UNITED CAPITAL PLC

AUDITED CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

TABLE OF CONTENTS

CORPORATE INFORMATION

DIRECTORS:

Chika Mordi	Chairman (Non Executive Director)
Peter Ashade	Group Chief Executive Officer
Sunny Anene	Deputy Group Chief Executive Officer
Ayodeji Adigun	Group Executive Director
Emmanuel N. Nnorom	Non Executive Director
Dipo Fatokun	Independent Non Executive Director
Leke Ogunlewe	Non-Executive Director
Sam Nwanze	Non-Executive Director
Chiugo Ndubisi	Non-Executive Director
Uche Ike	Non-Executive Director
Mrs. Rose Nat Eshiett	Independent Non Executive Director (Appointed 8th February 2024)

EXECUTIVE MANAGEMENT:

Peter Ashade	Group Chief Executive Officer
Sunny Anene	Deputy Group Chief Executive Officer
Ayodeji Adigun	Group Executive Director/Chief Operating Officer
Gbadebo Adenrele	Managing Director, United Capital Investment Banking
Bawo Oritshajafor	Managing Director, United Capital Securities Limited
Odiri Oginni	Managing Director, United Capital Asset Management Limited
Micheal Abiodun-Thomas	Managing Director, United Capital Trustees Limited (Appointed 2nd January 2024)
Esther Adeola-Balogun	Managing Director, UCEE Microfinance Bank Limited (Appointed 1st April 2024)
Shedrack Onakpoma	Group Chief Finance Officer
Leo Okafor	Group Company Secretary/General Counsel

RC No. RC444999

FRC No. FRC/2013/00000000001976

REGISTERED OFFICE:
3rd & 4th Floor
Afriland Towers,
97/105 Broad Street,
Lagos Island,
Lagos, Nigeria

BANKERS
United Bank for Africa Plc
57, Marina,
Lagos Island,
Lagos.

AUDITORS:
PricewaterhouseCoopers
5B Water Corporation Road
Landmark Towers, Victoria Island
Lagos, Nigeria

CORPORATE GOVERNANCE REPORT

United Capital Plc is a Financial Services Group listed on the Nigerian Exchange Limited ("NGX"). It operates in a highly regulated industry and therefore is obliged to comply with all applicable laws, regulations, codes, and standards. The observance of these regulations had helped us to reduce the risk of regulatory sanctions and penalties.

1 Board of Directors

1.1 *Appointment Process*

The Board appointment process is guided by transparent and high ethical standards. In other words, the process of appointment to the Board of United Capital Plc is transparent and in accordance with relevant regulatory laws and guidelines. In compliance with the SEC Code of Corporate Governance and the Board Charter, Directors are selected based on their skills, competence, and experience. The Board Audit and Governance Committee is saddled with the responsibility of identifying, considering, and recommending to the Board suitable candidates for appointment. Upon approval by the Board, such candidates are presented to the Securities and Exchange Commission for approval before they are presented to the Shareholders at the Annual General Meeting for final approval.

1.2 *General Board Philosophy*

The Board provides overall guidance and policy direction to the Management and acts on behalf of shareholders in the overall interest of the stakeholders and is accountable to the shareholders. It prides itself in people with a blend of experience and knowledge cutting across various lines of the company. In accordance with best practices, the Board comprises eleven (11) Directors made up of two (2) Independent Non-Executive Director, six (6) Non-Executive Directors and three (3) Executive Directors i.e., the Group Chief Executive Officer, Deputy Group Chief Executive Officer and the Group Executive Director/Chief Operating Officer.

1.3 *Board Profile*

The Board is made up of the following people:

1.3.1 Chika Mordi – Chairman (Non-Executive Director)

Matthias Chika Mordi brings significant experience to the Board in the areas of governance, regional knowledge, and industry expertise. An accomplished investment banker, he served (often in a supervisory capacity) on the boards of more than 30 companies of diverse sizes in Nigeria, Ghana, Cameroon, the United Kingdom, and the United States of America. He is a member of the Advisory Board of Harvard's Shorenstein Centre and served on several government and multilateral committees, including the World Economic Forum's agenda board and USAID. He is a Professor at Johns Hopkins School of Advanced International Studies, and the CEO of Washington D.C. - based Vantage Insights & Strategies LLC. from where he advises governments, businesses and individuals on competitiveness and strategy.

An avid scholar, Mordi holds an MPA from Harvard Kennedy School, an MBA from IESE Business School, a master's degree from SAIS John Hopkins, a master's degree in public communication from American University in the USA, an advanced management diploma from Harvard Business School and a BSc in Economics from the University of Ilorin. He contributes regularly to international print and broadcast media outlets, speaks multiple languages, and has travelled to over sixty countries. He was appointed the Chairman of United Capital Plc on January 10, 2014.

1.3.2 Mr. Peter Ashade – Group Chief Executive Officer

Peter Ashade holds a Bachelor of Science degree from the Olabisi Onabanjo University, Ago-Iwoye (formerly Ogun State University), an MBA and MSc from Obafemi Awolowo University and University of Lagos, respectively. He is a Fellow of three professional bodies namely, the Institute of Chartered Accountants of Nigeria, Institute of Capital Market Registrars of Nigeria, and Chartered Institute of Bankers of Nigeria as well as Associates of the Chartered Institute of Taxation and Institute of Directors. He has 30 years of experience in the Nigerian capital market and had served in various committees of the Securities and Exchange Commission. He was appointed the Group Chief Executive Officer of United Capital Plc on July 2, 2018.

1.3.3 Mr. Sunny Anene – Deputy Group Chief Executive Officer

Prior to his appointment as the Deputy Group Chief Executive Officer, he was the Group Executive Director at United Capital Plc and Managing Director of United Capital Asset Management Limited, a wholly owned subsidiary of United Capital Plc respectively. He served as the Group Chief Finance Officer with additional responsibilities in Risk Management, Information Technology, Treasury, Finance and two other functional areas within the Group. His experience spans over twenty-seven (27) years and cuts across investment, capital markets, pensions, and finance as well as banking operations. His proven ingenuity in these areas is brought to bear on the Group's Asset Management Business. Prior to joining United Capital Plc, he was Head of Operations at First City Group and later Lead Trader for CSL Stockbrokers, the Securities Trading arm of the Group.

He moved to pension management in Zenith Pension Custodian Limited, a subsidiary of Zenith Bank Plc and later returned to the Capital Market in 2008 when he joined Chapel Hill Denham where he spent six (6) years in two different roles, first as the Director of Finance and Operations, and then the MD/CEO for the stockbroking business. He has a master's degree in finance from the University of Lagos. He is a fellow of the Chartered Institute of Stockbrokers (CIS), the Institute of Chartered Accountants of Nigeria (ICAN), the Chartered Institute of Taxation of Nigeria (CITN), an Associate of the Certified Pension Institute of Nigeria and a member of the Institute of Directors. He is an alumnus of Lagos Business School (LBS) and IESE Business School, Barcelona, Spain. He has attended leadership training organized by Harvard Business School and General Electric (GE), USA. He was appointed a director on January 2, 2019.

1.3.4 Mr. Ayodeji Adigun – Group Executive Director/Chief Operating Officer

Ayodeji Adigun is the Group Executive Director/Chief Operating Officer of United Capital Plc. He has over three decades of banking and finance experience with a strong background and core competences in financial control, performance management, operations, audit, strategic planning, and business transformation.

He is a graduate of the University of Lagos, where he obtained a Bachelor of Science degree in Accounting with First Class Honors. He is a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN), an associate member of the Chartered Institute of Management Accountants (CIMA), UK and the Chartered Institute of Taxation of Nigeria (CITN).

Prior to joining United Capital Plc, he was an Executive Director/Chief Operating Officer at Nova Merchant Bank Limited as well as the General Manager/Chief of Staff to the Group Managing Director of United Bank for Africa Plc. While at UBA, he held other positions such as General Manager and Head of Strategy and Business Transformation with responsibilities over project management, strategic planning, and the Group Executive Office.

CORPORATE GOVERNANCE REPORT

1.3.5 Mr. Emmanuel Nnorom – Non Executive Director

Emmanuel Nnorom is an alumnus of the Oxford University Templeton College and a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN). He is also an honorary member of the Chartered Institute of Bankers of Nigeria (CIBN). He has over 38 years work experience in accounting and finance (including at executive levels) in both real estate and banking sectors of the Nigerian economy. He was an Executive Director of United Bank for Africa Plc and retired in 2012. He was appointed a Director in United Capital on January 10, 2014, and is currently the Chairman of the Finance, Investment and Risk Management Committee.

1.3.6 Mr. Titus Oladipupo Fatokun – Independent Non-Executive Director

Mr. Oladipupo Fatokun holds a Bachelor of Science degree in Accounting and an MBA in Banking and Finance from the University of Ilorin and University of Lagos, respectively. He is a fellow of two professional bodies namely: Chartered Institute of Bankers of Nigeria and the Institute of Chartered Accountants of Nigeria. He is a retired Director, Banking Services Department as well as the Banking and Payment Systems Department of the Central Bank of Nigeria. He was appointed an Independent Non-Executive Director on February 14, 2020.

1.3.7 Mr. Oluleke Ogunlewe – Non Executive Director

Mr. Oluleke Ogunlewe ("Leke") holds a Bachelor of Science degree in Economics from the University of Ibadan and an MBA University of Lagos, respectively. Leke is one of Nigeria's most experienced and leading bankers with exposure and leadership in Banking Operations, Corporate and Investment Banking, Energy Banking, Retail/Commercial Banking, Capital Markets, Project Finance as well as Financial Advisory Services.

Leke With over 37 years in banking which cut across several financial institutions such as NAL Merchant Bank Plc (Sterling Bank Plc), City Trust Merchant Bank Limited (Union Bank), Manufacturers Merchant Bank Limited (Fidelity Bank Plc), Royal Merchant Bank Limited, United Bank for Africa Plc and Standard Chartered Bank Limited. Leke retired as Head of Global Banking (MD) and Executive Director, Corporate and Institutional Banking for Standard Chartered Bank with responsibility for Financial Markets/Treasury, Financial Institutions, International Corporates, Corporate Finance and Transaction Banking. He was appointed a Director in United Capital Plc on October 29, 2021.

1.3.8 Mr. Chiugo Ndubisi – Non Executive Director

Chiugo Ndubisi hold a first-class honours degree in Engineering from the University of Nigeria Nsukka, and a Master of Business Administration degree from the University of Lagos. He is a Fellow of three professional bodies: the Institute of Chartered Accountants of Nigeria (ICAN), Chartered Institute of Bankers of Nigeria (CIBN) and the Chartered Institute of Taxation of Nigeria (CITN).

His career spans over 25 years in the Banking industry. Prior to United Capital, he was the Executive Director, Treasury & International Banking at United Bank of Africa, UBA, where he was responsible for the Treasury Business across UBA Group. He was also responsible for UBA's international subsidiaries i.e., UBA America, UBA UK, UBA France, and UBA Dubai. At UBA, he had previously functioned as Executive Director, Group Chief Operating Officer and Group Executive, Transformation & Resources.

Prior to joining UBA, he had worked with Diamond Bank Plc (now Access Bank) and played various roles such as Executive Director/Chief Finance Officer, Divisional Head, Financial Management, Group Financial Controller and Head, Investor Relations. During his career, he had served as a member of the Board of Trustees, Central Bank of Nigeria (CBN) Banking Industry Resolution Trust Fund, as well as member of the Audit Committee of the Nigeria Interbank Settlement Systems (NIBSS).

1.3.9 Mr. Samuel Nwanze – Non Executive Director

Samuel Nwanze is an astute, well-rounded finance professional, business executive, investment banker and management consultant with experience in managing a broad spectrum of financial and banking responsibilities, including mergers and acquisitions, finance, performance management, treasury management, project management, integration and strategic planning.

He is the Executive Director/Chief Finance Officer of Heirs Energies Limited and has held various key positions including Chief Investment Officer and Chief Executive Officer in different sectors.

He obtained his Bachelor of Science degree from the University of Ibadan. He also attended Cranfield University, United Kingdom, where he obtained a Master of Science degree in Finance & Management. Samuel is a Fellow of the Chartered Institute of Management Accountants (CIMA), and an Associate of the Institute of Directors, the Nigerian Institute of Management, and the Certified Pension Institute of Nigeria. He is also a Chartered Global Management Accountant and a Chartered Alternative Investment Analyst.

1.3.10 Mr. Uche Ike – Non Executive Director

Uche Ike is an experienced professional who holds a B.Sc. degree in Accountancy, and a Master of Business Administration. He is an Associate Member of the Institute of Chartered Accountants of Nigeria (ICAN). He has over three decades of banking experience spanning Operations, Internal Audit, Enterprise Risk Management, Fraud Management and Regulatory Compliance. He was the General Manager of UBA New York Branch and had also previously supervised operations in the East and South Banks of UBA Nigeria.

1.3.11 Mrs. Rose Nat Eshiett – Independent Non-Executive Director

Mrs. Rose Nat Eshiett has over 35years working experience with the Nigerian National Petroleum Company Limited (NNPCL) in the Oil and Gas sector where she retired as the Group General Manager, Crude Oil Marketing Division. At NNPCL, she worked and held top management positions in various Commercial, Project financing and investments, Financial Accounting and Auditing. Currently, she is an Honorary Adviser on Oil and Gas to Akwa Ibom State Government.

She holds a Bsc in Finance from the University of Calabar, Cross River State, a Fellow of the Chartered Institute of Bankers, and Chartered Institute of Taxation of Nigeria, as well as membership of the Institute of Directors of Nigeria and the Nigerian Institute of Management respectively.

She was appointed an Independent Non-Executive Director on February 8, 2024.

CORPORATE GOVERNANCE REPORT

1.3.12 Dr (Sir) Leo Okafor (PhD) – Group Company Secretary/General Counsel

Sir Leo Okafor holds a Bachelor and Master of Law degree from the University of Lagos and a PhD in Law from the prestigious Babcock University. He is a member of the Nigerian Bar Association, a Fellow of the Institute of Chartered Secretaries and Administrators of Nigeria (FCIS) and the Association of Investment Advisers and Portfolio Managers, Associate of the Chartered Institute of Stockbrokers and a Member, Institute of Directors.

Prior to Joining United Capital Plc, he was the Managing Director of Zenith Trustees Limited (a subsidiary of Zenith Bank Plc) and PHB Capital & Trust Limited (subsidiary of Bank PHB Plc and later Keystone Bank Limited). He has over 20 years' experience in legal practice, trusteeship, investment banking and company secretarial practice.

An avid scholar who has authored several books and publications in the area of trusteeship and company secretarial practice. Sir Leo was voted as the Company Secretary of the Year 2021 by the Institute of Chartered Secretaries & Administrators of Nigeria. He was appointed Company Secretary and General Counsel on March 1, 2013.

2 Code of Business Conduct and Ethics

The Code of Business Conduct and Ethics ("CBCE") is an integral part of the corporate governance practice of United Capital Plc. Built on the foundation of integrity, the CBCE provides ample guidance on how to build and sustain the corporate objectives of the company.

Importantly, the CBCE governs the conduct of United Capital in all its relationships policies such as Anti-Money Laundering, Anti-Corruption, Competition and Anti-Trust, among others. Consequently, these policies bind the Board, Management and other Employees of United Capital and ensure strict compliance to the CBCE and other policies in its day-to-day operations.

The key components of the United Capital CBCE include:

-Its core corporate values
-Compliance with extant laws and regulations
-Commitment to the welfare of employees
-Commitment to valued shareholders
-Commitment to all stakeholders
-Commitment to customers

3 Anti-Corruption and Bribery Policy

As a responsible organization, United Capital in union with the global community condemns all forms of corrupt practices knowing that it is a serious threat to its business and reputation. Therefore, the Board and Management are committed to transparent dealings and have adopted a zero tolerance to corruption and corrupt practices. United Capital therefore confirms that it has in place an Anti-Corruption and Bribery Policy that reiterates the company's commitment to the fight against corruption and bribery, as well as the enforcement of anti-bribery and corruption regulations.

4 Remuneration Policy

United Capital has an established remuneration framework for the Board and employees which aligns with the provisions of extant laws and regulations. The policy supports the company's remuneration policy which is geared towards attracting, retaining, and motivating the best talents at the Board and Management levels to achieve the company's financial strategic objectives. United Capital ensures that the remuneration of the Board and Management are set levels which are fair and competitive taking into consideration the economic realities in the financial services sector and the Nigerian Code of Corporate Governance, 2018.

5 Attendance at Board Meetings

The Board of United Capital Plc met five times in 2024. Please find the record of attendance below:

	Meetings Held				
Names	**26/03/2024**	**23/04/2024**	**16/07/2024**	**15/10/2024**	**20/12/2024**
Chika Mordi	✓	✓	✓	✓	✓
Peter Ashade	✓	✓	✓	✓	✓
Sunny Anene	✓	✓	✓	✓	✓
Ayodeji Adigun	✓	✓	✓	✓	✓
Emmanuel Nnorom	✓	✓	✓	✓	✓
Oladipupo Fatokun	✓	✓	✓	✓	✓
Oluleke Ogunlewe	✓	✓	✓		✓
Chiugo Ndubisi	✓	✓	✓	✓	✓
Samuel Nwanze	✓	✓	✓	✓	✓
Uche Ike	✓	✓	✓	✓	✓
Rose Nat Eshiett	✓	✓	✓	✓	✓

6 Constitution of the Board of Directors

The Board carries out its oversight function through its Standing Committees, each of which has a Charter that clearly defines its purpose, composition and structure, frequency of meetings, duties, and tenure, among others. Through these Committees, the Board monitors the effective coverage and control over the operations of the United Capital Group. It is important to note that in line with best practice, the Chairman of the Board does not sit on any of the Committees.

CORPORATE GOVERNANCE REPORT

6.1 The Board of United Capital has three (3) Committees; namely:

A. Finance and General Purpose Committee ("**FGPC**");
B. Audit and Governance Committee (**"AGC"**); and
C. Risk and Investment Committee (**"RIC"**).

6.2 Finance and General Purpose Committee

The responsibilities of FGPC are as follows:

6.2.1 Formulate and shape the strategy of the Group and make recommendations to the Board for approval.
6.2.2 Provide oversight on financial matters and the performance of the Group.
6.2.3 Review and recommend investment opportunities or initiatives to the Board.
6.2.4 Monitor and assess the overall integrity of the financial statements and disclosures of the financial condition and results of operations of the Group.

6.2.5 Review the Group's investment portfolio annually.
6.2.6 Monitor, review and assess the integrity and adequacy of the overall risk management framework of the Group.
6.2.7 Ensure that risk assessments are performed on a continual basis and ensure that frameworks and methodologies are in place to increase the probability of anticipating unpredictable risks.

6.3 Audit and Governance Committee

The responsibilities of the AGC are as follows:

6.3.1 Advise the Board on corporate governance standards and policies.

6.3.2 Review and recommend to the Board for approval, all human resources and governance policies.

6.3.3 Organize Board and Board Committee inductions and trainings.

6.3.4 Evaluate and appraise the performance of the Board and Board Committees and its members annually in conjunction with consultants.

6.3.5 Ensure that an effective system of financial and internal controls is in place.

6.3.6 Make recommendations to the Board on the election and re-election of directors.

6.3.7 Provide a central source of guidance and advice to the Board and Company on matters of ethics, conflict of interest and good corporate governance.
6.3.8 Review Audit exception reports relating to the Group's compliance of major policies including Expense and Human Resource policies.

6.4 Risk and Investment Committee

The Risk and Investment Committee ("RIC") is responsible for discharging the Board's specific functions as it relates to Risk monitoring and, management, Investment of the assets of the Group and approval of counterparties and Information Technology (IT) governance.

The responsibilities of the RIC are as follows:

6.4.1 Business Strategy & investments

6.4.2 Review and recommend investment opportunities or initiatives to the Board.

6.4.3 Recommend financial and investment decisions within its approved limits on behalf of the Board.

6.4.4 Review the Company's investment portfolio annually or as occasion demands.

6.4.5 Review investment/divestment proposals on behalf of the Company and recommend them to the Board for approval.

6.4.6 Review all the Company's investment proposals irrespective of the amount, before presenting them to the Board.

6.4.7 Review any new business activity by the Company irrespective of the amount of capital commitment and recommend it to the Board for approval.

6.4.8 Review from time to time the capital (debt/equity) requirements of the Company and recommend to the Board for approval.

6.4.9 In carrying out its functions, the RIC may engage an adviser on behalf of the Board to facilitate an annual review of the Company's risk and investments that the Company may face in the future.
6.4.10 Exercise oversight over the process for the identification and assessment of risks across the Company and the adequacy of prevention, detection, and reporting mechanisms.
6.4.11 Monitor, review and assess the integrity and adequacy of the overall risk management framework of the Company.

6.4.12 Set the Company's appetite and tolerance for risk and recommend risk limits within acceptable tolerance for risk levels to the Board for approval.

6.4.13 Ensure that risk assessments are performed on a continual basis and ensure that risk management frameworks and methodologies are in place and integrated into the day-to-day operations of the Company to increase the probability of anticipating unpredictable risks.

7 Attendance at Board Committee Meetings

Finance and General Purpose Committee

	Meetings Held			
Names	**26/02/2024**	**09/04/2024**	**09/07/2024**	**09/10/2024**
Emmanuel Nnorom	✓	✓	✓	✓
Peter Ashade	✓	✓	✓	✓
Sunny Anene	✓	✓	✓	✓
Ayodeji Adigun	✓	✓	✓	✓
Samuel Nwanze	✓	✓	✓	✓
Chiugo Ndubisi	✓	✓	✓	✓
Rose Eshiett [1]			✓	✓

[1] Joined the FGPC at the July 2024 Meeting

CORPORATE GOVERNANCE REPORT

Audit and Governance Committee

	Meetings Held			
Names	**26/02/2024**	**09/04/2024**	**09/07/2024**	**08/10/2024**
Dipo Fatokun	✓	✓	✓	✓
Emmanuel Nnorom	✓	✓	✓	✓
Chiugo Ndubisi	✓	✓	✓	✓
Uche Ike	✓	✓	✓	✓

Risk and Investment Committee

	Meetings Held			
Names	**26/02/2024**	**09/04/2024**	**10/07/2024**	**09/10/2024**
Uche Ike	✓	✓	✓	✓
Emmanuel Nnorom	✓	✓	✓	✓
Oluleke Ogunlewe	✓	✓	✓	✓
Peter Ashade	✓	✓	✓	✓
Ayodeji Adigun	✓	✓	✓	✓
Chiugo Ndubisi	✓	✓	✓	✓
Samuel Nwanze	✓	✓	✓	✓
Rose Eshiett [2]			✓	✓

[2] Joined the RIC at the July 2024 Meeting

8 Statutory Audit Committee

By virtue of section 359 (3) of the Companies and Allied Matters Act, Cap C20, Laws of the Federation of Nigeria 2004, every public company is required to establish a Statutory Audit Committee ("**SAC**") composed of an equal number of Directors and representatives of its shareholders, subject to a maximum of six members.

The profiles of the shareholder representatives in SAC are:

8.1 Paul Olele - Chairman

Mr. Paul Olele holds a Bachelor of Science degree in Economics from the University of Benin and an MBA from the University of Lagos. He is a seasoned Financial Executive with over thirty years' experience in the Financial services industry. Prior to his election into the SAC of United Capital Plc, he had served as a member of the Audit Committee of African Petroleum Plc and Ashaka Cement Plc (now Lafarge Group).

8.2 Adeshina Alayaki – Member

Adeshina Alayaki is a Fellow of the Institute of Chartered Accountants of Nigeria, a Fellow of the Chartered Institute of Stockbrokers, a Fellow of the Chartered Institute of Bankers of Nigeria and a Fellow of Chartered Institute of Taxation of Nigeria. Adeshina Alayaki is also a Chartered Financial Analyst (2012) and a Certified Financial Risk Manager (2014), holds a B.Sc. in Banking and Finance from Ogun State University (2007) and an MBA from Ahmadu Bello University, Zaria, (2000). He has undergone several management developments programs in Nigeria, South Africa, and the United Kingdom. He is an alumnus of Graduate School of Management, South Africa.

Adeshina has a total of 36 years post-graduation work experience in audit (Deloitte & Co between 1995 to 1997), Accounts/Admin Manager, manufacturing (Crittall Hope 1997 to 2000) Capital market registrars (First Registrars between 2000 to 2003), Assistant Bank Examiner (CBN Sept 2003 to Dec– 2003), banking (First Bank of Nigeria in 2004), as well as investment management. He joined BOC Gases Nigeria Plc (now known as Industrial & Medical Gases Nigeria Plc) in 2004 as the General Manager Finance. He was appointed as Finance Director in September 2010, a position he is still occupying till date.

8.3 Lawrence Oguntoye – Member

Lawrence Oguntoye holds a Bachelor of Science degree in Arch-geology and Business Administration from the University of Ibadan and Ajayi Crowther University respectively. In addition, he holds a Master of Business Administration degree from Ajayi Crowther University and a member of the Nigerian Institute of Management.

8.4 Oladipupo Fatokun - Member

Mr. Oladipupo Fatokun is a representative of the Board on the SAC. He holds a Bachelor of Science degree in Accounting and an MBA in Banking and Finance from the University of Ilorin and University of Lagos, respectively. He is a fellow of two professional bodies namely: Chartered Institute of Bankers of Nigeria and the Institute of Chartered Accountants of Nigeria. He is a retired Director, Banking Services Department as well as the Banking and Payment Systems Department of the Central Bank of Nigeria. He was appointed an Independent Non-Executive Director on February 14, 2020.

8.5 Uche Ike – Member

Uche Ike is a Board representative on the SAC. He is an experienced professional who holds a B.Sc. degree in Accountancy, and a Master of Business Administration. He is an Associate Member of the Institute of Chartered Accountants of Nigeria (ICAN). He has over three decades of banking experience spanning Operations, Internal Audit, Enterprise Risk Management, Fraud Management and Regulatory Compliance. He was the General Manager of UBA New York Branch and had also previously supervised operations in the East and South Banks of UBA Nigeria.

9 Terms of Reference of SAC

The Terms of Reference of the SAC include the following:

9.1 Assist in the oversight of the integrity of United Capital Plc ("**UCAP**")'s financial statements, compliance with legal and other regulatory requirements, assessment of qualifications and independence of external auditor, and performance of the Company's internal audit functions as well as that of external auditors;

9.2 Ensure the development of a comprehensive internal control framework for the Company, obtain assurance and report annually in the financial report, on the operating effectiveness of UCAP's internal control framework;

9.3 Oversee management's process for the identification of significant fraud risks across UCAP and ensure that adequate prevention, detection and reporting mechanisms are in place;

CORPORATE GOVERNANCE REPORT

9.4 Discuss the annual audited financial statements and half yearly unaudited financial statements with management and external auditors;

9.5 Discuss policies and strategies with respect to risk assessment and management;

9.6 Review and ensure that adequate whistle-blowing procedures are in place and that a summary of issues reported are highlighted to the Chairman;

9.7 Review, with the external auditor, any audit scope limitations or problems encountered and management's responses to same. In addition, to review the independence of external auditors and ensure that where non-audit services are provided by the external auditors, there is no conflict of interest;

9.8 Preserve auditor independence, by setting clear hiring policies for employees or former employees of independent auditors;

9.9 Invoke its authority to investigate any matter within its terms of reference for which purpose the Company must make available the resources to the internal auditors with which to carry out this function, including access to external advice where necessary.

10 Attendance at SAC Meetings

In the course of the financial year 2024, the Statutory Audit Committee of United Capital Plc met four times as illustrated in the table below.

	Meetings Held		
Names	**26/03/2024**	**10/07/2024**	**09/10/2024**
Mr. Paul Olele	✓	✓	✓
Pastor Alex Adio [3]	✓	-	-
Mrs. Faith George Usman [4]	✓	-	-
Mr. Adeshina Alayaki [5]	-	✓	✓
Mr. Lawrence Oguntoye [6]	-	✓	✓
Mr. Oladipupo Fatokun	✓	✓	✓
Mr. Uche Ike [7]		✓	✓

[3] Retired at the AGM 2024
[4] Retired at the AGM 2024
[5] Elected by Shareholders at the AGM 2024
[6] Elected by Shareholders at the AGM 2024
[6] Nominated by the Board at the AGM 2024

11 Statement of Compliance

11.1 Whistle Blowing Procedures

The Board of United Capital Plc is committed to high ethical standards and probity and expects all its employees and officers to display the same in all their dealings. In a nutshell, the act of whistle blowing involves raising alarms or concerns about certain inappropriate actions, unlawful conduct, and illegal acts such as fraud, corruption, bribery etc.

Therefore, on the strength of the above elucidations, the Board recognizes that there may be instances where extant laws and ethical guidelines may be breached by persons under its employment. To address this important fact, the Board approved the Whistle Blowing Policy ("WBP"), a channel for employees and other relevant stakeholders to report such breaches in strict confidence. It is important to note that the WBP complies with the requirements of various relevant regulatory authorities that oversee the operation of the Group.

The WBP applies to both internal and external whistleblowers. Internal whistleblowers include staff and Directors of United Capital, while external whistleblowers include customers, service providers, auditors, consultants, regulators, and other stakeholders. The WBP is intended to encourage internal and external whistleblowers to report perceived unethical or illegal conduct of employees, Management and Directors etc to appropriate authorities without fear of harassment, intimidation, or victimization.

The full version of the United Capital WBP can be viewed on our website:
www.unitedcapitalplcgroup.com.

To encourage the culture of whistleblowing among internal whistleblowers, the Board ensures through the Management that there is regular periodic sensitization and the channels through which they can report perceived breaches of the WBP. Internal and external whistleblowing involves a whistleblower reporting or flagging acts of impropriety, unethical or illegal conduct through any of the following channels:

a) Formal letter to the Group Chief Executive Officer or Head of Audit and Business Assurance.

b) Call or send a text to the whistleblowing number: 0808 627 4621.

c) Dedicated email address: whistleblowing@unitedcapitalplcgroup.com

The Directors present their report together with the audited financial statements of the Group for the period ended December 31, 2024.

1 **LEGAL FORM**

United Capital Plc ("UCAP") was incorporated in Nigeria as a limited liability company on March 14, 2002 under the Companies and Allied Matters Act, No.3, 2020. It became a public company and was listed on the Nigerian Exchange Limited (formerly Nigerian Stock Exchange) in January 2013 after a successful spin-off from United Bank for Africa Plc, a commercial bank in Nigeria. UCAP is the first investment bank to listed on the Nigerian Exchange Limited. UCAP is a holding company with five subsidiaries namely United Capital Trustees Limited, United Capital Asset Management Limited, United Capital Securities Limited, UC Plus Advance Limited and UCEE Microfinance Bank Limited. Its areas of business include investment banking, asset management, trusteeship, securities trading, microfinance banking and consumer finance.

2 **PRINCIPAL ACTIVITIES**

UCAP is engaged in the business of investment banking and provides issuing house, corporate investment advisory services, project finance, debt restructuring, mergers and acquisitions, and debt capital markets. Through its subsidiaries and affiliates, it provides additional services such as trusteeship, asset management, wealth management, securities trading, consumer finance, microfinance bank and insurance.

RESULTS

	Group		Company	
	2024 N'000	2023 N'000	2024 N'000	2023 N'000
Gross Earnings	**43,431,097**	**45,895,098**	**22,858,538**	**21,624,979**
Profit before tax	30,102,843	17,304,286	19,283,361	17,401,885
Taxation	(6,000,000)	(5,884,534)	(2,050,489)	(3,454,473)
Profit for the period	**24,102,843**	**11,419,752**	**17,232,872**	**13,947,412**
Other comprehensive income	35,372,062	55,306,383	9,818,391	15,600,129
Total comprehensive income	**59,474,905**	**66,726,134**	**27,051,263**	**29,547,541**
Total comprehensive income attributable to Equity holders of the Company	59,474,905	66,726,134	27,051,263	29,547,541
Earnings per share	134	190	96	232

3 **DIVIDEND**

In respect of the current year, the Directors propose that a final dividend of N0.50 kobo per ordinary share of 50 kobo each amounting to N9.0 Billion, be paid to shareholders upon approval at the Annual General Meeting. The proposed dividend is subject to withholding tax at the appropriate tax rate and is payable to shareholders whose names appear on the Register of Members between March 17th, 2025.

4 **BUSINESS REVIEW AND FUTURE DEVELOPMENT**

UCAP carries out its activities in accordance with its Memorandum and Articles of Association. A comprehensive review of the business for the period and the prospects for the ensuing period is contained in the Group Chief Executive's report.

5 **CHANGES ON THE BOARD**

Appointment

During the financial period ended December 31, 2024, one new Director was appointed to further strengthen the Board.

On February 8th, Mrs. Rose Nat Eshiett was appointed an Independent Non-Executive Director of United Capital Plc. Her appointment has been approved by the Securities & Exchange Commission and she was presented at the 2024 AGM for approval.

Profile of Mrs. Rose Nat Eshiett

Mrs. Rose Nat Eshiett has over 35 years working experience with the Nigerian National Petroleum Company Limited (NNPCL) in the Oil and Gas sector where she retired as the Group General Manager, Crude Oil Marketing Division. At NNPCL, she worked and held top management positions in various Commercial, Project financing and investments, Financial Accounting and Auditing. Currently, she is an Honorary Adviser on Oil and Gas to Akwa Ibom State Government.

She holds a Bsc in Finance from the University of Calabar, Cross River State, a Fellow of the Chartered Institute of Bankers, and Chartered Institute of Taxation of Nigeria, as well as membership of the Institute of Directors of Nigeria and the Nigerian Institute of Management respectively.

She was appointed an Independent Non-Executive Director on February 8, 2024.

6 **DIRECTORS RETIRING BY ROTATION**

In accordance with Section 285 of the Companies and Allied Matters Act, 2020 the following Directors are retiring by rotation and have offered themselves for re-election:

6.1 Professor Chika Mordi
6.2 Mr. Oladipupo Fatokun; and
6.2 Mr. Samuel Nwanze

The profile of the retiring Directors are available on the annual reports.

7 DIRECTORS INTERESTS

The interest of the Directors in the issued share capital of the Company are recorded in the Register of Director' shareholding as of December 31, 2024 as follows:

S/N	NAMES OF DIRECTORS	31-Dec-24 DIRECT	31-Dec-24 INDIRECT	31-Dec-23 DIRECT	31-Dec-23 INDIRECT
1	Chika Mordi	73,089	Nil	12,363	Nil
2	Emmanuel Nnorom	Nil	107,929.623 (Vine Foods)	Nil	35,976,541 (Vine Foods)
3	Peter Ashade	6,555,000	44,353,632 (Artol Inv.)	2,400,456	9,784,544 (Artol Inv.)
4	Sunny Anene	30,000,000	Nil	7,000,000	Nil
5	Ayodeji Adigun	597,433	Nil	340,297	Nil
6	Oladipupo Fatokun	1,000,000	Nil	1,000,000	Nil
7	Oluleke Ogunlewe	1,000,000	Nil	1,000,000	Nil
8	Chiugo Ndubisi	Nil	Nil	Nil	Nil
9	Samuel Nwanze	Nil	Nil	Nil	Nil
10	Uche Ike	3,665,793	Nil	1,221,931	Nil
11	Rose Nat Eshiett	Nil	Nil	Nil	Nil

8 ANALYSIS OF SHAREHOLDING

As of the end of 2024, United Capital's shares were held by 264,495 shareholders as analyzed in the table below:

RANGE ANALYSIS AS AT 31-12-2024								
Range		***No. of Holders***	***Holders %***	***Holders Cum.***	***Units***	***Units %***	***Units Cum.***
1	1,000	89,813	33.96%	89,813	47,282,918	0.26%	47,282,918
1,001	5,000	109,794	41.51%	199,607	239,255,431	1.33%	286,538,349
5,001	10,000	25,112	9.49%	224,719	176,508,426	0.98%	463,046,775
10,001	50,000	28,107	10.63%	252,826	587,745,237	3.27%	1,050,792,012
50,001	100,000	4,785	1.81%	257,611	334,585,342	1.86%	1,385,377,354
100,001	500,000	4,923	1.86%	262,534	1,060,372,484	5.89%	2,445,749,838
500,001	1,000,000	865	0.33%	263,399	607,838,759	3.38%	3,053,588,597
1,000,001	5,000,000	864	0.33%	264,263	1,834,454,114	10.19%	4,888,042,711
5,000,001	10,000,000	123	0.05%	264,386	873,077,642	4.85%	5,761,120,353
10,000,001	50,000,000	76	0.03%	264,462	1,528,323,997	8.49%	7,289,444,350
50,000,001	100,000,000	11	0.00%	264,473	820,309,271	4.56%	8,109,753,621
100,000,001	500,000,000	20	0.01%	264,493	4,409,895,471	24.50%	12,519,649,092
500,000,001	1,000,000,000	1	0.00%	264,494	800,350,908	4.45%	13,320,000,000
1,000,000,001	and above	1	0.00%	264,495	4,680,000,000	26.00%	18,000,000,000
Grand Total		**264,495**	**100%**		**18,000,000,000**	**100%**	

8.1 SHARE CAPITAL HISTORY

Period	Authorised unit of shares (million)		Issued and paid (N'm)		Type
	Increase	Cumulative	Increase	Cumulative	
2020	300,000,000	300,000,000	300,000,000	300,000,000	Initial capital
2006	1,700,000,000	2,000,000,000	1,700,000,000	2,000,000,000	Increase
2013	4,000,000,000	6,000,000,000	1,000,000,000	3,000,000,000	Right issue
2024	12,000,000,000	18,000,000,000	6,000,000,000	9,000,000,000	Bonus issue

8.2 SUBSTANTIAL INTEREST IN SHARES (5% and above)

As of the end of December 31, 2024, the shareholders with 5% and above are shown in the table below:

SHAREHOLDERS	SHAREHOLDING	% HOLDING
West Coast Equity Limited	4,680,000,000	26%

8.3 SUMMARY OF DEALING IN UCAP SHARES AS AT DECEMBER 31, 2024

QUARTER	UNIT	QUARTERLY DAILY AVERAGE
MARCH QUARTER	1,350,000,000	21,503,594
JUNE QUARTER	781,080,000	13,703,072
SEPTEMBER QUARTER	1,470,000,000	22,675,160
DECEMBER QUARTER	564,080,000	8,953,651
Total	**4,165,160,000**	**66,835,477**

9 DIRECTOR'S REMUNERATION

United Capital ensures that remuneration paid to its Directors complies with the provisions of the Code of Corporate Governance issued by its regulators. Therefore, in compliance with section 34 (5) (f) of the SEC Code of Corporate Governance for Public Companies, the Company makes disclosures of the remuneration paid to its Directors.

Package	Type	Description	Period
Basic Salary	Fixed	This is part of the gross salary package for Executive Directors only	Paid monthly during the financial year
Directors Fees	Fixed	This is paid quarterly to Non-Executive Directors only	Paid Quarterly
Sitting Allowance	Fixed	This is paid only to Non-Executive Directors	Paid after each meeting
Medical	Fixed	This is paid only to Non-Executive Directors	One-off payment

10 ACQUISITION OF OWN SHARES

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

11 PROPERTY AND EQUIPMENT

In the opinion of the Directors, the market value of the Company's properties is not less than the value shown in the financial statement.

12 EMPLOYMENT AND EMPLOYEES

Employment of Physically Challenged Persons

The Company operates a non-discriminatory policy in the consideration of applications for employment including those received from physically challenged persons. The Company's policy is that the most qualified persons are recruited for the appropriate job levels irrespective of an applicant's state of origin, ethnicity, religion or physical condition.

Health, Safety at Work and Welfare of Employees

The Company maintains business premises designed with a view to guaranteeing the safety and healthy living conditions of its employees and customers alike. Employees are adequately insured against occupational and other hazards. In addition, the Company provides medical facilities to its employees and their immediate families at its expense.

Employee Involvement and Training

The Company encourages participation of its employees in arriving at decisions in respect of matters affecting their wellbeing. Towards this end, the Company provides opportunities where employees deliberate on issues affecting the company and the employee' interest, with a view to making inputs to decisions thereon. The Company places a high premium on the development of its manpower.

Research and Development

The Company also on a continuous basis carries out research into new financial service products and services.

13 EVALUATION

13.1 Board Evaluation

A Board evaluation was undertaken in 2024 by Angela Aneke & Associates. The performance of the Board, Board Committees and individual directors were adjudged satisfactory and necessary feedback were communicated to individual directors arising from the exercise.

13.2 Corporate Governance Evaluation

An evaluation of the Corporate Governance practice of the Company was also undertaken by Deloitte & Touche and the performance of the Company was adjudged satisfactory. The Board resolved to sustain its performance and to surpass it in subsequent years.

14 COMPLIANCE

Securities Trading Policy

In compliance with the Rules of the Nigerian Exchange Limited, we have put in place a Securities Trading Policy to guide Directors, Employees, External Advisers and related parties on trading in the securities of the Company during the closed period. Under this policy the closed period is when no Director, Employee and Related Party with inside information can trade in the securities of the Company. The closed period is 15 days prior to the date of any meeting of the Board of Directors proposed to be held to consider any of the matters or the date of circulation of agenda papers pertaining to any of the said matters (whichever is earlier), up to 24 hours after the price sensitive information is submitted to the Exchange, the trading window shall thereafter be opened:

1 Declaration of financial results (quarterly, half-yearly and annual).

2 Declaration of dividends (interim and final).

3 Issue of securities by way of public offer or bonus etc.
4 Any major expansion plans or winning of bid or execution of new projects, disposal of the whole or a substantial part of the undertaking.

5 Any changes in policies, plans or other operations of the Company that are likely to materially affect the prices of the securities of the Company.

6 Disruption of operations due to natural calamities.

7 Litigation or dispute with a material impact.
8 Any information which if disclosed in the opinion of the person discharging the same is likely to materially affect the price of the securities of the Company.

We hereby confirm that no Director traded in the securities of the Company within the closed period.

Nigerian Code of Corporate Governance for Public Companies in Nigeria
The Company has complied with the Nigerian Code of Corporate Governance 2018.

Complaint Management Framework

The Company has a Complaint Management Framework in place which has also been uploaded on the Company's website.

Company's Remuneration Policy

The Company confirms that it has a Remuneration Policy for Directors and for Employees.

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.

15 POST-BALANCE SHEET EVENTS

There are no post balance sheet events which could have had a material effect on the financial statement as of December 31, 2024.

16 AUDITORS

The external Auditors, Messrs. PricewaterhouseCoopers has confirmed their willingness to continue in office in accordance with the Companies and Allied Matters Act, 2020. A resolution will be proposed at the Annual General Meeting to authorize the Directors to determine their remuneration.

BY THE ORDER OF THE BOARD

Sir. Leo Okafor (PhD), FCIS, ACS, KSJI, M.IOD
Group Company Secretary
FRC/2013/NBA/00000002520

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

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

a The Directors are responsible for the financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board, and the requirements of the Financial Reporting Council of Nigeria Act and the Companies and Allied Matters Act.

b The Directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Group and of its profit.

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

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

Chika Mordi
Chairman
FRC/2014/PRO/DIR/003/00000006667

Peter Ashade
Group Chief Executive Officer
FRC/2013/PRO/DIR/003/00000002719

STATEMENT OF CORPORATE RESPOSIBILITIES OVER FINANCIAL REPORTING

Pursuant to Section 405 of the Companies and Allied Matters Act, 2020, we confirm that we have reviewed the Audited Financial Statements of UNITED CAPITAL PLC ("The Group ") for the year ended December 31, 2024.

We acknowledge our responsibility for establishing and maintaining internal controls within UNITED CAPITAL PLC and have designed such internal controls to ensure that material information relating to the Group is made known to us by other officers of the Group, particularly during the period in which the Audited Financial Statements were prepared.

We have evaluated the effectiveness of the Group's internal controls within 90 days prior to the date on our audited financial statements, and certify that the Group's internal controls are effective as of that date.

We also confirm that the Group's Auditors and Audit Committee have been informed about the following:

- that there are no significant deficiencies in the design or operation of internal controls which could adversely affect the Group's ability to record, process, summarise and report financial data, and has identified for the Group's Auditors any deficiency in internal controls, and
- that there are no fraud that involves management or other employees who have a significant role in the Group's internal control;

During the period, there were no significant changes in internal controls or in other factors that could significantly affect internal controls

subsequent to the date of our evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

We hereby certify that based on our knowledge, the Financial Statements do not contain any untrue statement of material fact or material omission that may make the Financial Statements misleading and the Financial Statements fairly presents in all material respects the financial condition and results of operations of the Group and Company for the year ended December 31, 2024.

On behalf of the Directors of the Group

Chika Mordi	**Peter Ashade**
Chairman	*Group Chief Executive Officer*
FRC/2014/PRO/DIR/003/00000006667	FRC/2013/PRO/DIR/003/00000002719

1 Legal and Regulatory Risk Management

(a) Regulatory Provision

Regulatory risk is the risk arising from a change in regulation in any legal, taxation and accounting pronouncement or specific industry regulations that pertain to the business of the Company and the Group. The Securities Business is subject to the extensive regulation which includes the SEC 2007 Rules and other Guidelines issued by the regulator. Violation of applicable laws or regulations could result in fines, temporary permanent prohibition of the engagement in certain activities, reputational harm and related client termination, suspension of personal or revocation of their licenses, or other sanctions, which could have material adverse effect of the Company's reputation, business, result of operations or financial condition and cause a decline in earnings. In order to actively manage these risks, the Company via its internal control and compliance unit engages in periodic assessments and review ensuring adherence to regulatory provisions at all times.

Regulatory Capital Risk

Regulatory capital risk is the risk that the entities within the United Capital Group will not have sufficient capital to meet either minimum regulatory or internal amount. The Securities and Exchange Commission sets and monitors capital requirement for all Investment, Registrar, Trust and Security Management Companies in Nigeria. The Securities and Exchange Commission prescribes the minimum capital requirement for asset management companies operating within Nigeria at N152m. Trustees business has a minimum capital of N300m Securities Business has a minimum capital base of N300m and Investment banking business has N200m as the minimum capital. As at the reporting date, the minimum capital requirement as set by the regulators have been met and the shareholders' funds are far in excess of the minimum capital requirement.

(b) Legal Risk Assessement

Legal risk is defined as the risk of loss due to defensive contractual arrangement, legal liability (both criminal and Civil) incurred during operations by the inability of the organization to enforce its rights, or by failure to address identified concerns to the appropriate authorities where changes in the law are proposed. The Company manages this risk by monitoring new legislation, creation of awareness of legislation amongst employee, identification of significant legal risks as well as assessing the potential impact of theses. Legal risk management in the Company is also being enhanced by appropriate product risk review and management of contractual obligations via well documented Service Level Agreement and other contractual documents. The Company's legal matters are handled by the Company's secretary and legal department.

2 Operational Risk Management

Operational risk is the risk of loss resulting from inadequate or failed processes, systems, people or external events.

Operational risk is inherent in each of the Group's businesses and support activities. Operational risk can manifest itself in various ways, including errors, fraudulent acts, business interruptions, inappropriate behaviour of employees, or vendors that do not perform in accordance with their arrangements. These events could result in financial losses, including litigation and regulatory fines, and/or reputational damage to the Group.

To monitor and control operational risk, the Group maintains an overall framework that includes strong oversight and governance, comprehensive policies and processes, consistent practices across the lines of business, and enterprise risk management tools for a sound and well controlled operational environment. The framework includes:

· Ownership of the risk by the businesses and functional areas
· Monitoring and validation by internal control officers
· Oversight by independent risk management
· Independent review by Internal Audit

The goal is to keep operational risk at appropriate levels, in light of the Group's financial strength, the characteristics of its businesses, the markets in which it operates, and the competitive and regulatory environment to which it is subject.

In order to strengthen focus on the Group's control environment and drive consistent practices across businesses and functional areas, the Group established a group shared service operational platform in 2021. Critical to the effectiveness, efficiency and stability of this operating environment is the deployment and implementation of suitable technology leveraging an Enterprise Resource Platform. In addition, the Group has invested in the development of business continuity management systems and capabilities to ensure resilience and stability of our business operations in the face of unforeseen disruptions.

The Group's approach to operational risk management is intended to identify potential issues and mitigate losses by supplementing traditional control-based approaches to operational risk with risk measures, tools and disciplines that are risk-specific, consistently applied and utilized group-wide. Key themes are transparency of information, escalation of key issues and accountability for issue resolution. The Group has a process for monitoring operational risk event data, which permits analysis of errors and losses as well as trends. Such analysis, performed both at a line of business level and by risk-event type, enables identification of the root causes of risks faced by the businesses.

Internal Audit utilizes a risk-based program of audit coverage to provide an independent assessment of the design and effectiveness of key controls over the Group's operations, regulatory compliance and reporting. This includes reviewing the operational risk framework, the effectiveness of the internal control environment, and the loss data-collection and reporting activities.

Business and Strategic risks are governed by the group executive committee - which is ultimately responsible for managing the costs and revenues of the Group, and the board.

2 Financial crime control

Financial crime includes fraud, money laundering, violent crime and misconduct by staff, customers, suppliers, business partners, stakeholders and third parties. The Group will not condone any instance of financial crime and where these instances arise, the Group takes timely and appropriate remedial action.

Financial crime control is defined as the prevention and detection of, and response to, all financial crime in order to mitigate economic loss, reputational risk and regulatory sanction. This function is anchored by the Group's compliance, operations, internal control and internal audit functions.

3 Reputational Risk

Reputational risk results from damage to the Group's image which may impair its ability to retain and generate business. Such damage may result in a breakdown of trust, confidence or business relationships.

Safeguarding the Group's reputation and brand is of utmost importance. Each business line, legal entity or support function executive is responsible for identifying, assessing and determining all reputational risks that may arise within their respective areas of business. The impact of such risks is considered alongside financial or other impacts.

Matters identified as a reputational risk to the Group are reported to the Group Chief Executive Officer and Head, Audit and Business Assurance; if required, the matter will be escalated to Group Executive Committee.

Should a risk event occur, the Group's crisis management processes are designed to minimize the reputational impact of the event. This includes ensuring that the Group's perspective is fairly represented.

4 Capital Management

The Group's capital management approach is driven by its strategic and organizational requirements, taking into account the regulatory and commercial environment in which it operates. It is the Group's policy to maintain a strong capital base to support the development of its business and to meet regulatory capital requirements at all times. Capital management practices are designed to ensure that the group and its legal entities are capitalized in line with the risk profile, economic capital needs and target ratios approved by the board. Capital is managed under a seven-year sustainability framework which ensures the adequacy of regulatory capital despite seven consecutive years of allocated economic capital depletion.

Through its corporate governance processes, the Group maintains discipline over its investment decisions and where it allocates its capital, seeking to ensure that returns on investment are appropriate after taking account of capital costs.

The Group's strategy is to allocate capital to businesses based on their economic profit generation and, within this process, regulatory and economic capital requirements and the cost of capital are key factors.

The Group's capital is divided into two tiers:

- Tier 1 capital: core equity tier one capital including ordinary shares, statutory reserve, share premium and general reserve.
- Tier 2 capital: qualifying subordinated loan capital, preference shares, collective impairment allowances, and unrealized gains arising on the fair valuation of equity instruments through OCI.

	December 2024	December 2023
Tier 1 capital	**N'000**	**N'000**
Share capital	9,000,000	3,000,000
Share premium	515,241	683,611
Retained earnings	39,731,566	31,733,315
Total qualifying for Tier 1 capital	**49,246,807**	**35,416,926**
Tier 2 capital		
Fair value reserve	84,146,820	55,296,499
Other borrowings	406,060,830	179,844,249
Total qualifying for Tier 2 capital	**490,207,650**	**235,140,747**
Total regulatory capital	**539,454,457**	**270,557,674**

OF INTERNAL CONTROL OVER FINANCIAL REPORTING

To comply with the provisions of Section 1.1 of SEC Guidance on Implementation of Sections 60-63 of Investments and Securities Act 2007, I hereby

make the following statements regarding the Internal Controls of UNITED CAPITAL PLC for the year ended 31 December 2024.

I, Shedrack Onakpoma, certify that:

1. I have reviewed this management assessment on internal control over financial reporting of UNITED CAPITAL PLC;

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

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

4. The Group's other certifying officer and I:

a) are responsible for establishing and maintaining internal controls;

b) 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 Group, and its consolidated subsidiaries, is made known to us by others within those Companies, particularly during the period in which this report is being prepared;

c) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

d) have evaluated the effectiveness of the Group's internal controls and procedures as of a date within 60 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.

5. The Group's other certifying officer and I have disclosed, based on our most recent evaluation of internal control system, to the Group's Auditors, the Audit Committee and the Group's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the Group's ability to record, process, summarize and report financial information; and

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

6. The Group's other certifying officer(s) and I have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.

____

Shedrack Onakpoma (Group Chief Finance Officer)

FRC/2013/PRO/ICAN/004/00000001643

Date:____________________

OF INTERNAL CONTROL OVER FINANCIAL REPORTING

To comply with the provisions of Section 1.1 of SEC Guidance on Implementation of Sections 60-63 of Investments and Securities Act 2007, I

hereby make the following statements regarding the Internal Controls of UNITED CAPITAL PLC for the year ended 31 December 2024.

I, Peter Ashade, certify that:

1. I have reviewed this management assessment on internal control over financial reporting of UNITED CAPITAL PLC;

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

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

4. The Group's other certifying officer and I:

a) are responsible for establishing and maintaining internal controls;

b) 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 Group, and its consolidated subsidiaries, is made known to us by others within those Companies, particularly during the period in which this report is being prepared;

c) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

d) have evaluated the effectiveness of the Group's internal controls and procedures as of a date within 60 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.

5. The Group's other certifying officer and I have disclosed, based on our most recent evaluation of internal control system, to the Group's Auditors, the Audit Committee and the Group's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the Group's ability to record, process, summarize and report financial information; and

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

6. The Group's other certifying officer(s) and I have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.

____

Peter Ashade (Group Chief Executive Officer)

FRC/2013/PRO/DIR/003/00000002719

Date:____________________

INTERNAL CONTROL OVER FINANCIAL REPORTING

To comply with the provisions of Section 1.3 of SEC Guidance on Implementation of Sections 60-63 of Investments and Securities Act 2007, we hereby make the following statements regarding the Internal Controls of **United Capital Plc** for the year ended 31 December 2024:

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

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

iii. United Capital Plc's management has assessed that the Group's ICFR as of the end of 31 December 2024 is effective.

iv. United Capital Plc's external auditor Messrs PricewaterhouseCoopers that audited the financial statements, included in the annual report, has issued an attestation report on management's assessment of the Group's internal control over financial reporting.

The attestation report of Messrs PricewaterhouseCoopers that audited the Group's financial statements will be filed as part of United Capital Plc's annual report.

Chika Mordi
Chairman
FRC/2014/PRO/DIR/003/00000006667

Peter Ashade
Group Chief Executive Officer
FRC/2013/PRO/DIR/003/00000002719

pwc

Independent practitioner's report

To the Members of United Capital Plc

Report on an assurance engagement performed by an independent practitioner to report on management's assessment of controls over financial reporting

Our opinion

In our opinion, nothing has come to our attention that the internal control procedures over financial reporting put in place by management of United Capital Plc ("the company's") and its subsidiaries (together "the group") are not adequate as of 31 December 2024, based on the SEC Guidance on Implementation of Section 60 – 63 of The Investments and Securities Act 2007 issued by The Securities and Exchange Commission.

What we have performed

We have performed an assurance engagement on United capital Plc's internal control over financial reporting as of December 31, 2024, based on FRC Guidance on Assurance Engagement Report on Internal Control Over Financial Reporting ("the Guidance") issued by the Financial Reporting Council of Nigeria. The company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Assessment and Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our assurance engagement.

Basis for opinion

We conducted our assurance engagement in accordance with the Guidance, which requires that we plan and perform the assurance engagement and provide a limited assurance report on the entity's internal control over financial reporting based on our assurance engagement. As prescribed in the Guidance, the procedures we performed included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our engagement also included performing such other procedures as we considered necessary in the circumstances. We believe the procedures performed provide a basis for our report on the internal control put in place by management over financial reporting.

PricewaterhouseCoopers , Landmark Towers, 5B Water Corporation Road, Victoria Island, Lagos, Nigeria

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements

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

Other matter

We also have audited, in accordance with the International Standards on Auditing, the consolidated and separate financial statements of United Capital Plc and our report dated 3 March 2025 expressed an unqualified opinion.

INSTITUTE OF CHARTERED ACCOUNTANTS OF NIGERIA
ICAN
0272493

3 March 2025

Chidi Ojechi

For: **PricewaterhouseCoopers**
Chartered Accountants
Lagos, Nigeria
FRC/2023/COY/176894

Engagement Partner: Chidi Ojechi
FRC/2017/PRO/ICAN/004/00000015955

pwc

Independent auditor's report

To the Members of United Capital Plc

Report on the audit of the consolidated and separate financial statements

Our opinion

In our opinion, the consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of United Capital Plc ("the company") and its subsidiaries (together "the group") as at 31 December 2024, and of their consolidated and separate financial performance and their consolidated and separate cash flows for the year then ended in accordance with international financial reporting standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and the requirements of the Companies and Allied Matters Act and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

What we have audited

United Capital Plc's consolidated and separate financial statements comprise:

- the consolidated and separate statements of profit or loss and other comprehensive income for the year ended 31 December 2024;
- the consolidated and separate statements of financial position as at 31 December 2024;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include a summary of material accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated and separate financial statements* section of our report.

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

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards), i.e. the IESBA Code issued by the International Ethics Standards Board for Accountants. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

pwc

Key audit matters

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

Key audit matter	How our audit addressed the key audit matter
Impairment allowance on financial assets measured at amortised cost (refer to notes 2.11b, 2.2.4 and 16.1) The estimation of expected credit losses (ECL) on financial asset at amortised cost is considered to be a key audit matter because it is significant to the consolidated financial statement and requires a high level of judgement. The gross balance of financial assets at amortised cost as at 31 December 2024 for the Group was N740.9 billion (Company: N149.8 billion) and the associated impairment allowance was N14.3 billion (Company: 754.7 million). The measurement of the impairment allowance is highly subjective and entails exercise of significant judgement and the use of complex models and assumptions. The areas of significant judgement in the calculation include: • determination of default and significant increase in credit risk (SICR). • methodology and assumptions used by management in estimating Probability of Default (PD), Loss Given Default (LGD) and Exposure At Default (EAD), which are the key variables in the ECL Model; and • incorporation of macro-economic inputs into the ECL model and the probability weightings applied to them This is considered a key audit matter in both the consolidated and separate financial statements.	We adopted a substantive approach to the audit of expected credit loss allowance. Specifically, we: • Checked the reasonableness of management's definition of default and significant increase in credit risk by inspecting contracts, deal slips and evidence of repayment (where applicable) to assess management's conclusion relating to whether or not there has been a default or SICR; • Reviewed the probability of default methodology and computations for reasonableness and accuracy by examining against the most recent data on probability of default; • Reviewed IFRS 9 impairment model and calculation tool for reasonableness and compliance with the requirement of the reporting standards; • Assessed the validity of the assumptions used in estimation of the LGD based on available information for compliance with the requirements of IFRS 9; • Reviewed the EAD computations for accuracy and consistency with the provisions of the standard; and • Checked the reasonableness of forward-looking information and multiple economic scenarios considered by checking publicly available information. We assessed the adequacy of the disclosure in the financial statement in accordance with IFRS 9.

Other information

The directors are responsible for the other information. The other information comprises the Corporate Information, Corporate Governance Report, Directors' Report, Statement of Directors' Responsibilities, Statement of Corporate Responsibilities Over Financial Reporting, Legal and Regulatory Risk Management, Certification of Management's Assessment of Internal Control Over Financial Reporting, Management's Annual Assessment of and Report on Internal Control Over Financial Reporting, Value Added Statements, Five-Year Financial Summary- Group and Five-Year Financial Summary- Company, but does not include the consolidated and separate financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the other sections of the United Capital Plc 2024 Annual Report which are expected to be made available to us after that date.

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

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

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other sections of the United Capital Plc 2024 Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of the directors and those charged with governance for the consolidated and separate financial statements

The directors are responsible for the preparation of the consolidated and separate financial statements that give a true and fair view in accordance with "IFRS Accounting Standards" and the requirements of the Companies and Allied Matters Act, the Financial Reporting Council of Nigeria (Amendment) Act, 2023, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the audit of the consolidated and separate financial statements

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's 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 directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and separate 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

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

i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

ii) the company has kept proper books of account, so far as appears from our examination of those books and returns adequate for our audit have been received from branches not visited by us;

iii) 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 and returns.

In accordance with the requirements of the Financial Reporting Council, we performed a limited assurance engagement and reported on management's assessment of United Capital Plc's internal control over financial reporting as of 31 December 2024. The work performed was done in accordance with FRC Guidance on Assurance Engagement Report on Internal Control Over Financial Reporting issued by the Financial Reporting Council of Nigeria, and we have issued an unqualified conclusion in our report dated 3 March 2025.

INSTITUTE OF CHARTERED ACCOUNTANTS OF NIGERIA
ICAN
0272145

Chidi Ojechi

For: **PricewaterhouseCoopers**
Chartered Accountants
Lagos, Nigeria

3 March 2025

Engagement Partner: Chidi Ojechi
FRC/2017/PRO/ICAN/004/00000015955

For The Year Ended 31 December 2024	Notes	Group		Company	
		31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
Gross Earnings		**43,431,097**	**45,895,098**	**22,858,538**	**21,624,979**
Investment income	4	15,557,934	8,524,788	3,542,668	4,221,826
Fee and commission income	5	14,587,929	8,096,450	2,708,450	1,347,026
Net trading income	6	6,410,486	3,977,495	-	722,791
Net operating income		**36,556,349**	**20,598,733**	**6,251,118**	**6,291,643**
Other income	7	5,864,481	24,445,753	3,613,468	8,515,408
Dividend income from subsidiaries	19	-	-	12,960,000	6,309,000
Net gain on financial assets at fair value through profit or loss	8	1,010,267	850,612	33,952	508,928
Total Revenue		**43,431,097**	**45,895,098**	**22,858,538**	**21,624,979**
Personnel expenses	9	(5,349,938)	(3,537,746)	(1,059,264)	(874,868)
Other operating expenses	10	(10,833,404)	(6,601,607)	(2,307,129)	(1,882,864)
Depreciation of property and equipment	11	(363,743)	(311,251)	(307,382)	(271,137)
Amortisation of intangible & right of use assets	11	(301,166)	(133,518)	(290,768)	(125,311)
Impairment write-back/(charge) for credit losses	12	892,990	(18,697,784)	389,365	(1,068,914)
Total Expenses		**(15,955,260)**	**(29,281,906)**	**(3,575,177)**	**(4,223,094)**
Operating profit before income tax		**27,475,837**	**16,613,192**	**19,283,361**	**17,401,885**
Share of accumulated profit of associates	23	2,627,006	691,094	-	-
Profit before income tax		**30,102,843**	**17,304,286**	**19,283,361**	**17,401,885**
Income tax expense	13	(6,000,000)	(5,884,534)	(2,050,489)	(3,454,473)
Profit for the year		**24,102,843**	**11,419,752**	**17,232,871**	**13,947,412**
Other comprehensive income, net of income tax					
Items that will not be reclassified subsequently to profit or loss					
Fair value gain on investments in equity instruments measured at FVTOCI (net of tax)	35.1	34,808,351	54,792,264	9,753,032	15,600,129
Actuarial gains on defined benefits (net of taxes)	35.1	103,976	-	65,359	-
Items that may be reclassified subsequently to profit or loss					
Fair value gain on investments in debt instruments measured at FVTOCI (net of tax)	35.2	459,735	514,119	-	-
Other comprehensive income for the year, net of taxes		**35,372,062**	**55,306,383**	**9,818,391**	**15,600,129**
Total comprehensive income for the year		**59,474,905**	**66,726,135**	**27,051,262**	**29,547,541**
Profit for the year attributable to:					
Equity holders of the Company		**24,102,843**	**11,419,752**	**17,232,871**	**13,947,412**
Total comprehensive income attributable to:					
Equity holders of the Company		**59,474,905**	**66,726,135**	**27,051,262**	**29,547,541**
Earnings per share-basic (kobo)	14	134	190	96	232
Earnings per share-diluted (kobo)	14	134	190	96	232

The accompaning notes form an integral part of these financial statements.

CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024	Notes	Group		Company	
		31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
ASSETS					
Cash and cash equivalents	15	337,013,523	145,255,523	56,396,411	12,683,441
Investment securities	16	1,133,596,685	668,836,807	187,543,037	150,008,249
Loans and advances	17	59,021,818	25,147,676	-	-
Trade and other receivables	18	161,248,657	85,463,551	148,608,005	83,793,521
Dividend receivable from subsidiaries	19	-	-	8,940,000	6,309,000
Right of use assets	20	405,416	94,692	405,416	94,692
Intangible assets	21	955,490	188,615	811,819	151,997
Investments in subsidiaries	22	-	-	9,755,133	1,101,000
Investments in associates	23	7,932,794	5,305,788	4,500,000	4,500,000
Property and equipment	24	1,529,253	1,253,484	1,060,484	1,168,588
Deferred tax assets	25	-	402,044	-	-
TOTAL ASSETS		**1,701,703,636**	**931,948,180**	**418,020,305**	**259,810,488**
LIABILITIES					
Managed funds	26	846,600,428	600,106,217	-	-
Borrowed funds	27	406,060,830	200,822,968	328,699,338	199,132,509
Other liabilities	28	296,069,385	27,782,946	31,965,857	15,148,590
Defined benefit obligations	29	393,999	365,768	282,035	253,246
Current tax liabilities	30	7,011,324	2,950,805	2,509,024	1,435,398
Deferred tax liabilities	25	12,064,404	9,206,051	5,162,896	5,122,483
TOTAL LIABILITIES		**1,568,200,370**	**841,234,755**	**368,619,150**	**221,092,226**
SHAREHOLDERS FUND					
Share capital	31	9,000,000	3,000,000	9,000,000	3,000,000
Share premium	32	515,241	683,611	515,241	683,611
Retained earnings	33	39,731,566	31,733,315	19,703,990	18,253,353
Regulatory risk reserve	34	5,663	-	-	-
Fair value reserves	35	84,146,820	55,296,499	20,116,565	16,781,298
Defined benefit plan reserve	36	103,976	-	65,359	-
TOTAL SHAREHOLDERS FUND		**133,503,266**	**90,713,425**	**49,401,155**	**38,718,262**
TOTAL LIABILITIES AND SHAREHOLDERS FUND		**1,701,703,636**	**931,948,180**	**418,020,305**	**259,810,488**

The accompaning notes form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 28th February 2025 and signed on its behalf by:

CHIKA MORDI
(Chairman)
FRC/2014/PRO/DIR/003/00000006667

PETER ASHADE
(Group Chief Executive Officer)
FRC/2013/PRO/DIR/003/0000002719

SHEDRACK ONAKPOMA
(Group Chief Finance Officer)
FRC/2013/PRO/ICAN/004/00000001643

CONSOLIDATED AND SEPARATE STATEMENTS OF CHANGES IN EQUITY

For The Year Ended 31 December 2024

2024

Group

	Share capital =N=' 000	Retained earnings =N=' 000	Share premium =N=' 000	Regulatory risk reserve =N=' 000	Defined benefit plan reserve =N=' 000	Fair value reserves =N=' 000	Shareholders' funds =N=' 000
At 1 January 2024	**3,000,000**	**31,733,315**	**683,611**	**-**	**-**	**55,296,499**	**90,713,425**
Transfer from profit or loss account	-	24,102,843	-	5,663	-	-	24,108,506
Transer from subsidiary bonus issue		-	-	-	-	-	-
Net change in fair value on equity instruments at FVTOCI	-	-	-	-	-	34,808,351	34,808,351
Reclassification of fair value gain on disposed items measured at FVOCI	-	6,417,765	-	-	-	(6,417,765)	-
Net change in fair value on debt instruments at FVTOCI	-	-	-	-	-	459,735	459,735
Actuarial gains on defined benefits net of taxes	-	-	-	-	103,976	-	103,976
Total other comprehensive income	**-**	**30,520,608**	**-**	**5,663**	**103,976**	**28,850,321**	**59,480,568**
Total comprehensive income	**3,000,000**	**62,253,922**	**683,611**	**5,663**	**103,976**	**84,146,819**	**150,193,993**
Transactions with owners in their capacity as owners							
Dividend paid	-	(16,200,000)	-	-	-	-	(16,200,000)
Transer for Bonus shares	6,000,000	(6,000,000)	-	-	-	-	-
Bonus issue expense	-	(322,357)	(168,370)	-	-	-	(490,727)
As at 31 December 2024	**9,000,000**	**39,731,566**	**515,241**	**5,663**	**103,976**	**84,146,820**	**133,503,266**

Company

	Share capital =N=' 000	Retained earnings =N=' 000	Share premium =N=' 000	Regulatory risk reserve =N=' 000	Defined benefit plan reserve =N=' 000	Fair value reserves =N=' 000	Shareholders' funds =N=' 000
At 1 January 2024	**3,000,000**	**18,253,353**	**683,611**	**-**	**-**	**16,781,298**	**38,718,261**
Transfer from profit or loss account	-	17,232,871	-	-	-	-	17,232,871
Transer from subsidiary bonus issue	-	-	-	-	-	-	-
Net change in fair value on equity instruments at FVTOCI	-	-	-	-	-	9,753,032	9,753,032
Actuarial gains on defined benefits net of taxes	-	-	-	-	65,359	-	65,359
Reclassification of fair value gain on disposed items measured at FVOCI	-	6,417,765	-	-	-	(6,417,765)	-
Share of other comprehensive income of associates	-	-	-	-	-	-	-
Total other comprehensive income	**-**	**23,650,636**	**-**	**-**	**65,359**	**3,335,267**	**27,051,262**
Total comprehensive income	**3,000,000**	**41,903,989**	**683,611**	**-**	**65,359**	**20,116,565**	**65,769,523**
Transactions with owners in their capacity as owners							
Dividend paid	-	(16,200,000)	-	-	-	-	(16,200,000)
Transer for Bonus shares	6,000,000	(6,000,000)	-	-	-	-	-
Bonus issue expense	-	-	(168,370)	-	-	-	(168,370)
As at 31 December 2024	**9,000,000**	**19,703,989**	**515,241**	**-**	**65,359**	**20,116,565**	**49,401,153**

2023

Group

	Share capital =N=' 000	Retained earnings =N=' 000	Share premium =N=' 000	Regulatory risk Reserve =N=' 000	Defined benefit plan reserve =N=' 000	Fair value reserves =N=' 000	Shareholders' funds =N=' 000
At 1 January 2023	**3,000,000**	**29,313,563**	**683,611**	**-**	**-**	**(9,884)**	**32,987,290**
Transfer from profit or loss account	-	11,419,752	-	-	-	-	11,419,752
Net change in fair value on equity instruments at FVTOCI	-	-	-	-	-	54,792,264	54,792,264
Net change in fair value on debt instruments at FVTOCI	-	-	-	-	-	514,119	514,119
Share of other comprehensive income of associates				-	-	-	-
Total other comprehensive income	**-**	**-**	**-**	**-**	**-**	**55,306,383**	**55,306,383**
Total comprehensive income	**-**	**11,419,752**	**-**	**-**	**-**	**55,306,383**	**66,726,135**
Transactions with owners in their capacity as owners							
Dividend paid	-	(9,000,000)	-	-	-	-	(9,000,000)
At 31 December 2023	**3,000,000**	**31,733,315**	**683,611**	**-**	**-**	**55,296,499**	**90,713,425**

Company

	Share capital =N=' 000	Retained earnings =N=' 000	Share premium =N=' 000	Regulatory risk Reserve =N=' 000	Defined benefit plan reserve =N=' 000	Fair value reserves =N=' 000	Shareholders' funds =N=' 000
At 1 January 2023	**3,000,000**	**13,305,941**	**683,611**	**-**	**-**	**1,181,169**	**18,170,720**
Transfer from profit or loss account	-	13,947,412	-	-	-	-	13,947,412
Net change in fair value on equity instruments at FVTOCI	-	-	-	-	-	15,600,129	15,600,129
Net change in fair value on debt instruments at FVTOCI	-	-	-	-	-	-	-
Share of other comprehensive income of associates	-	-	-	-	-	-	-
Total other comprehensive income	**-**	**-**	**-**	**-**	**-**	**15,600,129**	**15,600,129**
Total comprehensive income	**-**	**13,947,412**	**-**	**-**	**-**	**15,600,129**	**29,547,541**
Transactions with owners in their capacity as owners							
Dividend paid	-	(9,000,000)	-	-	-	-	(9,000,000)
At 31 December 2023	**3,000,000**	**18,253,353**	**683,611**	**-**	**-**	**16,781,298**	**38,718,262**

The accompaning notes form an integral part of these financial statements.

For The Year Ended 31 December 2024

		Group		Company	
		31 December 2024 N' 000	31 December 2023 N' 000	31 December 2024 N' 000	31 December 2023 N' 000
Profit before tax		30,102,843	17,304,286	19,283,361	17,401,885
Adjustments for;					
Amortisation of Intangibles	11	144,719	59,237	134,321	51,030
Depreciation of property and equipment	11	363,743	311,251	307,382	271,137
Depreciation of right of use	11	156,447	74,281	156,447	74,281
Foreign exchange revaluation	7	(4,562,203)	(24,211,808)	(2,931,138)	(8,352,373)
Gain on disposal of property and equipment	7	-	(610)	-	(610)
Net interest income	4	(13,926,183)	(7,542,777)	(3,161,755)	(3,423,285)
Dividend income	4	(1,631,751)	(982,011)	(380,913)	(798,062)
Dividend income from subsidiary	19	-	-	(12,960,000)	(6,309,000)
Fair value changes on financial instruments at fair value through profit or loss	8	(1,010,266)	(905,412)	(33,952)	(508,928)
Impairment charge on other financial assets	12	(892,990)	18,697,784	(389,365)	1,068,914
		8,744,359	**2,804,222**	**24,386**	**(525,010)**
Changes in working capital					
Trade receivables	18	(76,117,184)	(34,488,824)	(65,315,458)	(36,204,503)
Managed funds	26	246,494,211	186,407,520	-	-
Other liabilities	28	268,286,439	(20,866,252)	16,817,267	(32,523,045)
Current service cost		28,232	365,768	28,789	253,246
Cash generated from/(used in) operations		**447,436,056**	**134,222,434**	**(48,445,016)**	**(68,999,313)**
Interest received	4	159,644,679	76,436,548	39,893,921	21,912,765
Interest paid	4	(144,086,745)	(67,911,760)	(36,351,253)	(17,690,939)
Income tax paid	30	(773,972)	(2,802,255)	(279,232)	(264,840)
Net cash generated by/(used in) operating activities		**462,220,017**	**139,944,966**	**(45,181,580)**	**(65,042,326)**
Cash flows from investing activities					
Purchase of investment securities		(467,871,353)	(291,277,043)	(38,042,003)	(65,339,232)
Disposal of investment securities		75,722,938	50,983,278	25,980,125	17,111,905
Purchase of property and equipment	24	(772,320)	(1,178,179)	(244,610)	(1,095,849)
Purchase of right of use assets	20	(467,171)	(27,029)	(467,171)	(27,029)
Purchase of intangible assets	21	(911,594)	(68,551)	(794,143)	(33,410)
Investment in subsidiary		-	-	(8,654,133)	(200,000)
Proceeds from the sale of property and equipment		220,271	1,012	52,945	610
Dividends received	4 & 18	1,631,751	982,011	10,709,913	8,016,062
Net cash used in investing activities		**(392,447,478)**	**(240,584,501)**	**(11,459,077)**	**(41,566,943)**
Cash flows from financing activities					
Dividend paid to owners of equity capital	33	(16,200,000)	(9,000,000)	(16,200,000)	(9,000,000)
Proceeds from borrowings	27	198,466,854	109,680,275	198,466,854	109,680,275
Repayment of borrowings		(68,534,257)	(11,031,648)	(68,900,025)	(11,397,416)
Net cash generated from financing activities		**113,732,597**	**89,648,627**	**113,366,829**	**89,282,859**
Net increase/(decrease) in cash and cash equivalents		183,505,135	(10,990,910)	56,726,172	(17,326,410)
Effect of foreign exchange changes on cash		(19,223,533)	5,715,369	(15,254,558)	7,196,003
Cash and cash equivalents at beginning of year	15b	144,400,153	149,675,694	12,680,840	22,811,247
Cash and cash equivalents at end of year		**308,681,755**	**144,400,153**	**54,152,454**	**12,680,840**

The accompaning notes form an integral part of these financial statements.

For The Year Ended 31 December 2024

1 Company information

These financial statements are the consolidated and separate financial statements of United Capital Plc, a Company incorporated in Nigeria and its subsidiaries (hereafter referred to as 'the Group').

United Capital Plc (previously called UBA Capital Plc) was incorporated and domiciled in Nigeria, as a Public liability company, on 3 August, 2012, to act as the ultimate holding company for the United Capital Group. The Company was listed on the Nigerian Exchange Limited on 17 January, 2013. The Company changed its name to United Capital Plc following the approval of the resolution by shareholders on the 16th December, 2014.

The principal activities of the Group are mainly the provision of investment banking services, portfolio management services, securities trading and trusteeship.

2 Summary of material accounting policies

The principal accounting policies adopted by the Group in the preparation of these consolidated and separate financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

2.1 Going concern

These consolidated and separate financial statements have been prepared on the going concern basis. The Group has no intention or need to reduce substantially its business operations. The management believes that the going concern assumption is approprate for the Group due to sufficient capital adequacy ratio and projected liquidity, based on historical experience that short term obligations will be refinanced in the normal course of business. Liquidity ratio and continuous evaluation of current ratio of the Group is carried out by the Group to ensure that there are no going concern threats to the operation of the Group.

2.2 **Basis of preparation and measurement**

The Group's consolidated and separate financial statements for the year ended 31 December 2024 have been prepared in accordance with International Financial Reporting Standards as issued by the IFRS Accounting Standards. Additional information required by national regulations is included where appropriate.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the Directors to exercise its judgement in the process of applying the Group’s accounting policies. Changes in assumptions may have a significant impact on the financial statements in the year the assumptions changed. The Directors believe that the underlying assumptions are appropriate and that the Group’s financial statements therefore present the financial position and results fairly. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in the notes to the financial statements.

2.2.1 **Basis of measurement**

The Group's consolidated and separate financial statements for the year ended 31 December 2024 have been prepared on the historical cost basis except for the following item in the statement of financial position.

- Financial instruments at fair value through profit or loss are measured at fair value
- Financial instrument at amortised cost are measured at amortised cost
- Financial instruments at fair value through other comprehensive income are measure at fair value through equity

The Group applies accrual accounting for recognition of its income and expenses.

The consolidated and separate financial statements are presented and rounded to the nearest thousands of Naira.

2.2.2 **Statement of Compliance**

The consolidated and separate financial statements have been prepared in accordance with International Financial Reporting Standards issued by IFRS accounting standard and adopted by the Financial Reporting Council of Nigeria.

The consolidated and separate financial statements comply with the requirement of the International Financial Reporting Standard, Companies and Allied Matters Act, Investment and Securities Act, the Financial Reporting Council Act, to the extent that they are not in conflict with IFRS Accounting Standards.

2.2.2 Use of estimates and judgement

The preparation of the consolidated and separate financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. In preparing these consolidated and separate annual financial statements, management has made judgements, estimates and assumptions that affect the application of the Group’s accounting policies and the reported amounts of assets, liabilities, income and expenses.

For The Year Ended 31 December 2024

2.2.3 Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated and separate financial statements is included in the note below;

2.2.4 Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended 31 December 2024 is included in the following notes.

Impairment of financial instruments: assessment of whether credit risk on the financial asset has increased significantly since initial recognition and incorporation of forward-looking information in the measurement of ECL.

Determination of the fair value of financial instruments with significant unobservable inputs. (note 3.7.1)

Recognition of deferred tax assets: - availability of future taxable profit against which carry-forward tax losses can be used (see note 24) as well as the likelihood and uncertainities of the extension of the tax exempt status of income on Government securities which we have assumed to be highly likely.

Recognition of defined benefit obligation in note 28 also spells out estimates and assumptions relied upon to determine the present values of defined benefit obligations recognised in the financial statements. A sensitivity analysis of these assumptions are also provided in the note to the consolidated and separate financial statements.

The Group applies accrual accounting for recognition of its income and expenses.

The consolidated and separate financial statements have been prepared on the basis that the Group and Company will continue to operate as a going concern.

2.3 Changes in accounting policies

Except as decribed below, the Group has consistently applied the accounting policies as set out in note 2.3.1 to all periods presented in these annual consolidated and separate financial statements.

For The Year Ended 31 December 2024

2.3.1 New and revised IFRSs/IFRICs affecting amounts reported and/or disclosures in these financial statements

In the current period, the Group has applied a number of amendments to IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2024.

New or amended standards	Summary of the requirements	Impact on financial statements
Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)	This amendment relates to classification of Liabilities as Current or Non-current which will provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the balance sheet date. The amendment only affect the presentation of liabilities in the statement of financial position and not the amount or timing of recognition of any asset, liability income or expenses, or the information that entities disclose about those items. The amendment will - clarify that classification of liabilities as current or non-current should be based on rights that are in existence at the end of the balance sheet date, - clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. This amendment becomes effective 1 January 2024.	This standard does not have significant impact on the financial statements.
Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)	The amendment clarifies how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. This amendment becomes effective 1 January 2024.	This amendment is not expected to have significant impact on the financial statements. The Group has opted not to early adopt.
Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)	The amendments add disclosure requirements, and 'signposts' within existing disclosure requirements, that ask entities to provide qualitative and quantitative information about supplier finance arrangements. This amendment becomes effective 1 January 2024	This amendment is not expected to have significant impact on the financial statements. The Group has opted not to early adopt.
Non-current Liabilities with Covenants (Amendments to IAS 1)	The amendment clarifies how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. This amendment becomes effective 1 January 2024	This amendment is not expected to have significant impact on the financial statements. The Group has opted not to early adopt.

IFRS Sustainability Disclosure Standards newly applicable for 31 December 2024 year ends

IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information	IFRS S1 sets out overall requirements for sustainability-related financial disclosures with the objective to require an entity to disclose information about its sustainability-related risks and opportunities that is useful to primary users of general purpose financial reports in making decisions relating to providing resources to the entity. This standard becomes effective 1 January 2024.	The impact of this standard on the financial statements is currently under assessment. The Group has opted not to early adopt.
IFRS S2 Climate-related Disclosures	IFRS S2 sets out the requirements for identifying, measuring and disclosing information about climate-related risks and opportunities that is useful to primary users of general purpose financial reports in making decisions relating to providing resources to the entity. This standard becomes effective 1 January 2024.	The impact of this standard on the financial statements is currently under assessment. The Group has opted not to early adopt.

All other amendment had no significant impact on the Group.

2.3.2 Standards issued but not yet effective

The following standards and interpretations had been issued but were not mandatory for the reporting period ended 31 December 2024. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

New or amended standards	Summary of the requirements	Possible impact on financial statements
Amendment to IAS 21- Lack of exchangability	An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations. The amendment is not expected to have a material impact on the financial statements of the Group as the Group has foreign currency transactions in US Dollars and Euro that are readily exchangeable. This amendment becomes effective January 1 2025.	This amendment is not expected to have significant impact on the financial statements. The Group has opted not to early adopt.
Amendment to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments	The amendments address matters identified during the post-implementation review of the classification and measurement requirements of IFRS 9 Financial Instruments. This amendment becomes effective 1 January 2026	This amendment is not expected to have significant impact on the financial statements. The Group has opted not to early adopt.
IFRS 18 - Presentation and Disclosures in Financial Statements	IFRS 18 includes requirements for all entities applying IFRS for the presentation and disclosure of information in financial statements. This amendment becomes effective 1 January 2027	This amendment is not expected to have significant impact on the financial statements. The Group has opted not to early adopt.
IFRS 19 - Subsidiaries without Public Accountability: Disclosures	IFRS 19 specifies the disclosure requirements an eligible subsidiary is permitted to apply instead of the disclosure requirements in other IFRS Accounting Standards. This amendment becomes effective 1 January 2027	This amendment is not expected to have significant impact on the financial statements. The Group has opted not to early adopt.

All other amendment had no significant impact on the Group.

2.4 Consolidation

The financial statements of the subsidiaries used to prepare the consolidated financial statements were prepared as of the parent company's reporting date. The consolidation principles are unchanged as against the previous year.

2.4.1 *Subsidiaries*

The consolidated and separate financial statements incorporates the financial statements of the Company and all its subsidiaries where it is determined that there is a capacity to control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvoment with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Control is assessed on a continuous basis.

All the facts of a particular situation are considered when determining whether control exists. Control is usually present when an entity has:

• power over more than one-half of the voting rights of the other entity;
• power to govern the financial and operating policies of the other entity;
• power to appoint or remove the majority of the members of the board of directors or equivalent governing body; or

• power to cast the majority of votes at meetings of the board of directors or equivalent governing body of the entity.

a. Separate financial statements

Investments in subsidiaries are accounted for at cost less accumulated impairment losses (where applicable) in the separate financial statements. The carrying amounts of these investments are reviewed annually for impairment indicators and, where an indicator of impairment exists, are impaired to the higher of the investment's fair value less costs to sell and value in use.

b. Consolidated financial statements

Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date that control ceases. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (transactions with owners). Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the Group.

Inter-company transactions, balances and unrealised gains on transactions between companies within the Group are eliminated on consolidation. Unrealised losses are also eliminated in the same manner as unrealised gains, but only to the extent that there is no evidence of impairment. Consistent accounting policies are used throughout the Group for the purposes of consolidation.

i. Acquisition

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group. The consideration transferred is measured as the sum of the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the acquisition date. The consideration includes any asset, liability or equity resulting from a contingent consideration arrangement. The obligation to pay contingent consideration is classified as either a liability or equity based on the terms of the arrangement. The right to a return of previously transferred consideration is classified as an asset. Transaction costs are recognised within profit or loss as and when they are incurred. Where the initial accounting is incomplete by the end of the reporting year in which the business combination occurs (but no later than 12 months since the acquisition date), the Group reports provisional amounts.

Where applicable, the Group adjusts retrospectively the provisional amounts to reflect new information obtained about facts and circumstances that existed at the acquisition date and affected the measurement of the provisional amounts. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any NCI. The excess (shortage) of the sum of the consideration transferred (including contingent consideration), the value of NCI recognised and the acquisition date fair value of any previously held equity interest in the subsidiary over the fair value of identifiable net assets acquired is recorded as goodwill in the statement of financial position (gain on bargain purchase, which is recognised directly in profit or loss).When a business combination occurs in stages, the previously held equity interest is remeasured to fair value at the acquisition date and any resulting gain or loss is recognised in profit or loss.

Increases in the Group's interest in a subsidiary, when the Group already has control, are accounted for as transactions with equity holders of the Group. The difference between the purchase consideration and the Group's proportionate share of the subsidiary's additional net asset value acquired is accounted for directly in equity.

ii. Loss of Control

The Group could lose control of a subsidiary through the disposal of the subsidiary. When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between the fair value of the consideration received (including the fair value of any retained interest in the underlying investee) and the carrying amount of the assets and liabilities and any non-controlling interest. Any gains or losses in OCI that relate to the subsidiary are reclassified to profit or loss at the time of the disposal.

iii. Partial Disposal

Where the Group partially disposes a subsidiary which gives rise to a reduction in the Group's ownership interest in an investee that is not a disposal (i.e. a reduction in the group's interest in a subsidiary whilst retaining control). Decreases in the Group's interest in a subsidiary, where the Group retains control, are accounted for as transactions with equity holders of the Group. Gains or losses on the partial disposal of the Group's interest in a subsidiary are computed as the difference between the sales consideration and the Group's proportionate share of the investee's net asset value disposed of, and are accounted for directly in equity.

For The Year Ended 31 December 2024

iv Initial measurement of Non-Controlling Interest (NCI)

The Group elects on each acquisition to initially measure NCI on the acquisition date at either fair value or at the NCI's proportionate share of the investees' identifiable net assets.

2.4.2 *Associates*

An associate is an entity in which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control over these policies. Significant influence is generally demonstrated by the Group holding in excess of 20%, but less than 50%, of the voting rights.

The Group's share of results of the associate entity is included in the consolidated income statement. Investments in associates are carried in the statement of financial position at cost plus the Group's share of post-acquisition changes in the net assets of the associate. Investments in associates are reviewed for any indication of impairment at least at each reporting date. The carrying amount of the investment is tested for impairment, where there is an indication that the investment may be impaired.

When the Group's share of losses or other reductions in equity in an associate equals or exceeds the recorded interest, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the entity.

The Group's share of the results of associates is based on financial statements made up to a date not earlier than three months before the balance sheet date, adjusted to conform with the accounting policies of the Group. Unrealised gains and losses on transactions are eliminated to the extent of the Group's interest in the investee. Losses may provide evidence of impairment of the asset transferred in which case appropriate allowance is made for impairment.

In the separate financial statements of the Company, investments in associates are initially recognised at cost and subsequently adjusted for by the post-acquisition changes in the investor's share of net assets of the investees. The Group uses the equity method in accounting for investments in associates.

2.5 Common control transactions

A business combination involving entities or businesses under common control is excluded from the scope of IFRS 3: Business Combinations. The exemption is applicable where the combining entities or businesses are controlled by the same party both before and after the combination. Where such transactions occur, the Group, in accordance with IAS 8, uses its judgement in developing and applying an accounting policy that is relevant and reliable. In making this judgement, the Directors consider the requirements of IFRS dealing with similar and related issues and the definitions, recognition criteria and measurement concepts for assets, liabilities, income and expenses in the framework. The Directors also consider the most recent pronouncements of other standard setting bodies that use a similar conceptual framework to develop accounting standards, to the extent that these do not conflict with the IFRS Framework or any other IFRS or interpretation.

The Group incorporates the results of the acquired businesses only from the date on which the business combination occurs.

2.6 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

The consolidated and separate financial statements are presented in Naira, which is the Group's presentation and functional currency.

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured.

Monetary items denominated in foreign currencies are retranslated at the rate prevailing on the statement of financial position date. Foreign exchange gains and losses resulting from the retranslation and settlement of these items are recognised in profit or loss within other income.

Non-monetary items measured at historical cost denominated in a foreign currency are translated with the exchange rate as at the date of initial recognition;non-monetary assets that are measured at fair value are translated using the exchange rate at the date that the fair value was determined. Translation differences on non-monetary financial instruments held at fair value through profit or loss are reported as part of the fair value gain or loss. Translation differences on non-monetary financial instruments measured at fair value through other comprehensive income are included in the fair value reserve in other comprehensive income. Non-monetary items that are measured under the historical cost basis are not retranslated.

For The Year Ended 31 December 2024

2.7 Revenue recognition

(a) Investment income

Interest income for all interest-bearing financial instruments are recognised within 'investment income' in the income statement using the effective interest on the gross carrying amount of the financial assets. However, when a financial asset is classified as Stage 3 impaired, interest income is calculated on the impaired value (gross carrying value less specific impairment) based on the original effective interest rate.

The effective interest method is a method of calculating the amortised cost of a financial asset or liability (or group of assets and liabilities) and of allocating the interest income/expense over the relevant period. The effective interest rate is the rate that exactly discounts the expected future cash payments or receipts through the expected life of the financial instrument, or when appropriate, a shorter period, to the net carrying amount of the instrument. The application of the method has the effect of recognising income (and expense) receivable (or payable) on the instrument evenly in proportion to the amount outstanding over the period to maturity or repayment. In calculating effective interest, the Group estimates cash flows considering all contractual terms of the financial instrument but excluding future credit losses.

(b) Fees and commission income

Unless included in the effective interest calculation, fees and commissions are recognised on an accruals basis as the service is provided. Fees and commissions not integral to effective interest arising from negotiating, or participating in the negotiation of a transaction from a third party, such as the acquisition of loans, shares or other securities or the purchase or sale of businesses, are recognised on completion of the underlying transaction. Portfolio and other management advisory and service fees are recognised over time based on the applicable service contracts. The same principle is applied to the recognition of income from wealth management, financial planning and custody services that are continuously provided over an extended period of time.

The Group recognises fees and commission from management of mutual funds over time on a monthly basis as fees are accrued as a percentage of net asset value (NAV). Arranger and issuing house services fees are recognised over time as milestones of performance obligations are delivered to clients. Other fees and commision income are recognise at point in time when performance obligation on contracts are delivered to clients as brokerage fees and commission.

(c) Dividend income

Dividends are recognised in the income statement as "Dividend income" under investment income when the entity's right to receive payment is established

2.8 Income taxation

(a) Current income tax

Income tax is calculated on the basis of the applicable tax laws in Nigeria and is recognised as an expense or credit for the period except to the extent that current tax related to items that are charged or credited in other comprehensive income or directly to equity. In these circumstances, current tax is charged or credited to other comprehensive income or to equity (for example, current tax on equity instruments for which the entity has elected to present gains and losses in other comprehensive income).

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the date of the statement of financial position and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The tax effects of carry-forwards of unused losses, unused tax credits and other deferred tax assets are recognised when it is probable that future taxable profit will be available against which these losses and other temporary differences can be utilised.

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

Deferred and current tax assets and liabilities are only offset when they arise in the same tax reporting group and where there is both the legal right and the intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

For The Year Ended 31 December 2024

2.9 Earnings per share

The Group presents basic earnings per share for its ordinary shares. Basic earnings per share are calculated by dividing the profit attributable to ordinary shareholders of the Group by the weighted average number of shares outstanding during the period.

2.10 Cash and cash equivalents

Cash and cash equivalents comprise balances with less than three months' maturity from the date of acquisition, including cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair values and are readily convertable to known amount of cash. Cash and cash equivalents includes balances and placements with banks and other short term investments including bank overdrafts. Bank overdrafts are shown seperately as current liabilities in the statement of financial position.

2.11 Financial assets & liabilities

a) Classification and subsequent measurement

For the purpose of measuring a financial asset after initial recognition, the Group classifies financial assets into the following categories: at fair value through profit or loss; at fair value through other comprehensive income and at amortised cost. For debt financial assets, the classification is based on the results of the Group's business model test and the contractual cashflow characteristics of the financial assets. At initial recognition, all assets are measured at fair value plus transaction costs that are incremental and directly attributable to the acquisition of the financial assets in the case of financial asset not at fair value through profit or loss.

i. Financial assets at fair value through profit or loss

Debt instruments at fair value through profit or loss are financial assets held for trading and those designated by the Group as at fair value through profit or loss upon initial recognition. Financial assets classified as fair value through profit or loss are those that have been acquired principally for the purpose of selling in the short term or repurchasing in the near term, or held as part of a portfolio that is managed together for short term profit.

Financial instruments included in this category are recognised initially at fair value; transaction costs are taken directly to profit or loss. Gains and losses arising from changes in fair value are included directly in profit or loss and are reported as 'Net gains/(losses) on financial assets classified as fair value through profit or loss'. Interest income and expense and dividend income on financial assets fair valued through profit or loss are included in 'Interest income, interest expense and dividend income', respectively and reported under investment income.

ii. Amortised Cost

Except for debt financial assets that are designated at initial recognition as at fair value through profit or loss, a debt financial asset is measured at amortised cost only if both of the following conditions are met:

a. The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows (the business model test) and

b. 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 (the contractual cash flows characteristics test).

If a financial asset satisfies both of these conditions, it is required to be measured at amortised cost unless it is designated as at fair value through profit or loss (FVTPL) on initial recognition.

iii. Fair Value through other comprehensive income (FVTOCI)

Except for debt financial assets that are designated at initial recognition as at fair value through profit or loss, a financial asset is measured at fair value through other comprehensive income (FVTOCI) if both of the following conditions are met:

a. The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets (the business model test); and

b 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 (the contractual cash flows characteristics test).

This assessment includes determining the objective of holding the asset and whether the contractual cash flows are consistent with a basic lending arrangement. Where the contractual terms introduces exposure to risk or volatility that are not considered de minimis and are inconsistent with a basis lending arrangement, the financial asset is classified as fair value through profit or loss – default.

All equity financial assets are measured at fair value through profit or loss, however, equity financial assets which are not held for trading may be irrevocably elected (on an asset-by-asset basis) to be measured at fair value through OCI.

b) Impairment of financial assets

The impairment model under IFRS 9 reflects expected credit losses. Under the impairment approach in IFRS 9, it is no longer necessary for a credit event to have occurred before credit losses are recognised. Instead, the Group always accounts for expected credit losses and changes in those expected credit losses. The amount of expected credit losses should be updated at each reporting date to reflect changes in credit risk since initial recognition.

The Group recognizes loss allowances for Expected Credit Losses (ECL) on the following financial instruments that are not measured at FVTPL:

For financial assets that are debt instruments, trade receivables, Loan and advances to customers, Other receivables, and money market placements; The Group measures expected credit losses and recognizes interest income on risk assets based on the following stages:

Stage 1: Assets that are performing. If credit risk is low as of the reporting date or the credit risk has not increased significantly since initial recognition, the Group recognize a loss allowance at an amount equal to 12-month expected credit losses. This amount of credit losses is intended to represent lifetime expected credit losses that will result if a default occurs in the 12 months after the reporting date, weighted by the probability of that default occurring.

Stage 2: Assets that have significant increases in credit risk. In instances where credit risk has increased significantly since initial recognition, the Group measures a loss allowance at an amount equal to full lifetime expected credit losses. That is, the expected credit losses that result from all possible default events over the life of the financial instrument. For these debt instruments, interest income recognition will be based on the effective interest rate (EIR) multiplied by the gross carrying amount. Exposures which are overdue for more than 30days are considered to have significantly increased in credit risk**.**

Stage 3: A lifetime ECL is calculated for financial assets that are assessed to be credit impaired. For debt instruments that have observable evidence of impairment**.** Exposure which are overdue for more than 90 days are considered to be in default.

Default

The Group's definition of default has been aligned to its internal credit risk management definitions and approaches. A financial asset is considered to be in default when there is objective evidence of impairment. The following criteria are used in determining whether there is objective evidence of impairment for financial assets or groups of financial assets:
• significant financial difficulty of borrower and/or modification (i.e. known cash flow difficulties experienced by the borrower)
• a breach of contract, such as default or delinquency in interest and/or principal payments
• disappearance of active market due to financial difficulties
• it becomes probable that the borrower will enter bankruptcy or other financial reorganisation
• where the Group, for economic or legal reasons relating to the borrower's financial difficulty, grants the borrower a concession that the Group would not otherwise consider.
Exposures which are overdue for more than 90 days are also considered to be in default.

The Group's process to assess changes in credit risk is multi-factor and has three main elements;

I. Quantitative element - A quantitative comparison of PD at the reporting date and PD at initial recognition

II. Qualitative elements

III. Backstop indicators

For individually significant exposures such as corporate and commercial risk assets, the assessment is driven by the internal credit rating of the exposure and a combination of forward-looking information that is specific to the individual borrower and forward-looking information on the macro economy, commercial sector (to the extent such information has not been already reflected in the rating process).

For other exposures, significant increases in credit risk is made on a collective basis that incorporates all relevant credit information, including forward-looking macroeconomic information and factors which are expected to have significant impact on the portfolio or individual counterparty exposures. For this purpose, the Group categorieses its exposures on the basis of shared credit risk characteristics.

For The Year Ended 31 December 2024

Applicable forward looking macroeconomic information used in the impairment model includes;
a. GDP information
b. Inflation rate
c. exchange rates
d. Oil price fluctuation

The impact of these economic variables on the PD, EAD and LGD has been determined by performing statistical regression analysis to understand the impact changes in these variables have had historically on default rates and on the components of LGD and EAD.

Based on advice from the Group research team and economic experts and consideration of a variety of external actual and forecast information, the Group formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios and scenario weightings. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. External information includes economic data and forecasts published by governmental bodies and monetary authorities where the Group operates, supranational organisations such as the International Monetary Fund, and selected private-sector and academic forecasters. The base case represents a most-likely outcome while the other scenarios represent more optimistic and more pessimistic outcomes. Periodically, the Group carries out stress testing of more extreme shocks to calibrate its determination of these other representative scenarios. The scenario weightings are determined by a combination of statistical analysis and expert credit judgement, taking account of the range of possible outcomes each chosen scenario is representative of.

Significant increase in credit risk (SICR)

The Group's 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 Group 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 assessment of SICR is performed using the Lifetime PD under each of the base, and the other scenarios, multiplied by the associated scenario weighting, along with qualitative and backstop indicators. This determines whether the whole financial instrument is in Stage 1, Stage 2, or Stage 3 and hence whether 12-month or lifetime ECL should be recorded.

Following this assessment, the Group measures ECL as either a probability weighted 12 month ECL (Stage 1), or a probability weighted lifetime ECL (Stages 2 and 3). These probability-weighted ECLs are determined by running each scenario through the relevant ECL model and multiplying it by the appropriate scenario weighting (as opposed to weighting the inputs).

The criteria for determining whether credit risk has increased significantly vary by portfolio and include quantitative and qualitative factors. Using its expert credit judgement and where possible relevant historical experience, the Group may determine that an exposure has undergone a significant increase in credit risk based on particular qualitative indicators that it considers are indicative of such and whose effect may not otherwise be fully reflected in its quantitative analysis on a timely basis.

As a backstop, the Group considers that a significant increase in credit risk occurs no later than when an asset is more than 30 days past due. There is a rebuttable presumption that the credit risk has increased significantly if contractual payments are more than 30 days past due; this presumption is applied unless the Company has reasonable and supportable information demonstrating that the credit risk has not increased significantly since initial recognition. The number of days past due is determined by counting the number of days since the date the full payment has not been received. Due dates are determined without considering any grace period that might be available to the borrower. The Group monitors the effectiveness of the criteria used to identify significant increases in credit risk by regular reviews

i) Assets carried at amortised cost
The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in income statement. If a financial instrument has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

The calculation of the present value of the estimated future cash flows of a collateralised financial asset reflects the cash flows that may result from disposal less costs for obtaining and selling the collateral, whether or not disposal is probable.

For The Year Ended 31 December 2024

For the purposes of a collective evaluation of impairment, financial assets are grouped on the basis of similar credit risk characteristics (i.e. on the basis of the Group's grading process that considers asset type, industry, geographical location, collateral type, past-due status and other relevant factors). Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated.

Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of the contractual cash flows of the assets in the group and historical loss experience for assets with credit risk characteristics similar to those in the group. Historical loss experience is adjusted on the basis of current observable data to reflect the effects of current conditions that did not affect the period on which the historical loss experience is based and to remove the effects of conditions in the historical period that do not currently exist.

Estimates of changes in future cash flows for groups of assets are reflected and directionally consistent with changes in related observable data from period to period (for example, changes in unemployment rates, property prices, payment status, or other factors indicative of changes in the probability of losses in the group and their magnitude). The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce any differences between loss estimates and actual loss experience.

When a loan is uncollectible, it is written off against the related allowance for loan impairment. Such loans are written off after all the necessary procedures have been completed and the amount of the loss has been determined. Impairment charges relating to loans and advances to banks, loans and advances to customers and investment securities are classified in 'Impairment writeback /(charge) for credit losses'.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the previously recognised impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognised in profit or loss.

The Group applies the simplified approach and recognises lifetime ECL for trade receivables using a provision matrix. The provision matrix is based on the historical observed default rates, adjusted for forward looking estimates. At each reporting date, the historical observed default rates are updated.

ii) Assets classified as fair value through other comprehensive income

The Group can choose to make an irrevocable election at initial recognition for investments in equity instruments that do not meet the definition of held for trading, which would otherwise be measured at fair value through profit or loss, to present changes in fair value in other comprehensive income.

Reclassification of amounts recognised in other comprehensive income and accumulated in equity to profit or loss is not done. This applies throughout the life of the instrument and also at derecognition; such investments will not be subject to the impairment requirements.

Dividends on investments in equity instruments with gains and losses irrevocably presented in other comprehensive income are recognised in profit or loss if the dividend is not a return on investment (like dividends on any other holdings of equity instrument) when:

a. the Group's right to receive payment of the dividend is established;

b. it is probable that the economic benefits associated with the dividend will flow to the Group; and

c. the amount of the dividend can be measured reliably.

For debt instruments measured at FVTOCI, changes in fair value is recognised in other comprehensive income, except for: interest calculated using the effective interest rate method, foreign exchange gains or losses and; impairment gains or losses until the financial asset is derecognised or reclassified.

When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment. Also, when a debt instrument asset is measured at fair value through other comprehensive income, the amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if the financial asset had been measured at amortised cost.

c) Reclassification of financial assets

Reclassification of financial assets is determined by the Group's senior management, and is done as a result of external or internal changes which are significant to the Group's operations and demonstrable to external parties.

For The Year Ended 31 December 2024

Reclassification of debt instruments occurs when the Group changes its business model for managing financial assets.

Investments in equity instruments that are designated as at FVTOCI at initial recognition cannot be reclassified because the election to designate as at FVTOCI is irrevocable.

d) Derecognition of financial assets

Financial assets are derecognised when the contractual rights to receive cash flows from the financial assets have expired, or where the Group has transferred its contractual rights to receive cash flows on the financial asset such that it has transferred substantially all the risks and rewards of ownership of the financial asset. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability

In transfers where control over the asset is retained, the Group continues to recognise the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset. Any cummulative gain/loss recognised in OCI in respect of equity investments designated at FVOCI is not recognised in profit or loss on derecognition of such assets.

e) Modification of financial assets and liabilities

Where an existing financial asset or liability is replaced by another with the same counterparty on substantially different terms, or the terms of an existing financial asset or liability are substantially modified, such an exchange or modification is treated as a derecognition of the original asset or liability and the recognition of a new asset or liability at fair value and recalculates a new effective interest rate, with the difference in the respective carrying amounts being recognised in other gains and losses on financial instruments within non-interest revenue. The date of recognition of a new asset is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the Group also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit or loss as a gain or loss on derecognition.

If the terms are not substantially different, the renegotiation or modification does not result in derecognition, and the Group recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit or loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

If the terms are not substantially different for financial assets or financial liabilities, the group recalculates the new gross carrying amount by discounting the modified cash flows of the financial asset or financial liability using the original effective interest rate. The difference between the new carrying gross carrying amount and the original gross carrying amount is recognised as a modification gain or loss within credit impairments (for distressed financial asset modifications) or gains and losses on financial instruments within non-interest revenue (for all other modifications).

f) Write off

Financial assets are written off when there is no reasonable expectation of recovery. Financial assets which are written off may still be subject to enforcement activities.

2.12 Financial liabilities

Classification and subsequent measurement

The Group's holding in financial liabilities represents mainly 'borrowings', 'managed funds' and 'other liabilities'. These are all classified as financial liabilities measured at amortised cost. These financial liabilities are initially recognised at fair value and subsequently measured at amortised cost. Any difference between the proceeds net of transaction costs and the redemption value is recognised in the income statement over the period of the borrowing using the effective interest rate method.

Fees paid on the establishment of the liabilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent that there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Financial liabilities are derecognised when the obligation of the financial liabilities are extinguished, that is, when the obligation is discharged, cancelled or expires.

For The Year Ended 31 December 2024

2.13 Property and Equipment

All property and equipment used by the Group is measured at historical cost less depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation of other assets is calculated using the straight-line method to allocate their cost net of their residual values over their estimated useful lives, as follows:

Asset Class	Useful lives
Motor vehicles	4 years
Furniture, fittings & equipment	5 years
Computer equipment	5 years
Building	40 years
Leasehold improvements	over shorter of the useful life of item or lease period

Depreciation rates, methods and the residual values underlying the calculation of depreciation of items of property and equipment are kept under review on an annual basis to take account of any change in circumstances.

When deciding on depreciation rates and methods, the principal factors the Group takes into account are the expected rate of technological developments and expected market requirements for, and the expected pattern of usage of, the assets.

When reviewing residual values, the Group estimates the amount that it would currently obtain for the disposal of the asset after deducting the estimated cost of disposal if the asset were already of the age and condition expected at the end of its useful economic life.

Construction cost and improvements in respect of offices is carried at cost as capital work in progress. On completion of construction or improvements, the related amounts are transferred to the appropriate category of property and equipment.

Payments in advance for items of property and equipment are included as Prepayments in "Trade and other receivables" and upon delivery are reclassified as additions in the appropriate category of property and equipment.

Property and equipment are derecognised on disposal or when no future economic benefits are expected from their use or disposal. The gain or loss on derecognition is recognised in profit or loss and is determined as the difference between the net disposal proceeds and the carrying amount of the non-financial asset.

There are no restrictions to the use of property and equipment.

2.14 Intangible assets

(a) Computer software

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

- It is technically feasible to complete the software product so that it will be available for use;
- Management intends to complete the software product and use or sell it;
- There is an ability to use or sell the software product;
- It can be demonstrated how the software product will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- The expenditure attributable to the software product during its development can be reliably measured.
- Subsequent expenditure on computer software is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

For The Year Ended 31 December 2024

Direct computer software development costs recognised as intangible assets are amortised on the straight-line basis over 5 years and are carried at cost less any accumulated amortisation and any accumulated impairment losses. The carrying amount of capitalised computer software is reviewed annually and is written down when the carrying amount exceeds its recoverable amount.

(b) **Impairment of tangible and intangible assets**

At each reporting date, or more frequently where events or changes in circumstances dictate, tangible and intangible assets, are assessed for indications of impairment. If indications are present, these assets are subject to an impairment review. The impairment review comprises a comparison of the carrying amount of the asset with its recoverable amount: the higher of the asset's or the cash-generating unit's net selling price and its value in use. Net selling price is calculated by reference to the amount at which the asset could be disposed of in a binding sale agreement in an arm's length transaction evidenced by an active market or recent transactions for similar assets.

Value in use is calculated by discounting the expected future cash flows obtainable as a result of the asset's continued use, including those resulting from its ultimate disposal, at a market-based discount rate on a pre-tax basis.

The carrying values of tangible and intangible assets are written down by the amount of any impairment and this loss is recognised in the income statement in the period in which it occurs. A previously recognised impairment loss relating to a tangible or intangible asset may be reversed in part or in full when a change in circumstances leads to a change in the estimates used to determine the tangible or intangible asset's recoverable amount. The carrying amount of the tangible or intangible asset will only be increased up to the amount that it would have been had the original impairment not been recognised. For the purpose of conducting impairment reviews, cash-generating units are the lowest level at which the Directors monitor the return on investment on assets.

2.15 Leased assets

For any new contracts entered into on or after 1 January 2019, United Capital Plc considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition, United Capital Plc ('UCAP') assesses whether the contract meets three key evaluations which are whether:

· the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to UCAP
· UCAP has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract
· UCAP has the right to direct the use of the identified asset throughout the period of use. UCAP assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Lease liabilities

At the commencement date of a lease, the Group recognises lease liabilities at the present value of lease payments to be made over the lease term. Lease liabilities include the net present value of the following lease payments:
- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The lease payments are discounted using the Group's incremental borrowing rate, being the rate that members of the Group would have to pay to borrow the funds necessary to obtain an asset of similar value to the right of use asset in a similar economic environment with similar terms, security and conditions.

The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. 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 in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The Group has elected not to separate lease and non-lease components.

For The Year Ended 31 December 2024

Right of use assets

Right-of-use assets are initially measured at cost, comprising of the following:
- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date, less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. This depreciation is recognised as part of operating expenses.

Short term leases and leases of low-value-assets
Short-term leases are those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Low-value assets are assets that have values less than N5,000,000.00 (Five million naira only) when new, and depends on the nature of the asset. Lease payments on short-term leases and leases of low-value assets would be recognised as expenses in profit or loss on a straight-line basis over the lease term.

Extension and termination options - Determining the lease term
In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases of properties, the following factors are normally the most relevant:
- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Group is reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors, including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and is within the control of the Group.

Termination of leases:
On derecognition of the right-of-use asset and lease liability, any difference is recognised as a derecognition gain or loss together with termination or cancelation costs in profit or loss. Payments made under these leases, net of any incentives received from the lessor, are recognised in operating expenses on a straight-line basis over the term of the lease. When these leases are terminated before the lease period has expired, any payment required to be made to the lessor by way of a penalty is recognised as operating expenses in the period in which termination takes place.

Lease Modification:
When the Group modifies the terms of a lease resulting in an increase in scope and the consideration for the lease increases by an amount commensurate with a stand-alone price for the increase in scope, the Group accounts for these modifications as a separate new lease. All other lease modifications that are not accounted for as a separate lease are accounted for in terms of IFRS 9, unless the classification of the lease would have been accounted for as an operating lease had the modification been in effect at inception of the lease. These lease modifications are accounted for as a separate new lease from the effective date of the modification and the net investment in the lease becomes the carrying amount of the underlying asset.
All leases are accounted for by recognising a right-of-use asset and a lease liability except for:
- leases of low value assets; and
- leases with a duration of twelve months or less.

All leases that meet the criteria as either a lease of a low value asset or a short term lease are accounted for on a straight-line basis over the lease term.

Reassessment of lease terms and lease modifications that are not accounted for as a separate lease:
When the Group reassesses the terms of any lease (i.e. it re-assesses the probability of exercising an extension or termination option) or modifies the terms of a lease without increasing the scope of the lease or where the increased scope is not commensurate with the stand-alone price, it adjusts the carrying amount of the lease liability to reflect the payments to be made over the revised term, which are discounted at the applicable rate at the date of reassessment or modification. The carrying amount of lease liability is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. For reassessments to the lease terms, an equivalent adjustment is made to the carrying amount of the right-of-use asset, with the revised carrying amount being depreciated over the revised lease term. However, if the carrying amount of the right-of-use asset is reduced to zero any further reduction in the measurement of the lease liability, is recognised in profit or loss.

For The Year Ended 31 December 2024

2.16 Investment Properties

Investment properties are properties held to earn rentals and/or capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties and are measured using the fair value model. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

2.17 Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, other than those classified by the Group as fair value through profit or loss or through other comprehensive income or those for which the Group may not recover substantially all of its initial investment, other than because of credit deterioration.

Trade and other receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Transaction costs that are integral to the effective rate are capitalised to the value of the receivables and amortised through interest income using the effective interest rate method. The Group’s trade and other receivables include prepayments, WHT receivables, accrued income, other receivables, trade debtors as well as deposits for investments.

2.18 Provisions and Contingent Liabilities

Provisions are recognised for present obligations arising as consequences of past events where it is probable that a transfer of economic benefit will be necessary to settle the obligation, and it can be reliably estimated.

Provisions are determined by discounting the expected future cash flows using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are possible obligations whose existence will be confirmed only by uncertain future events or present obligations where the transfer of economic benefit is uncertain or cannot be reliably measured. Contingent liabilities are not recognised but are disclosed unless they are remote.

2.19 Issued debt and equity securities

Issued financial instruments or their components are classified as liabilities where the contractual arrangement results in the Group having a present obligation to either deliver cash or another financial asset to the holder, to exchange financial instruments on terms that are potentially unfavourable or to satisfy the obligation otherwise than by the exchange of a fixed amount of cash or another financial asset for a fixed number of equity shares. Issued financial instruments, or their components, are classified as equity where they meet the definition of equity and confer on the holder a residual interest in the assets of the company. The components of issued financial instruments that contain both liability and equity elements are accounted for separately with the equity component being assigned the residual amount after deducting from the instrument as a whole the amount separately determined as the fair value of the liability component.

2.20 Share capital

Ordinary shares are classified as share capital.

(a) ***Share issue costs***

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

(b) ***Dividend on ordinary shares***

Dividend on ordinary shares are recognised in equity in the period in which they are approved by the company’s shareholders.

Dividend for the year that are declared after the date of the statement of financial position are dealt with in the subsequent events note.

Dividend proposed by the Directors but not yet approved by members are disclosed in the financial statements in accordance with the requirements of the Companies and Allied Matters Act.

For The Year Ended 31 December 2024

2.21 Employee benefits

Defined contribution plan

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Company operates a contributory pension plan in line with the Pension Reform Act 2014. Employees and the Company contribute 8% and 10% respectively of each of the qualifying staff salary in line with the provisions of the Pension Reforms Act 2014.

Termination benefits
Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting year are discounted to their present value.

Defined benefit obligation - long service awards
The Group runs an unfunded lumpsum defined benefit plan on long service awards to all staff. The long service award is designed to reward employees who have served for periods convering 5years and subsequent 5 years following the initial 5 years of service rendered. For the first 5 years the amount payable is 2 monthly salary for prioneer staff and 1.5 monthly salary for non-prioneer staff. Subsequent 5 year is 2.5 monthly salary for all categories of staff.

The calculation of the defined benefit is performed annually by a qualified actuary using the projected unit credit method. When the benefits of a plan are improved, the portion of the increased benefit relating to past service by employees is immediately recognized in the income statement. The Group recognizes all actuarial gains or losses and all expenses arising from defined benefit plan immediately in the balance sheet, with a charge or credit to other comprehensive income (OCI) in the years in which they occur. They are not recycled subsequently in the income statement.

Short-term employee benefits
Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

2.22 Fiduciary activities

The Group acts as trustees and in other fiduciary capacities that result in the holding or placing of assets on behalf of individuals, trusts, retirement benefit plans and other institutions.

2.23 Related party transactions
Transactions with related parties are conducted and recorded at arms' length and disclosed in accordance with IAS 24 "Related party disclosures".

For The Year Ended 31 December 2024

3 Financial Risk Management

3.1 Introduction and Overview
Three Lines of Defence model

The Group adopts the 3 lines of defence model. Reporting lines reinforce the segregation of duties and independence within the model:

	Functions	Responsibilities
1st Line of Defence	Business Line and Legal Entity Management	As the point of contact, they have primary responsibility for risk management. The process of assessing, measuring and controlling risks is ongoing and integrated in the day-to-day activities of the business through business and risk frameworks set by the second line of defence.
2nd Line of Defence	Consists of specialist roles: Finance function; Risk Management function; Legal function; the governance and assurance functions (excluding Internal Audit)	The second line of defence functions are responsible for setting frameworks within the parameters set by the Board; and report to the Board Governance Committees. They implement the Group's risk management framework and policies, approve risk within specific mandates and provide an independent overview of the effectiveness of risk management by the first line of defence.
3rd Line of Defence	Internal Audit	They set the internal audit framework and provide an independent assessment of the adequacy and effectiveness of the overall risk management framework and risk governance structures, and reports to the board through the Audit & Governance committee.

3.2 Risk Categories
The risk types that the Group is exposed to within its business operations are defined below. The definitions are consistent with the Group's risk culture and language

3.21 Credit Risk
Credit risk is the risk of loss from obligor or counterparty default on financial or contractual obligations. Credit risk comprises counterparty risk, settlement risk and concentration risk. These risk types are defined as follows:

Counterparty risk: The risk of credit loss to the Group as a result of the failure by a counterparty to meet its financial and/or contractual obligations to the Group as they fall due. This risk type has three components:

i. **Primary credit risk**: The exposure at default arising from lending and related investment product activities (including their underwriting).
ii. **Pre-settlement credit risk**: The exposure at default arising from unsettled forward and derivative transactions. This risk arises from the default of the counterparty to the transaction and is measured as the cost of replacing the transaction at current market rates.

iii. **Issuer risk**: The exposure at default arising from traded credit and equity products (including the primary market issue underwriting of these products).
Settlement risk: Settlement is the exchange of two payments or the exchange of an asset for a payment. Settlement risk represents the risk of loss to the Group from settling a transaction where value is exchanged, but where the Group may not receive all or part of the counter value.

Credit concentration risk: The risk of loss to the Group as a result of excessive build-up of exposure to, among others, a single counterparty or counterparty segment, an industry, a market, a product, a financial instrument or type of security, a country or geography, or a maturity. This concentration typically exists where a number of counterparties are engaged in similar activities and have similar characteristics, which could result in their ability to meet contractual obligations being similarly affected by changes in economic or other conditions.

3.22 Country Risk
The Group defines country risk to include cross-border risk. Country risk is the risk of loss arising where political or economic conditions or events in a particular country inhibit the ability of counterparties resident in that country to meet their financial obligations. Country risk events may include sovereign defaults, banking or currency crises, social instability and governmental policy changes or interventions such as expropriation, nationalization and asset confiscation. Transfer and convertibility risk (such as exchange controls and foreign debt moratoria) represent an important element of cross-border country risk.

3.23 Liquidity Risk

Liquidity risk arises when the Group, despite being solvent, is unable to maintain or generate sufficient cash resources to meet its payment obligations as they fall due, and/or can only do so on materially disadvantageous terms. This may arise when counterparties who provide the Group with funding withdraw or do not roll over that funding, or as a result of a general disruption in asset markets that renders normally liquid assets illiquid.

For The Year Ended 31 December 2024
Financial Risk Management

Liquidity risk encompasses both funding liquidity risk and asset liquidity risk:

i. Funding liquidity risk (also referred to as cash-flow risk) is defined as the risk that a financial institution will be unable to raise the cash necessary to roll over its debt; to fulfil the cash, margin, or collateral requirements of counterparties; or to meet capital withdrawals.

ii. Asset liquidity risk (also referred to as market or trading liquidity risk) results from a large position size forcing transactions to influence the price of securities. This is managed by establishing position limits on assets (especially assets that are not heavily traded).

3.24 Market Risk

Market risk is the exposure to an adverse change in the market value, earnings (actual or effective) or future cash flows of a portfolio of financial instruments (including commodities) caused by adverse movements in market variables such as equity, bond and commodity prices; currency exchange and interest rates; credit spreads; recovery rates and correlations; as well as implied volatilities in these variables.

3.25 Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. This includes business risk, information and legal risk; but excludes reputational risk.

Business risk: is the risk of loss, due to operating revenues not covering operating costs and is usually caused by:

· inflexible cost structures;

· market-driven pressures, such as decreased demand, increased competition or cost increases;

· group-specific causes, such as a poor choice of strategy, reputational damage or the decision to absorb costs or losses to preserve reputation.

It includes strategic risk, which is the risk that the Group's future business plans and strategies may be inadequate to prevent financial loss or protect the Group's competitive position and shareholder value.

3.26 Reputational Risk

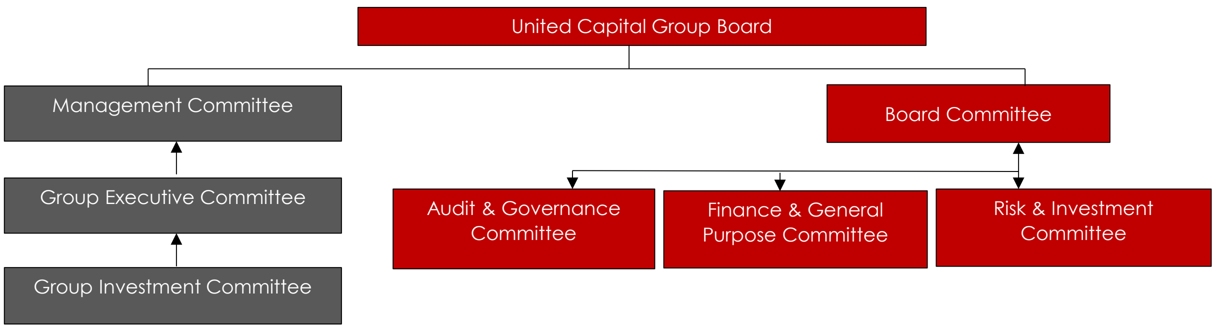
Reputational risk results from damage to the Group's image among stakeholders, which may impair its ability to retain and generate business. Such damage may result from a breakdown of trust, confidence or business relationships.

3.3 Risk Management Framework

3.31 Governance Structure

Strong independent oversight is in place at all levels throughout the Group. The risk governance structure is based on the principle that each line of business is responsible for managing the risks inherent in its business, albeit with appropriate corporate oversight. In support of this framework, business risk policies are approved to guide each line of business for decisions regarding the business' risk strategy, policies as appropriate and controls.

Risk management reports independently of the lines of business to provide oversight of Group-wide risk management and controls, and is viewed as a partner in achieving appropriate business risk and reward objectives. Risk Management coordinates and communicates with each line of business through the Group executive committee and business line governance committees. The chief risk officer (Head, Risk Management) is a member of the business line governance committees (which also has the business line chief executive officer as a member).



3.32 Risk Governance Process

The Group has established a practical risk governance process that relies on both individual responsibility and collective oversight, supported by comprehensive and independent reporting. This approach balances strong corporate oversight at Group level with participation by the senior executives of the Group in all significant risk matters. This also supports the effectiveness of the three lines of defense system as business line managers are kept abreast of inherent and emerging risks related to their respective business lines.

For The Year Ended 31 December 2024
Financial Risk Management

The governance committees are a key component of the risk management framework. They have clearly defined mandates and authorities, which are reviewed regularly. Board committees meet at least quarterly to review business strategies and ongoing achievement of risk and business objectives. This is achieved by means of formal reporting by respective business and governance units within the Group; as well as interviews/testimonials from key senior business and support executives.

Management committees meet at least monthly to review the business environment, execute strategy revalidation, and are focused on measuring, monitoring and managing risk. The Group Investment Committee is charged with the asset/liability management, as well as ongoing capital and liquidity risk management of the Group and individual business entities; as well as the review and risk analysis of investment and/or new product/business proposals from business units (either due to the type of product/investment or the size/risk profile of the transaction). All approvals are executed in line with clearly defined authority levels (e.g. new business product/service lines must be approved by the Board on recommendation of the Finance, Investments and Risk Management committee).

Business line governance committees are constituted in line with the nature and risk of specific business activities. Business (line) risk framework/policies defined by the Group Risk Management function may prescribe the establishment of a business line governance committee to guide the strategy/operation of specific business lines (for instance: proprietary trading activities). Business line governance committees typically have membership from independent research, risk management, internal control and business line managers. These committees typically meet weekly (or as otherwise defined in specific business risk policy). Business risk frameworks define the risk appetite for the specific business lines amidst capital allocated for the business operation. In aggregate, the Group seeks to maintain a low-moderate risk appetite.

The board establishes and maintains oversight of the Group's risk appetite by:

i. Providing strategic leadership and guidance;

ii. Reviewing and approving annual budgets and forecasts, under both normal and stressed conditions, for the Group and each business unit; and

iii. Regularly reviewing and monitoring the Group's risk performance through quarterly board reports.

The Group's ERM framework stipulates the following terms which have specific meaning within the Group and guide risk management considerations:

i. Residual risk: the leftover risk exposure after implementation of mitigation efforts and controls

ii. Risk appetite: the amount or type of residual risk that the Group is prepared to accept to deliver on its financial/business objectives. It reflects the capacity to sustain losses and continue to meet obligations as they fall due, under both normal and a range of stress conditions.

iii. Risk tolerance: the maximum amount or type of risk the Group is prepared to tolerate above stipulated risk appetite levels for short periods of time (based on the understanding that management action is taken to get back within risk appetite).

iv. Risk capacity: the maximum amount of risk the Group is able to support within its available financial resources

v. Risk profile: the amount or type of risk the Group holds at a specific point in time

vi. Risk tendency: is defined as a forward-looking view of the anticipated change in the Group's risk profile as a result of portfolio effects and/or changes in economic conditions. Changes in economic conditions may either be in the form of formally approved macroeconomic stress scenarios or ad-hoc stress scenarios models

The Group runs a Group Shared Service operations process supported by an Enterprise Resource Platform system. Risk Management is supported by risk technology and operations functions that are responsible for building the information technology infrastructure used to monitor and manage risk Group-wide and at respective business line and entity levels. Risk Management has oversight of all risk types (excluding Legal risk which is managed by the Legal and Compliance; and Reputational risk which is under the oversight of the Group Chief Operating Officer)

3.4 Credit Risk Management

Credit risk is the risk of loss from obligor or counterparty default on financial or contractual obligations. The Group may be exposed to credit risk arising primarily from trading activities (including debt securities), settlement balances with market counterparties, fair value through other comprehensive income (FVTOCI) and reverse repurchase lending agreements. Other sources include wholesale credit to large corporate and institutional clients (on a restrictive basis)

Credit risk management is overseen by the group risk management function and implemented within the lines of business; with oversight by the management and board committees. The Group's credit risk management governance consists of the following objectives:

- Establish a robust risk policy and control framework
- Maintain a strong culture of responsible investing
- Identify, assess and measure credit risk across the Group, from the level of individual securities and counterparties; up to aggregate portfolio holdings
- Define, implement and continually re-evaluate business risk appetite under actual and scenario conditions
- Monitoring and managing credit risk across individual exposures and all portfolio segments
- Assigning and ensuring adherence to agreed controls
- Ensure there is independent, expert analysis of credit risks; and their mitigation

For The Year Ended 31 December 2024
Financial Risk Management

3.41 Risk Identification and Measurement

The Group is exposed to credit risk through its capital and money market activities and advisory services businesses. Risk Management works in partnership with the business segments in identifying and aggregating exposures across all lines of business.

The Group dedicates considerable resources to gaining a clear and accurate understanding of credit risk across the business and ensuring that its balance sheet correctly reflects the value of the assets in accordance with IFRS.

To measure credit risk, the Group employs several methodologies for estimating the likelihood of obligor or counterparty default. In the year under review, credit risk exposure was quantified on the basis of both adjusted exposure and absolute exposure. External credit ratings are considered in evaluating probability of default. The enterprise risk management framework recognizes credit ratings from Basel recognized External Credit Assessment Institutions (ECAI) and Agusto & Co. Ltd. External ratings are often internally adjusted for prudence. The Group regularly validates the performance of ratings and their predictive power with regard to default events.

Primary credit risk arising from debt exposure is measured in accordance with the accounting value for outstanding exposure, including applicable accrued interest and gross of any specific credit impairments, and a measure of the expectation of additional exposure which may arise at default. Debt portfolios are structured to have an investment grade profile.

Wholesale credit risk exposure, where it exists, is monitored regularly at an aggregate portfolio, industry and individual counterparty basis with established concentration limits that are reviewed and revised, as deemed appropriate by Group investment committee, at least on an annual basis. Industry and counterparty limits, as measured in terms of exposure and economic credit risk capital, are subject to stress-based loss constraints. Management of the Group's wholesale credit risk exposure is accomplished through a number of means including: stringent loan underwriting and credit approval process; as well as collateral and other risk-reduction techniques. Wholesale credit exposure are at a minimum reviewed and approved at the level of the Group investment committee

Pre-settlement risk is measured on a potential future exposure basis, taking into account implicitly the liquidity and explicitly the volatility of the reference asset or price of the instrument or product and the tenor of the exposure. Instruments that give rise to issuer credit risk are measured as primary credit risk

Settlement risk is measured on a notional basis, assuming that the counter value will not be received. The daily settlement profile for the counterparty concerned is the aggregate of all settlements due by the counterparty on that date, either on a gross or net basis, depending on whether the underlying transaction agreements include netting or not.

3.42 Maximum exposure to credit risk

	Group		Company	
	2024	2023	2024	2023
	N'000	N'000	N'000	N'000
Cash and cash equivalents	337,013,523	145,255,523	56,396,411	12,683,441
Investment securities:				
Amortised cost	726,612,491	281,960,129	149,045,921	123,377,070
Fair value through OCI (FVOCI)	22,187,950	17,676,481	10,500,724	8,645,813
Loans and advances	59,021,818	25,147,676	-	-
Trade and other receivables	29,893,718	8,300,395	18,681,584	2,077,634
Dividend receivable from subsidiaries	-	-	8,940,000	6,309,000
	1,174,729,500	**478,340,203**	**234,624,639**	**146,783,957**

Fair value through OCI (FVOCI) Instruments include Bonds and Mutual Funds investments fair valued through OCI. Quoted and unquoted equity instruments have been excluded.
Balances included in Trade and other receivables above are those subject to credit risks. Items not subject to credit risk, which include deposit for shares, prepayment, and WHT receivable have been excluded.

3.43 Credit risk analysis as at 31 December 2024

Group

	AAA - A-	BBB+ - B-	CCC+ - C-	Not rated	Carrying amount
	N'000	N'000	N'000	N'000	N'000
Cash and cash equivalents	**302,104,481**	**21,103,310**	**-**	**13,805,732**	**337,013,523**
Investment securities:					
Amortised cost	**222,633,470**	**488,358,187**	**1,728,510**	**13,892,324**	**726,612,491**
Long term placements	203,263,214	15,247,025	-	13,892,324	232,402,562
Commercial papers	2,796,973	1,791,574	-	-	4,588,547
Treasury bills	-	73,749,793	-	-	73,749,793
Federal government bonds	-	48,836,630	-	-	48,836,630
State government bonds	-	18,493,323	-	-	18,493,323
Eurobond	-	588,855	-	-	588,855
Corporate bonds	16,573,284	329,650,987	1,728,510	-	347,952,781
Fair value through OCI (FVOCI)	**12,384,633**	**4,838,006**	**-**	**4,965,312**	**22,187,950**
Bonds	-	4,838,006	-	-	4,838,006
Mutual funds	12,384,633	-	-	4,965,312	17,349,944
Loans to customers	**-**	**-**	**-**	**59,021,818**	**59,021,818**
Trade and other receivables	**-**	**-**	**-**	**29,893,718**	**29,893,718**
Total	**537,122,583**	**514,299,503**	**1,728,510**	**121,578,903**	**1,174,729,500**

For The Year Ended 31 December 2024
Financial Risk Management

Company

	AAA - A-	BBB+ - B-	CCC+ - C-	Not rated	Carrying amount
	N'000	**N'000**	**N'000**	**N'000**	**N'000**
Cash and cash equivalents	**51,296,957**	**-**	**-**	**5,099,454**	**56,396,411**
Investment securities:					
Amortised cost	**131,630,961**	**8,514,590**	**-**	**8,900,369**	**149,045,920**
Long term placements	131,630,961	-	-	8,900,369	140,531,330
Loans to customers	-	-	-	-	-
Eurobonds	-	588,855	-	-	588,855
State government bonds	-	6,460,191	-	-	6,460,191
Corporate bonds	-	1,465,545	-	-	1,465,545
Fair value through OCI (FVOCI)	**5,535,412**	**-**	**-**	**4,965,312**	**10,500,724**
Mutual funds	5,535,412	-	-	4,965,312	10,500,724
Dividend receivable from subsidiaries	**8,940,000**	**-**	**-**	**-**	**8,940,000**
Trade and other receivables	**-**	**-**	**-**	**18,681,584**	**18,681,584**
Total	**188,463,331**	**8,514,590**	**-**	**37,646,718**	**234,624,639**

Credit risk analysis as at 31 December, 2023

Group

	AAA - A-	BBB+ - B-	CCC+ - C-	Not rated	Carrying amount
	N'000	**N'000**	**N'000**	**N'000**	**N'000**
Cash and cash equivalents	**84,943,226**	**59,456,927**	**-**	**-**	**144,400,153**
Investment securities:					
Amortised cost	**51,305,956**	**62,323,843**	**100,127,538**	**93,350,468**	**339,591,093**
Long term placements	41,522,498	-	4,811,598	27,035,627	73,369,723
Commercial papers	62,041	-	7,553,965	-	7,616,006
Loans to customer	-	-	-	66,314,841	66,314,841
Treasury bills	-	-	2,752,731	-	2,752,731
Federal government bonds	9,721,417	-	30,810,329	-	40,531,746
State government bonds	-	-	20,648,069	-	20,648,069
Eurobond	-	-	1,067,558	-	1,067,558
Corporate bonds	-	62,323,843	32,483,288	-	127,290,419
Fair value through OCI (FVOCI)	**8,221,445**	**-**	**9,455,036**	**-**	**17,676,481**
Bonds	8,221,445	-	-	-	8,221,445
Mutual Funds	-	-	9,455,036	-	9,455,036
Trade and other receivables	**-**	**-**	**-**	**8,300,395**	**8,300,395**
Total	**144,470,626**	**121,780,770**	**109,582,574**	**101,650,863**	**509,968,121**

Company

	AAA - A-	BBB+ - B-	CCC+ - C-	Not rated	Carrying amount
	N'000	**N'000**	**N'000**	**N'000**	**N'000**
Cash and cash equivalents	9,687,803	2,995,638	-	-	12,683,441
Investment securities:					
Amortised cost	**-**	**52,621,447**	**1,067,558**	**71,382,827**	**125,071,832**
Long term placements	-	39,938,611	-	5,067,986	45,006,597
Loans to customers	-		-	66,314,841	66,314,841
Treasury bills	-	-	-	-	-
Eurobonds	-	-	1,067,558	-	1,067,558
Federal government bonds	-	2,063,695	-	-	2,063,695
State government bonds	-	9,153,994	-	-	9,153,994
Corporate bonds	-	1,465,147	-	-	1,465,147
Mutual funds	-	-	-	-	-
Fair value through OCI (FVOCI)	**3,680,501**	**-**	**-**	**4,965,312**	**8,645,813**
Mutual funds	3,680,501	-	-	4,965,312	8,645,813
Trade and other receivables	**-**	**-**	**-**	**2,077,634**	**2,077,634**
Total	**13,368,304**	**55,617,085**	**1,067,558**	**78,425,772**	**148,478,720**

Geographical sectors
2024

	Group		Company	
	Nigeria	**Other Countries**	**Nigeria**	**Other Countries**
	N'000	**N'000**	**N'000**	**N'000**
Cash and cash equivalents (excluding cash in hand)	337,013,523	-	56,396,411	-
Investment securities:				
Amortised cost	726,612,491	-	149,045,920	-
Loans and advances	59,021,818	-	-	-
Fair value through OCI (FVOCI)	22,187,950	-	10,500,724	-
Trade and other receivables	29,893,718	-	18,681,584	-
Dividend receivable from subsidiaries	-	-	8,940,000	-
	1,174,729,500	**-**	**243,564,639**	**-**

For The Year Ended 31 December 2024
Financial Risk Management

2023	Group		Company	
	Nigeria N'000	Other Countries N'000	Nigeria N'000	Other Countries N'000
Cash and cash equivalents	145,255,523	-	12,683,441	-
Investment securities:				
Amortised cost	281,960,129	-	125,071,832	-
Loans and advances	25,147,676	-	-	-
Fair value through OCI (FVOCI)	17,676,481	-	8,645,813	-
Trade and other receivables	8,300,395	-	2,077,634	-
Dividend receivable from subsidiaries	-	-	6,309,000	
	478,340,203	**-**	**154,787,719**	**-**

3.44 Risk Monitoring and Management

The Group employs the use of internal exposure limits to its counterparties. Money market counterparties are selected on using a set of criteria that includes an investment grade credit rating and a systemic risk relevance based on a benchmark hurdle rate. Exposure limits are assigned on the basis of the counterparty assessment based on these selection criteria.

The Group has developed policies and practices that are designed to preserve the independence and integrity of the approval and business decision-making process to ensure credit risks are assessed accurately, approved properly, monitored regularly and managed actively at both the transaction and portfolio levels.

The framework establishes credit approval authorities, concentration limits, risk-rating methodologies, and portfolio review parameters. The Group manages, limits and controls concentrations of credit risk wherever they are identified – in particular, to individual counterparties and groups, and to industries, geographies and countries.

Impairment allowances are recognized for financial reporting purposes only for losses that have been incurred at the date of the consolidated statement of financial position based on objective evidence of impairment.

3.45 Risk reporting

To enable monitoring of credit risk and effective decision making, aggregate credit exposure, credit quality forecasts, concentration levels and risk profile changes are reported regularly to the management committees; and board committee at least quarterly. Stress testing is important in measuring and managing credit risk in the Group's business portfolios. The process assesses the potential impact of alternative economic and business scenarios on estimated credit losses for the Group. In conjunction with independent research, the risk management function considers economic scenarios (and parameters underlying those scenarios) which may lead to credit migration, changes in counterparty liquidity and/or solvency states and the potential losses from credit exposures. During the period under review, credit exposures are considered on the basis of absolute loss exposure impact.

3.5 Country Risk Management

Country risk is the risk that a political, economic or sovereign event or action alters the value or terms of contractual obligations of obligors, counterparties and issuers related to a country.

The Risk and Investment Committee (RIC) is responsible for the management of country risk across the Group. The RIC committee delegates the functional oversight of country risk management to the Group executive committee. The Group risk management function maintains oversight of country risk exposures and reports to the Group executive committee monthly and the RIC committee on a quarterly basis.

Risk Identification and Measurement

The Group country risk governance standards incorporate the use of external ratings from qualifying External Credit Assessment Institutions (ECAIs). Country risk exposure management is based on country, sovereign and business environment risk assessment. Exposure in countries qualifying as medium and high risk countries is subject to increased analysis and monitoring.
Country exposures are generally measured by considering the Group's risk to an immediate default of the counterparty or obligor, with zero recovery. Where required, the group seeks to incorporate country risk mitigation via methods like co-financing with multilateral institutions; political and commercial risk insurance; transaction structures to mitigate transferability and convertibility risk (such as collateral, collection and margining deposits outside the jurisdiction in question).

Risk Monitoring and Control

Group risk management in conjunction with independent research employs the use of surveillance tools for early identification of potential country risk concerns. Country ratings and exposures are actively monitored and reported on a regular basis based on an assessment of potential risk of loss associated with a significant sovereign, political, social, or economic crisis.

3.5 Liquidity Risk Management

Liquidity risk management is intended to ensure that the Group has the appropriate amount, composition and tenor of funding and liquidity to support its assets.

The primary objectives of effective liquidity management are to ensure that the Group's legal entities are able to operate in support of client needs and meet contractual and contingent obligations under both normal and stressed market conditions; as well as to maintain debt ratings that enable the Group to optimize its funding mix and liquidity sources at minimal cost.

United Capital manages liquidity and funding using a centralized Treasury approach in order to actively manage liquidity for the Group as a whole, monitor exposure and identify constraints on the transfer of liquidity within the Group; and maintain the appropriate amount of surplus liquidity as part of the Group's overall balance sheet management strategy.

For The Year Ended 31 December 2024
Financial Risk Management

Risk Identification and Measurement

In the context of the Group's liquidity management, Treasury is responsible for:

- Measuring, managing, monitoring and reporting the Firm's current and projected liquidity sources and uses;
- Managing funding mix and deployment of excess short term cash

In addition, in conjunction with the Group risk management function, Treasury is also responsible for:

- Understanding the liquidity characteristics of the Firm's assets and liabilities;
- Defining and monitoring Group-wide and legal entity liquidity strategies and contingency funding plans;
- Liquidity stress testing under a variety of adverse scenarios;
- Defining and addressing the impact of regulatory changes on funding and liquidity.

The Group adopts a three pronged approach to its liquidity risk management process which aligns strategies to liquidity risk categories. The Group recognizes three categories of liquidity risk - short-term, structural, and contingent liquidity risk. These three liquidity risk management categories are governed by a comprehensive internal governance framework to identify, measure and manage exposure to liquidity risk

Treasury, in conjunction with the Group risk management, is responsible for business activities governing the implementation of the Group's liquidity management process:

Category	Activities
Short term liquidity risk management	●Monitor daily cash flow requirements ●Manage intra-day liquidity positions ●Monitor repo and bank funding shortage levels ●Manage short term cash flows ●Manage daily foreign currency liquidity ●Provide guidance on fund taking rates in conformity with longer term and contingent liquidity requirements (as informed by the management committees)
Structural liquidity risk management	●Identify and manage medium to long term liquidity mismatches ●Ensure a structurally sound balance sheet ●Manage long term cash flows ●Determine and apply behavioural profiling to investor portfolios (in ●Preserve a diversified funding base ●Assess foreign currency liquidity exposures ●Establish liquidity risk appetite
Contingency liquidity risk management	●Establish and maintain contingency funding plans ●Monitor and manage early warning liquidity indicators ●Ensure regular liquidity stress tests and scenario analysis ●Establish liquidity buffer levels in conformity with anticipated stress events ●Convene liquidity crisis management committees (as required) ●Ensure diversification of liquidity buffer portfolios

Risk Monitoring and Control
Monitoring and reporting entails cash flow measurement and forecasting for the next day, week, biweekly, month, quarter, half-year and yearly as these are key periods for liquidity management. The starting point for those projections is an analysis of the contractual maturity of the financial liabilities and the expected receivable date of the financial assets.

Foreign currency liquidity risk management

The Group maintains active monitoring and management of foreign currency assets and liabilities using suitable indicators to consistently track changes in market liquidity and/or exchange rates. In general, uncovered or unmatched or un-hedged FX positions is restricted.

Funding
The Group is funded primarily by a well-diversified mix of retail, corporate and public sector funds. This funding base ensures stability and low funding cost with minimal reliance on more expensive tenured deposit and loan markets. The Group places considerable importance on the Sinking fund portfolio and other managed funds from both Trusteeship and wealth management business.

The Group employs a diversified funding strategy to fund its balance sheet which incorporates a coordinated approach to accessing capital and loan markets (where necessary). Funding markets are evaluated on an ongoing basis to ensure appropriate Group funding strategies are executed depending on the market, competitive and regulatory environment.

Concentration risk limits are used within the Group to ensure that funding diversification is maintained across products, sectors, geography and counterparties.

Non-derivative financial liabilities and assets held for managing liquidity risk
Presented in the table below are the cash flows payable by the Group under non-derivative financial liabilities and assets held for managing liquidity risk by remaining contractual maturities at the date of the consolidated statement of financial position. The amounts disclosed in the table below, are the contractual undiscounted cash flow and the assets held for managing liquidity risk.

For The Year Ended 31 December 2024
Financial Risk Management

Group – 31 December, 2024	< 30 days	31 - 90 days	91 - 180 days	181 - 365 days	1-3 years	> 3 years	Gross Nominal	Carrying Amount
Assets	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Cash and cash equivalents	112,201,610	61,287,617	64,491,558	87,202,694	15,459,988	-	340,643,467	337,013,523
Eurobonds	-	-	-	-	-	614,201	614,201	588,855
Federal government bonds	-	-	-	-	52,075,132	-	52,075,132	48,836,630
State government bonds	-	-	-	20,593,776	-	-	20,593,776	18,493,323
Corporate bonds	-	-	-	320,097,293	-	33,085,533	353,182,826	347,952,781
Commercial papers	-	-	-	5,154,868	-	-	5,154,868	4,588,547
Mutual funds	-	-	-	-	9,675,234	235,338,210	245,013,444	222,095,508
Quoted equities	22,813,000	-	-	-	-	31,282,219	54,095,219	54,095,219
Unquoted equities	-	-	-	-	-	128,301,932	128,301,932	125,955,461
Trade and other receivables	-	-		37,158,329	-	-	37,158,329	29,893,718
Loans to customers	-	-	-	68,047,197	-		68,047,197	59,021,818
Total	**135,014,610**	**61,287,617**	**64,491,558**	**538,254,156**	**77,210,354**	**428,622,096**	**1,304,880,391**	**1,248,535,383**
Liabilities								
Borrowed funds	-	-	7,427,355	22,297,547	-	470,419,911	500,144,813	406,060,830
Managed funds	11,969,749	129,540,480	4,345,142	782,786,180	14,043,145	55,422,735	998,107,431	846,600,428
Other Liabilities	286,480,734	29,058,378	-	-	-	-	315,539,112	315,539,112
Total	**298,450,483**	**158,598,857**	**11,772,497**	**805,083,727**	**14,043,145**	**525,842,646**	**1,813,791,355**	**1,568,200,371**
Assets	135,014,610	61,287,617	64,491,558	538,254,156	77,210,354	428,622,096	1,304,880,391	1,248,535,383
Liabilities	298,450,483	158,598,857	11,772,497	805,083,727	14,043,145	525,842,646	1,813,791,355	1,568,200,371
Liquidity gap	**(163,435,873)**	**(97,311,240)**	**52,719,061**	**(266,829,571)**	**63,167,209**	**(97,220,550)**	**(508,910,964)**	**(319,664,987)**
Cummulative gap	**(163,435,873)**	**(260,747,114)**	**(208,028,053)**	**(474,857,623)**	**(411,690,414)**	**(508,910,964)**	**2,322,702,320**	**1,887,865,358**

Company – 31 December, 2024	< 30 days	31 - 90 days	91 - 180 days	181 - 365 days	1-3 years	> 3 years	Gross Nominal	Carrying Amount
Assets	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Cash and cash equivalents	6,162,091	50,802,035	-	-	-	-	56,964,126	56,396,411
Long-term investments	-	-	-	132,385,633	-	8,900,369	141,286,002	140,531,330
Mutual funds	-	-	-	1,854,911	8,645,813	-	10,500,724	10,500,724
Quoted equities	1,255,808	-	-	-	-	-	1,255,808	1,255,808
Unquoted equities	-	-	-	-	-	30,288,397	30,288,397	24,624,713
Trade and other receivables	-	-	-	19,937,205	-	-	19,937,205	18,681,584
Dividend receivable	-	8,940,000	-	-	-	-	8,940,000	8,940,000
Total	**7,417,899**	**59,742,035**	**-**	**154,177,749**	**8,645,813**	**39,188,766**	**269,172,261**	**260,930,569**
Liabilities								
Borrowings	-	16,237,079	7,427,355	22,297,547	-	367,558,566	413,520,546	328,699,338
Other liabilities	-	31,965,857	-	-	-	-	31,965,857	31,965,857
Total	**-**	**48,202,935**	**7,427,355**	**22,297,547**	**-**	**367,558,566**	**445,486,402**	**360,665,195**
Assets	7,417,899	59,742,035	-	154,177,749	8,645,813	39,188,766	269,172,261	260,930,569
Liabilities	-	48,202,935	7,427,355	22,297,547	-	367,558,566	445,486,402	360,665,195
Liquidity gap	**7,417,899**	**11,539,099**	**(7,427,355)**	**131,880,202**	**8,645,813**	**(328,369,800)**	**(176,314,141)**	**(99,734,626)**
Cummulative gap	**7,417,899**	**18,956,998**	**11,529,643**	**143,409,846**	**152,055,659**	**(176,314,141)**	**(352,628,282)**	**(452,362,908)**

Group – 31 December, 2023	< 30 days	31 - 90 days	91 - 180 days	181 - 365 days	1-3 years	> 3 years	Gross Nominal	Carrying Amount
Assets	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Cash and cash equivalents	21,805,951	127,810,762	-	-	-	-	149,616,713	145,255,523
Eurobond	-	-	22,378,254	135,715,922	-	15,058,398	173,152,574	1,067,558
Federal government bonds	-	-	-	50,664,683	-	-	50,664,683	40,531,746
State government bonds	-	-	-	20,648,069	-	-	20,648,069	20,648,069
Corporate bonds	-	-	-	94,807,131	-	-	94,807,131	127,290,419
Commercial papers	-	-	-	7,616,006	-	-	7,616,006	7,616,006
Mutual funds	-	-	-	127,594,759	9,675,234	29,731,482	167,001,475	9,455,036
Quoted equities	25,630,038	-	-	-	-	(0)	25,630,038	20,760,915
Unquoted equities	-	-	-	-	-	110,295,885	110,295,885	86,847,154
Trade and other receivables	-	-	11,134,988	5,670,511	-	-	16,805,499	7,287,874
Loans and receivables	-	-	-	-	114,536,888	25,198,607	139,735,495	139,684,564
Total	**47,435,989**	**127,810,762**	**33,513,242**	**442,717,080**	**124,212,122**	**180,284,373**	**955,973,568**	**606,444,865**
Liabilities								
Borrowings	-	-	7,427,355	22,297,547	-	230,982,390	260,707,291	200,822,968
Managed funds	11,969,749	129,540,480	4,345,142	515,611,855	14,043,145	55,422,735	730,933,106	600,106,217
Other liabilities	2,041,140	29,058,378	-	-	-	-	31,099,518	31,099,518
Total	**14,010,889**	**158,598,857**	**11,772,497**	**537,909,402**	**14,043,145**	**286,405,125**	**1,022,739,916**	**832,028,704**
Assets	47,435,989	127,810,762	33,513,242	442,717,080	124,212,122	180,284,373	955,973,568	606,444,865
Liabilities	14,010,889	158,598,857	11,772,497	537,909,402	14,043,145	286,405,125	1,022,739,916	832,028,704
Liquidity gap	**33,425,100**	**(30,788,095)**	**21,740,746**	**(95,192,322)**	**110,168,977**	**(106,120,752)**	**(66,766,347)**	**(225,583,839)**
Cummulative gap	**33,425,100**	**2,637,005**	**24,377,750**	**(70,814,572)**	**39,354,404**	**(66,766,346)**	**(133,532,691)**	**(359,116,528)**

For The Year Ended 31 December 2024
Financial Risk Management

Company – 31 December, 2023

	< 30 days	31 - 90 days	91 - 180 days	181 - 365 days	1-3 years	> 3 years	Gross Nominal	Carrying Amount
Assets	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Cash and cash equivalents	899,832	14,146,809	-	-	-	-	15,046,641	13,201,405
Long term investment	-	-	115,312,130	20,199,623	-	5,067,986	140,579,739	111,321,438
Bond	-	-	-	1,094,529	-	15,528,332	16,622,861	12,682,836
Mutual funds	-	-	-	-	11,671,847	-	11,671,847	8,645,813
Quoted equities	17,388,501	-	-	-	-	-	17,388,501	17,388,501
Trade and other receivables	-	-	1,480,857	6,388,534	-	-	7,869,391	6,467,124
Dividend receivable	-	6,309,000	-	-	-	-	6,309,000	6,309,000
Total	**18,288,333**	**20,455,809**	**116,792,988**	**27,682,686**	**11,671,847**	**20,596,318**	**215,487,980**	**176,016,117**
Liabilities								
Borrowings	-	16,237,079	7,427,355	22,297,547	-	205,248,509	251,210,489	199,132,509
Other liabilities	-	15,148,590	-	-	-	-	15,148,590	15,148,590
Total	**-**	**31,385,668**	**7,427,355**	**22,297,547**	**-**	**205,248,509**	**266,359,079**	**214,281,099**
Assets	18,288,333	20,455,809	116,792,988	27,682,686	11,671,847	20,596,318	215,487,980	176,016,117
Liabilities	-	31,385,668	7,427,355	22,297,547	-	205,248,509	266,359,079	214,281,099
Liquidity gap	**18,288,333**	**(10,929,860)**	**109,365,633**	**5,385,139**	**11,671,847**	**(184,652,191)**	**(50,871,098)**	**(38,264,982)**
Cummulative gap	**18,288,333**	**7,358,474**	**116,724,107**	**122,109,246**	**133,781,093**	**(50,871,098)**	**(101,742,196)**	**(140,007,178)**

Stress Testing

Liquidity stress tests are intended to ensure sufficient liquidity for the Group under adverse scenarios. Stress tests are considered in the formulation of the Group's funding plan and assessment of its liquidity position. Liquidity outflow assumptions are modelled across a range of time horizons and market and idiosyncratic stress.

Liquidity stress tests assume all of the Group's contractual obligations, as well as estimates of potential non-contractual and contingent outflows are met and also take into consideration varying levels of access to unsecured and secured funding markets.

Credit Ratings

The cost and availability of financing are influenced by the Group's credit ratings. Reductions in these ratings could have an adverse effect on the Group's access to liquidity sources, increase the cost of funds, trigger additional collateral or funding requirements and decrease the number of investors and counterparties willing to lend to the Group. Accordingly, the Group places due emphasis on maintaining and improving its credit rating.

Credit ratings are dependent on multiple factors including the sovereign rating, capital adequacy levels, quality of earnings, credit exposure, our risk management framework and funding diversification. The Group's F.I.RM committee ensures proper monitoring of these parameters and their possible impact on our credit rating as part of the Group's liquidity risk management and contingency planning considerations.

3.6 Market Risk Management

Market risk is the exposure to an adverse change in the market value of portfolios and financial instruments caused by a change in their market prices

The Group's exposure to market risks is categorized as follows:

· Market risk in trading activities: trading activities which may comprise market making, arbitrage and proprietary trading. These activities are primarily carried out within the Group's securities trading business
· Interest rate risk on the balance sheet: this refers to risks inherent in the different re-pricing characteristics of balance sheet assets and liabilities. These may include re-pricing risk, basis risk, yield curve risk, and optionality risk.
· Equity investments on the balance sheet: this refers to risks resulting from price changes in listed and unlisted equity investments carried on the group's balance sheet. These investments are typically classified as fair value through other comprehensive income (FVTOCI).
· Foreign currency risk: The Group may be exposed to foreign currency risk as a result of foreign-denominated cash exposures and accruals.

In managing market risks, the Group risk management function works in close partnership with the lines of business, including Treasury, to identify and monitor market risks throughout the Group. The Group's market risk management practices seek to control risk, facilitate efficient risk/return decisions, reduce volatility in operating performance, and provide transparency of the Group's market risk profile to executive management and the board of directors. This involves:

- Independent measurement, monitoring and control of business line and Group wide market risk in accordance to approved risk limits
- Qualitative risk assessments and stress tests

Risk Identification and Measurement

The risk management function articulates market risk management framework and specific business (line) risk frameworks that guide each line of business in the management of the market risks within its unit. The risk management function also responsible for independent oversight of each line of business to ensure that all material market risks are appropriately identified, measured, monitored and managed in accordance with framework guidelines approved.

The Group risk management function uses various metrics, both statistical and non-statistical, to measure and manage market risks including: value-at-risk; stop-loss triggers; stress tests; back-testing; and specific business unit portfolio and product controls.

Value-at-risk, a statistical risk measure, is used to measure the potential loss from adverse market moves under normal market conditions. Historical VaR simulation is used specifically for market risk under normal conditions. Where adopted historical VaR is be based un-weighted historical data for the previous 12 months, a holding period of one day and a 99% confidence level. Daily VaR estimates are converted to a ten-day holding period. Expected shortfall is quantified to counteract the limitations of VaR.

Stop-loss triggers are used to protect the profitability of trading desks, and refer to cumulative or daily trading losses that prompt a review or close-out of positions in trading portfolios.

Specific business unit portfolio and product controls are market risk controls applied to specific business units. These may include permissible instruments, concentration of exposures, gap limits, maximum tenor, stop loss triggers, price validation and balance sheet substantiation. In addition, only approved products that can be independently priced and properly processed are permitted to be traded.

In recognition of the unpredictability of markets, stress testing is adopted to provide an indication of the potential losses that could occur under extreme market conditions and where longer holding periods may be required to exit positions.

For The Year Ended 31 December 2024
Financial Risk Management

Stress tests carried out by the Group include individual market risk factor testing, combination of market risk factor testing, combination of market factors per trading desk and combinations of trading desks. The testing considers both historical market events and hypothetical forward-looking scenarios. A consistent stress-testing methodology is applied to trading and non-trading books. Stress scenarios are regularly updated to reflect changes in risk profile and economic events.

Interest rate risks in trading and non-trading portfolios are quantified using both earnings- and valuation-based measurement techniques. This is monitored at least on a monthly basis by the Group investment committee.

Interest rate sensitivity analysis as at 31 December, 2024

Group	**Value as at 2024**	**5% higher**	**5% lower**
	N'000	**N'000**	**N'000**
Cash and cash equivalents	291,471,904	14,573,595	(14,573,595)
Financia asset measured at amotised cost	726,612,491	36,330,625	(36,330,625)
Trade and other receivables - deposit for investment	124,965,347	6,248,267	(6,248,267)
	1,143,049,742	**57,152,487**	**(57,152,487)**

Company	**Value as at 2024**	**5% higher**	**5% lower**
	N'000	**N'000**	**N'000**
Cash and cash equivalents	50,802,035	2,540,102	(2,540,102)
Financia asset measured at armotised cost	149,045,921	7,452,296	(7,452,296)
Trade and other receivables - deposit for investment	124,965,347	6,248,267	(6,248,267)
	324,813,303	**16,240,665**	**(16,240,665)**

Interest rate sensitivity analysis as at 31 December, 2023

Group	**Value as at 2023**	**5% higher**	**5% lower**
	N'000	**N'000**	**N'000**
Cash and cash equivalents	127,810,762	6,390,538	(6,390,538)
Financia asset measured at armotised cost	281,960,129	14,098,006	(14,098,006)
Trade and other receivables - deposit for investment	72,904,620	3,645,231	(3,645,231)
	482,675,511	**24,133,776**	**(24,133,776)**

Company	**Value as at 2023**	**5% higher**	**5% lower**
	N'000	**N'000**	**N'000**
Cash and cash equivalents	12,301,573	615,079	(615,079)
Financia asset measured at armotised cost	123,377,070	6,168,853	(6,168,853)
Trade and other receivables - deposit for investment	72,904,620	3,645,231	(3,645,231)
	208,583,263	**10,429,163**	**(10,429,163)**

Foreign currency risk exposure may arise as a result of foreign-denominated cash exposures, foreign-denominated accruals, and foreign-denominated debt. The finance/treasury function maintains oversight of aggregate foreign currency risk exposure, taking into account naturally offsetting risk positions and managing the Group's residual risk. In general, the Group's policy is not to ordinarily hold significant open FX exposures on the balance sheet. The risk management function conducts foreign currency sensitivity tests to monitor potential impact from rate movements in the FX markets. The table below shows the impact on the Group's and Company's profit before tax if foreign exchange rates on financial instruments held at amortised cost or at fair value had increased by 15 percent (15%), with all other variables held constant.

Foreign currency sensitivity analysis

	Group		**Company**	
	31 December 2024	**31 December 2023**	**31 December 2024**	**31 December 2023**
	=N=' 000	**=N=' 000**	**=N=' 000**	**=N=' 000**
Assets	91,802,997	11,431,020	91,238,339	**9,122,053**
Liabilities	86,961,627	7,799,249	88,528,471	7,869,197
Impact on profit	4,841,370	3,631,771	2,709,868	1,252,856

The Group's market risk management process ensures disciplined risk-taking within a framework of well-defined risk appetite that enables the Group to boost shareholders value while maintaining competitive advantage through effective utilization of risk capital.

3.7 Equity risk

The Group holds investments in listed and unlisted securities. Listed equity securities (quoted on the Nigerian Exchange Limited) is exposed to movement based on the general movement of the all share index and movement in prices of specific securities held by the Group.

Sensitivity analysis assuming a 5% increase/decrease in value of equities.

	Group		**Company**	
	31 December 2024	**31 December 2023**	**31 December 2024**	**31 December 2023**
	=N=' 000	**=N=' 000**	**=N=' 000**	**=N=' 000**
Investment securities at FVTPL	58,108,875	2,397,595	2,005,342	1,305,386
Investment securities at FVOCI	121,941,805	27,515,639	25,200,837	16,083,115
Impact on Profit for the period				
Favourable change @ 5% increase in prices	2,905,444	119,880	100,267	65,269
Unfavourable change @ 5% reduction in prices	(2,905,444)	(119,880)	(100,267)	(65,269)
Impact on Other Comprehensive Income				
Favourable change @ 5% increase in prices	6,097,090	1,375,782	1,260,042	804,156
Unfavourable change @ 5% reduction in prices	(6,097,090)	(1,375,782)	(1,260,042)	(804,156)

Risk Monitoring and Control

Market risk is controlled primarily through a series of limits set in the context of the market environment and business strategy. In setting limits, the Group takes into consideration factors such as market volatility, asset liquidity and accommodation of client business and management experience.

Limits may also be allocated within the lines of business, as well at portfolio level. Limits are established by risk management. Limits are reviewed regularly and updated as appropriate, with any changes approved by appropriate governance committees and risk management.

For The Year Ended 31 December 2024
Financial Risk Management

3.7.1 Fair value estimation

a) Financial instruments measured at fair value

IFRS 13 requires disclosures for all financial instruments measured at fair value.
The table below analyses financial instruments carried at fair value and by valuation method.
The different levels have been defined as follows:
- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- Inputs other than quoted prices included within level 1 that are observable for the asset or liabilities, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs (level 3).

Group 2024	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets measured at fair value	**N'000**	**N'000**	**N'000**	**N'000**
Bonds	4,838,006	-	-	4,838,006
Equity- quoted	54,095,219	-	-	54,095,219
Equity- unquoted	-	36,833,157	-	36,833,157
Mutual funds	-	222,095,508	-	222,095,508
	58,933,225	**258,928,665**	**-**	**317,861,890**

Company 2024	**Level 1**	**Level 2**	**Level 3**	**Total**
	N'000	**N'000**	**N'000**	**N'000**
Financial assets measured at fair value				
Equity- quoted	1,255,808	-	-	1,255,808
Equity- unquoted	-	-	84,866,752	84,866,752
Mutual funds	-	-	10,500,724	10,500,724
	4,920,866	**-**	**95,367,476**	**100,288,342**

Group 2023	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets measured at fair value	**N'000**	**N'000**	**N'000**	**N'000**
Bonds	8,221,445	-	-	8,221,445
Equity- quoted	25,630,038	-	-	25,630,038
Equity- unquoted	-	-	20,384,459	20,384,459
Mutual funds	-	-	167,001,475	167,001,475
	33,851,483	**-**	**187,385,935**	**221,237,417**

Company 2023	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets measured at fair value	**N'000**	**N'000**	**N'000**	**N'000**
Equity- quoted	17,388,501	-	-	17,388,501
Mutual funds	-	-	8,645,813	8,645,813
	17,388,501	**-**	**8,645,813**	**26,034,314**

Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry Company, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily NGX equity investments, treasury bills and bonds classified as trading securities or financial asset through OCI.

Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Specific valuation techniques used to value financial instruments include:
a) Quoted market prices or dealer quotes for similar instruments;

b) The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value;

c) Other techniques, such as discounted cash flow analysis, sales prices of comparable properties in close proximity , are used to determine fair value for the remaining financial instrument.

Financial instruments in level 3

Inputs for the asset or liability in this fair value hierarchy are not based on observable market data (unobservable inputs). This level includes equity investments with significant unobservable components.

Description of valuation methodology and inputs:

The steps involved in estimating the fair value of the company's unquoted equity investments are as follows:

Step 1: The most appropriate valuation methodology was selected to value each of the unquoted equity investment.

Step 2: Comparative multiples were sourced from S & P Capital IQ based on available comparable companies in Sub- Saharan Africa and Emerging Asia and an average multiple was computed.

Step 3: The enterprise value was derived by multiplying the average multiple to the relevant financial metric.

Step 4: Equity value of the firm was derived by deducting the value of the debt of the company and adding the closing cash balance.

Step 5: A lack of marketability discount of 14.9% was applied to the equity value.

Step 6: The equity value was derived by multiplying the company's equity value by Roger Miller equity stake.

Step 7: The latest transaction price was adopted to estimate the fair value of unquoted equity investment in Brozi Leisures Limited.

There was no transfer of securities between levels in 2024 (2023: nil).

Information about the fair value measurements using significant unobservable Inputs (Level 3) are given below:

For The Year Ended 31 December 2024
Financial Risk Management

31 December 2024

Description	Fair value at 31 Dec. 2024	Valuation technique	Unobservable input	Reasonable possible shift +/- (absolute value)	Change in valuation +/- N'000
FSDH (Naira - million)	5,627	DDM	-Discounted factor -Cashflow estimate	1%	56
AFC ('USD - million)	27,514	DDM	-Discounted factor -Cashflow estimate	1%	275.14

31 December 2023

Description	Fair value at 31 Dec. 2023	Valuation technique	Unobservable input	Reasonable possible shift +/- (absolute value)	Change in valuation +/- N'000
FSDH (Naira - million)	5,402	Justified P/BV	-Discounted factor -Cashflow estimate	1%	54
AFC ('USD - million)	12,592	DDM	-Discounted factor -Cashflow estimate	1%	125.92

The change in valuation disclosed in the table shows the direction an increase or decrease in the respective input variables would have on the valuation result. For equity securities, increase in the EBITDA multiple would lead to an increase in estimated value. However, an increase in the discount for lack of marketability would lead to a decrease in value.

The valuation of FSDH and AFC unquoted equity was based on discounted cashflows in the absence of a recent sales price of the shares. A 1% increase/(decrease) in the share price of the equities at the reporting date would have increased/(decreased) the profit before tax by N331 million (2023: N180 million).

(b) Financial instruments not measured at fair value

Group	**At 31 December 2024**		**At 31 December 2023**	
	Carrying value N'000	**Fair value N'000**	**Carrying value N'000**	**Fair value N'000**
Financial assets				
Cash and cash equivalents	337,013,523	337,013,523	145,255,523	145,255,523
Investment securities at amortised cost	740,909,883	739,121,730	298,393,720	296,646,078
Trade and other receivables*	156,536,102	156,536,102	80,996,356	80,996,356
	1,234,459,508	**1,232,671,355**	**524,645,598**	**522,897,957**
Financial liabilities				
Other liabilities	296,069,385	296,069,385	27,782,946	27,782,946
Managed funds*	846,600,428	846,600,428	600,106,217	600,106,217
Borrowed funds	406,060,830	406,060,830	200,822,968	200,822,968
	1,548,730,643	**1,548,730,643**	**828,712,131**	**828,712,131**

Company	**At 31 December 2024**		**At 31 December 2023**	
	Carrying value N'000	**Fair value N'000**	**Carrying value N'000**	**Fair value N'000**
Financial assets				
Cash and cash equivalents	56,396,411	56,396,411	12,683,441	12,683,441
Investment securities at amortised cost	149,800,593	148,012,440	125,071,832	123,283,679
Trade and other receivables	148,608,005	144,833,848	83,793,521	82,050,335
	354,805,009	**349,242,698**	**221,548,794**	**218,017,454**
Financial liabilities				
Other liabilities	31,965,857	31,965,857	15,148,590	15,148,590
Borrowed funds	328,699,338	328,699,338	199,132,509	199,132,509
	360,665,195	**360,665,195**	**214,281,099**	**214,281,099**

*The carrying values of these assets and liabilities approximates their fair values.

Cash and cash equivalent balances have been designated as level 2 while loans, managed funds, long term placements as well as trade and other payables have been designated as level 3 within the fair value hierarchy. State and corporate bonds are designated as level 1 within the fair value hierarchy.

For The Year Ended 31 December 2024

		Group		Company	
		31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
4	**Net investment income**				
	Interest from placements and bonds	25,225,356	20,409,276	6,232,072	12,414,011
	Income from loans	11,702,095	4,507,419	1,908,869	1,653,088
	Dividend income from securities investments	1,631,751	982,011	380,913	798,062
	Profit on disposal of investment	-	6,244	-	-
	Income from managed Funds	121,085,477	50,531,598	31,372,067	7,047,604
		159,644,679	**76,436,548**	**39,893,921**	**21,912,765**
	Interest expense on managed funds and other borrowings	(144,086,745)	(67,911,760)	(36,351,253)	(17,690,939)
		15,557,934	**8,524,788**	**3,542,668**	**4,221,826**
	Investment income from items measured at amortised cost	13,653,109	7,273,654	3,542,668	4,221,826
	Investment income from items carried at fair value through OCI	1,904,825	1,251,134	-	-
		15,557,934	**8,524,788**	**3,542,668**	**4,221,826**
5	**Fees and commssion income**				
	Financial advisory fees	2,708,450	1,347,026	2,708,450	1,347,026
	Other fees and commissions	11,879,479	6,749,424	-	-
		14,587,929	**8,096,450**	**2,708,450**	**1,347,026**
	Fees recognised at point-in-time	6,344,515	3,392,072	2,708,450	1,347,026
	Fees recognised over time	8,243,414	4,704,378	-	-
		14,587,929	**8,096,450**	**2,708,450**	**1,347,026**

Other fees and commission income include brokerage fee of N3.59b (2023: N2.03b), Management fee of N6.08b (2023: N3.68b) and trustees feess of N1.44b (2023: N676m), which are recognised at point-in-time. Management fees and transaction sign-on fees are recognised at point-in-time the mandate is consumated. Management fee accrues monthly as a percentage of the net asset value (NAV) at each point in time.

		Group		Company	
		31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
6	**Net trading income**				
	Net trading income includes gains and losses arising both on the purchase and sale of financial instruments at FVTPL	**6,410,486**	**3,977,495**	**-**	**722,791**
7	**Other income**				
	Exchange gains	4,562,203	24,211,808	2,931,138	8,352,373
	Interest on staff loans	23,582	2,130	18,657	-
	Rental income	12,000	-	12,000	-
	Gain on disposal of PPE	-	610	-	610
	Other income	1,266,696	231,205	651,673	162,425
		5,864,481	**24,445,753**	**3,613,468**	**8,515,408**

The group's other income includes trading gain of N370m (2023: N173m) as well as interest on current account bank balances of N1.25m (2023: N2.53m).

		Group		Company	
8	**Net gain from financial assets at fair value through profit or loss (FVTPL)**				
	Net gain on equity instruments at FVTPL	1,010,267	850,612	33,952	508,928
		1,010,267	**850,612**	**33,952**	**508,928**
9	**Personnel expenses**				
	Staff cost	5,079,164	3,062,291	921,267	595,667
	Contributions to defined contribution plans	74,366	109,687	12,306	25,955
	Defined benefit cost (Note 29)	196,408	365,768	125,691	253,246
		5,349,938	**3,537,746**	**1,059,264**	**874,868**

		Group		Company	
		31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
10	**Other operating expenses**				
	Premises and equipment costs	359,640	511,784	64,061	33,909
	Auditors remuneration	120,000	80,625	23,550	12,975
	Professional fees	2,515,770	1,493,308	567,501	536,325
	Travel and accommodation	456,280	160,350	109,939	39,484
	Rent and rates (See note a)	211,843	154,813	47,721	46,098
	AGM expenses	123,511	99,404	23,680	16,788
	Dividend processing expenses	80,278	47,487	-	16,392
	Donations	237,051	347,250	5,284	133,028
	Subscription	313,515	65,967	97,981	14,827
	Insurance	159,188	98,438	33,277	25,479
	Statutory expenses	134,155	113,235	-	-
	General administrative expenses	2,644,902	1,604,751	979,886	482,256
	Advertisement and branding	502,011	177,247	25,145	10,736
	Share register fee	40,182	15,184	24,193	9,302
	Directors fees and other allowances	185,194	175,179	33,072	25,510
	Printing and stationeries	22,585	10,130	4,501	2,641
	Office running expenses	1,629,734	756,587	-	125,375
	Business entertainment	456,813	184,179	82,824	36,564
	Fines and penalties	-	11,750	-	425
	Business development	232,311	293,822	95,224	251,435
	IT license and maintenance fee	243,799	138,610	67,302	28,132
	Training and conference	164,642	46,683	21,988	20,359
	Bad debt	-	14,824	-	14,824
		10,833,404	**6,601,607**	**2,307,129**	**1,882,864**

The Group did not incur non-audit fees paid to the Auditors during the period under review (2023: Nil)

Professional fees of N2.52b includes payment made on Technical Service Agreement of N909m (2023: N657m). In 2024 the Group continued with its overhaul of IT infrastructure, a total of N880m was incurred and included in the General admin expenses for associated expenses other than the cost of infrastructure procured. We also recorded significant increase in office running expenses.

a This represents payment for short tem rents and low value leases paid for during the year.

		Group		Company	
		31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
11	**Depreciation & amortisation**				
11.1	Depreciation of property and equipments (note 23)	363,743	311,251	307,382	271,137
11.2	**Amortisation**				
	Amortisation of intangible assets (note 20)	144,719	59,237	134,321	51,030
	Amortisation of right of use assets (note 19)	156,447	74,281	156,447	74,281
		301,166	**133,518**	**290,768**	**125,311**

For The Year Ended 31 December 2024	31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
12 Impairment (write-back)/charge for credit losses				
Loss allowance on cash and cash equivalents (note 15a)	812,403	1,719,249	49,751	517,964
write back on financial assets at amortised cost (note 16.1a)	(2,136,199)	-	(940,090)	-
Loss allowance on financial assets at amortised cost (note 16.1a)	-	9,018,398	-	327,286
Loss allowance on loans and advances (note 17.1)	98,727	(8,227)	-	-
Loss allowance on trade receivables (note18.1)	332,078	7,968,364	500,974	223,664
	(892,990)	**18,697,784**	**(389,365)**	**1,068,914**
12a Impairment categorisation				
Stage 1	(892,991)	2,043,285	(389,365)	801,919
Stage 2	-	-	-	-
Stage 3	-	16,654,498	-	266,995
	(892,991)	**18,697,783**	**(389,365)**	**1,068,914**
13 Income tax expense				
Recognised in the profit or loss				
Income tax	5,065,576	1,687,791	1,777,321	703,422
Education tax	584,197	203,013	202,075	90,249
Information technology tax	394,895	331,294	193,120	189,409
Police trust fund levy	2,378	1,656	966	947
	6,047,046	**2,223,754**	**2,173,482**	**984,027**
Deferred tax (credit)/expense (note 24)	(47,046)	3,660,780	(122,993)	2,470,446
	6,000,000	**5,884,534**	**2,050,489**	**3,454,473**

13.1 Proof of Tax

The income tax expense for the period can be reconciled to the accounting profit as follows:

	31 December 2024	%	31 December 2023	%	31 December 2024	%	31 December 2023	%
Profit before tax from continuing operations	**30,102,843**		**17,304,286**		**19,283,361**		**17,401,885**	
Income tax expense calculated at 30% of PBT	11,518,310	38%	6,871,065	40%	5,785,008	30%	5,220,566	30%
Effect of Income that is exempt from taxation	(8,206,919)	-27%	(4,571,898)	-26%	(4,129,698)	-21%	(2,227,851)	-13%
Effect of expenses that are not deductible in determining taxable profit	1,219,362	4%	2,730,724	16%	8,504	0%	325,468	2%
Effect of capital allowance	17,475	0%	-	0%	-	0%	-	0%
Effect of tax adjustment	589,706	2%	940,787	5%	232,407	1%	190,229	1%
Adjustment recognised due to difference in tax rates	(18,289)	0%	489,947	3%	(17,983)	0%	251,215	1%
Education tax at 3% of assessable profits	612,532	2%	224,866	1%	202,075	1%	90,249	1%
	5,732,178	19%	**6,685,493**	39%	**2,080,314**	11%	**3,849,877**	22%
Adjustment recognised in the current period relating to the deferred tax of prior periods	(347,878)	-1%	(806,552)	-5%	(29,826)	0%	(395,404)	-2%
	5,384,301	18%	**5,878,941**	34%	**2,050,488**	11%	**3,454,473**	20%
Recognised in other comprehensive income								
defered tax recognised in other comprehensive income	3,307,443		5,548,686		163,406		1,864,589	
	3,307,443		**5,548,686**		**163,406**		**1,864,589**	

	Group		Company	
	31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
14 Earnings per share				
Basic earnings per share				
Basic earnings attributable to shareholders (N'000)	24,102,843	11,419,752	17,232,871	13,947,412
Weighted number of ordinary shares in issue for basic ('000)	18,000,000	6,000,000	18,000,000	6,000,000
Weighted number of ordinary shares in issue on conversion of dilutive shares ('000)	18,000,000	6,000,000	18,000,000	6,000,000
Basic earnings per share (kobo)	**134**	**190**	**96**	**232**
Diluted earnings per share (kobo)	**134**	**190**	**96**	**232**

There are no dilutive instruments in issue as at the reporting date. Consequently, basic and diluted EPS are same.

	Group		Company	
	31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
15 Cash and cash equivalents				
Cash and balances with banks	48,136,663	19,227,401	6,162,091	899,832
Money market placements	291,471,904	127,810,762	50,802,035	12,301,573
	339,608,567	147,038,163	56,964,126	13,201,405
Impairment charge	(2,595,044)	(1,782,640)	(567,715)	(517,964)
	337,013,523	**145,255,523**	**56,396,411**	**12,683,441**
Current	337,013,523	145,255,523	56,396,411	12,683,441
Non-current	-	-	-	-
	337,013,523	**145,255,523**	**56,396,411**	**12,683,441**
15a Impairment adjustments on Cash and cash equivalents				
At 1 January	1,782,641	63,391	517,964	-
Arising during the year	812,403	1,719,249	49,751	517,964
Closing balance	**2,595,044**	**1,782,640**	**567,715**	**517,964**

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

All bank balances and money market placements are assessed as stage 1 credit risk at each reporting date as they are held with reputable financial institutions, and in most cases secured by way of Government securities. However, impairment charge of N812m has been recognised in 2024.

	Group		Company	
15b Cash and cash equivalents for cashflow purposes	31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
Cash and cash equivalent	337,013,523	145,255,523	56,396,411	12,683,441
Bank overdraft	(28,331,768)	(855,370)	(2,243,958)	(2,601)
Closing Balance	**308,681,755**	**144,400,153**	**54,152,453**	**12,680,840**
16 Investment securities				
Financial assets measured at amortised cost - (note 16.1)	726,612,491	281,960,129	149,045,921	123,377,070
Financial assets at Fair value through other comprehensive income - (note 16.2)	144,129,755	99,282,580	35,701,561	24,728,928
Financial assets at Fair value through profit or loss - (note 16.3)	262,854,439	287,594,098	2,795,555	1,902,251
	1,133,596,685	**668,836,807**	**187,543,037**	**150,008,249**
Current	5,154,868	60,481,636	3,110,719	18,483,031
Non-Current	1,128,441,817	608,355,171	184,432,318	131,525,218
	1,133,596,685	**668,836,807**	**187,543,037**	**150,008,249**

For The Year Ended 31 December 2024

		Group		Company	
		31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
16.1	**Financial assets measured at amortised cost**				
	Investment in long term placement	246,699,954	130,970,479	141,286,002	111,321,438
	Commercial papers	4,588,547	7,616,006	-	-
	Treasury bills	73,749,793	2,752,731	-	-
	Eurobonds	588,855	1,067,558	588,855	1,067,558
	Federal government bonds	48,836,630	40,531,746	-	2,063,695
	State government bonds	18,493,323	20,648,069	6,460,191	9,153,994
	Corporate bonds	347,952,781	94,807,131	1,465,545	1,465,147
		740,909,883	**298,393,720**	**149,800,593**	**125,071,832**
	Loss allowance on financial assets at amortised costs (note 16.1a)	(14,297,392)	(16,433,591)	(754,672)	(1,694,762)
		726,612,491	**281,960,129**	**149,045,921**	**123,377,070**
16.1a	**Loss allowance on financial assets at amortised costs**				
	At 1 January	16,433,591	7,404,773	1,694,762	1,367,476
	Charge during the period:				
	(Writeback)/allowance on loan to customers	(2,136,199)	-	(940,090)	-
	Loss allowance on other financial assets	-	9,028,818	-	327,286
	Loss allowance on debt instruments measured at FVTOCI	-	-	-	-
		14,297,392	**16,433,591**	**754,672**	**1,694,762**
16.2	**Financial assets measure at fair value through other comprehensive income (FVTOCI)**				
	Bonds	4,838,006	8,221,445	-	-
	Equity- quoted	31,282,219	20,760,915	1,255,808	1,255,807
	Equity- unquoted	3,665,058	-	3,665,058	-
	Mutual funds	17,349,944	9,455,036	10,500,724	4,827,234
		57,135,227	38,437,396	15,421,590	6,083,041
	Fair value adjustments (16.2a)	86,994,528	60,845,184	20,279,971	18,645,887
		144,129,755	**99,282,580**	**35,701,561**	**24,728,928**
16.2a	**Changes in fair value reserve**				
	At 1 January	60,845,184	(9,884)	18,645,887	1,181,169
	Arising during the period	26,149,344	60,855,068	1,634,084	17,464,718
	At 31 December	**86,994,528**	**60,845,184**	**20,279,971**	**18,645,887**
16.3	**Financial asset measured at fair Value Through Profit or Loss (FVTPL)**				
	Quoted equity investment	22,813,000	4,869,123	1,325,659	742,027
	Bonds	-	103,676,567	-	-
	Mutual funds	204,745,564	157,546,439	790,212	514,491
	Equity- unquoted	33,168,099	20,384,459	-	-
		260,726,663	**286,476,588**	**2,115,871**	**1,256,519**
	Fair value adjustment (note 16.3a)	2,127,776	1,117,510	679,684	645,732
		262,854,439	**287,594,098**	**2,795,555**	**1,902,251**
16.3a	**Changes in fair value**				
	At 1 January	(1,117,510)	(212,098)	(645,732)	(136,804)
	Arising during the period	(1,010,266)	(905,412)	(33,952)	(508,928)
	At 31 December	**(2,127,776)**	**(1,117,510)**	**(679,684)**	**(645,732)**

		Group		Company	
		31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
17	**Loans and Advances**				
	Loans to customers	59,171,476	25,198,607	-	-
	Impairment charge	(149,658)	(50,931)	-	-
		59,021,818	**25,147,676**	**-**	**-**
	Current	-	4,131,940	-	-
	Non-Current	59,021,818	21,015,736	-	-
		59,021,818	**25,147,676**	**-**	**-**
17.1	**Loss allowance on loans and advances**				
	At 1 January	50,931	59,158	-	-
	Loss allowance/(writeback) on loans and advances	98,727	(8,227)	-	-
	Loss allowance on debt instruments measured at FVTOCI	-	-	-	-
		149,658	**50,931**	**-**	**-**
18	**Trade and other receivables**				
	Trade debtors	4,204,873	288,248	111,779	19,554
	Prepayments	1,677,038	803,862	1,255,067	647,619
	Accrued income	2,585,092	2,341,636	801,866	813,685
	Other receivables	24,448,351	5,670,511	9,414,196	1,999,044
	Due from related parties	-	-	9,609,363	4,389,490
	Due from counter-parties	8,505,104	8,505,104	-	-
	Withholding tax receivable	4,712,555	4,467,195	3,706,009	3,774,158
	Deposit for investment	124,965,347	72,904,620	124,965,347	72,904,620
		171,098,360	**94,981,176**	**149,863,627**	**84,548,169**
	Loss allowance on trade receivables (note 17.1)	(9,849,703)	(9,517,625)	(1,255,622)	(754,648)
		161,248,657	**85,463,551**	**148,608,005**	**83,793,521**
	Current	37,158,329	12,558,932	19,937,205	4,946,952
	Non-Current	124,090,328	72,904,619	128,670,800	78,846,569
		161,248,657	**85,463,551**	**148,608,005**	**83,793,521**
18.1	**Loss allowance on trade receivables**				
	At 1 January	9,517,625	1,549,261	754,648	530,984
	Arising during the period	332,078	7,968,364	500,974	223,664
	At 31 December	**9,849,703**	**9,517,625**	**1,255,622**	**754,648**

The Group applies the simplified approach and recognises lifetime ECL for trade receivables using a provision matrix. The provision matrix is based on the historical observed default rates, adjusted for forward looking estimates. At each reporting date, the historical observed default rates are updated. More information on ECL is disclosed in note 2.11b

		Group		Company	
		31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
19	**Dividend receivable from subsidiaries**				
	At 1 January	-	-	6,309,000	7,218,000
	Arising during the year	-	-	12,960,000	6,309,000
	Receipt during the year	-	-	(10,329,000)	(7,218,000)
		-	**-**	**8,940,000**	**6,309,000**

For The Year Ended 31 December 2024

20 Right of use assets	Group =N=' 000	Company =N=' 000
Cost		
At 1 January 2024	381,404	381,404
Addition	467,171	467,171
As at 31 December 2024	**848,575**	**848,575**
Accumulated depreciation		
At 1 January 2024	286,712	286,712
Charge for the period	156,447	156,447
As at 31 December 2024	**443,159**	**443,159**
Carrying amounts		
As at 31 December 2024	**405,416**	**405,416**
At 31 December 2023	**94,692**	**94,692**

20.1 Right of use assets	Group =N=' 000	Company =N=' 000
Cost		
At 1 January 2023	354,375	354,375
Addition	27,029	27,029
At 31 December 2023	**381,404**	**381,404**
Accumulated depreciation		
At 1 January 2023	212,431	212,431
Charge for the period	74,281	74,281
At 31 December 2023	**286,712**	**286,712**
Carrying amounts		
At 31 December 2023	**94,692**	**94,692**
At 1 January 2023	**141,944**	**141,944**

Right of use asset relate to lease rentals on the head office occupied by the Group. The lease agreement covers a period of five (5) years. Depreciation is charged over the period of the lease.

21 Intangible assets	Group =N=' 000	Company =N=' 000
Cost		
At 1 January 2024	383,654	322,889
Addition	911,594	794,143
As at 31 December 2024	**1,295,248**	**1,117,032**
Accumulated amortisation		
At 1 January 2024	195,039	170,892
Charge for the period	144,719	134,321
As at 31 December 2024	**339,758**	**305,213**
Carrying amounts		
As at 31 December 2024	**955,490**	**811,819**
At 31 December 2023	**188,615**	**151,997**

For The Year Ended 31 December 2024

21.1 Intangible assets

	Group =N=' 000	Company =N=' 000
Cost		
At 1 January 2023	315,103	289,479
Addition	68,551	33,410
At 31 December 2023	**383,654**	**322,889**
Accumulated amortisation		
At 1 January 2023	135,802	119,862
Charge for the period	59,237	51,030
At 31 December 2023	**195,039**	**170,892**
Carrying amounts		
At 31 December 2023	**188,615**	**151,997**
At 1 January 2023	**179,301**	**169,617**

22 Investment in subsidiaries

	Date of Investment	Holding	Value - 2024	Country	Value - 2023
United Capital Securities Limited (UCSL)	2006	100%	100,000	Nigeria	100,000
United Capital Assets Management Limited (UCAML)	2013	100%	500,000	Nigeria	500,000
United Capital Trustees Limited (UCTL)	2013	100%	7,500,000	Nigeria	300,000
UC Plus Advance Limited	2019	100%	1,000	Nigeria	1,000
UCEE Microfinance Bank Limited (UCEE MFB)	2023	100%	1,200,000	Nigeria	200,000
United Capital Assets Management West Africa Limited	2024	100%	454,133	Cote d'Ivoire	-
			9,755,133		**1,101,000**

The Group resolved, by way of ordinary resolution, to increase the share capital of the subsidiaries by way of bonus shares for UCSL, UCAML, and UC Plus. United Capital Trustees Limited and UCEE MFB were recapitalised by way of injection of fresh capital.

22.1 Other information on subsidiaries

(i) United Capital Securities Limited is a dealing member of the Nigerian Exchange Limited (NGX) and registered by the Securities & Exchange Commission (SEC) as a Broker/Dealer. It is also a registered dealing member of NASD OTC Plc and FMDQ OTC Plc. This enables the Company to deal in over-the-counter Equity and Fixed Income Securities. The Company provides services such as securities dealing, receiving agents to new issues, stockbrokers to primary issues, designated adviser to SME's and equity portfolio management services.

(ii) United Capital Assets Management Limited is registered and licensed by the Securities and Exchange Commission of Nigeria (SEC) to act as investment advisers, funds and portfolio managers.

(iii) United Capital Trustees Limited is a leading provider of Trust services such as debenture trust, bond trusteeship to corporate and sub-sovereign issuers of public debt instruments and trustees to collective investment schemes.

(iv) UC Plus Advance Limited is a consumer lending company established by United Capital Plc with the sole objective of enhancing financial inclusion and providing pay day loans to working class individuals and SMEs. UC Plus Advance Limited was licensed by the Lagos State Government in 2019 but and commenced operations in 2020.

(v) UCEE Microfinance Bank Limited was established in 2022 and obtained her operating licence from the Central Bank of Nigeria (CBN) in 2023 to commence business as a digital Bank under the Microfinance banking licence. The Bank is fully owned by United Capital Plc.

(vi) United Capital Assets Management West Africa Limited, Cote d'Ivoire was established in 2024 to act as investment adviser, funds and portfolio manager. The entity is yet to commence full operations in 2024.

22.2 Non-controlling interest of subsidiaries

The Group does not have any non-wholly owned subsidiaries that have material non-controlling interest.

22.3 Significant restrictions

The Group does not have significant restrictions on its ability to access or use the assets and settle the liabilities of any member of the Group other than those resulting from the subsidiaries' supervisory frameworks. Disclosures on liquidity, capital adequacy and credit risk were disclosed in the enterprise risk management.

23 Investment in Associates

	Date of Investment	Holding	Country	31 December 2024 =N=' 000	31 December 2023 =N=' 000
Heirs General Insurance Limited	2020	25%	Nigeria	2,500,000	2,500,000
Heirs Life Assurance Limited	2020	25%	Nigeria	2,000,000	2,000,000
				4,500,000	**4,500,000**

23.1 Other information on Associates

(i) **Heirs General Insurance Limited** was formerly registered as a General Insurance Company by the Nigeria Insurance Commission (NAICOM) in September 2020. The company fully commence operations in 2021. United Capital Plc currently own 25% stake in the Company.

(ii) **Heirs Life Assurance Limited** was formerly registered as a Life Assurance Company by the Nigeria Insurance Commission (NAICOM) in September 2020. The company fully commence operations in 2021. United Capital Plc currently own 25% stake in the Company.

For The Year Ended 31 December 2024

	Group		Company	
22 Investment in associates	**31 December 2024 =N=' 000**	**31 December 2023 =N=' 000**	**31 December 2024 =N=' 000**	**31 December 2023 =N=' 000**
Heirs General Insurance Limited	4,998,911	3,048,678	2,500,000	2,500,000
Heirs Life Assurance Limited	2,933,883	2,257,110	2,000,000	2,000,000
	7,932,794	**5,305,788**	**4,500,000**	**4,500,000**

(a) Nature of investment in associates	**Place of business/country of incorporation**	**% of ownership interest**	**Nature of relationship**	**Measurement method**
Investment in Heirs General Insurance Limited	Nigeria	25%	Investee	Equity method
Investment in Heirs Life Assurance Limited	Nigeria	25%	Investee	Equity method

This represents holding in the ordinary share capital of Heirs General Insurance Limited and Heirs Life Assurance Limited respectively, companies incorporated and operating in Nigeria (2023: 25%). The holding became an associate at commencement of the investee businesses in 2020.

(b) Summarised financial information for associates

Below are the summarised financial information for investment in associates accounted for using the equity method.

(i) Summarised balance sheet

	Heirs Insurance Limited 31 December 2024	**Heirs Life Assurance Limited 31 December 2024**	**Heirs Insurance Limited 31 December 2023**	**Heirs Life Assurance Limited 31 December 2023**
Assets	**N' 000**	**N' 000**	**N' 000**	**N' 000**
Cash and cash Equivalents	1,705,407	838,017	1,469,395	1,707,586
Financial assets	16,574,796	61,972,641	11,285,638	33,273,641
Insurance contract assets	-	61,037	770,911	-
Reinsurance contract assets	2,728,752	522,458	2,556,773	-
Receivables and prepayments	3,119,399	397,043	1,335,474	667,783
Right-of-use asset	699,729	526,980	599,392	633,650
Property and equipment	319,838	614,241	473,745	333,420
Intangible asset	190,221	178,913	291,939	267,815
Statutory deposit	1,000,000	800,000	1,000,000	800,000
Total assets	**26,338,142**	**65,911,330**	**19,783,267**	**37,683,895**
Liabilities				
Insurance contract liabilities	4,505,888	42,426,391	5,825,250	26,633,849
Reinsurance contract liabilities	-	82,047	867,644	-
Other liabilities	1,836,611	11,667,358	895,662	2,021,607
Total liabilities	**6,342,499**	**54,175,796**	**7,588,556**	**28,655,456**
Total equity	**19,995,643**	**11,735,534**	**12,194,711**	**9,028,440**

(i) Summarised statement of profit or loss and other comprehensive income	**Heirs General Insurance Limited 31 December 2024 N' 000**	**Heirs Life Assurance Limited 31 December 2024 N' 000**	**Heirs General Insurance Limited 31 December 2023 N' 000**	**Heirs Life Assurance Limited 31 December 2023 N' 000**
Net insurance service result	429,925	3,588,739	(427,556)	(1,175,871)
Investment return	1,852,981	7,952,703	1,213,101	2,907,211
Net Insurance and Investment Result	**2,282,906**	**11,541,442**	**785,545**	**1,731,340**
Other income	4,397,938	531,237	2,974,874	364,587
Operating expense	(947,675)	(9,429,890)	(1,323,384)	(611,696)
Profit before tax	5,733,169	2,642,789	2,437,035	1,484,231
Income tax expense	(57,618)	(343,563)	(316,815)	(192,950)
Profit after tax	5,675,551	2,299,226	2,120,220	1,291,281
Other comprehensive income	-	-	-	-
Total comprehensive income	5,675,551	2,299,226	2,120,220	1,291,281
Adjustment to associates' prior year loss after tax	2,125,380	407,864	98,399	(745,529)
Total comprehensive income	7,800,931	2,707,090	2,218,619	545,752

(c) Movement in investment in associates Group	**31 December 2024 N' 000**	**31 December 2023 N' 000**
Balance at 1 January	5,305,788	4,614,694
Share of current period profit	2,627,006	691,094
Balance as at 31 December	7,932,794	5,305,788

For The Year Ended 31 December 2024

24 (i) Property and equipment Group

	Leasehold Improvements =N=' 000	Land and Building =N=' 000	Furniture, fittings & equipment =N=' 000	Motor vehicles =N=' 000	Computer equipment =N=' 000	Total =N=' 000
Cost						
At 1 January 2024	258,059	284,383	304,854	826,121	1,004,850	2,678,267
Additions	-	21,963	169,733	366,460	214,163	772,320
Disposals	-	-	(41,070)	(166,925)	(12,276)	(220,271)
As at 31 December 2024	258,059	306,346	433,517	1,025,656	1,206,738	3,230,316
Accumulated depreciation						
At 1 January 2024	203,479	6,517	151,492	727,594	335,701	1,424,783
Charge for the year	54,580	7,473	51,833	69,292	180,565	363,743
Disposals	-	-	(7,646)	(79,641)	(176)	(87,463)
As at 31 December 2024	258,059	13,990	195,679	717,245	516,090	1,701,063
Carrying amounts						
As at 31 December 2024	**-**	**292,356**	**237,838**	**308,411**	**690,648**	**1,529,253**
At 31 December 2023	**54,580**	**277,865**	**153,362**	**98,526**	**669,149**	**1,253,484**

Property and equipment Company

	Leasehold Improvements	Land and Building	Furniture, fittings & equipment	Motor vehicles	Computer equipment	Total
Cost						
At 1 January 2024	258,059	284,383	262,632	497,837	909,456	2,212,367
Addition	-	21,963	13,914	85,000	123,733	244,610
Disposals	-	-	(41,071)	-	(12,276)	(53,347)
As at 31 December 2024	258,059	306,346	235,475	582,837	1,020,913	2,403,630
Accumulated depreciation						
At 1 January 2024	203,479	6,517	114,239	463,465	256,078	1,043,778
Charged for the year	54,580	7,473	43,702	29,584	172,043	307,382
Disposals	-	-	(7,646)	-	(368)	(8,014)
As at 31 December 2024	258,059	13,990	150,295	493,049	427,753	1,343,146
Carrying amounts						
As at 31 December 2024	**-**	**292,356**	**85,180**	**89,788**	**593,160**	**1,060,484**
At 1 January 2024	**54,580**	**277,865**	**148,393**	**34,372**	**653,378**	**1,168,589**

All property and equipment items are non-current

For The Year Ended 31 December 2024

24.1 (i) Property and equipment Group

	Leasehold Improvements =N=' 000	Land and Building	Furniture, fittings & Equipment =N=' 000	Motor vehicles =N=' 000	Computer Equipment =N=' 000	Total =N=' 000
Cost						
At 1 January 2023	258,059	-	181,599	755,320	305,511	1,500,489
Additions	-	284,383	123,256	70,800	699,741	1,178,179
Disposals	-	-	-	-	(402)	(402)
At 31 December 2023	258,059	284,383	304,854	826,121	1,004,850	2,678,266
Accumulated depreciation						
At 1 January 2023	149,201	-	99,893	657,275	207,564	1,113,933
Charge for the year	54,278	6,517	51,599	70,319	128,538	311,252
Disposals	-	-	-	-	(402)	(402)
At 31 December 2023	203,479	6,517	151,492	727,594	335,701	1,424,782
Carrying amounts						
At 31 December 2023	**54,580**	**277,865**	**153,362**	**98,526**	**669,150**	**1,253,484**
At 1 January 2023	**108,858**	**-**	**81,706**	**98,045**	**97,948**	**386,556**

(ii) Company

	Leasehold Improvements =N=' 000	Land and Building	Furniture, fittings & Equipment =N=' 000	Motor vehicles =N=' 000	Computer Equipment =N=' 000	Total =N=' 000
Cost						
At 1 January 2023	258,059	-	140,006	497,837	221,018	1,116,920
Additions	-	284,383	122,626	-	688,840	1,095,849
Disposals	-	-	-	-	(402)	(402)
At 31 December 2023	258,059	284,383	262,632	497,837	909,456	2,212,367
Accumulated depreciation						
At 1 January 2023	149,201	-	67,021	425,201	131,620	773,044
Charge for the year	54,278	6,517	47,218	38,264	124,860	271,137
Disposals	-	-		-	(402)	(402)
At 31 December 2023	203,479	6,517	114,239	463,465	256,078	1,043,779
Carrying amounts						
At 31 December 2023	**54,580**	**277,865**	**148,393**	**34,372**	**653,378**	**1,168,588**
At 1 January 2023	**108,858**	**-**	**72,984**	**72,636**	**89,397**	**343,876**

For The Year Ended 31 December 2024

		Group		Company	
		31 December 2024	31 December 2023	31 December 2024	31 December 2023
25	**Deferred tax - (Asset)**	=N=' 000	=N=' 000	=N=' 000	=N=' 000
	Deferred tax assets:				
	1 January	402,044	1,238,493	-	-
	(Reversal)/charge for the period	(402,044)	(836,449)	-	-
		-	402,044	-	-
	Deferred tax asset recoverable within 12 months	-	-	-	-
	Deferred tax asset recoverable after 12 months	-	402,044	-	-
		-	402,044	-	-
	The break down of deferred tax assets are as follows:				
	Property and equipment	-	(3,313)	-	-
	Exchange difference	-	(87,046)	-	-
	Unutilised tax credit	-	-	-	-
	Losses	-	1,153,448	-	-
	Fair value adjustments OCI	-	(1,030,955)	-	-
	Fair value adjustments - p or l	-	-	-	-
	Provisions	-	369,910	-	-
		-	402,044	-	-
	Deferred tax liabilities:				
	1 January	9,206,051	833,034	5,122,483	787,448
	Charge for the period	2,858,353	8,373,017	40,413	4,335,035
	Total	12,064,404	9,206,051	5,162,896	5,122,483
	Deferred tax liabilities recoverable within 12 months	2,233,506	1,798,732	272,314	165,305
	Deferred tax liabilities recoverable within 12 months	9,830,898	7,407,319	4,890,582	4,957,178
		12,064,404	9,206,051	5,162,896	5,122,483
	The break down of deferred tax liabilities are as follows:				
	Property and equipment	371,809	180,383	272,314	165,305
	Exchange difference	7,341,670	7,401,914	2,597,573	2,879,497
	Unutilised tax credit	(1,939)	-	-	-
	Losses	(1,885,880)	(213,419)	-	-
	Fair value adjustments - OCI	9,080,429	4,194,989	2,252,294	2,077,681
	Fair value adjustments - Profit or Loss	952,609	-	-	-
	IFRS 16 Leases	133,787	-	133,787	-
	Provisions	(3,928,081)	(2,357,816)	(93,072)	-
		12,064,404	9,206,051	5,162,896	5,122,483

Parent - Deferred tax liabilities	1 January 2024	Recognised in P&L	Recognised in OCI	31 December 2024
Property and equipment	165,305	107,009	-	272,314
Exchange difference	2,879,497	(281,924)	-	2,597,573
Unutilised tax credit	-	-	-	-
Fair value adjustments - OCI	2,077,681	11,205	163,409	2,252,295
Fair value adjustments - Profit or Loss	-	-	-	-
IFRS 16 Leases	-	133,787	-	133,787
Provisions	-	(93,072)	-	(93,072)
	5,122,483	(122,995)	163,409	5,162,897

Group - Deferred tax liabilities	1 January 2024	Recognised in P&L	Recognised in OCI	31 December 2024
	N'000	N'000	N'000	N'000
Property and equipment	180,383	191,426	-	371,809
Exchange difference	7,401,914	(60,244)	-	7,341,670
Unutilised tax credit	-	(1,939)		(1,939)
Losses	(213,419)	(1,672,461)	-	(1,885,880)
Fair value adjustments - OCI	4,194,989	547,041	4,338,398	9,080,429
Fair value adjustments - Profit or Loss	-	952,609		952,609
IFRS 16 Leases	-	133,787	-	133,787
Provisions	(2,357,816)	(1,570,265)	-	(3,928,081)
	9,206,051	(1,480,046)	4,338,398	12,064,404

Group - Deferred tax asset	1 January 2024	Recognised in P&L	Recognised in OCI	31 December 2024
	N'000	N'000	N'000	N'000
Property and equipment	(3,313)	3,313	-	-
Exchange difference	(87,046)	87,046	-	-
Unutilised tax credit	-	-	-	-
Losses	1,153,448	(1,153,448)	-	-
Fair value adjustments - OCI	(1,030,955)	-	1,030,955	-
Fair value adjustments - Profit or Loss	-	-	-	-
Provisions	369,910	(369,910)	-	-
	402,044	(1,432,999)	1,030,955	-

For The Year Ended 31 December 2024

		Group		Company	
		31 December 2024	31 December 2023	31 December 2024	31 December 2023
26	**Managed Funds**	=N=' 000	=N=' 000	=N=' 000	=N=' 000
	Short term investments	411,578,279	304,924,698	-	-
	Customers deposits	107,092	-	-	-
	Wealth management funds	244,652,220	171,001,966	-	-
	Trust funds	170,650,585	106,291,933	-	-
	Sinking Funds	18,497,647	16,864,039	-	-
	Payable on trust accounts	1,114,605	1,023,581	-	-
		846,600,428	**600,106,217**	**-**	**-**
	Current	916,671,802	661,467,226	-	-
	Non-current	(70,071,374)	(61,361,009)	-	-
		846,600,428	**600,106,217**	**-**	**-**

Sinking Funds are funds managed by Trustees on behalf of bond issuers. The funds are invested in fixed income instruments for liquidity purposes in order to meet bondholders obligations as they become due.

27	**Borrowed funds**				
	Borrowing from banks and other financial institutions	364,178,861	161,754,081	312,905,179	160,916,391
	Bank overdraft	28,331,768	855,370	2,243,958	2,601
	Issued debt - Bonds	13,550,201	17,234,798	13,550,201	17,234,798
	Commercial papers	-	20,978,719	-	20,978,719
		406,060,830	**200,822,968**	**328,699,338**	**199,132,509**
	Current	29,724,902	6,600,303	6,760,691	5,747,533
	Non-current	376,335,928	194,222,665	321,938,647	193,384,976
		406,060,830	**200,822,968**	**328,699,338**	**199,132,509**

Borrowing from bank - Loans from commercial bank represent different facilities with interest rates indexed to money market conditions for a period of ten (10) years maturing in 2030. The loans are collaterised by negative pledge. The Group also obtained revolving loans from other banks for working capital requirements.

Issued debt (Bond) - In 2020, the Company successfuly issued its first bond of N10b out of its N30b bond issuance programe. the debt is an unsecured, amortising subordinate 5 year bond instrument. In September 2022 the series 2 bond of N11.73b was issued. The series 2 bond is a bullet payment bond of 7 years instrument. The Company has not had any default in payment of principal and interests.

Commercial papers (CPs) - In 2023, the Company issued several series of CPs. Some of which matured in the same period except for series 2, 3, 5 and 6 which matured in 2024. The Company has fully paid down on the CPs.

		Group		Company	
		31 December 2024	31 December 2023	31 December 2024	31 December 2023
28	**Other liabilities**	=N=' 000	=N=' 000	=N=' 000	=N=' 000
	Creditors and accruals	244,994,528	5,863,298	2,679,623	1,818,137
	Due to related parties	1,640,305	-	10,764,732	1,275,432
	Customers deposit	23,377,231	8,340,838	-	-
	Due to counter-parties	18,587,146	12,055,021	18,521,501	12,055,021
	Other current liabilities	7,470,175	1,523,789	-	-
		296,069,385	**27,782,946**	**31,965,857**	**15,148,590**
	Current	296,069,385	27,782,946	31,965,857	15,148,590
	Non-current	-	-	-	-
		296,069,385	**27,782,946**	**31,965,857**	**15,148,590**
29	**Defined benefit obligation**				
	Opening	365,768	-	253,246	-
	Recognised during the year	196,408	365,768	125,691	253,246
	Benefits paid	(64,201)	-	(31,543)	-
	Remeasurement	(103,976)	-	(65,359)	-
		393,999	**365,768**	**282,035**	**253,246**
	Current	-	196,408	-	139,110
	Non-current	393,999	169,360	282,035	114,136
		393,999	**365,768**	**282,035**	**253,246**
29.1	**Expense recognised in statement of profit or loss**				
	Current service cost	145,308	365,768	89,779	253,246
	Interest cost on obligation	51,100	-	35,912	-
	Total expense recognised in profit and loss (see note 9)	**196,408**	**365,768**	**125,691**	**253,246**

For The Year Ended 31 December 2024

29.2 Defined Benefit obligation measurement

The Group operates a long service award scheme, and the actuarial valuation was carried out by EY consulting (The consulting Actuary was Miller Kingsley (FNAS, FSA) - FRC/2012/NAS/00000002392) and the outcome of the actuarial valuation has been recognised in the books of the Group as highlighted in note 28 above.

The Group conducted a valuation for the year under review. the valuation was carried out by EY.

The long service award is designed to reward employees who have served for periods convering 5 years and subsequent 5 years following the initial 5 years of service rendered. For the first 5 years the amount payable is 2 monthly salary for prioneer staff and 1.5 monthly salary for non-prioneer staff. Subsequent 5 year is 2.5 monthly salary for all categories of staff.

The following assumptions have been made in ariving at the defined benefit obligations recognised in the consolidated and separate financial statements.
* Inflation rate of 16% per annum,
* Discount rate of 20% per annum,
* Salary increase rate of 16.5% per annum.

In line with IAS 19, the Projected Unit Credit (PUC) method has been adopted to establish the value of accrued liabilities. In calculating the liabilities, the method;
a. Recognised the Group's service rendered by each member of staff at the review date.
b. Anticipates that benefits will increase between the review date and each future milestone.
c. Discounts the expected benefitpayments to the review date.
The emerging total value (for each individual) is described by IAS 19 as the defined benefit obligation.

29.3 Sensitivity analysis on defined benefit obligation

		31 December 2024 =N=' 000	31 December 2023 =N=' 000	31 December 2024 =N=' 000	31 December 2023 =N=' 000
Base		393,999	365,768	282,035	253,246
Discount Rate	+1%	397,939	454,730	284,856	255,779
	-1%	390,059	388,044	279,215	250,714
Salary increase rate	+1%	401,879	389,626	287,676	258,311
	-1%	389,981	343,974	279,159	250,663
Mortality experience	Age rated up by 1 Year	403,849	364,591	289,086	259,577
	Age rated down by 1 Year	387,991	366,827	277,734	249,384

30 Current tax liabilities	Group 31 December 2024 =N=' 000	Group 31 December 2023 =N=' 000	Company 31 December 2024 =N=' 000	Company 31 December 2023 =N=' 000
At 1 January	2,950,805	5,292,648	1,435,398	1,902,059
Charge for the period	6,047,046	2,223,754	2,173,482	984,027
WHT credit note settlement	(1,212,555)	(1,763,342)	(820,624)	(1,185,848)
Cash settlement	(773,972)	(2,802,255)	(279,232)	(264,840)
Closing Balance	**7,011,324**	**2,950,805**	**2,509,024**	**1,435,398**

The charge for income tax in these financial statements is based on the provisions of the Companies Income Tax Act as amended, while Education Tax is based on Education Tax Act. We also have tax charged on Information Technology Levy and Police Trust Fund based on Police Trust Fund Act.

31 Share capital	Group 31 December 2024 =N=' 000	Group 31 December 2023 =N=' 000	Company 31 December 2024 =N=' 000	Company 31 December 2023 =N=' 000
The share capital comprises:				
(i) Authorised -				
18,000,000,000 ordinary share capital				
At 1 January	3,000,000	3,000,000	3,000,000	3,000,000
Addition during the year	6,000,000	-	6,000,000	-
Ordinary shares of 18,000,000,000 units (2023: 6,000,000,000 units) of N0.5 each	**9,000,000**	**3,000,000**	**9,000,000**	**3,000,000**
(ii) Issued and fully paid -				
18,000,000,000 ordinary share capital				
At 1 January	3,000,000	3,000,000	3,000,000	3,000,000
Addition during the year	6,000,000	-	6,000,000	-
Ordinary shares of 18,000,000,000 units (2023: 6,000,000,000 units) of N0.5 each	**9,000,000**	**3,000,000**	**9,000,000**	**3,000,000**
32 Share Premium				
At 1 January	683,611	683,611	683,611	683,611
Recapitalisation expenses	(168,370)	-	(168,370)	-
	515,241	**683,611**	**515,241**	**683,611**

	Group 31 December 2024 =N=' 000	Group 31 December 2023 =N=' 000	Company 31 December 2024 =N=' 000	Company 31 December 2023 =N=' 000
33 Retained earnings				
At 1 January	31,733,315	29,313,563	18,253,353	13,305,941
Transfer from statement of profit or loss	24,102,843	11,419,752	17,232,871	13,947,412
Bonus shares issued	(6,000,000)	-	(6,000,000)	-
Recapitalisation expenses	(322,357)	-	-	-
Reclassification of fair value gain on disposed items measured at FVOCI	6,417,765	-	6,417,765	-
Dividend paid during the period (2023: N1.80k)	(16,200,000)	(9,000,000)	(16,200,000)	(9,000,000)
	39,731,566	**31,733,315**	**19,703,990**	**18,253,353**
34 Regulatory risk reserve				
At 1 January	7,006	-	-	-
Transfer from statement of profit or loss	(1,343)	-	-	-
	5,663	**-**	**-**	**-**

In line with the provision of CBN guidline, UCEE Microfinance Bank has recognised a regulatory risk reserve of N5.66m during the year.

For The Year Ended 31 December 2024

	Group		Company	
35 Fair Value Reserves	**31 December 2024 =N=' 000**	**31 December 2024 =N=' 000**	**31 December 2024 =N=' 000**	**31 December 2024 =N=' 000**
At 1 January	60,845,184	(9,884)	18,645,887	1,181,169
Arising during the period:				
Fair valuation on items that will not be subsequently reclassified to profit or loss (note 33.1)	32,567,109	60,340,949	8,051,849	17,464,718
Reclassification of fair value gain on disposed items measured at FVOCI	(6,417,765)	-	(6,417,765)	-
Fair valuation on items that will be subsequently reclassified to profit or loss (note 33.2)	459,735	514,119	-	-
	87,454,263	**60,845,184**	**20,279,971**	**18,645,887**

35.1 Fair valuation on items that will not be subsequently reclassified to profit or loss

	Group 31 December 2024	Group 31 December 2024	Company 31 December 2024	Company 31 December 2024
Net fair value gain on investments in quoted equity instruments measured at FVTOCI	32,567,109	60,340,949	8,051,849	17,464,718
Net fair value gain on investments in unquoted equity instruments measured at FVTOCI	-	-	-	-
	32,567,109	**60,340,949**	**8,051,849**	**17,464,718**

35.2 Fair valuation on items that may be subsequently reclassified to profit or loss

	Group 31 December 2024	Group 31 December 2024	Company 31 December 2024	Company 31 December 2024
Net fair value gain(loss) on investments in debt instruments measured at FVTOCI	-	-	-	-
Net fair value gain on investments in other financial instruments measured at FVTOCI	459,735	514,119	-	-
Deferred tax	-	-	-	-
	459,735	**514,119**	**-**	**-**

35.3 Fair Value Reserves - Net of taxes

	Group 31 December 2024	Group 31 December 2024	Company 31 December 2024	Company 31 December 2024
Fair value reserve	87,454,263	60,845,184	20,279,971	18,645,887
Deferred tax	(3,307,443)	(5,548,686)	(163,406)	(1,864,589)
Balance	**84,146,820**	**55,296,499**	**20,116,565**	**16,781,298**

36 Defined Benefit Plan Reserve

	Group 31 December 2024	Group 31 December 2024	Company 31 December 2024	Company 31 December 2024
Opening	-		-	
Actuarial gain on defined benefit plan	103,976	-	65,359	-
Balance	**103,976**	**-**	**65,359**	**-**

37 Reconcilaition of profit after tax to net cash from operating activities

	Group 31 December 2024	Group 31 December 2024	Company 31 December 2024	Company 31 December 2024
Profit before tax	**30,102,843**	**17,304,286**	**19,283,361**	**17,401,885**
Adjustments to reconcile net cash provided:				
Depreciation and amortisation	664,909	444,770	598,149	396,448
Foreign exchange revaluation	(4,562,203)	(24,211,808)	(2,931,138)	(8,352,373)
Net interest income	(13,926,183)	(7,542,777)	(3,161,755)	(3,423,285)
Dividend income	(1,631,751)	(982,011)	(380,913)	(798,062)
Fair value changes on financial instruments at fair value through profit or loss	(1,010,266)	(905,412)	(33,952)	(508,928)
Dividend from subsidiaries	-	-	(12,960,000)	(6,309,000)
Gain on disposal of property and equipment	-	(610)	-	(610)
Allowance for impairment - financial assets	(1,225,069)	10,729,420	(890,339)	845,250
Allowance for impairment - other assets	332,078	7,968,364	500,974	223,664
	8,744,359	**2,804,222**	**24,387**	**(525,011)**
Net movement in operating assets and liabilities				
Trade receivables and prepayment	(76,117,184)	(34,488,823)	(65,315,458)	(36,204,503)
Managed funds	246,494,211	186,407,520	-	-
Defined benefit obligation	28,232	365,768	28,789	253,246
Other liabilities	268,286,439	(20,866,252)	16,817,267	(32,523,046)
Net cash from operations	**447,436,056**	**134,222,434**	**(48,445,015)**	**(68,999,313)**
Interest received	159,644,679	76,436,548	39,893,921	21,912,765
Interest paid	(144,086,745)	(67,911,760)	(36,351,253)	(17,690,939)
Tax Paid	(773,972)	(2,802,255)	(279,232)	(264,840)
Net cash (used in)/provided by operating activities	**462,220,017**	**139,944,966**	**(45,181,579)**	**(65,042,326)**

38 Related parties

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

38.1 Identity of related parties	**Relationship**	**%**
United Capital Asset Management Limited	Subsidiary	100
United Capital Trustees Limited	Subsidiary	100
United Capital Securities Limited	Subsidiary	100
UC Plus Advance Limited	Subsidiary	100
UCEE Microfinance Bank Limited	Subsidiary	100
United Capital Asset Management West Africa Limited	Subsidiary	100
Heirs Insurance Limited	Associate	25
Heirs Life Assurance Limited	Associate	25

38.2 Key management personnel

Key management personnel constitutes those individuals who have the authority and the responsibility for planning, directing and controlling the activities of United Capital Plc, directly or indirectly, including any director (whether executive or non-executive). The individuals who comprise the key management personnel are the Board of Directors as well as Managing Directors/CEOs of the subsidiaries and heads of departments.

For The Year Ended 31 December 2024

38.3 Other information on Directors	Group 31 December 2024	Group 31 December 2023	Company 31 December 2024	Company 31 December 2023
Emoluments:	=N='000	=N='000	=N='000	=N='000
Chairman	25,000	23,315	6,250	5,829
Highest paid director	145,525	145,525	145,525	145,525
Other Directors	704,655	696,325	571,283	564,142
	875,180	**865,165**	**723,058**	**715,496**
Fees	17,000	72,488	6,375	6,375
Other emoluments	858,180	792,677	716,683	709,121
	875,180	**865,165**	**723,058**	**715,496**
The total number of Directors were:	11	10	11	10
38.4 Transactions with key management personnel				
Loan obtained during the year	19,807	100,200	9,210	25,050
Interest income recognised	1,253	15,030	308	3,758
38.5 The number of persons employed (excluding directors) in the Group and company during the period was as follows:	220	166	17	14

38.6 The table below shows the number of employees of the company that earned over N1,000,000.00 in the period and which fell within the bands

	31 December 2024	31 December 2023	31 December 2024	31 December 2023
N4,000,000 - N9,999,999	43	66	1	4
N10,000,000 - N20,999,999	100	55	9	5
N22,000,000 - N48,999,999	49	27	3	5
N49,000,000 and above	28	18	4	-
	220	**166**	**17**	**14**

38.7 Transactions with related companies

The following are the transactions and balances arising from dealings with subsidiaries of United Capital Group during the period. All transactions with related parties are conducted at arms length and in the odinary course of business.

	31 December 2024	31 December 2023
Placements		
United Capital Asset Management Limited	11,718,060	7,985,389
United Capital Trustees Ltd	3,132,787	3,134,384
UC Plus Advance Ltd	273,088	5,126,786
UCEE Microfinance Bank Ltd	-	914,219
	15,123,935	**17,160,778**
Account receivables		
United Capital Asset Management Limited	2,627,821	470,668
United Capital Securities Limited	150,597	93,043
UC Plus Advance Limited	1,582,881	281,217
UCEE Microfinance Bank Limited	-	3,924
	4,361,299	**848,852**
Account payable		
United Capital Trustees Limited	9,376,878	1,275,432
UCEE Microfinance Bank Limited	57,941	-
	9,434,819	**1,275,432**
Borrowed funds		
United Capital Asset Management Ltd	21,802,244	12,187,902
United Capital Trustees Limited	9,211,854	-
United Capital Securities Limited	1,386,658	7,546,575
	32,400,756	**19,734,477**
Interest expense		
United Capital Trustees Limited	847,188	34,373
United Capital Asset Management Ltd	3,164,451	199,034
United Capital Securities Limited	199,658	90,279
	4,211,297	**323,686**
Interest income		
United Capital Asset Management Ltd	1,157,750	91,266
United Capital Trustees Ltd	580,328	112,500
UC Plus Advance Ltd	74,244	30,991
UCEE Microfinance Bank Ltd	-	32,039
	1,812,322	**266,796**
Dividend payable		
United Capital Asset Management Limited	8,300,000	-
United Capital Securities Limited	640,000	-
	8,940,000	**-**

39 Operating Segments

Segment information is presented in respect of the Group's geographic segments which represents the primary segment reporting format and is based on the Group's management and reporting structure. The Board of Directors, reviews the Group's performance along these business segments and resources are allocated accordingly.

Geographical segments

The Group operates in the following geographical region:

-Nigeria: This comprise the Head office in Lagos and regional offices in all geo-political zones

Business segments

Investment Banking: This business segment engage in the business of investment banking and provides issuing house, corporate investment advisory services, project finance, debt restructuring, mergers & acquisitions and debt capital markets

Asset Management: The principal activities of this business segment is to carry out the business of fund/portfolio manager and investment advisory.

Wealth Management: The principal activities of this business segment is to carry out wealth management activities that caters to institutions and High Net Worth clients.

Trustees: The principal activity of the Company is the provision of a wide range of quality trusteeship services tailored to meet the varying needs of its customers, such as debenture trust, bond trusteeship, trustees to collective investment scheme, private trusts and security trusts.

Securities Trading: The principal activity of the Company is the provision of a wide range of quality stockbroking services tailored to meet the varying needs of its customers.

Consumer Finance: The principal activity of this business segment is to carry out consumer lending and engage in financing of micro, small and medium scale enterprises under the license of the Lagos State Government.

UCEE Microfinance Bank: The principal activity of this business segment is to carry out consumer lending and engage in financing of micro, small and medium scale enterprises under the license of the Central Bank of Nigeria.

39.1 Summarised statement of consolidating segments

For The Year Ended 31 December 2024	Investment banking N'000	Asset Management N'000	Ucap Investment Wealth Management N'000	Trustees N'000	Securities trading N'000	Consumer finance N'000	Microfinance bank N'000	Eliminating items N'000	Total N'000
Income statement									
Gross earnings	**22,858,538**	**15,379,698**	**6,619,317**	**4,046,136**	**5,003,065**	**2,030,422**	**453,923**	**(12,960,000)**	**43,431,097**
Personnel expense	(1,059,264)	(1,580,076)	(530,956)	(863,635)	(690,657)	(521,871)	(103,480)	-	(5,349,938)
Other operating expense	(2,905,278)	(3,304,669)	(1,048,151)	(2,490,881)	(1,155,462)	(430,198)	(163,671)	-	(11,498,313)
Impairment write-back/(charge)	389,365	(334,829)	(2,878,742)	3,797,597	18,767	(73,895)	(25,274)	-	892,991
Total expense	**(3,575,177)**	**(5,219,574)**	**(4,457,849)**	**443,081**	**(1,827,351)**	**(1,025,964)**	**(292,425)**	**-**	**(15,955,260)**
Operating profit before tax	**19,283,361**	**10,160,124**	**2,161,468**	**4,489,217**	**3,175,714**	**1,004,458**	**161,497**	**(12,960,000)**	**27,475,837**
Share of profit of associates	-	-	-	-	-	-	-	2,627,006	2,627,006
Profit before tax	**19,283,361**	**10,160,124**	**2,161,468**	**4,489,217**	**3,175,714**	**1,004,458**	**161,497**	**(10,332,994)**	**30,102,843**
Income tax expense	(2,050,489)	(2,223,947)	-	191,517	(1,580,140)	(310,445)	(26,496)	-	(6,000,000)
Profit after tax	**17,232,872**	**7,936,177**	**2,161,468**	**4,680,734**	**1,595,574**	**694,013**	**135,001**	**(10,332,994)**	**24,102,843**
Financial position									
As at 31 December 2024									
Total assets	418,020,305	564,194,093	368,674,930	224,091,723	153,411,264	61,326,824	1,987,807	(90,003,310)	1,701,703,636
Total liabilities	368,619,150	522,261,965	368,948,481	193,142,916	142,149,871	59,106,777	810,547	(86,839,336)	1,568,200,370
Shareholders' fund	49,401,155	41,932,128	(273,550)	30,948,807	11,261,392	2,220,048	1,177,260	(3,163,974)	133,503,266

39.2 Summarised statement of consolidating segments

For the period ended 31 December 2023	Investment banking N'000	Asset Management N'000	Ucap Investment Wealth Management N'000	Trustees N'000	Securities trading N'000	Consumer finance N'000	MFB N'000	Eliminating items N'000	Total N'000
Income statement									
Gross earnings	**21,624,979**	**18,611,563**	**1,659,581**	**5,323,236**	**3,593,687**	**1,372,288**	**18,766**	**(6,309,000)**	**45,895,098**
Personnel expense	(874,868)	(1,124,288)	(245,606)	(554,051)	(434,323)	(200,484)	(104,125)	-	(3,537,746)
Other operating expense	(2,279,312)	(1,975,566)	(372,081)	(1,249,363)	(850,047)	(294,322)	(25,683)	-	(7,046,377)
Impairment charge	(1,068,914)	(1,939,090)	(2,687,841)	(12,950,244)	(47,497)	(10)	(4,188)	-	(18,697,784)
Total expense	(4,223,095)	(5,038,944)	(3,305,529)	(14,753,658)	(1,331,867)	(494,815)	(133,996)	-	(29,281,906)
Operating profit before tax	**17,401,885**	**13,572,620**	**(1,645,948)**	**(9,430,422)**	**2,261,820**	**877,473**	**(115,230)**	**(6,309,000)**	**16,613,192**
Share of profit of associates	-	-	-	-	-	-	-	691,094	691,094
Profit before tax	**17,401,885**	**13,572,620**	**(1,645,948)**	**(9,430,422)**	**2,261,820**	**877,473**	**(115,230)**	**(5,617,906)**	**17,304,286**
Income tax expense	(3,454,473)	(3,817,895)	-	1,597,877	(210,044)	-	-	-	(5,884,534)
Profit after tax	**13,947,412**	**9,754,724**	**(1,645,948)**	**(7,832,545)**	**2,051,776**	**877,473**	**(115,230)**	**(5,617,906)**	**11,419,751**
Financial position									
As at 31st December 2023									
Total assets	259,810,488	385,324,370	170,567,948	134,779,391	11,545,337	24,853,302	507,554	(55,440,210)	931,948,180
Total liabilities	221,092,226	355,178,466	171,002,966	124,845,948	2,985,729	23,345,923	422,784	(57,639,288)	841,234,755
Shareholders' fund	38,718,262	30,145,904	(435,018)	9,933,443	8,559,608	1,507,378	84,770	2,199,077	90,713,425

40 Events after reporting period

The Directors are of the opinion that no event or transaction has occurred since the reporting date which would have had a materal effect on the financial statement as at that date other than the proposed final dividend.

41 Contingent liabilities

The Group had no contigent liabilities during the period and no provision was made in consolidated and separate financial statements during the period under review.

42 Capital/financial commitments

The Directors are of the opinion that all known liabilities and commitements which are relevant in assessing the state of affairs of the Group have been taken into account in the preparation of the financial statements. There are no commitements for capital expenditure authorised by the Directors which has not been provided for in the consolidated and separate financial statements as at 31 December 2024.

43 Contraventions

The Group incurred no fines during the period under review (2023: N11.75m).

44 Securities Trading Policy

In compliance with Rule 17.15 Disclosure of Dealings in Issuers' Shares, Rulebook of the Exchange 2015 (Issuers Rule) United Capital 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 has made specific inquiries of all its Directors and other insiders and is not aware of any infringement of the policy during the period.

45 Litigation and claims

The Group is involved in cases with claims amounting to N25m (2023: N152m). Directors are of the opinion that the possibility of an outflow of resources embodying economic benefit is remote and as such no provision is required.

VALUE ADDED STATEMENTS
For The Year Ended 31 December 2024

	Group				Company			
	2024		2023		2024		2023	
	=N=' 000	%	=N=' 000	%	=N=' 000	%	=N=' 000	%
Gross earnings	43,431,097		45,895,098		22,858,538		21,624,979	
Share of profit in associates	2,627,006		691,094		-		-	
Bought in goods and services: Local	(10,833,404)		(6,601,607)		(2,307,129)		(1,882,864)	
VALUE ADDED	**35,224,699**	100%	**39,984,585**	100%	**20,551,409**	100%	**19,742,115**	100%
Applied as follows:								
To pay employees:								
Salaries and other benefits	5,349,938	15%	3,537,746	9%	1,059,264	5%	874,868	4%
To pay Government:								
Taxes	6,047,046	17%	2,223,754	6%	2,173,482	11%	984,027	5%
Retained for future replacement of assets and expansion of business:								
- Deferred tax	(47,046)	0%	3,660,780	9%	(122,993)	-1%	2,470,446	13%
- Depreciation	363,743	1%	311,251	1%	307,382	1%	271,137	1%
- Amortisation	301,166	1%	133,518	0.3%	290,768	1%	125,311	0.6%
- Impairment write-back	(892,990)	-3%	18,697,784	47%	(389,365)	-2%	1,068,914	5%
- Retained profit for the year	24,102,843	68%	11,419,752	29%	17,232,871	84%	13,947,412	71%
	35,224,699	100%	**39,984,585**	100%	**20,551,407**	100%	**19,742,115**	100%

Value added represents the additional wealth which the Group and Company has been able to create on its own and employees' efforts. The statement shows the allocation of that wealth between the employees, government and that retained by the company for the future creation of more wealth.

Five -Year Financial Summary - Group
For The Year Ended 31 December 2024

	December 2024 =N=' 000	December 2023 =N=' 000	December 2022 =N=' 000	December 2021 =N=' 000	December 2020 =N=' 000
ASSETS					
Cash and cash equivalents	337,013,523	145,255,523	149,867,038	53,661,848	43,420,443
Investment securities	1,133,596,685	668,836,807	386,544,095	363,647,252	145,148,841
Loans and Advances	59,021,818	25,147,676			
Trade and other receivables	161,248,657	85,463,551	58,943,091	30,919,246	28,472,742
Rights of use assets	405,416	94,692	141,944	212,819	283,694
Intangible assets	955,490	188,615	179,301	78,595	42,015
Investments in associates	7,932,794	5,305,788	4,614,694	4,293,587	4,500,000
Property and equipment	1,529,253	1,253,484	386,555	471,852	565,824
Deferred tax assets	-	402,044	1,238,493	312,755	314,736
TOTAL ASSETS	**1,701,703,636**	**931,948,180**	**601,915,211**	**453,597,954**	**222,748,295**
LIABILITIES					
Managed Funds	846,600,428	600,106,217	413,698,697	327,249,024	116,019,077
Borrowed funds	406,060,830	200,822,968	100,454,344	79,691,116	72,661,645
Other liabilities	296,069,385	27,782,946	48,649,198	14,225,310	7,683,308
Defined benefit obligations	393,999	365,768	-	-	-
Current tax liabilities	7,011,324	2,950,805	5,292,648	1,803,211	1,830,812
Deferred tax liabilities	12,064,404	9,206,051	833,034	82,500	126,974
TOTAL LIABILITIES	**1,568,200,370**	**841,234,755**	**568,927,921**	**423,051,161**	**198,321,816**
EQUITY					
Share capital	9,000,000	3,000,000	3,000,000	3,000,000	3,000,000
Share premium	515,241	683,611	683,611	683,611	683,611
Retained earnings	39,731,566	31,733,315	29,313,563	28,660,538	21,601,800
Regulatory risk reserve	5,663	-	-	-	-
Fair value reserves	84,146,820	55,296,499	(9,884)	(1,797,356)	(858,932)
Defined benefit plan reserve	103,976	-	-	-	-
SHAREHOLDER'S FUND	**133,503,266**	**90,713,425**	**32,987,290**	**30,546,793**	**24,426,479**
TOTAL LIABILITIES AND EQUITY	**1,701,703,636**	**931,948,180**	**601,915,211**	**453,597,954**	**222,748,295**

Five - Year Financial Summary - Company
For The Year Ended 31 December 2024

	December 2024 =N=' 000	December 2023 =N=' 000	December 2022 =N=' 000	December 2021 =N=' 000	December 2020 =N=' 000
ASSETS					
Cash and cash equivalents	56,396,411	12,683,441	22,907,336	6,951,413	12,196,469
Investment securities	187,543,037	150,008,249	85,387,058	58,599,896	40,456,026
Trade and other receivables	148,608,005	83,793,521	47,812,682	29,889,598	27,476,909
Dividend receivable from subsidiaries	8,940,000	6,309,000	7,218,000	4,828,500	3,670,000
Rights of use assets	405,416	94,692	141,944	212,819	283,694
Intangible assets	811,819	151,997	169,617	68,151	39,032
Investments in subsidiaries	9,755,133	1,101,000	901,000	901,000	901,000
Investments in associates	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000
Property and equipment	1,060,484	1,168,588	343,876	414,185	487,457
TOTAL ASSETS	**418,020,305**	**259,810,488**	**169,381,513**	**106,365,562**	**90,010,587**
LIABILITIES					
Borrowed funds	328,699,338	199,132,509	100,849,650	83,717,908	72,432,512
Other liabilities	31,965,857	15,148,590	47,671,635	5,139,989	2,261,913
Defined benefit obligations	282,035	253,246	-	-	-
Current tax liabilities	2,509,024	1,435,398	1,902,059	649,566	1,012,778
Deferred tax liabilities	5,162,896	5,122,483	787,448	82,500	113,701
TOTAL LIABILITIES	**368,619,150**	**221,092,226**	**151,210,792**	**89,589,963**	**75,820,904**
EQUITY					
Share capital	9,000,000	3,000,000	3,000,000	3,000,000	3,000,000
Share premium	515,241	683,611	683,611	683,611	683,611
Retained earnings	19,703,990	18,253,353	13,305,941	12,958,286	10,434,895
Fair value reserves	20,116,565	16,781,298	1,181,169	133,702	71,177
Defined benefit plan reserve	65,359	-	-	-	-
SHAREHOLDER'S FUND	**49,401,155**	**38,718,262**	**18,170,721**	**16,775,599**	**14,189,683**
TOTAL LIABILITIES AND EQUITY	**418,020,305**	**259,810,488**	**169,381,513**	**106,365,562**	**90,010,587**

Five - Year Financial Summary - Group

	FY 2024 =N=' 000	FY 2023 =N=' 000	FY 2022 =N=' 000	FY 2021 =N=' 000	FY 2020 =N=' 000
Gross earnings	43,431,097	45,895,098	26,896,411	18,065,183	12,873,897
Gross operating expenses	(15,955,260)	(29,281,906)	(13,717,130)	(5,941,170)	(4,926,227)
Operating profit before income tax	**27,475,837**	**16,613,192**	**13,179,281**	**12,124,013**	**7,947,670**
Share of profit in associate companies	2,627,006	691,094	321,107	(206,412)	-
Profit before income tax	**30,102,843**	**17,304,286**	**13,500,388**	**11,917,601**	**7,947,670**
Income tax expense	(6,000,000)	(5,884,534)	(3,847,363)	(658,863)	(136,492)
Profit for the year from continuing operations	**24,102,843**	**11,419,752**	**9,653,025**	**11,258,738**	**7,811,178**
Other comprehensive income for the year	35,372,062	55,306,383	1,787,472	(938,423)	29,462
Total comprehensive income for the year	**59,474,905**	**66,726,134**	**11,440,496**	**10,320,315**	**7,840,640**
Earnings per share-basic (kobo) - annualised	134	254	214	188	130

5 Year Financial Summary - Company

	FY 2024 =N=' 000	FY 2023 =N=' 000	FY 2022 =N=' 000	FY 2021 =N=' 000	FY 2020 =N=' 000
Gross earnings	22,858,538	21,624,979	13,981,324	8,238,600	7,560,671
Gross operating expenses	(3,575,177)	(4,223,094)	(2,575,408)	(1,447,404)	(1,733,601)
Operating profit before income tax	**19,283,361**	**17,401,885**	**11,405,916**	**6,791,196**	**5,827,070**
Share of (loss)/profit in associate companies	-	-	-	-	-
Profit before income tax	**19,283,361**	**17,401,885**	**11,405,916**	**6,791,196**	**5,827,070**
Income tax expense	(2,050,489)	(3,454,473)	(2,058,261)	(67,805)	(240,006)
Profit for the year from continuing operations	**17,232,872**	**13,947,412**	**9,347,655**	**6,723,392**	**5,587,064**
Other comprehensive income for the year	9,818,391	15,600,129	1,047,467	62,525	4,485
Total comprehensive income for the year	**27,051,263**	**29,547,541**	**10,395,122**	**6,785,917**	**5,591,549**
Earnings per share-basic (kobo) - annualised	96	232	156	112	93