst these factors, our commitment to innovation and value-added services shone through. The introduction of our Apems meeting management platform and other enhancements in client and shareholder experiences were pivotal in our performance. Additionally, our strategic investment decisions underscored our dedication to progress.

While these investments led to higher costs and expenditure, they were essential for strengthening our operational efficiency, technological infrastructure, and workforce capabilities. We firmly believe that these strategic initiatives will position us for long-term success and enhance our competitiveness in the market.

Despite the short-term impact on PBT, we maintain confidence in the positive outcomes these investments will yield. By fortifying our market position and creating enduring value for our shareholders, we are poised for sustained growth and prosperity in the future.

The Company's stock price concluded at N8.40, reflecting a robust 40% appreciation from its opening value of N6.00 earlier in the year.

Earnings	FY 2023	FY 2022	Changes
Gross earnings (N'mn)	3,953	4,132	-4%
Digital Technology	468	1,305	-64%
Registrar Business	405	598	-32%
Interest income	3,080	2,229	38%
Operating income (N'mn)	3,953	4,132	-4%
PBT (N'mn)	1,441	2,167	-34%
Financial Position			
Total Assets (N'mn)	22,981	19,270	19%
Total liabilities (N'mn)	13,325	9,885	35%
Shareholders' funds (N'mn)	9,746	9,386	4%

Although operating income decreased by 4% and Profit Before Tax (PBT) experienced a 34% decline, our focus remained on building a solid foundation for sustainable growth. This was reflected in our decision to invest significantly in various aspects of our technology business operations. We witnessed a 19% increase in total assets from N19.271 billion in FY 2022 to N22.981 billion in FY 2023.

Other performance highlights are listed below:

1. **Profit After Tax: N 962million, compared to N1.493 billion in FY 2022.**
2. **Earnings Per Share: 48kobo. (75kobo in FY 2022).**

The Company has also proposed a dividend of N0.45k for FY 2023, for consideration and approval by the shareholders.

CEO's REPORT cont'd

REGISTRAR BUSINESS

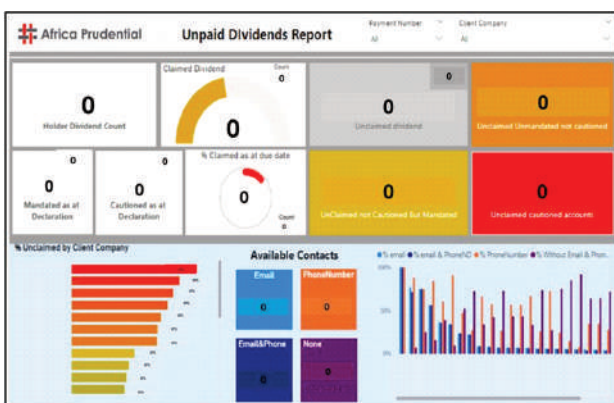
Our commitment to elevate the capital market industry to its zenith is embodied in our relentless pursuit of service delivery, operational excellence and innovative solutions, to drive value.

Customer Experience

Dividend Payout Ratio & Unclaimed Dividend

Throughout the year, we accomplished a total dividend payout of N235,695,538,675.50 in gross dividends for over 450,000 beneficiaries, reflecting a payout ratio of 94% for the declared year. This marks an 18% increase in the dividend payout ratio from 2022, underscoring the Capital Market's enduring appeal as a viable investment option for equity investors. Our Customer Experience and Operations teams fostered transparency in dividend payments through the our digital dashboard, managed escalations via a priority desk, and conducted weekly call reviews to analyze the root causes for any delays.

Our company assumes a highly strategic role in the market. While we serve as service providers to listed organizations and their shareholders, we also have 258,000 shareholders invested in Africa Prudential. We continue to make significant efforts to mitigate the amount of unclaimed dividends within our business, which totalled N59,571,321.50 at the close of 2023, a reduction by 11% in 2022.



Channel Optimisation and Redesign

In our pursuit of elevating customer experience and streamlining processes, we revamped our website, chatbot, and automated messaging systems to promote digital engagement and education. This initiative focused on highlighting the importance of e-forms in initiating complaint resolution procedures. As a result, we witnessed a remarkable 394% surge in e-form adoption during Q4, with over 11,000 shareholders opting for this digital solution instead of enduring wait times.

Furthermore, under our Convenient Registrar initiative, we introduced a WhatsApp channel and a self-service portal. This strategic move led to a notable 35.4% decrease in physical office visits by customers and an impressive 80% digital adoption rate. These achievements positioned us as industry pioneers, setting new standards for customer service and digital innovation.

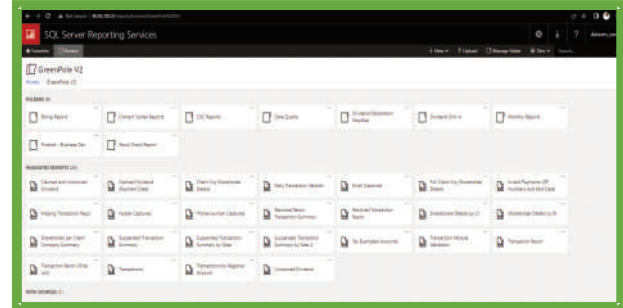


Cultivating a data-centric culture within the organization by implementing robust data governance principles, enhancing data quality measures, and leveraging data visualization tools for informed decision-making.

Our initiatives to elevate data quality yielded significant improvements, including:

CEO's REPORT cont'd

1. A notable surge from 0.4% in 2022 to 7.42% in 2023, indicating cleaner and more accurate shareholder records across all client company data.
2. Introduction of cloud cost tracking to streamline expenditure optimization.
3. Utilization of the Customer Experience Center visualization to precisely assess shareholder experiences, facilitating tailored service enhancements.
4. Launch of a self-service reporting platform to democratize data access across departments, empowering employees to independently access and leverage data resources.

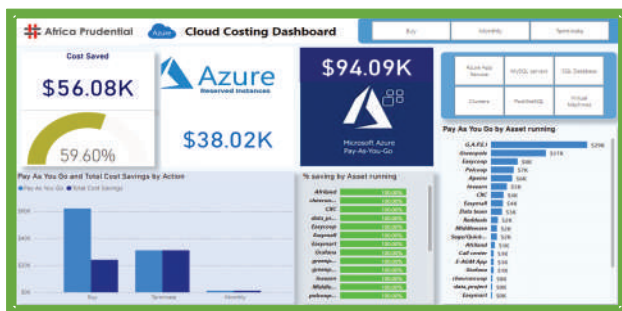


Business Process Automation Initiatives

Our organization has successfully deployed an internally-enabled business process automation strategy across multiple departments to enhance operational efficiency and drive cost reduction. This comprehensive initiative encompasses the automation of various critical business processes, including:

1. Streamlining the documentation process for new hires during the onboarding phase, ensuring a smoother and more efficient integration process for new employees.
2. Establishment of a centralized repository for all vendor-related information within Africa Prudential, simplifying vendor management and facilitating better collaboration.
3. Automation of the registration process for internal stakeholders, enabling seamless interaction and engagement with vendors.
4. Implementation of automated systems for initiating proactive calls to customers, enhancing customer satisfaction and improving overall service delivery.

In embracing automation technologies, our aim to optimize workflows, minimize manual intervention, and enhance productivity across the organization. This initiative reflects our commitment to continuous improvement and innovation, ultimately driving sustainable growth and delivering enhanced value to our stakeholders.



CEO's REPORT cont'd

Business Application Innovations

The employees demonstrated their innovative capabilities by spearheading the development of in-house solutions, including:

1. AppraiseME
2. This platform facilitated the seamless implementation of fully automated quarterly
3. employee performance assessments and check-ins, enhancing efficiency and
4. transparency in the evaluation process.
5. AP Library
6. This initiative aimed to foster a culture of reading within the organization by
7. providing employees with the opportunity to borrow books. The AP Library initiative
8. not only encouraged personal development but also promoted knowledge
9. sharing and collaboration among colleagues.
10. Visit US

A bespoke asset management application, VisitUS was developed to streamline the management of organizational assets. This innovative solution optimized asset tracking processes, ensuring better utilization and maintenance of resources.

11. These in-house solutions exemplify our employees' commitment to innovation and continuous improvement, driving positive outcomes and contributing to the overall success of the organization.

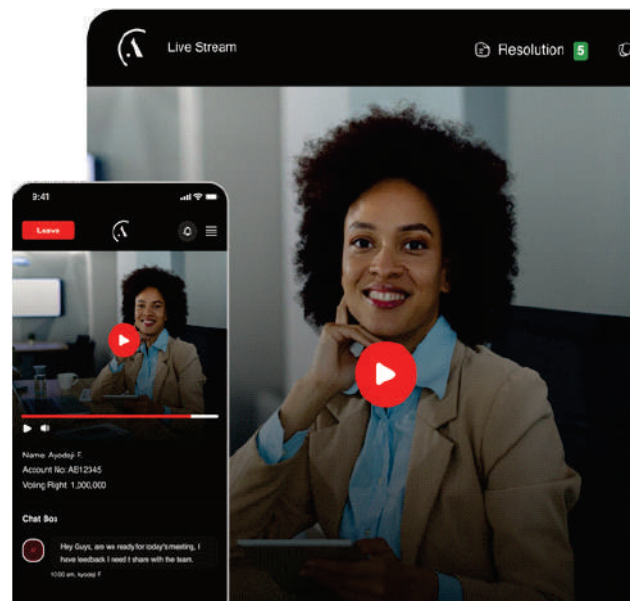
PRODUCTS INNOVATION

Apems

In the first half of 2023, we successfully launched Apems, a secure hybrid event management solution within our Digital Technology business line. This innovative platform revolutionizes the organization of various corporate events, including Annual General Meetings (AGMs), Member-Based Meetings,

Extraordinary General Meetings (EGMs), Conferences, and more, by seamlessly integrating physical, virtual, and hybrid elements.

Apems not only swiftly demonstrated its value by significantly reducing the costs associated with hosting AGMs and other corporate events, but it also eliminated the logistical challenges traditionally involved in event preparations. Moreover, it empowered shareholders to participate, contribute, and vote remotely, providing them with the convenience of attending events from the comfort of their homes



ENTERPRISE RISK MANAGEMENT

Our organization has reached notable milestones in Enterprise Risk Management. Following an independent assessment using our custom ERM Maturity/Capability Model, we have progressed from a rating of 2.0, indicating Risk Awareness, to an impressive level of 3.5, symbolizing Risk Defined. This significant advancement highlights our unwavering dedication to thoroughly comprehend and efficiently manage risks.

CEO's REPORT cont'd

Furthermore, the implementation of Risk & Control Self-Assessment methodologies has enabled us to swiftly identify and address risks throughout the organization. These initiatives underscore our commitment to fostering a culture of risk awareness and strengthening the resilience of our operations

Cyber Security Progress

In the field of cybersecurity, our organization remains steadfast in prioritizing awareness and training to counter evolving cyber threats. Our continuous dedication has sustained our cybersecurity maturity level, with Policy and Practice Scores remaining unwavering at 3.2. However, we remain vigilant and committed to strengthening our cyber resilience even further

ISO Certifications and Dedication to Excellence

Our organization holds esteemed ISO certifications, including ISO 9001:2015, ISO 27001:2013 and ISO 22301:2019, which underscore our dedication to quality management, information security, and business continuity. However, rather than simply resting on our achievements, we are committed to continuous improvement. We are currently in the process of implementing the latest version, ISO 27001:2022. This initiative, scheduled for completion by the end of Q1 2024, reaffirms our unwavering commitment to adhering to the highest standards and best practices



Data Protection Compliance

In full adherence to the provisions outlined in the Nigeria Data Protection Act, which became law in July 2023, our organization has implemented rigorous measures to ensure compliance. We have enlisted the services of a reputable Data Protection Compliance Organization to conduct a thorough audit, with the resulting report meticulously submitted to the regulators. This initiative highlights our unwavering commitment to protecting the personal data of our shareholders and clients. Prioritizing data protection, we remain steadfastly dedicated to upholding the utmost privacy and security standards.

DIGITAL TECHNOLOGY BUSINESS

In our ongoing efforts to diversify our product offerings and seize new opportunities, Africa Prudential PLC has made strategic investments in the technology sector. This initiative aims to develop niche products, foster software development opportunities, and establish partnerships with Original Equipment Manufacturers (OEMs) to capitalize on various business sectors' potential.

Throughout year, we successfully deployed a range of innovative solutions and provided services to clients across diverse industries, including Financial Services, Oil & Gas, FMCG, Capital Markets, and the Public Sector, among others. Our comprehensive services encompassed infrastructure development, software engineering, hardware procurement, and network optimization, tailored to meet the unique needs of each client.

Our partnerships with leading OEMs have enabled us to leverage cutting-edge technologies and equip our team with the necessary skills to support, customize, deploy, and integrate solutions for our clients. By collaborating closely with OEMs, we have strengthened our capabilities and expanded our portfolio to deliver value-added services across various sectors.

CEO'S REPORT cont'd

However, despite our success in generating revenues, we have faced challenges such as the high cost of servicing clients, exposure to foreign exchange fluctuations, and addressing the industry's high attrition rate. Consequently, our cost of sales has increased, necessitating strategic measures to mitigate these challenges and optimize operational efficiency.

i-ACADEMY

In 2023, Africa Prudential unveiled i-Academy, an innovative institution dedicated to cultivating world-class software engineers. The academy's mission was to make a lasting impact on the community by offering a rigorous nine-month training program free of charge, aimed at nurturing versatile tech talents and addressing the global issue of talent attrition exacerbated by the pandemic.

i-Academy provided comprehensive learning paths in Dotnet, Java, and React, alongside non-technical tracks focusing on communication, interpersonal skills, and leadership training. This holistic approach aimed to empower participants with self-development tools and values extending beyond technical proficiency.

In December 2023, the inaugural cohort of 27 software engineers was honored and celebrated during their graduation ceremony. Their dedication, hard work, and achievements were recognized as they were presented with certificates by the entire board of directors at Africa Prudential, Ms. Abiola Arogundade, the Senior Special Assistant to the President of the Federal Republic of Nigeria on Technical, Vocational, and Entrepreneurship Education, and Mr. Tony Elumelu, CFR, Chairman of Heirs Holdings Group.



CEO'S REPORT cont'd



CEO'S REPORT cont'd

SUSTAINABILITY

In 2023, we demonstrated our unwavering dedication to sustainable business practices, innovation, and environmental awareness. Throughout the year, we launched significant initiatives aimed at reducing our environmental footprint, promoting social responsibility, and integrating sustainability into our corporate ethos.

One such initiative is our i-Academy program, where we take a leading role in nurturing tech talent. This was evidenced by the graduation of 27 Software Engineers from i-Academy, showcasing our dual commitment to excellence in business support and the sustainable growth of the tech industry.

Our commitment to sustainability, particularly in reducing our environmental impact, extends to our daily operations. We successfully decreased our usage of paper and nylon-based products by 20%, contributing to a healthier planet. Additionally, we implemented measures to regulate the use of backup generators, transitioning to long-range inverters, and adopted energy-efficient lighting and Net-Zero electric devices, including eco-friendly air conditioning systems.

At Africa Prudential, the well-being of our employees is of utmost importance. To mitigate health and security risks, we regularly update safety regulations and conduct comprehensive health and fitness assessments. Quarterly fire drills ensure readiness, while regular health and fitness checks foster a resilient workforce. We also invested in CCTV installations and implemented strict visitor check-in procedures to ensure a secure work environment for all.

our i-Academy program, where we take a leading role in nurturing tech talent. This was evidenced by the graduation of 27 Software Engineers from i-Academy, showcasing our dual commitment to excellence in business support and the sustainable growth of the tech industry.

OFFICE HQ RENOVATION

I am pleased to report on the recent extensive renovation of our company's Head Office building, which has transformed it into a modern and innovative workspace conducive to fostering creativity, collaboration, and productivity. This significant undertaking was driven by our commitment to providing our employees with an environment that not only meets their functional needs but also inspires them to excel in their work.

The renovation project focused on incorporating cutting-edge design elements, state-of-the-art technology, and sustainable features to create a workplace that reflects our company's values and aspirations. The redesigned office space offers flexible and collaborative work areas, breakout zones for informal meetings and brainstorming sessions, and modern amenities to enhance the overall employee experience. Additionally, careful attention was paid to optimizing natural light, ventilation, and indoor air quality to promote employee health and well-being.

The revitalized head office building serves as a tangible symbol of our company's commitment to innovation, excellence, and employee satisfaction. In investing in creating a safe, modern, and inspiring workplace, we aim to attract and retain top talent, drive employee engagement and morale, and ultimately position our company for continued growth and success in the years to come. We are proud of the outcome of this renovation project and confident that it will contribute to our company's long-term success.

CEO's REPORT cont'd



CEO's REPORT cont'd



STRATEGIC PRIORITIES FOR 2024

As we embark on the new financial year, Africa Prudential PLC is unwavering in our commitment to achieving strategic objectives that propel us toward sustained growth and market leadership.

Our primary aim is to establish market dominance, transcending mere market share to become the foremost driving force shaping the industry landscape. This involves a keen focus on identifying and addressing the unique needs of our diverse client base. We are dedicated to delivering tailor-made solutions and leveraging our expertise to outshine competitors.

Furthermore, we are actively pursuing diversification of revenue streams by exploring new financial instruments, launching innovative products, and expanding our service offerings. This strategic approach aims to cater to a broader spectrum of investor needs while enhancing our competitive edge in the market.

Recognizing the transformative role of technology in shaping the future of the capital market, we reaffirm our commitment to providing cutting-edge, technology-enabled solutions through strategic partnerships. Harnessing the power of artificial intelligence and other emerging technologies, we aim to streamline processes, boost efficiency, and introduce innovative products.

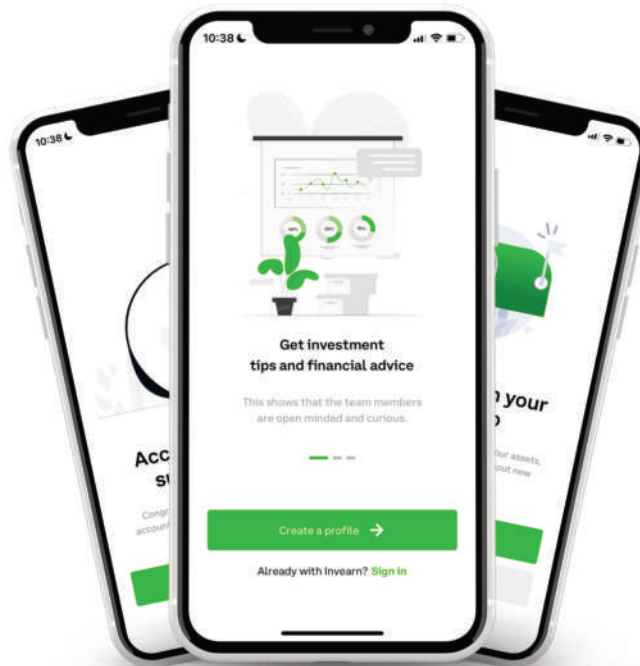
Through user-friendly platforms, real-time data analytics, and personalized services, we strive to create a seamless and rewarding experience that exceeds expectations in the dynamic and evolving landscape of the Capital Market.

We are excited about the opportunities ahead and remain dedicated to building on our strengths as we pursue growth and success for Africa Prudential PLC.



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GOVERNANCE



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, 2023.

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 engages in the business of share registration 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 and other digital business solutions.

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 various industries; providing manpower recruitment, placement training for all types of executive, middle level and junior personnel for various industries; and provision e – commerce platforms, web technologies, internet and web enabled services.

DIRECTORS' REPORT cont'd**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, 2023 N'000	December 31, 2022 N'000
Gross Earnings.	3,952,996	4,132,848
Operating Expenses	(2,547,307)	(1,998,868)
Profit Before Taxation	1,440,821	2,166,162
Taxation	(477,912)	(672,913)
Profit After Taxation	962,909	1,493,249
Declared Dividend	900,000	1,000,000
Retained Earnings	62,909	493,249

DIVIDEND

The Directors recommend to the Shareholders, the payment of a gross dividend of N900,000,000 (Nine hundred million Naira only) that is 45 Kobo per ordinary share payable to Shareholders on the Company's Register of Members as of March 15, 2024. 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, 2023	December 31, 2022 N'000
Proposed Dividend	900,000,000	1,000,000
Retained Profit at the end of the period	62,909	492,249

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, 2023, the Company had 8 Directors all of whom held office in the year under review. The biographies of the Directors 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' REPORT cont'd**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 AND THE INTEREST AS OF DECEMBER 31, 2023

AFRICA PRUDENTIAL PLC DIRECTORS DIRECT AND INDIRECT HOLDINGS AS OF DECEMBER 31, 2023				
S/N	NAME	DIRECT HOLDINGS	INDIRECTLY HELD THROUGH	HOLDINGS
			NAME	
1	CHIEF (MRS) ENIOLA FADAYOMI	4,006,060	NIL	NIL
2	MR. PETER ASHADE	1,096,314	NIL	NIL
3	MR. SAMUEL NWANZE	83,009	NIL	NIL
4	MR. PETER ELUMELU	13,891	NIL	NIL
5	MR. EMMANUEL NNOROM	NIL	VINE FOODS LIMITED	10,698,079
6	MRS. ZUBAIDA MAHEY RASHEED	NIL	NIL	NIL
7	MRS. FUNMIBI CHIMA	NIL	NIL	NIL
8	MR. OBONG IDIONG	5,301,749	NIL	NIL
8	MRS CATHERINE UZOAMAKA NWOSU	312,706	NIL	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, 2023			
NAME	COMPANY	INDIRECT HOLDING	TOTAL INDIRECT HOLDING
EMMANUEL NNOROM	VINE FOODS LTD	10,698,079	10,698,079

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.

SHAREHOLDER 5% AND ABOVE AS AT DECEMBER 31, 2023		
ACCOUNT NO	HOLDINGS	%
INTERNATIONAL EQUITY CAPITAL LIMITED	519,000,000	25.95

DIRECTORS' REPORT cont'd**SHAREHOLDING ANALYSIS**

SHAREHOLDER STRUCTURE AS AT 31 DECEMBER, 2023		
Holder Type	Holder Count	Holdings
Corporate	5,670	1,191,184,999
Foreign	432	64,988,041
Government	23	2,391,134
Individual	250,185	730,226,270
Institution	360	2,770,008
Joint	578	7,285,534
Pension	7	1,154,014
	257,255	2,000,000,000

ANALYSIS OF SHAREHOLDINGS

The details of shareholding of the Company as of December 31, 2023, is as stated below;

AFRICA PRUDENTIAL PLC SHAREHOLDING RANGE ANALYSIS AS AT DECEMBER 31, 2023

RANGE ANALYSIS AS OF DECEMBER 31, 2023								
RANGE			NO OF HOLDERS	HOLDER %	HOLDERS CUM	UNITS	UNITS %	UNITS CUM
1	-	1,000	226,154	87.91	226,154	43,089,216	2.15%	43,089,216
1,001	-	5,000	21,734	8.45	247,888	46,445,294	2.32%	89,534,510
5,001	-	10,000	3,627	1.41	251,515	26,328,838	1.32%	115,863,348
10,001	-	50,000	3,673	1.43	255,188	82,311,907	4.12%	198,175,255
50,001	-	100,000	805	0.31	255,993	60,186,750	3.01%	258,362,005
100,001	-	500,000	915	0.36	256,908	192,334,224	9.62%	450,696,229
500,001	-	1,000,000	154	0.06	257,062	115,305,060	5.77%	566,001,289
1,000,000	-	9,999,999,999	193	0.08	257,255	1,433,998,711	71.70%	2,000,000,000
		TOTAL	257,255	100.00		2,000,000,000	100.00%	

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 international 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 2022, the Company successfully concluded the Corporate Governance Rating System (CGRS) recertification review 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

DIRECTORS' REPORT cont'd

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 Ltd, 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 Ltd, 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.

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, regarding implementation of the provisions of Sections 60 – 63 of the Investment and Securities Act, 2007. The findings and recommendations of KPMG have been further reviewed by the Auditors whose opinion on 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 have been provided in the Annual Report and equally submitted to the Securities and Exchange Commission.

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 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 Change. The Company is fully aware of its obligations as a private entity as provided by the Act.

DIRECTORS' REPORT cont'd

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, saddled with responsibility to ensure compliance with requirements of the Act and submission of periodic reports to the Secretariat of the National Council on Climate Change and necessary disclosures in the annual reports on the Company's efforts at meeting its carbon emission reduction and climate adaptation plan.

On specific actions of 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).

According to <https://www.cleanairfund.org/clean-air-africas-cities/lagos>, the city of Lagos, where the company's headquarters is located, road transport stands out as a key source of PM2.5 particles (32%), primarily due to the high numbers of old cars (with high sulphur content in imported diesel and gasoline fuel) and limited transportation options in the city and this has been identified as a major threat to sustainable growth and hinders the quality of life of its residents, due to resulting health impacts which is a contributory factor to employee absenteeism, presenteeism, and attrition. Therefore, to enhance the quality of air and prevent illness and premature deaths due to ambient air pollution in its operational environment, the Company has completed the reconstruction and renovations of its head office building and incorporated several Climate Change mitigation measures in the design and reconstruction of the building. The building is installed with cleaner fuel power systems, renewable energy and energy efficient electricals bulbs that emits low heat waves and reduce air pollution. Shrubbery trees, grasses and hedge flowers have also been planted on the border areas of the building's perimeter fence, to boost supply of carbon dioxide (CO₂) in their fibers helping to clean the air and reduce the negative effects of CO₂ on the environment.

DISCLOSURE OF REMUNERATION OF MANAGERS

In line with the requirement of Section 257 of the Companies and Allied Matters Act, 2020, the remuneration of Managers of the Company is contained in Note 27.3 of the Audited Financial Statements. The Managers for this purpose are part of the Senior Management Team of the Company

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.

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.

DIRECTORS' REPORT cont'd

WHISTLE BLOWING POLICY.

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

DIRECTORS' REPORT cont'd

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, 2023, 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 20th day February 2024

CORPORATE GOVERNANCE REPORT



INTRODUCTION

Africa Prudential Plc (“Afriprud”) has in place an effective governance mechanism that ensures proper oversight of its business by the Directors and other principal organs of the Company, 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 2023 financial year, Afriprud 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.

CORPORATE GOVERNANCE REPORT cont'd

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, 2023, the Board comprised a Non-Executive Chairman, an Executive Managing Director/Chief Operating Officer, four Non-Executive Directors two of Independent Non-Executive Directors. The Board members are professionals and accomplished business leaders with vast experiences, credible 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 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 a 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, since the last Annual General Meeting, there have been significant changes in the Board of the Company. The Managing Director and Chief Executive Officer, Mr. Obong Idiong resigned from the Board, with effect from February 28, 2024, to pursue other interests. The Board highly appreciates Mr. Idiong for his commitment and strategic contributions to the growth of the Company over the past 5 years and wishes him success in his new endeavours.

To succeed Mr. Obong Idiong, the Board appointed Mrs Catherine Uzoamaka Nwosu, as the Managing Director and Chief Executive Officer, effective March 1, 2024. Mrs Nwosu is a seasoned Capital Market Executive with an exemplary track record of leadership and currently the 2nd Vice President of the Institute of Capital Market Registrars (ICMR). Prior to her appointment, she was the Head of Stakeholders Engagement in Bua Group. Until her appointment with the Bua Group, she was a pioneer staff of Africa Prudential Plc, which she joined in 2006 and served as its Chief Operating Officer (COO) from 2010–2022. She is an alumna of the Senior Management Program of the Lagos Business School, a Fellow of the Institute of Capital Market Registrars, and an Associate Member of the Institute of Chartered Accountants of Nigeria.

The appointment of Mrs Catherine Nwosu as the Managing Director would be presented for approval of the shareholders at the Annual General Meeting.

CORPORATE GOVERNANCE REPORT cont'd

Similarly, Dr. Mrs Funmibi (Fumbi) Chima, an Independent Non – Executive Director of the Company resigned from the board after expiration of her first term tenure, effective January 1, 2024. The Board acknowledges the invaluable contributions of Dr Chima to the growth of the Company and extends its gratitude for her remarkable service.

1.5. Disclosure Of Age

Section 278 (1) of the Companies and Allied Matters Act, 2020, provides that any person who is appointed or to his knowledge proposed to be appointed director of a public company and who is 70 or more years old shall disclose this fact to the members at the general meeting. In line with this legal requirement, it is hereby disclosed that the Chairman of the Board of Directors, Chief (Mrs) Eniola Fadayomi is above 70 years.

1.6 Proceedings and frequency of meetings

The Board meets at least once in every quarter or as frequently as the Board's attention may be required on any situation which may arise. Sufficient notices with 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 quarterly Board meetings held during the year under review, the Board and Management held joint Strategy Session in August 2023, and a Board and Management Budget Strategy Session in December 2023 respectively, where the Management presented to the Board, in detail, key business and operational strategies for the 2024 financial year.

1.7 Board Meeting Attendance

KEY:

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

A total of four (4) Board Meetings were held in the 2023 Financial Year. The table below shows the Directors' attendance at the meetings.

S/N	Members	21/02/2023	27/04/2023	26/07/2023	24/10/2023
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	AWA	AWA	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

Note: Mrs Funmibi Chima was appointed to the Board on September 2, 2020. However, the Securities and Exchange Commission (SEC) approved her appointment on 30/12/2020.

CORPORATE GOVERNANCE REPORT cont'd

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. Mr. Emmanuel Nnorom - Member/ Non-Executive Director
4. Mrs. Zubaida Rasheed - Member/ Independent Non-Executive Director

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

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

S/N	Members	14/02/2023	27/04/2023	19/07/2023	17/10/2023
1.	Mr. Peter Elumelu	P	P	P	P
2.	Mr. Samuel Nwanze	AWA	AWA	P	P
3.	Mrs. Zubaida Rasheed	P	P	P	P
4.	Mr. Emmanuel Nnorom	P	P	P	P

1.8.2. Board Finance, Investment and Risk Management Committee

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

The Committee is currently constituted as follows:

1. Mr. Samuel Nwanze: Chairman/Non-Executive Director
2. Mr. Peter Elumelu: Member/ Non-Executive Director
3. Mr. Emmanuel Nnorom: Member/ Non-Executive Director
4. Mr. Peter Ashade: Member/ Non-Executive Director
5. Mrs. Funmibi Chima: Member/ Independent Non-Executive Director
6. Mr. Obong Idiong: Member/ Managing 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	14/02/2023	18/04/2023	19/07/2023	17/10/2023
1.	Mr. Samuel Nwanze	AWA	P	P	AWA
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

The Board 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 products and projects innovation from conception to 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. Peter Elumelu - Member/ Non-Executive Director.
3. Mr. Emmanuel Nnorom - Member/ Non-Executive Director
4. Mr. Samuel Nwanze - Member/ Non-Executive Director.
5. Mr. Obong Idiong - Member/ Managing Director.
6. Mrs. Funmibi Chima - Member/ Independent Non – Executive Director.

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

S/N	Members	14/02/2023	18/04/2023	19/07/2023	17/10/2023
1.	Mr. Peter Ashade	AWA	P	P	P
2.	Mr. Samuel Nwanze	P	P	P	AWA
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

1. 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.

CORPORATE GOVERNANCE REPORT cont'd

The Committee is currently constituted with four (4) members as follows:

1. Mr. Frank Chikezie - Chairman/Shareholder.
2. Alhaji Kabiru Tambari - Member/Shareholder.
3. Mr. Tajudeen Adeshina - Member/Shareholder.
4. Mr. Peter Elumelu - Member/Non-Executive Director.
5. Mrs. Zubaida Rasheed - Member/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	21/02/2023	27/04/2023	26/07/2023	24/10/2023
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

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.

CORPORATE GOVERNANCE REPORT cont'd

3 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 Stock 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.

4 Shareholders

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

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

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

The Shareholders through its representatives on the Statutory Audit Committee in line with section 359 of the CAMA 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 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 Exchange of the Company's half year results; and 24 hours after the release has been made.

CORPORATE GOVERNANCE REPORT cont'd

(c) The period from 15 days immediately preceding the announcement to the Nigerian 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 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 Exchange or the proposal is abandoned.

7. AFRICA PRUDENTIAL PLC COMPLAINT MANAGEMENT POLICY

In accordance with the Securities and Exchange Commission (SEC) Rules (SEC relating to Complaint Management Framework of the Nigerian Capital Market (The Framework) of February 16, 2015, and the Nigerian Exchange (NGX) directive, every listed company is required to establish a clearly defined complaints management policy to handle and resolve complaints within the scope of the Framework.

It is pursuant to the above-mentioned SEC Rule and NGX Directive that Africa Prudential Plc has formulated a Complaints Management Policy.

This policy is designed to effectively and efficiently handle and resolve complaints in a fair, impartial, timely and objective manner.

All complaints should be addressed as follows:

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, boardvaluations@angelaanekeco.com

March 15, 2024

Statement by the External Consultants on the **Board Evaluation** of Africa Prudential Plc for the year ended December 31, 2023

The Board of Directors of Africa Prudential Plc ("Company") engaged Angela Aneke & Co. Limited to perform an evaluation of the Board for the year ended December 31, 2023, 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, the 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.

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 effective 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 all the Board and Board Committee meetings held in 2023.

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. Female representation on the Board is over 30%, demonstrating the Board's continued commitment to promoting gender diversity. 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 systems 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



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

March 15, 2024

Statement by the External Consultants on the **Corporate Governance Evaluation** of Africa Prudential Plc. for the year ended December 31, 2023

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, 2023, 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 principles in 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 Company's 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 effectively 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 2023, 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

STATEMENT OF DIRECTOR'S RESPONSIBILITY

In preparing the financial statements, the Directors are responsible for:

- properly selecting and applying accounting policies;
- presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- providing additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance.
- making an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for:

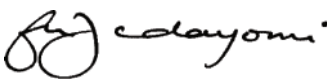
- designing, implementing and maintaining an effective and sound system of internal controls throughout the Company;
- maintaining adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company, and which enable them to ensure that the financial statements of the Company comply with IFRS;
- maintaining statutory accounting records in compliance with the legislation of Nigeria and IFRS;
- taking such steps as are reasonably available to them to safeguard the assets of the Company; and
- preventing and detecting fraud and other irregularities.

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.

The financial statements of the Company for the period ended 31 December 2023 have been authorised for issue and were approved by the Board of Directors on 20 February 2024.

On behalf of the Directors of the Company



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

20 February 2024



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

20 February 2024

REPORT OF THE STATUTORY AUDIT COMMITTEE

FOR THE YEAR ENDED 31 DECEMBER 2023

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

- (a) The accounting and reporting policies of the Company for the year ended 31st December 2023. are consistent with legal requirements and ethical practices;
- (b) The internal audit programs are extensive and provide a satisfactory evaluation of the efficiency of the internal control systems;
- © The scope and planning of the statutory independent audit for the year ended 31st December 2023 are satisfactory; and
- (d) We have considered the independent auditors' post-audit report and Management responses thereon and are satisfied with the responses to our questions. "



Frank Chikezie

Chairman, Audit Committee

Date: 20 February 2024

Members of the Statutory Audit Committee are as follows;

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

STATEMENT OF CORPORATE RESPONSIBILITY

FOR THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

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 2023 that:

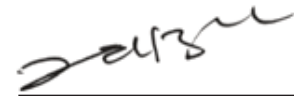
1. We have reviewed the audited financial statements and to the best of our knowledge:
 - i. the audited financial statements do not contain any untrue statement of material facts or omit to state a material fact, which would make the statements misleading, in the light of the circumstances under which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



Festus Izevbizua

Chief Financial Officer

FRC/2012/ICAN/00000001628

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO THE PREPARATION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

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 2023, and in so doing they ensure that:

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

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

The Directors are of the opinion that the 2023 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.

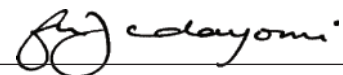
The Directors accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of the financial statements as well as adequate systems of internal financial control.

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.



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

Date: 20 February 2024



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

Date: 20 February 2024

MANAGEMENT DISCUSSION AND ANALYSIS

This report represents Management Discussion and Analysis in respect of the audited financial statements of Africa Prudential Plc for the year ended 31 December 2023. This should be read in conjunction with the full audited Financial Statements of the Company.

Africa Prudential Plc is a foremost Registrar business registered and incorporated in Nigeria Africa Prudential Plc. It 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. Africa Prudential Plc primarily carries on the business of registrar and investor relation service in accordance with its Memorandum and Articles of Association. As part of its business diversification strategy, it has expanded its business activities to the provision of digital solutions for businesses. Its flagship digital solutions product known as EasyCoop is a unique software, which is aimed at aiding the administration of Cooperative Societies in Nigeria and other digital business solutions.

Operating Environment

The global economy continued to witness slow growth and weak aggregate output in 2023. International and domestic trades were impacted by the political tension in Russia and Ukraine and later the Israeli conflict in the middle east. Consequently, while Europe, America, Asia experienced unstable macro economic environment, Africa was not insulated. The continued imposition of travel restrictions across the globe pushed the trade barriers further to unpleasant level and together with the associated uncertainty weighed on business sentiment. Generally, there were macroeconomic stress and tighter financial conditions, geopolitical tensions during the year 2023

Nigeria economy is yet to attain full swing of pre-covid era while oil production dropped, the international oil price oscillated. The effort to lower inflation rate to a single digit faced structural and macroeconomic constraints, especially the removal of fuel subsidy which resulted in rising petroleum product prices, food prices and arrears payments. As at the last quarter of 2023, the average inflation rate hovers around 29.8%. Foreign exchange rate spiralled to unimaginable level despite the series of monetary policies intervention and this has continued to affect major industrial production and distributive trade etc. All these impacted individual and local corporate economic activities.

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

Operating Result

During the 2023 operating period, the Company demonstrated strong resilience to macroeconomic uncertainty in the environment. We closed the year ended 31 December 2023 with gross revenue of N3.96 billion compared to N4.13 billion in 2022. Similarly profit before tax achieved was N1.44 billion (2022: N2.17 billion) The operating performance was largely impacted by delay conversion of digital business activities during the year. The Company remains focussed on delivery its core registrar mandates to clients.

The Company recorded significant increase of 39% in investment income and other income from ₦2.2 billion income to ₦3.1 billion gain in 2023. The increase is largely attributable to interest income on fixed income financial assets as a result of improvement in market yields. The Company remained committed to its strategic policy on safety of Shareholders' funds as well as assets and liabilities matching for optimal portfolio management.

Total assets of the Company increased by 19% from ₦19.3 billion to close at ₦22.98 billion as at 31 December 2023. This was largely driven by N10.5 billion in assets under management and N12.1 billion in Clients deposits awaiting

MANAGEMENT DISCUSSION AND ANALYSIS cont'd

remittance to their beneficiaries. The net effect in equity was positive from ₦9.3 billion to ₦9.7 billion in 2023 representing 1% growth in equity after the payment of 2022 full year dividend and provision for taxes.

Outlook

The Board members possess strong knowledge of the Company's business and usually participate actively at Board meetings. In the years ahead, the Company will focus on its strategic and core registrar mandate plan. The plan is to achieve improved market shares and further penetration to onboard new clients as well as improve on service offerings.

CERTIFICATION BY COMPANY SECRETARY

In my capacity as Company Secretary, I hereby certify, in terms of the Companies and Allied Matters Act, that for the year ended 31 December 2023, the Company has lodged all such returns as are required of a company in terms of this Act, and that all such returns are, to the best of my knowledge and belief, true, correct and up to date.



Joseph Jibunoh

FRC/2018/NBA/00000017719

Africa Prudential Plc
220b, Ikorodu Road
Palmgrove
Lagos

Date: 20 February 2024

SUSTAINABILITY REPORT 2023



1. Executive Summary

Executive Summary

Africa Prudential PLC, a leader in share registration services and digital solutions, proudly presents its Annual Sustainability Report for 2023. This report encapsulates our unwavering commitment to sustainable business practices, innovation, and environmental consciousness.

Throughout 2023, we undertook significant initiatives to reduce our environmental impact, enhance social responsibility, and further embed sustainability into our corporate DNA.

One of such initiatives is i-Academy where we are taking lead in nurturing tech talent, as seen in 27 recent Software Engineering graduates from i-Academy. It highlights our dual commitment to business support excellence and fostering tech industry's sustainable growth.



SUSTAINABILITY REPORT 2023 cont'd

Continued Commitment to Sustainability Principles

Integrating Sustainability into Business Strategy



Our commitment to sustainability is foundational to our business strategy. We recognize the crucial role our operations play in shaping a sustainable future. By embedding sustainability into our core strategy, we ensure that our business decisions align with environmental and social responsibility.

Environmental Sustainability

Renewable Innovations



In 2023, we proudly launched Apems and Invearn, two digital solutions aligned with our eco-friendly green initiatives. Apems, our hybrid corporate meeting solution, signifies our commitment to reducing carbon footprints associated with physical gatherings. Invearn, a unified capital market product, empowers users to manage their investment portfolios efficiently through a single, user-friendly platform.

Reducing Environmental Footprint

Our commitment to sustainability extends to our daily operations. We successfully reduced our use of paper and nylon-based products by 20%, contributing to a greener environment. Additionally, we regulated the use of backup generators, replacing them with long-range inverters, and embraced energy-efficient lighting and Net-Zero electric devices, including eco-friendly air conditioning.

Progress in 2023 Initiatives

HQ Renovation Efforts



The launch of our environmentally conscious headquarters stands as a testament to our commitment to sustainability. From LED lighting to water-conserving urinals, every detail was planned with environmental impact awareness. We successfully reduced paper usage and discouraged the use of high-energy-consuming bulbs, making our workspace more eco-friendly.

Digital Transformation

Our shift towards electronic forms for shareholder and client interactions significantly reduced our carbon footprint. Services such as data updates, dividend inquiries, and shareholding balance checks are now conveniently conducted online, contributing to reduced fuel consumption and emissions.

SUSTAINABILITY REPORT 2023 cont'd

Employment and Labour Relations

Inclusive HR Policies



Our people are the heartbeat of our success. Our commitment to equal pay across genders and an inclusive employment policy ensures a diverse and thriving workforce. We conduct structured employee orientations and actively promote continuous learning and development, fostering a workplace that values each individual.

Social Responsibility

We maintain a clear stance against child labour and refuse to engage with companies that employ children. Our social responsibility extends to supporting educational initiatives, such as the donation of learning materials to Ifako Junior Secondary School. Through voluntary contributions, our staff also actively participated in supporting Bales Orphanage Home during the Christmas season.

Health and Safety

Employee Well-being



At Africa Prudential, we prioritize the well-being of our employees. Quarterly fire drills ensure preparedness, while health and fitness checks contribute to a healthy and resilient workforce. We've invested in CCTV installation and stringent visitor check-ins to create a safe working environment.

Preventive Measures

To prevent health and security calamities, we regularly update safety regulations and conduct thorough health and fitness checks. CCTV installation and stringent visitor check-ins contribute to maintaining a secure workplace. Quarterly fire drills further ensure that our employees are well-prepared for any emergency.

Community Support/Economic Empowerment

Academy Tech-Education Initiative



The graduation of 27 software engineers from our i-Academy tech-education initiative underscores our dedication to grooming young tech talent. This nine-month intensive training program in frontend and backend software development equips graduates with the skills to work competitively in the global tech industry. We are proud to contribute to the growth of homegrown tech talent.

SUSTAINABILITY REPORT 2023 cont'd



Images from the graduation ceremony - Africa Prudential .



Photo splash of cohorts receiving congratulatory message by the Chief (Mrs) Eniola Fadayomi, Chairman, Africa Prudential Plc.



Snapshots of the training sessions, showcasing the practical and hands-on learning environment at i-Academy.

SUSTAINABILITY REPORT 2023 cont'd

Guest Facilitator: Alex Akindimula, Chief Information Security Officer of United Capital Plc, speaks to Africa Prudential staff at a Cybersecurity Week awareness knowledge sharing session organized by the company's Enterprise Risk Management Department.



Corporate Governance on Environmental and Social Life

Balancing Interests



Corporate governance at Africa Prudential involves striking a delicate balance between individual and collective interests, economic and social aims. We recognize our responsibility to create wealth for employees, suppliers, customers, the government, and the community, in addition to our shareholders. Through continuous improvement, we are developing a robust system of incentives, checks, and balances to manage the competing interests of internal and external stakeholders.

Continuous Improvement

Our journey towards sustainability is a work in progress. We remain committed to developing a system that reduces and manages the competing interests of our stakeholders. The application of our Sustainability Principles remains central to our corporate governance, ensuring that we continue to run our company in a manner that is environmentally friendly, socially ethical, and commercially viable.

New Headquarters Launch

Environmental Impact Awareness



The launch of our new headquarters was not just a celebration but a reflection of our commitment to environmental impact awareness. From the implementation of LED lighting to the installation of water-conserving urinals, every aspect of the new building was designed with sustainability in mind.

SUSTAINABILITY REPORT 2023 cont'd



L-R: Bukola James-Cole, Head of Capital Market Business, Africa Prudential Plc; Emmanuel Nnorom, Non-Executive Director, Africa Prudential Plc; Chief (Mrs) Eniola Fadayomi, Chairman, Africa Prudential Plc; Obong Idiong, Managing Director/CEO, Africa Prudential Plc; Funmbi Chima, Independent Non-Executive Director, Africa Prudential Plc; Mrs. Zubaida Rasheed, Independent Non-Executive Director, Africa Prudential Plc; Catherine Nwosu, Head of Stakeholder Engagement, BUA Group Plc, during the grand opening of the newly renovated head office held in Lagos, Nigeria.

Conclusion

Recap of 2023 Achievements

In 2023, Africa Prudential achieved significant milestones in its journey towards sustainability. The launch of innovative digital solutions, environmental consciousness in the newly inaugurated workplace, and ongoing initiatives reflect our dedication to creating lasting value for our stakeholders.

Looking Forward: Future Sustainability Goals

As we conclude this report, we look to the future with optimism. Our commitment to sustainability remains unwavering

FINANCIAL STATEMENTS



FINANCIAL STATEMENTS

CERTIFICATION OF MANAGEMENT'S ASSESSMENT OF INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR)

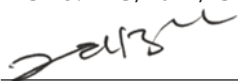
We, the undersigned, Festus Izevbizua and Obong Idiong, hereby certify that:

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

Name: **Festus Izevbizua**

Designation: CFO

FRCNo: FRC/2012/ICAN/00000001628



Signature:

Date:08/02/2024

Name: **Obong Idiong**

Designation: MD/CEO

FRCNo: FRC/2013/NBA/00000004696



Signature:

Date:08/02/2024

MANAGEMENT ASSESSMENT REPORT

Management's Report on the Assessment of Internal Control Over Financial Reporting as at 31st December 2023

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

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

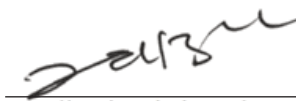
Management has assessed the effectiveness of its internal control over financial reporting as of 31 December 2023. In making this assessment, management used the COSO 2013 "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management believes that, as of 31 December 2023, the Company's internal control over financial reporting is designed and operating effectively. Additionally, based upon management's assessment, the Company determined that there were no material weaknesses in its internal control over financial reporting as of 31 December 2023.

The effectiveness of the Company's internal control over financial reporting as of 31 December 2023, has been reviewed by Ernst and Young, an independent registered public accounting firm, as stated in their report which appears on page 25.



Obong Idiong
Managing Director

FRC No: FRC/2013/NBA/00000004696



Festus Izevbizua
Chief Financial Officer

FRC No: FRC/2013/IODN/00000002718

INDEPENDENT AUDITOR'S ATTESTATION REPORT ON MANAGEMENT'S ASSESSMENT OF INTERNAL CONTROL OVER FINANCIAL REPORTING TO THE MEMBERS OF AFRICA PRUDENTIAL PLC

Scope

We have been engaged by Africa Prudential Plc ('the Company') to perform a 'limited assurance engagement', based on International Standards on Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, herein referred to as the engagement, to report on Africa Prudential Plc Internal Control over Financial Reporting (ICFR) (the "Subject Matter") contained in the Company's Management's Assessment on Internal Control over Financial Reporting as of 31 December 2023 (the "Report").

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

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

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

Criteria applied by Africa Prudential Plc

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

Africa Prudential Plc's responsibilities

Africa Prudential Plc's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Africa Prudential Plc's management's assessment of the Internal Control over Financial reporting as of 31 December 2023 in accordance with the criteria.

Our responsibilities

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

INDEPENDENT AUDITOR'S ATTESTATION REPORT cont' d

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

Our independence and quality management

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

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

Description of procedures performed

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

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

Conclusion

In conclusion, nothing has come to our attention to indicate that the internal control over financial reporting put in place by management is not adequate as of 31 December 2023, based on the requirements of Committee of Sponsoring Organizations of the Treadway Commission (COSO) Framework and SEC Guidance on Management Report on Internal Control Over Financial Reporting.

Other Matter

We also have audited, in accordance with the International Standards on Auditing, the annual report for the year ended 31 December 2023 of Africa Prudential Plc and we expressed an unmodified opinion in our report dated 04 March 2024. Our conclusion is not modified in respect of this matter.



Adewuyi Adeyemo FCA

FRC/2012/PRO/ICAN/004/00000000148

For: Ernst & Young

Lagos, Nigeria.

Date: 04 March 2024





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INDEPENDENT'S AUDITOR REPORT

TO THE MEMBERS OF AFRICA PRUDENTIAL PLC

Opinion

We have audited the financial statements of Africa Prudential Plc ('the Company'), which comprise the statement of financial position as at 31 December 2023, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Africa Prudential Plc as at 31 December 2023, 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 (Amendment) Act 2023.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) 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 matters

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

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

INDEPENDENT AUDITOR'S REPORT cont'd**Key Audit Matter**

"Expected Credit Loss (ECL) assessment of debt instruments measured at amortised cost.

As at 31 December 2023, the Company's gross debt securities was N9.59 billion (2022: 12.79 billion) representing 41.7% (2022: 66.5%) of total assets.

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.

Key areas of judgement and assumption include:

- 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).

ECL assessment of debt instruments measured at amortised cost is disclosed in notes 8 (credit loss reversal/(expense)) to the financial statements and note 2.6.4 (financial instruments) of the material accounting policy information.

Impairment of debt securities was identified as key audit matter due to the significance of the amount involved, the complexity of the model and the significant judgments and assumptions applied in the estimation process. "

How the matter was addressed in the audit

"We performed the following procedures:

- Reviewed the IFRS 9 ECL prepared by management for computation of ECL on financial assets in line with the requirements of IFRS 9.
- Gained an understanding of how the PD's and LGD's were derived by performing a walkthrough using live data.
- Tested the historical accuracy of the model by assessing the historical projections versus actual losses.
- Focused on the most significant model assumptions including Probability of Default (PD) and Loss Given Default (LGD).
- Performed detailed procedures on the completeness and accuracy of the information used.
- 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.
- To ensure conformity to IFRS 7- Financial Instruments: Disclosures, we reviewed the qualitative and quantitative disclosures for reasonableness."

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 2023", which includes the Report of the Directors, Statement of Corporate Responsibility for the Financial Statements, Statement of Directors' Responsibilities in Relation to the preparation of the Financial Statements, Corporate Governance Report and Other National Disclosures. 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 the 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 (Amendment) Act 2023, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

INDEPENDENT AUDITOR'S REPORT cont'd

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

INDEPENDENT AUDITOR'S REPORT cont'd

We performed a limited assurance engagement and reported on management's assessment of the Company's internal control over financial reporting as of December 31, 2023. The work performed was done in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, and we have issued an unqualified conclusion in our report dated 04 March 2024. That report is included on page 25 of the financial statements.

Adewuyi Adeyemo,

FCA FRC/2012/PRO/ICAN/004/00000000148

For Ernst & Young Lagos, Nigeria

04 March 2024



STATEMENT OF PROFIT OR LOSS & OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2023

in thousands of Nigerian Naira	Notes	2023	2022
Revenue from contracts with customers	5	872,574	1,903,217
Interest income calculated using effective interest method	6	3,080,422	2,229,631
Gross earnings		3,952,996	4,132,848
Other income	7	35,993	32,182
Credit loss (expenses)/reversal	8	(113,591)	22,281
Personnel expenses	9	(948,662)	(781,548)
Other operating expenses	10	(1,376,590)	(1,160,425)
Depreciation of property and equipment	19	(45,231)	(45,883)
Depreciation of right of use assets	20	(9,764)	(6,774)
Amortisation of intangible assets	21	(53,469)	(25,462)
Profit before finance costs and tax		1,441,682	2,167,219
Finance costs	11	(861)	(1,057)
Profit before income tax expense		1,440,821	2,166,162
Income tax expense	12.1	(477,912)	(672,913)
Profit after tax		962,909	1,493,249
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods (net of tax):			
Net gain equity instruments at fair value through other comprehensive income	26(iii)	397,940	27,025
Revaluation gain on building (net of tax)	26(v)	-	94,524
Total other comprehensive income/(loss) for the year, net of tax		397,940	121,549
Total comprehensive income for the year, net of tax		1,360,849	1,614,798
Basic and diluted earnings per share (Kobo)	14	48	75

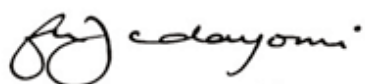
The accompanying notes to the financial statements form an integral part of these financial statements.

STATEMENT OF FINANCIAL POSITION

As at 31 December 2023

in thousands of Nigerian Naira	Notes	31 December 2023	31 December 2022
Assets			
Cash and cash equivalents	15	5,261,237	850,644
Equity instruments at fair value through OCI	16.1	3,686,644	3,001,515
Debt instruments at amortised cost	16.2	9,586,341	12,787,888
Financial instruments at fair value through PorL	16.3	946,919	-
Deposit for shares	17	470,000	270,000
Trade and other receivables	18	1,871,072	1,514,551
Property and equipment	19	783,470	690,671
Right-of-use-assets	20	-	13,549
Intangible assets	21	376,247	141,868
Total assets		22,981,930	19,270,686
Liabilities			
Customers' deposits	22	12,085,772	8,985,030
Creditors and accruals	23	320,712	144,957
Lease liabilities	20.1	-	8,777
Current income tax payable	24	559,612	700,028
Deferred tax liabilities	25	269,398	46,306
Total liabilities		13,235,493	9,885,099
Equity			
Share capital	26	1,000,000	1,000,000
Share premium	26	624,446	624,446
Fair value reserve	26	430,047	32,107
Retained earnings	26	7,526,824	7,563,915
Revaluation reserve	26	165,120	165,120
Total equity		9,746,437	9,385,588
Total liabilities and equity		22,981,930	19,270,686

The financial statements and accompanying notes to the financial statements were approved and authorised for issue by the Board of Directors on 20 February 2024 and were signed on its behalf by:



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



Festus Izevbizua
Chief Financial Officer
FRC/2012/ICAN/00000001628



Obong Idiong
Managing Director
FRC/2013/NBA/00000004696

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 2023

in thousands of Nigerian Naira	Note	Share capital	Share premium	Revaluation reserve	Fairvalue reserve	Retained earnings	Total equity
As at 1 January 2023		1,000,000	624,446	165,120	32,107	7,563,915	9,385,588
Profit for the year		-	-	-	-	962,909	962,909
Other comprehensive income for the year, (net of tax)		-	-	-	397,940	-	397,940
Total other comprehensive income for the year, net of tax		-	-	-	397,940	962,909	1,360,849
Transactions with owners of equity	13						
Dividends paid		-	-	-	-	(1,000,000)	(1,000,000)
Total transactions with owners of equity		-	-	-	-	(1,000,000)	(1,000,000)
As at 31 December 2023		1,000,000	624,446	165,120	430,047	7,526,824	9,746,437
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	13	-	-	94,524	27,025	1,493,249	1,614,799
Transactions with owners of equity							
Dividends paid		-	-	-	-	(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

STATEMENT OF CASHFLOWS

As at 31 December 2023

in thousands of Nigerian Naira	Notes	2023	2022
Cash flows from operating activities			
Profit before income tax expense		1,440,821	2,166,162
Adjustment to reconcile profit before tax to net cash flows			
Depreciation of property and equipment	19	45,231	45,883
Amortization of intangible assets	21	53,469	25,462
Depreciation of right-of-use asset	20	9,764	6,774
Impairment (reversal)/charge on financial assets	8	113,879	(22,281)
Unrealised foreign exchange loss	10	29,768	6,574
Gain from disposal of plant and equipment	7	(2,376)	-
Right of use asset written off	10	3,785	-
Interest income	6	(3,080,422)	(2,229,631)
Dividend income	7	(33,617)	(23,984)
Finance costs	11	861	1,057
Changes in working capital			
Changes in trade and other receivables		(615,308)	(944,055)
Changes in customers' deposits		3,100,742	2,785,105
Changes in creditors and accruals		170,708	40,101
Interest received		3,080,422	2,229,631
Interest paid	11	(861)	,057
Income tax paid	24	(558,520)	(557,879)
Net cash from operating activities		3,758,346	3,527,860
Cash flows from investing activities			
Purchase of plant and equipment	19	(138,760)	(385,293)
Proceeds from sale of plant and equipment		3,101	-
Purchase of intangible assets	21	(162,598)	(105,995)
Purchase of debt instruments at amortised cost	16.3	(2,505,007)	(3,482,524)
Disposal of debt instrument at amortised cost	16.3	5,558,983	1,617,703
Purchase of treasury bills	16.1	(930,238)	-
Investment in deposit for shares	17	(200,000)	(200,000)
Dividend received	7	33,617	23,984
Net cash flows from/(used in) investing activities		1,659,098	(2,532,126)
Financing activities			
Dividends paid	13	(1,000,000)	(1,000,000)
Payment of principal portion of lease liabilities	20	(6,564)	(11,194)
Net cash used in financing activities		(1,006,564)	(1,011,194)
Net increase/(decrease) in cash and cash equivalents			
Impact of ECL on cash and cash equivalents	15	(288)	(90)
Cash and cash equivalents as at 1 January	15	850,644	866,192
Cash and cash equivalents as at 31 December	15	5,261,236	850,644

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 Material 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.

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

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 and revaluation.

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 statements comply with the relevant requirements of the Companies and Allied Matters Act 2020, and the Financial Reporting Council of Nigeria (Amendment) Act 2023.

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

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

NOTES TO THE FINANCIAL STATEMENTS cont'd

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

2.4 Financial period

These financial statements cover the financial year from 1 January to 31 December 2023, with comparative figures for the financial year from 1 January to 31 December 2022.

2.5 Going concern

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

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

2.6 Summary of material accounting policies

2.6.1 Revenue from contracts with customers

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

" 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."

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

NOTES TO THE FINANCIAL STATEMENTS cont'd

years.

Deferred tax

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

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

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

2.6.3 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.

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 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.

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.

NOTES TO THE FINANCIAL STATEMENTS cont'd

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

Subsequent measurement of financial assets

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

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

Financial assets at amortised cost (debt instruments)

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

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

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

The Company's financial assets at amortised cost includes cash equivalents, 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.

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:

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

NOTES TO THE FINANCIAL STATEMENTS cont'd

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

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

Impairment of financial assets

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

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

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

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

ii) Financial liabilities

Initial recognition and measurement of financial liabilities

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

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

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

NOTES TO THE FINANCIAL STATEMENTS cont'd

Subsequent measurement of financial liabilities

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

Customers' deposit

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

Derecognition of financial liabilities

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

iii) Offsetting of financial instruments

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

2.6.6 Property, Plant and equipment (PPE)

Recognition and measurement

Items of property, Plant and equipment (except building) are carried at cost less accumulated depreciation and impairment losses. The cost of Property, Plant and Equipment includes expenditures that are directly attributable to the acquisition of the asset. When parts of an item of property, Plant 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, Plant or equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the entity and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

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

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

NOTES TO THE FINANCIAL STATEMENTS cont'd

Depreciation

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

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

Building	40 years
Computer equipment	5 years
Furniture and fittings	5 years
Plant and machinery	6 years
Motor vehicles	5 years

Capital work in progress 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, plant 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.

2.6.7 Intangible asset

a Software

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

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

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

NOTES TO THE FINANCIAL STATEMENTS cont'd

2.6.9 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.

2.6.10 Leases

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

Company as a lessee

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

i Right-of-use assets

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

Office building 2 to 5 years

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

ii Lease liabilities

"At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs."

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable.

NOTES TO THE FINANCIAL STATEMENTS cont'd

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.

2.6.11 **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.

2.6.12 **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 2023 year end

i **IFRS 17 Insurance Contracts**

"IFRS 17 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. IFRS 17 replaces IFRS 4 Insurance Contracts. IFRS 17 applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. The overall objective of IFRS 17 is to provide a comprehensive accounting model for insurance contracts that is more useful and consistent for insurers, covering all relevant accounting aspects. IFRS 17 is based on a general model, supplemented by: • A specific adaptation for contracts with direct participation features (the variable fee approach) • A simplified approach (the premium allocation approach) mainly for short-duration contracts The new standard had no impact on the Company's financial statements."

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

"The amendments to IAS 8 clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. They also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments had no impact on the Company's financial statements. "

NOTES TO THE FINANCIAL STATEMENTS cont'd

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

"The amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements provide 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. The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements. "

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

"The amendments to IAS 12 Income Tax narrow the scope of the initial recognition exception, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases and decommissioning liabilities. The amendments had no impact on the Company's financial statements."

v **International Tax Reform Pillar Two Model Rules Amendments to IAS 12**

"The amendments clarify that IAS 12 applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two Model Rules published by the Organization for Economic Cooperation and Development (OECD), including tax law that implements qualified domestic minimum top up taxes. Such tax legislation, and the income taxes arising from it, are referred to as 'Pillar Two legislation' and 'Pillar Two income taxes,' respectively. The amendments require an entity to disclose that it has applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes."

Standards and interpretations not yet effective

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

i Amendments to IFRS 16: Lease Liability in a Sale and Leaseback

"In September 2022, the IASB issued amendments to IFRS 16 to specify 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 amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16. Earlier application is permitted and that fact must be disclosed. The amendments are not expected to have a material impact on the Company's financial statements."

ii **Amendments to IAS 1: Classification of Liabilities as Current or Non-current**

"In January 2020 and October 2022, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification. In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to

NOTES TO THE FINANCIAL STATEMENTS cont'd

defer settlement is contingent on compliance with future covenants within twelve months. The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively. The Company is currently assessing the impact the amendments will have on current practice and whether existing loan agreements may require renegotiation. "

iii **Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7**

"In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments will be effective for annual reporting periods beginning on or after 1 January 2024. Early adoption is permitted, but will need to be disclosed. The amendments are not expected to have a material impact on the Company's financial statements."

iv Sale or Contribution of Assets between an Investor and its Associate or Joint Venture - IFRS 10 and IAS 28
The amendments address the conflict between the requirements in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures when accounting for the sale or contribution of a subsidiary to a joint venture or associate (resulting in the loss of control of the subsidiary). In December 2015 the IASB deferred the effective date of this amendment indefinitely.

v **Lack of exchangeability -Amendment to IAS 21**

"In August 2023, the International Accounting Standards Board (IASB) amended IAS 21 to clarify:

- when a currency is exchangeable into another currency; and
- how a company estimates a spot rate when a currency lacks exchangeability.

A currency is exchangeable into another currency when a company is able to exchange that currency for the other currency at the measurement date and for a specified purpose. When a currency is not exchangeable, a company needs to estimate a spot rate. A company's objective when estimating a spot rate is only that it reflects the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions.

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

- the nature and financial impacts of the currency not being exchangeable;
- the spot exchange rate used;
- the estimation process; and
- risks to the company because the currency is not exchangeable. The Company do not expect the amendments to have a significant impact on the its financial statements. The amendments apply for annual reporting periods beginning on or after 1 January 2025. Earlier application is permitted."

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.

NOTES TO THE FINANCIAL STATEMENTS cont'd

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

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

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

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

- The Company's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that

are considered accounting judgements and estimates include:

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

ii Provision for expected credit losses on trade receivables

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

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

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

NOTES TO THE FINANCIAL STATEMENTS cont'd

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 (FRC/2013/NIESV/00000638) 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 at fair value through profit or loss, debt instruments measured at amortised costs and include treasury bills, bonds, cash and short-term deposits that derive directly from its operations and trade and other receivables.

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

i **Market risk**

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

Currency risk

The Company's principal transactions are carried out in Naira and has minimal exposure to foreign exchange risk. The balance in the domiciliary bank account is US\$2,907 (2022:\$23,108).

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

Equity price risk

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

NOTES TO THE FINANCIAL STATEMENTS cont'd

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 2023		31 December 2022	
			Impact on equity		Impact on equity
	-5%	3,104,655	(155,517)	3,001,515	(150,076)
	5%	(3,104,655)	155,517	3,001,515	150,076
	-10%	(3,104,655)	(311,035)	3,001,515	(300,151)
	10%	3,104,655	311,035	3,001,515	300,151

ii Credit risk

Credit risk is the risk that a counter party 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 counter party 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.

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

NOTES TO THE FINANCIAL STATEMENTS cont'd

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	180-270 days	270-360 days	Total
Expected credit loss rate	3.77%	16.73%	10.08%	36.31%	
Estimated total gross carrying amount at default	688,219	238,773	54,790	59,578	1,041,360
Expected credit loss as at 31 December 2023	25,962	39,949	5,522	21,629	93,063
Expected credit loss rate	3.77%	16.73%	10.08%	36.31%	
Estimated total gross carrying amount at default	538,281	154,140	4,292	7,882	733,769
Expected credit loss as at 31 December 2022	20,306	25,789	433	2,862	54,385

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.

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 2023 in thousands of Nigerian Naira	Carrying amount	1 - 6 months	6 - 12 months	1 - 5 years	Above 5 years	No maturity date	Gross total
Cash and cash equivalents	5,261,237	5,261,237	-	-	-	-	5,261,237
Debt instruments at FVTPL	946,919	946,919	-	-	-	-	946,919
Debt instruments at FV-OCI	3,686,644	-	986,644	2,700,000	-	-	3,686,644
Debt instruments at amortised cost	9,586,341	9,586,341	-	-	-	-	9,586,341
Deposit for shares	470,000	470,000	-	-	-	-	470,000
Trade receivables	1,871,072	1,228,004	643,068	-	-	-	1,871,072
Total financial assets	21,822,213	17,492,501	1,629,712	2,700,000	-	-	21,822,213
Trade payable	320,712	320,712	-	-	-	-	320,712
Customers' deposits	12,085,772	3,909,732	3,085,090	5,130,976	-	-	12,125,799
Total financial liabilities	12,406,484	4,230,444	3,085,090	5,130,976	-	-	12,446,510
Liquidity gap	9,415,730	13,262,058	(1,455,378)	(2,430,976)	-	-	9,375,703

31 December 2022 in thousands of Nigerian Naira	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
Deposit for shares	270,000	270,000	-	-	-	-	270,000
Trade receivables	1,514,551	1,151,789	362,762	-	-	-	1,514,551
Total financial assets	14,317,979	7,730,054	7,488,142	-	-	-	15,218,196
Trade 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	7,720	-	7,720	-	-	-	7,720
Total financial liabilities	9,138,764	1,599,191	3,362,039	4,177,534	-	-	9,138,764
Liquidity gap	5,831,030	6,130,863	4,126,103	(4,177,534)	-	-	6,079,432

NOTES TO THE FINANCIAL STATEMENTS cont'd

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.

in thousands of Nigerian Naira	2023	2022
Tier 1 Capital		
Share capital	1,000,000	1,000,000
Share premium	624,446	624,446
Fair value reserve	430,047	32,107
Retained earnings	7,526,824	7,563,915
	9,581,317	9,220,468
Total Regulatory minimum Capital	(150,000)	(150,000)
Capital surplus	9,431,317	9,070,468

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

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-23	2,700,000	-	-	2,700,000
Quoted equity instruments at fair value through OCI		823,644	31-Dec-23	823,644	823,644	-	-
Assets for which fair values are disclosed:							
Treasury Bills FVTPL		946,919	31-Dec-23	946,919	-	-	946,919
Debt instrument at amortised cost:							
Commercial papers		1,002,192	31-Dec-23	1,002,192	-	-	1,002,192
Corporate bonds		927,761	31-Dec-23	927,761	-	926,761	-
Deposits with banks with maturity above 90days		7,735,718	31-Dec-23	7,735,718	-	-	7,735,718

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		2,737,800	31-Dec-22	2,737,800	-	-	2,737,800
Quoted equity instruments at fair value through OCI		301,515	31-Dec-22	301,515	301,515	-	-
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

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, trade payable and sundry creditors approximate their carrying amounts largely due to the short-term maturities of these instruments

Debt instrument at amortised cost - corporate bonds

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

Debt instrument at amortised cost - Deposits with banks

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

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 2023
Cost of equity	16%
Terminal growth rate	2.8%

NOTES TO THE FINANCIAL STATEMENTS cont'd

5 Revenue from contracts with customers

5.1 Disaggregated revenue information

in thousands of Nigerian Naira	2023	2022
Types of services		
Fees from corporate actions	242,725	336,469
Register maintenance	162,074	262,234
Digital technology Services	467,774	1,304,514
	872,574	1,903,217
Geographical markets		
Nigeria	872,574	1,903,217
Timing of revenue recognition		
Services transferred over time	872,574	1,903,217

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

	2023	2022
Interest on bonds	146,774	154,942
Interest on commercial papers	346,512	457,873
Interest on term deposits	2,583,301	1,610,786
Interest earned on staff loan	3,835	6,030
	3,080,422	2,229,631

7 Other income

In thousands of Nigerian Naira	Notes	2023	2022
Dividend income		33,617	23,984
Profit from disposal of plant and equipment		2,376	-
Others		-	8,198
		35,993	32,182

Others represent income from bank charges recovered from banks during the financial year.

8 Credit loss reversal/(expense)

In thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
2023					
Cash in banks and short-term deposits	15.1b	(288)	-	-	(288)
Debt instruments at amortised cost:					
Corporate bonds		(7,575)	-	-	(7,575)
Deposits with banks with maturity above 90 days		(61,117)	-	-	(61,117)
	16.3c	(68,692)	-	-	(68,692)
Trade and other receivables		(44,611)	-	-	(44,611)
		(113,591)	-	-	(113,591)
2022					
Cash in banks and short-term deposits		(90)	-	-	(90)
Debt instruments at amortised cost:					
Corporate bonds		7,887	-	-	7,887
Deposits with banks with maturity above 90 days		12,258	-	-	12,258
		20,145	-	-	20,145
Trade and other receivables		2,226	-	-	2,226
		22,281	-	-	22,281

NOTES TO THE FINANCIAL STATEMENTS cont'd**9 Personnel expenses**

In thousands of Nigerian Naira	2023	2022
Wages and salaries	890,726	718,795
Medical expenses	8,319	19,819
Defined contribution plans	35,527	27,129
Other employee benefits**	14,091	15,805
	948,662	781,548

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

Administrative expenses

Internet and communication	242,264	219,265
Legal and professional expenses	446,049	557,562
Directors fees and other emoluments	67,207	66,625
Business and other entertainment	108,276	56,152
Rent & Rates	19,306	16,487
Utilities and Energy	42,352	29,637
Repairs and maintenance	94,070	45,604
Travel expenses	69,206	36,757
Annual dues and subscription	36,475	35,071
General administrative expenses	71,751	18,742
AGM/EGM expenses	18,966	17,611
Training	27,597	17,402
Bank charges	7,790	10,074
Audit fees(Note10.1)	12,900	10,000
Insurance	32,658	9,020
Fines and penalties(Note31)	12,480	-
Advert and business promotion	37,478	7,842
Foreign exchange loss	29,768	6,574
	1,376,590	1,160,425

10.1 The audit fees relates to audit services carried out by the external auditors during the year. During the year, the external auditors rendered services on Internal Control over Financial Reporting (ICFR) audit which is considered a non-audit service. A sum of N5,000,000 was accrued and contained in professional expenses for the service.

11 Finance costs calculated based on effective interest rate

in thousands of Nigerian Naira	2023	2022
Finance charges on lease liability	861	1,057
	861	1,057

12 Income tax expense

The major components of income tax expense for the year ended 31 December 2023:

NOTES TO THE FINANCIAL STATEMENTS cont'd**12 .1 Income tax expense**

in thousands of Nigerian Naira	2023	2022
Current income tax expense		
Income tax	389,943	645,126
Education tax	48,854	54,794
Nigerian Police Trust Fund	72	108
Over provision in prior years	-	(20,765)
	438,869	679,263
Deferred tax:		
Tax impact of temporary differences	39,043	(6,350)
	477,912	672,913

12.2 Reconciliation of income tax expense

Profit before income tax expense	1,440,821	2,166,162
Tax at Nigeria's statutory income tax rate of 30%	432,246	649,849
Effect of:		
Tax exempt income	(61,633)	(83,011)
Non-deductible expenses indetermining taxable profit	63,106	71,938
Nigerian Police Trust Fund @ 0.005% of net profit	72	108
Prior year over provision	-	(20,765)
Education tax @3% (2022:2.5%) of assessable profit	48,854	54,794
Total tax charged for the year	477,912	672,913
Effective tax rate	33%	31%

13 Dividends paid and proposed

in thousands of Nigerian Naira	Notes	2023	2022
Declared and paid during the year			
Opening balance		-	-
Equity dividend declared on ordinary shares: 2023:N0.45 (2022:N0.50)		1,000,000	1,000,000
Dividend paid		(1,000,000)	(1,000,000)
		-	-
Proposed for approval at AGM (not recognised as a liability as equity dividends on ordinary shares at 31 December)		900,000	1,000,000
Proposed dividend for 2023: N0.45 (2022: N0.50)		900,000	1,000,000

NOTES TO THE FINANCIAL STATEMENTS cont'd

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:

in thousands of Nigerian Naira	2023	2022
Profit after tax	962,909	1,493,249
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)	48	75

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

As at		31 December 2023	31 December 2022
in thousands of Nigerian Naira	Notes		
Cash on hand		-	30
Current accounts with banks		1,206,751	596,081
Short-term deposits	15.1a	4,054,863	254,623
		5,261,614	850,734
Allowance for credit loss impairment	15.1b	(378)	(90)
		5,261,237	850,644

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.

NOTES TO THE FINANCIAL STATEMENTS cont'd**2023**

in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
Performing					
High grade		5,261,237	-	-	5,261,237
Standard grade		-	-	-	-
Sub-standard grade		-	-	-	-
Past due but not impaired		-	-	-	-
Non-performing					
Individually impaired		-	-	-	-
		5,261,237	-	-	5,261,237

2022

in thousands of Nigerian Naira	Notes	Stage1	Stage2	Stage3	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

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

2023

in thousands of Nigerian Naira	Notes	Stage1	Stage 2	Stage 3	Total
Gross carrying amount as at 1 January 2023		850,704			850,704
Net movement		4,410,533			4,410,533
At 31 December 2023		5,261,237	-	-	5,261,237

NOTES TO THE FINANCIAL STATEMENTS cont'd

in thousands of Nigerian Naira	Notes	Stage 1	Stage 2	Stage 3	Total
ECL allowances as at 1 January 2023		(90)			(90)
Net movement		(288)			(288)
Credit loss expense		(288)			(288)
At 31 December 2023		(378)			(378)

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 reversal	8	(90)	-	-	(90)
Write off		32			32
At 31 December 2022		(90)	-	-	(90)

16 Investment securities

As at in thousands of Nigerian Naira	Notes	31 December 2023	31 December 2022
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16.1 Equity instruments at fair value through other comprehensive income (OCI)

United Bank for Africa Plc	16.1a	675,441	201,817
Medview Airline Plc	16.1a	53,460	53,460
Transcorp Hotel Plc	16.1a	94,743	8,438
Quoted equity shares		823,644	263,715
Hiers Insurance Limited	16.1b	1,365,000	1,269,700
Heirs Life Assurance Limited	16.1b	,498,000	1,468,100
Unquoted equity shares		2,863,000	2,737,800
Total		3,686,644	3,001,515

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 ₦33,617,000

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 2023	31 December 2022
At 1 January		3,001,515	274,490
Additions		108,833	2,700,000
Fair value increase recorded OCI		576,296	27,025
At 31 December		3,686,644	3,001,515
16.2 Debt instruments at amortised cost			
As at in thousands of Nigerian Naira		31 December 2023	31 December 2022
Corporate bonds		927,761	1,102,108
Commercial papers		1,002,192	4,306,075
Deposits with banks with maturity above 90days		7,735,718	7,390,343
		9,665,671	12,798,526
ECL allowance on debt instruments at amortised	16.4	(79,330)	(10,638)
		9,586,341	12,787,888
16.3 Debt instruments at fair value through profit or loss			
As at in thousands of Nigerian Naira		31 December 2023	31 December 2022
Treasury bills		946,919	-
		946,919	-

NOTES TO THE FINANCIAL STATEMENTS cont'd

16.4 Impairment allowance for debt instruments measured at amortised cost

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

2023

in thousands of Nigerian Naira	Stage 1	Stage 2	Stage 3	Total
Performing				
High grade				
Standard grade	9,665,671			9,665,671
Sub-standard grade				-
Past due but not impaired				-
Non-performing				
Individually impaired				-
	9,665,671	-	-	9,665,671

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

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

In thousands of Nigerian Naira	Stage1	Stage 2	Stage 3	Total
Gross carrying amount as at 1 January 2023	12,798,526	-	-	12,798,526
New assets originated or purchased	2,505,007	-	-	2,505,007
Assets derecognised or repaid	(5,558,983)	-	-	(5,558,983)
At 31 December 2023	9,744,550			9,744,550

in thousands of Nigerian Naira	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

NOTES TO THE FINANCIAL STATEMENTS cont'd

In thousands of Nigerian Naira		Stage 1	Stage 2	Stage 3	Total
c	ECL allowances as at 1 January 2023	(10,638)	-	-	(10,638)
	Allowance for expected credit losses	(68,692)	-	-	(68,692)
	Credit loss reversal	8	(68,692)	-	(68,692)
	At 31 December 2023	(79,330)			(79,330)
	ECL allowances as at 1 January 2022	(30,782)			(30,782)
	Allowance for expected credit losses	(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)
17	Deposit for shares				
	As at		31 December	31 December	
	in thousands of Nigerian Naira	Note	2023	2022	
			470,000	270,000	
	Movement in carrying amount				
	Opening balance		270,000	2,770,000	
	Additions		200,000	200,000	
	Transfer to investment carried at FVT OCI	17.1	-	(2,700,000)	
	At 31 December 2023		470,000	270,000	
17.1	Represents investment in Heirs Life and Heirs Assurance Limited converted to shares in 2022.				
18	Trade and other receivables				
	As at		31 December	31 December	
	in thousands of Nigerian Naira		2023	2022	
	Financial assets				
	Trade receivables		1,041,360	733,832	
	Staff loans		92,213	68,547	
	Non-financial assets				
	Advance payment	18.1	346,789	417,956	
	Withholding tax receivables		333,918	149,565	
	Prepaid directors emolument		36,906	10,500	
	Prepayments		112,949	188,536	
			1,964,135	1,568,936	
	Allowances for expected credit losses		(93,063)	(54,385)	
	At 31 December		1,871,072	1,514,551	

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.

Allowances for expected credit losses on trade receivables

As at in thousands of Nigerian Naira	Notes	31 Dec. 2023	31 Dec. 2022
At 1 January		54,385	56,812
Expense/(reversal) to expected credit loss	8	44,611	(2,226)
Write-off		(5,933)	(200)
		93,063	54,385

19 Property and equipment

in thousands of Nigerian Naira	Building	Computer equipment	Motor vehicles	Plant & machinery	Furniture fitting &	Work in progress	Total
Cost:							
At 1 January 2022	200,908	136,603	39,761	115,057	77,044	-	569,373
Additions during the year	-	19,112	-	2,842	85	363,254	385,293
Revaluation	62,392	-	-	-	-	-	62,392
At 31 December 2022	263,300	155,715	39,761	117,899	77,129	363,254	1,017,058
Reclassification of WIP	402,843	-	-	-	-	(402,843)	-
Additions during the year	6,172	36,181	-	56,362	456	39,589	138,760
Disposal	-	-	-	(2,980)	(6,151)	-	(9,131)
At 31 December 2023	672,315	191,896	39,761	171,281	71,434	-	1,146,687
Accumulated depreciation:							
At 1 January 2022	27,093	104,577	32,661	96,773	51,530	-	312,634
Charge for the year	5,038	15,531	6,787	7,709	10,818	-	45,883
Transfer to revaluation reserve	(32,131)	-	-	-	-	-	(32,131)
At 31 December 2022	-	120,109	39,448	104,482	62,348	-	326,386
Charge for the year	10,626	16,812	172	8,854	8,767	-	45,231
Disposal	-	-	-	(2,845)	(5,555)	-	(8,400)
At 31 December 2023	10,626	136,921	39,620	110,491	65,560	-	363,217
Carrying amount							
At 31 December 2023	661,689	54,975	141	60,790	5,874	-	783,470
At 31 December 2022	263,300	35,607	313	16,720	11,478	363,254	690,671

NOTES TO THE FINANCIAL STATEMENTS cont'd

- i No leased assets are included in the above property and equipment (2022: Nil).
- ii There were no capital commitment contracted or authorised as at the reporting date (2022: Nil).
- iii There were no capitalised borrowing cost related to the acquisition of property and equipment during the year (2022: Nil).
- iv None of the assets are pledged during the year (2022: 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.
- v In arriving at the market value, the valuer adopted the depreciated cost method of valuation. This is due to the dearth evidence of sales of comparable properties
- vi If building was measured using the cost model, the carrying amount would be as follows:

in thousands of Nigerian Naira	31 December 2023	31 December 2022
Cost	100,056	100,056
Accumulated depreciation	(25,014)	(22,513)
Carrying amount	75,042	77,543

- vii In 2023, the Company sold machinery and furniture with a total net carrying amount of ₦731,000 for a cash consideration of ₦3,101,000. The net gains on these disposals were recognised as part of other operating income in the statement of profit or loss (Note 7)

20 Right-of-use - assets

in thousands of Nigerian Naira	Officebuilding
Cost	
As at 1 January 2022	28,760
Additions	13,451
At 31 December 2022	42,211
Termination of right of use asset	(3,785)
At 31 December 2023	38,426
Accumulated depreciation	
As at 1 January 2022	21,888
Charged for the year	6,774
As at 31 December 2022	28,662
Charged for the year	9,764
At 31 December 2023	38,426
Carrying amount	
At 31 December 2023	-
At 31 December 2022	13,548

In 2023, the lease contract was terminated and a net amount of N3,785,000 was written off. The net loss on this termination was recognised as part of other operating expenses in the statement of profit or loss

NOTES TO THE FINANCIAL STATEMENTS cont'd**20.1 Lease liabilities**

	31December 2023	31December 2022
As at 1 January	8,777	6,519
Additions	-	13,451
Accretion of interest	861	1,057
Derecognition of lease	(3,074)	-
Payments	(6,564)	(12,250)
At 31 December 2023	-	8,777
Maturity analysis of undiscounted cashflows		
Less than one year	-	8,777
Within the next one year	-	-

20.2 The following are the amounts recognised in profit or loss:

Depreciation expense of right-of-use assets	9,764	6,774
Interest expense on lease liabilities	861	1,057
Expense relating to short-term leases	-	8,138
	10,625	15,969

21 Intangible assets

in thousands of Nigerian Naira	Computer software	Work in Progress	Total
Cost:			
At 1 January 2022	193,582	-	193,582
Additions during the year	960	105,035	105,995
At 31 December 2022	194,542	105,035	299,577
Additions during the year	36,691	251,157	287,848
Recalssification of software assets	223,081	(223,081)	-
At 31 December 2023	454,314	133,111	587,425
Accumulated amortisation and impairment			
At 1 January 2022	132,247	-	132,247
Amortisation charge for the year	25,462	-	25,462
At 31 December 2022	157,709	-	157,709
Amortisation charge for the year	53,469	-	53,469
At 31 December 2023	211,178	-	211,178
Carrying amount			
At 31 December 2023	243,136	133,111	376,247
At 31 December 2022	36,833	105,035	141,868

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 2023	31 December 2022
Dividend:ordinary shares	11,925,519	8,650,815
Return money -public offers	-	60,411
Bond Interest	160,253	273,804
	12,085,772	8,985,030
Current	12,085,772	8,985,030
	12,085,772	8,985,030

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

22.1 Movement in customers' deposits

Opening Balance	8,985,030	6,199,925
Amount received during the period	287,226,869	246,448,620
Amount paid out during the period	(284,126,127)	(243,663,515)
	12,085,772	8,985,030

23 Creditors and accruals

As at in thousands of Nigerian Naira	31 December 2023	31 December 2022
Trade payables	246,755	104,970
Accrued expenses	73,957	39,987
	320,712	144,957

Terms and conditions of the above financial liabilities:

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

NOTES TO THE FINANCIAL STATEMENTS cont'd24 **Current income tax payable**

As at		31 December	31 December
In thousands of Nigerian Naira	Notes	2023	2022
At the beginning of the year:		679,263	629,429
Current income tax charge			
Company income tax		389,943	645,126
Education tax		48,854	54,794
Nigerian Police Trust Fund		72	108
Over provision in prior years		-	(20,765)
	12.1	438,869	679,263
Payments during the year			
Withholding tax credit utilised		-	(50,785)
Payments during the year		(558,520)	(557,879)
		558,520	(608,664)
Balance at the end of the year		559,612	700,028

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

25 **Deferred tax liabilities**

As at		31 December	31 December
In thousands of Nigerian Naira		2023	2022
At the beginning of the year:		46,306	52,656
Deferred tax expensed during the period recognised in profit or loss	12.1	39,043	(6,350)
Equity investment at fair value		184,049	-
Balance at the end of the year		269,398	46,306

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

In thousands of Nigerian Naira	Opening balance	Recognised in profit/(loss)	Recognised in OCI	Closing balance
31 December 2023				
Property, plant and equipment	67,725	68,667	-	136,392
Provisions	(19,282)	(19,768)	-	(39,050)
Exchanged differences	(2,137)	(9,856)	-	(11,993)
Equity investment at fair value	-	-	184,049	184,049
	46,306	39,043	184,049	269,398

NOTES TO THE FINANCIAL STATEMENTS cont'd**31 December 2022**

Property, plant and equipment	71,938	(4,213)	-	67,725
Provisions	(19,282)	-	-	(19,282)
Exchange differences	-	(2,137)	-	(2,137)
	52,656	(6,350)	-	46,306

26 Share capital and reserves

As at in thousands of Nigerian Naira	31 December 2023	31 December 2022
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i Issued and fully paid:

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

ii Share premium

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

At 31 December	624,446	624,446
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iii Fair value reserve

At the beginning of the year:	32,107	5,082
Net fair value gain on equity instruments	397,940	27,025
	430,047	32,107

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:	7,563,915	7,070,666
Dividend declared/ paid	(1,000,000)	(1,000,000)
Profit for the year	962,909	1,493,249
	7,526,824	7,563,915

v Revaluation reserve

	Note	31 December 2023	31 December 2022
At the beginning of the year:		165,120	70,596
Revaluation surplus on building	19(vi)	-	94,524
Tax on revaluation surplus	25	-	-
		165,120	165,120

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

NOTES TO THE FINANCIAL STATEMENTS cont'd

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:

In thousands of Nigerian Naira **2023** **2022**

27.2 Emolument of directors

	2023	2022
Directors fees & other emoluments		
Highest paid director	8,250	8,250
Other directors	58,957	58,375
	67,207	66,625
Fees	14,500	14,500
Other emoluments	52,707	52,125
	67,207	66,625
The total number of Directors	8	8

27.3 Compensation of senior management

Short term employee benefits	182,877	128,085
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The total number of senior management

Staff numbers and costs

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

	2023	2022
N800,001 - N1,200,000	-	10
N1,200,001 - N2,000,000	4	17
N2,000,001 - N3,000,000	10	14
N3,000,001 - N5,000,000	8	26
N5,000,001 - N7,000,000	8	4
N7,000,001 - N8,000,000	8	4
N8,000,001 - N10,000,000	19	2
N10,000,001 - Above	23	12
	80	89

NOTES TO THE FINANCIAL STATEMENTS cont'd

28 Contingent assets, liabilities and commitments

The Company had no contingent assets as at 31 December 2023 (31 December 2022: Nil). The Company is involved in 6 (31 December 2022: 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 2023 (31 December 2022: Nil).

30 Events after reporting date

The Company discontinued the offering of Digital Products solutions to clients from January 2024. This is to support its new year strategy on focusing on its core mandate of Registrar business and Investors Relations.

Also, on 30 January 2024, the Board of Africa Prudential Plc announced the appointment of Mrs. Catherine Uzoamaka Nwosu as the incoming Managing Director and Chief Executive Officer to replace Mr. Obong Idiong whose resignation is effective from 29 February 2024. Mrs. Catherine Uzoamaka Nwosu appointment will become effective from 1 March 2024.

Aside the above, there were no events subsequent to the financial position date which require adjustment to or disclosures in the financial statements.

31 Contraventions

The Company contravene the Securities and Exchange Commission Act in respect of delay in return of unclaimed dividends to the Clients in 2023. A penalty of N12,480,000 (2022 = Nil) was imposed and has been paid by the Company.

NOTES TO THE FINANCIAL STATEMENTS cont'd

32 Free Float Computation-Shareholding Pattern

Shareholding Structure/Free Float Status Description	31 December 2023		31 December 2022	
	Units	%	Units	%
Issued Share Capital	2,000,000,000	100%	2,000,000,000	100%
Substantial Shareholdings (5% and above)				
International Equity Capital 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	10,698,079	0.53%	10,558,865	0.53%
Mr. Samuel Nwanze	83,009	0.00%	83,009	0.00%
Mrs Zubaida Mahey Rasheed	-	-	-	-
Mrs Funmibi Chima	-	-	-	-
Mr. Peter Elumelu	13,891	0.00%	13,891	0.00%
Mr. Peter Ashade	1,096,314	0.05%	1,703,864	0.08%
Mr. Obong Idiong	5,301,749	0.27%	4,275,876	0.21%
Total Directors' Shareholdings	21,199,102	1.06%	20,641,565	1.03%
Other influential Shareholdings:				
Stanbic Ibtc 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	1,457,800,898	72.89%	1,458,358,435	72.92%
Share price	6.00		6.00	
Free float in Value	8,746,805,388	72.89%	8,750,150,610	72.92%

Africa Prudential Plc with a free float percentage of 72.89% (2022: 72.92%), 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 N8,746,805,388 (2022: N8,750,150,610) 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.

SHARE CAPITAL HISTORY

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

VALUE ADDED STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2023

in thousands of Nigerian Naira	2023	%	2022	%
Gross earnings	3,952,996		4,132,848	
Bought in material and services:				
Local	(1,512,447)		(1,105,962)	
Value Added	2,440,549	108%	3,026,886	100%
Applied as follows:				
To pay employees				
-as salaries, wages and other benefits	948,662	42%	781,548	26%
To pay providers of capital:				
-Finance charges	861	0%	1,057	0%
To provide for Government				
-as company taxation	477,912	21%	679,263	22%
For expansion				
-as Depreciation	45,231	2%	52,657	2%
-as Amortisation	53,469	2%	25,462	1%
-as Deferred taxation	(223,092)	10%	(6,350)	0%
-as profit for the year	962,909	42%	1,493,249	49%
Value Added	2,265,953	100%	3,026,886	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 Dec. 2023	31 Dec. 2022	31 Dec. 2021	31 Dec. 2020	31 Dec. 2019
Cash and cash equivalents	5,261,237	850,644	866,192	1,005,752	1,622,185
Investment securities	14,219,905	15,789,403	11,177,412	13,302,157	16,226,111
Deposit for shares	470,000	270,000	2,770,000	2,770,000	-
Trade and other receivables	1,871,072	1,514,551	625,626	298,665	412,582
Property and equipment	783,470	690,671	256,739	282,575	314,854
Right-of-use-assets	-	13,549	6,872	7,586	14,725
Intangible asset	376,247	141,868	61,335	61,835	58,876
Total assets	22,981,930	19,270,686	15,764,176	17,728,570	18,649,333
Liabilities					
Customers' deposits	12,085,772	8,985,030	6,199,925	8,639,683	9,644,466
Creditors and accruals	320,712	144,957	104,857	86,574	32,139
Lease liabilities	-	8,777	6,519	7,198	12,292
Income tax payable	559,612	700,028	629,429	579,083	634,296
Deferred tax liabilities	269,398	46,306	52,656	46,379	41,856
Total liabilities	13,235,493	9,885,098	6,993,386	9,358,917	10,365,049
Total net assets	9,746,437	9,385,588	8,770,790	8,369,653	8,284,284
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	165,120	70,596	70,596	70,596
Fair value reserves	430,047	32,107	5,082	18,612	(20,728)
Retained earnings	7,526,824	7,563,915	7,070,666	6,655,999	6,609,970
Shareholders' funds	9,746,437	9,385,588	8,770,790	8,369,653	8,284,284
Total liabilities & Equity	22,981,930	19,270,686	15,764,176	17,728,570	18,649,333
Revenue	3,988,989	4,165,030	3,617,982	3,508,133	3,906,653
Operating expenses	(2,547,307)	(1,998,868)	(1,611,912)	(1,558,782)	(1,464,516)
Profit before tax	1,441,682	2,166,162	2,006,071	1,980,142	2,389,454
Profit after tax	962,909	1,493,249	1,414,667	1,446,029	1,681,029
Earnings per share	48	75	71	72	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.



L-R: Veronica Eselejoor, Emmanuel Nnorom, Zubaida Rasheed, Obong Idiong, Chief (Mrs.) Eniola Fadayomi, MFR, Peter Elumelu, Peter Asahde, Bukola James-Cole, Joseph Jibunoh, at the 10th Annual General Meeting of Africa Prudential Plc held at Transcorp Hotel, FCT-Abuja, Nigeria.



Cross section of shareholders at the 10th Annual General Meeting of Africa Prudential Plc held at Transcorp Hotel, FCT-Abuja, Nigeria.



L-R: Bukola James-Cole, Head of Capital Market Business, Africa Prudential Plc; Emmanuel Nnorom, Non-Executive Director, Africa Prudential Plc; Chief (Mrs.) Eniola Fadayomi, Chairman, Africa Prudential Plc; Obong Idiong, Managing Director/CEO, Africa Prudential Plc; Fummi Chima, Independent Non-Executive Director, Africa Prudential Plc; Hajia Zubaida Rasheed, Independent Non-Executive Director, Africa Prudential Plc; Catherine Nwosu, Head of Stakeholder Engagement, BUA Group Plc, during the grand opening of the newly renovated head office held in Lagos, Nigeria.



Cross section of Africa Prudential Plc's Board of Directors and the Executive Management Team at the ground opening of the Africa Prudential Place in Lagos



Tony Elumelu, Group Chairman, Heirs Holdings, giving his keynote address at the graduation ceremony of the 1st Cohort of i-Academy held in Lagos.



Cross section of Africa Prudential Plc's Board of Directors and graduates of its first cohort of i-Academy's Software Engineers during graduation ceremony held in Lagos



L-R: Noah Uhunmuangho-Johnson, Best Graduating Student; Aliyu Abdullahi, 2nd Best Graduating Student; Abiola Arogundade, Senior Special Assistant to the President (SSAP) on Technical, Vocational and Entrepreneurship Education(TVEE), Tony O. Elumelu, CFR, Chairman of Heirs Holdings; Ivy Ikpeme-Mbakwem, Director of Programmes; Obong Idiong, Managing Director, Africa Prudential Plc; Oluwatobi Adebajo, 3rd Best Graduating Student at the Graduating Ceremony of i-Academy Cohort, held in Lagos, Nigeria.



L-R: Catherine Nwosu, Obong Idiong, Engr. Yusuf Binji (BUA Cement), Bukola James-Cole, during a courtesy visit of executives of BUA Cement Plc to Africa Prudential Plc's head office, in Lagos.



L-R: Bukola James-Cole, Africa Prudential Plc; A Senior Officer in the Nigerian Army; Dr. Irene Robinson-Ayanwale, NGX, and other Facilitators at the NGX Financial Literacy Initiative, X-Lit, held at the Nigeria Armed Forces Resettlement Centre, Lagos.



Cross section of Africa Prudential Staff at the Amphitheater in Africa Prudential Place in Lagos.



R-L:Praise Nduchukwu, Customer Support, and a customer during the Customer Service Week at the AP Head Office in Lagos.



R-L: Abiola Ali-Owe, Head, Team Lead, Verification/Reconciliation, and a customer during the Customer Service Week at the AP Head Office in Lagos.



Give your business the winning edge

Africa Prudential Plc focuses on enhancing efficiency in register administration and effective investor engagement to ensure round-the-clock excellence.



Offerings:

Share Registry

We are your go-to premium registrar with years of experience shareholders management. We deploy innovation solutions for maintenance of share register, transaction updates, dematerialization processes, dividend claim and a customer experience support system.

Data Management

We provide customized, high-quality services that addresses share registration needs and Up-to-Date Dividend Payment.

Corporate Governance

We deploy a state-of-the-art meetings management system, client and regulatory reporting, insights and analytics.

BOOK IN A QUICK CALL

 **+234-700 2374 7783**



cxc@africaprudential.com



www.africaprudential.com

INVESTOR INFORMATION



INVESTORS INFORMATION

I/We,
 Shareholder's Name:.....
 Address:.....
 No. of Shares Held:.....
 being the registered holder(s) of the ordinary shares of Africa Prudential Plc (AP) hereby appoint:.....
 (block letters please)
 or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Bank to be held virtually via
https://africaprudential.zoom.us/webinar/register/WN_NCPv5PjPTxiOvdAZm09JZA
 A on Thursday, March 28, 2024 at 10:00AM or at any adjournment thereof.

Dated this..... day.....2024.

- Shareholder's Signature:
- A member (shareholder) who is unable to attend an Annual General Meeting is allowed to vote by proxy. This proxy form has been prepared to enable you exercise your vote if you cannot personally attend. This form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarial certified copy thereof must reach the Registrar, Africa Prudential Plc, 220B, Ikorodu Road, Palmgrove, Lagos, or emailed to tocxc@africaprudential.com not later than 48 hours before the time of holding the meeting.
 - If executed by a corporation, the proxy form should be sealed with the common seal or under the hand of some officers or an attorney duly authorized.
 - In the case of joint holders, the signature of any one of them will suffice, but the names of all joint holders should be shown.
 - Provision have been made on this form for the Chairman of the Meeting to act as your proxy, but if you wish you may insert in the blank space on the form (marked*) the name of any person, whether a member of the Company or not, who will attend the Meeting and vote on your behalf instead of the Chairman of the Meeting.
 - This proxy will be used only in the event of poll being directed or demanded.
 - It is a legal requirement that all instruments of proxy must bear appropriate stamp duty (currently =N=500.00) from the Stamp Duties Office, and not adhesive postage
 - Please indicate by marking "X" in the appropriate space, how you wish your votes to be cast on the resolutions set out here, unless otherwise instructed, the proxy will vote or abstain from voting at his or her discretion
 - The proxy must produce the admission form sent with the Report and Accounts to obtain entrance to the Meeting.

RESOLUTIONS		FOR	AGAINST
A. ORDINARY BUSINESS			
1	To lay before the members, the Audited Financial Statements for the year ended December 31, 2023, together with the Reports of the Directors, Auditors and Audit Committee thereon.		
2	To declare a Dividend of 45 Kobo per ordinary shares of 50 Kobo each.		
3	To approve the appointment of Mrs Catherine Uzoamaka Nwosu as a Director.		
4.1	To re - elect a retiring Director, Chief Mrs Eniola Fadayomi.		
4.2	To re - elect a retiring Director, Chief Mr. Peter Elumelu.		
5	To authorize the Directors to fix the remuneration of the Auditors for the 2024 financial year		
6	To elect members of the Statutory Audit Committee		
7	To disclose the remuneration of Managers.		
B. SPECIAL BUSINESS			
8.	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 N60,000,000.00 (60 million Naira only) for the year ending December 31, 2024."		

11th ANNUAL GENERAL MEETING

VIRTUAL ADMISSION LINK

Before posting the above form, please tear off this part and retain for admission at the meeting of AFRICA PRUDENTIAL PLC (RC 649007)

Please admit the shareholder named on this admission form or his/her duly appointed proxy to the Annual General Meeting of the Company to be held virtually via Zoom at https://africaprudential.zoom.us/webinar/register/WN_NCPv5PjPTxiOvdAZm09JZA on Thursday, March 28, 2024 at 10am.

Name of shareholder.....
Address of shareholder.....
Account Number.....
Number of shares held.....
Shareholders Signature.....

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

Affix
Stamp
Here

The Company Secretary
220b, Ikorodu Road,
Palmgrove,

Affix
Recent Passport
Photograph
**USE GUM ONLY
NO STAPLE PINS**

(To be stamped by your banker)
ONLY CLEARING BANKS ARE ACCEPTABLE

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

Tax Identification Number (TIN)

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:
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
4. AFRICA PRUDENTIAL PLC
5. BECO PETROLEUM PRODUCTS PLC
6. BUA CEMENT
7. BUA FOODS
8. BENUE STATE GOVERNMENT BOND
9. CAP PLC
10. CAPP AND D'ALBERTO PLC
11. CHAMPION BREWERIES
12. CSCS
13. CORDROS MONEY MARKET FUND
14. EBONYI STATE GOVERNMENT BOND
15. GOLDEN CAPITAL PLC
16. INFINITY TRUST MORTGAGE
17. INVESTMENT & ALLIED ASSURANCE PLC
18. JAIZ BANK
19. KADUNA STATE GOVERNMENT BOND
20. LIVING TRUST MORTGAGE BANK
21. GLOBAL SPECTRUM ENERGY SERVICES PLC
22. MIXTA REAL ESTATE PLC
23. NEXANS KABLE METAL NIG. PLC
24. OMOLUABI MORTGAGE BANK PLC
25. PERSONAL TRUST & SAVINGS LTD
26. P.S. MANDRIDES PLC
27. PORTLAND PAINTS & PRODUCTS NIG. PLC
28. PREMIER BREWERIES PLC
29. TRANSCORP HOTELS PLC
30. TRANSCORP POWER PLC
31. TRANSCORP PLC
32. TOWER BOND
33. UACN PLC
34. UNITED BANK FOR AFRICA PLC
35. UNITED CAPITAL PLC
36. UNITED CAPITAL BALANCED FUND
37. UNITED CAPITAL BOND FUND
38. UNITED CAPITAL EQUITY FUND
39. UNITED CAPITAL MONEY MARKET FUND
40. UNITED CAPITAL NIGERIAN EUROBOOND FUND
41. UNITED CAPITAL WEALTH FOR WOMEN FUND
42. UAC PROPERTIES DEVELOPMENT COMPANY PLC
43. VFD GROUP PLC
44. 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@afriprudential.com | www.afriprudential.com | @afriprud



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Affix
Recent Passport
Photograph
**USE GUM ONLY
NO STAPLE PINS**

(To be stamped by your banker)
ONLY CLEARING BANKS ARE ACCEPTABLE

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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

Tax Identification Number (TIN)

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

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

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To Download Shareholders' Form

E-SHARE PORTAL FORM

Dear Registrar,

Please take this as authority to activate my account(s) on your SharePortal where I will be able to view and manage my investment portfolio online with ease.

*** = Compulsory fields**

1. *SURNAME/COMPANY NAME:

2. *FIRST NAME:

3. OTHER NAME:

4. *E-MAIL:

5. ALTERNATE E-MAIL:

6. *MOBILE NO.: 1. 2.

7. SEX: MALE FEMALE 8. *DATE OF BIRTH

9. *POSTAL ADDRESS:

10. CSCS CLEARING HOUSE NO.:

11. NAME OF STOCKBROKER:

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.

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35. ROADS NIGERIA PLC
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