

RECHARGED



First HoldCo Plc

Unaudited Consolidated and Separate Financial Statements
For Period Ended 30 June 2025



First HoldCo Plc

DIRECTORS AND ADVISORS

DIRECTORS:

Olufemi Otedola, CON
Adebowale Oyedeji
Abiodun Oluwole Fatade
Alimi Abdul-Razaq
Peter Aliogo
Kofo Dosekun
Julius B. Omodayo-Owotuga
Olusegun Alebiosu
Oyewale Ariyibi

Group Chairman
Group Managing Director
Non-Executive Director
Independent Non-Executive Director
Independent Non-Executive Director
Independent Non-Executive Director
Non-Executive Director
Non-Executive Director
Executive Director/Chief Financial Officer

COMPANY SECRETARY:

Adewale Arogundade

REGISTERED OFFICE:

Samuel Asabia House
35, Marina
Lagos

AUDITOR:

KPMG Professional Services
KPMG Tower, Bishop Aboyade Cole Street
Victoria Island, Lagos
Telephone: +234 271 8955
Website: www.kpmg.com/ng

REGISTRAR:

Meristem Registrars & Probate Services Limited
213 Herbert Macaulay Way
Yaba, Lagos

BANKERS:

First Bank of Nigeria Limited
35 Marina,
Lagos

FBNQuest Merchant Bank Limited
2, Broad Street
Lagos

TAX IDENTIFICATION NUMBER:

15562790-0001

Certification pursuant to section 60(2) of Investment and Securities Act No. 29 of 2007

We the undersigned hereby certify the following with regards to First HoldCo Plc financial report for for the period ended June 30, 2025 that:

- (a) We have reviewed the report;
- (b) To the best of our knowledge, the report does not:
 - (i) contain any untrue statement of a material fact, or
 - (ii) omit to state a material fact, which could make the statements misleading in the light of the circumstances under which such statements were made.
- (c) To the best of our knowledge, the financial statements and other financial information included in the report fairly represent in all material respects the financial condition and results of operations of the Company as of June 30, 2025 and the periods presented in the report.
- (d) We:
 - (i) are responsible for establishing and maintaining internal controls.
 - (ii) have designed such internal controls to ensure that material information relating to the Company and its consolidated subsidiaries is made known to such officers by others within those entities particularly during the period in which the periodic reports are being prepared.
 - (iii) have evaluated the effectiveness of the Company's internal controls as of date within 90 days prior to the reports.
 - (iv) have presented in the report our conclusions about the effectiveness of the Company's internal controls based on our evaluation as of that date.
- (e) We have disclosed to the auditors of the Company and the audit committee:
 - (i) all significant deficiencies in the design or operation of internal controls which would adversely affect the Company's ability to record, process, summarize and report financial data and have identified for the Company's auditors any material weakness in internal controls, and
 - (ii) Any fraud, whether or not material, that involve management or other employees who have significant role in the Company's internal controls.
- (f) We have identified in the report whether or not there were significant changes in the internal controls or other factors that could significantly affect internal controls subsequent to the date of our evaluation, including any corrective actions with regards to significant deficiencies and material weaknesses.



ADEBOWALE OYEDEJI
Group Managing Director
FRC/2024/PRO/DIR/003/450036



OYEWALE ARIYIBI
Executive Director
FRC/2013/ICAN/0000001251

Shareholding Structure and Free Float Status

Company Name:	First HoldCo Plc
Board Listed:	Premium Board
Financial Year End:	December 31
Reporting Period:	Period ended June 30, 2025
Share Price at end of reporting period:	N26.00 (June 30, 2024: N21.90)

Description	June 30, 2025		June 30, 2024	
	Unit	Percentage	Unit	Percentage
Issued Share Capital	41,877,841,590	100%	35,895,292,791	100.00%
Substantial Shareholdings (5% and above):				
Mr. Femi Otedola (Direct)	3,212,032,866	7.67%	1,125,681,332*	3.14%
Mr. Femi Otedola (Indirect)	3,465,560,297	8.28%	3,061,921,372*	8.53%
Barbican Capital Limited	6,314,116,229	15.08%	3,110,400,619*	8.67%
Total Substantial Shareholdings	12,991,709,392	31.02%	7,298,003,323	20.33%
Directors' shareholdings (direct and indirect), excluding directors with substantial interests				
Mr. Adebawale Oyedeji (Direct) ¹	16,970.00	0.00%	-	0.00%
Mr. Adebawale Oyedeji (Indirect) ¹	4,023,864.00	0.01%	-	0.00%
Mr. Nnamdi Okonkwo ²	-	0.00%	9,019,300	0.03%
Mrs Kofoworola Dosekun	-	0.00%	-	0.00%
Sir. Peter Aliogo	-	0.00%	-	0.00%
Dr. Abiodun Fatade	-	0.00%	-	0.00%
Dr. Alimi Abdul-Razaq	-	0.00%	-	0.00%
Julius B. Omodayo-Owotuga	-	0.00%	-	0.00%
Mr Olusegun Alebiosu (Direct) ³	13,579,312.00	0.03%	-	0.00%
Mr Olusegun Alebiosu (Indirect) ³	9,916,666.00	0.02%	-	0.00%
Mr. Oyewale Ariyibi	4,676,991	0.01%	4,008,850	0.01%
Total Directors' Shareholdings	32,213,803	0.08%	13,028,150	0.04%
Free Floats in Units and Percentage	28,853,918,395	68.90%	28,584,261,318	79.63%
Free Floats in Value (N)	750,201,878,270.00		625,995,322,864.20	

Note: This table has been prepared based on the Shareholders' Register as at June 30, 2025.

* These shares were verified and validated by the Central Bank of Nigeria.

1. Mr. Adebawale Oyedeji was appointed as Group Managing Director November 13, 2024.
2. Mr. Nnamdi Okonkwo retired November 13, 2024, hence the holdings are now considered free floating.
3. Mr Olusegun Alebiosu was appointed Non Executive Director July 30, 2024.

Declaration:

First HoldCo Plc with a free float value of N750,201,878,270.00 (68.90%) as at June 30, 2025 (June 30, 2024: N625,995,322,864.20 (79.63%)) is compliant with the Nigerian Stock Exchange's free float requirements for companies listed on the Premium Board.



Adewale Arogundade
Company Secretary
FRC/2014/NBA/00000006810

First HoldCo Plc

INCOME STATEMENT

		GROUP				
		Q2 ended	Year to date	Q2 ended	Year to date	
		30 Jun.	30 Jun.	30 Jun.	30 Jun.	
		2025	2025	2024	2024	
Note		N 'million	N 'million	N 'million	N 'million	
Continuing operations						
	Interest income	4	812,128	1,437,409	501,548	947,694
	Interest expense	5	(272,493)	(532,582)	(213,462)	(432,761)
Net interest income			539,635	904,827	288,086	514,933
	Impairment charge for losses	6	(148,146)	(185,397)	(51,053)	(92,986)
Net interest income after impairment charge for losses			391,489	719,430	237,033	421,947
	Fee and commission income	7a	90,850	168,572	67,924	129,926
	Fee and commission expense	7b	(16,260)	(29,875)	(9,439)	(19,090)
Net fee and commission income			74,590	138,697	58,485	110,836
	Foreign exchange (loss)/gain	8	(6,938)	73,543	(66,454)	(165,046)
	Net gains on sale of investment securities	9	7,314	7,450	(207)	11,827
	Net (losses)/gains from financial instruments at FVTPL	10	(5,754)	(53,668)	143,375	432,201
	Dividend income	11	10,040	10,201	7,663	8,027
	Other operating income	12	6,081	13,149	32,817	37,863
	Personnel expenses		(102,941)	(169,980)	(70,099)	(134,197)
	Depreciation, amortisation and impairment		(19,079)	(35,459)	(16,997)	(30,494)
	Other operating expenses	13	(185,521)	(347,387)	(147,819)	(280,999)
Operating profit			169,281	355,976	177,797	411,965
	Share of profit of associates	23	389	173	25	25
Profit before tax			169,670	356,149	177,822	411,990
	Income tax expense	14	(53,294)	(72,379)	(21,357)	(51,725)
PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS			116,376	283,770	156,465	360,265
Discontinued operations						
	Profit for the period from discontinued operations	28.3	2,299	6,002	722	5,035
PROFIT FOR THE PERIOD			118,675	289,772	157,187	365,300
Profit attributable to:						
	Owners of the parent		116,867	286,396	155,908	362,809
	Non-controlling interests		1,808	3,376	1,279	2,491
			118,675	289,772	157,187	365,300
Earnings per share attributable to owners of the parent						
Basic/diluted earnings per share (expressed in naira per share):						
	<i>From continuing operations</i>	42		6.69		9.91
	<i>From discontinued operations</i>	42		0.14		0.14
				6.84		10.05

First HoldCo Plc

INCOME STATEMENT

		COMPANY				
		Q2 ended	Year to date	Q2 ended	Year to date	
		30 Jun.	30 Jun.	30 Jun.	30 Jun.	
Note		2025	2025	2024	2024	
		N 'million	N 'million	N 'million	N 'million	
Continuing operations						
	Interest income	4	3,284	8,149	1,546	2,553
	Interest expense	5	-	(1)	(1)	(3)
Net interest income			3,284	8,148	1,545	2,550
	Impairment charge for losses	6	-	-	-	(3)
Net interest income after impairment charge for losses			3,284	8,148	1,545	2,547
	Foreign exchange (loss)/income	8	(28)	(48)	469	1,352
	Net gains on sale of investment securities	9	111	57	1	7
	Net gains from financial instruments at FVTPL	10	-	-	-	4
	Dividend income	11	3,701	3,701	-	-
	Other operating income	12	-	-	-	-
	Personnel expenses		(358)	(714)	(286)	(532)
	Depreciation, amortisation and impairment		(229)	(350)	(92)	(183)
	Other operating expenses	13	(1,403)	(2,199)	(867)	(1,756)
Profit before tax			5,078	8,595	770	1,439
	Income tax expense	14	(16)	(41)	(8)	(13)
PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS			5,062	8,554	762	1,426
Profit attributable to:						
	Owners of the parent		5,062	8,554	762	1,426
	Non-controlling interests		-	-	-	-
			5,062	8,554	762	1,426
Earnings per share attributable to owners of the parent						
Basic earnings per share (expressed in naira per share):						
	<i>From continuing operations</i>	42		0.20		0.04
	<i>From discontinued operations</i>	42		-		-
				0.20		0.04

First HoldCo Plc

STATEMENT OF COMPREHENSIVE INCOME

	GROUP			
	Q2 ended 30 Jun. 2025 N 'million	Year to date 30 Jun. 2025 N 'million	Q2 ended 30 Jun. 2024 N 'million	Year to date 30 Jun. 2024 N 'million
PROFIT FOR THE PERIOD	118,675	289,772	157,187	365,300
Other comprehensive income:				
Items that may be subsequently reclassified to profit or loss				
From continuing operations				
Movement in fair value reserves (FVOCI debt instruments):				
-Net changes in fair value	(77,919)	(279,853)	28,238	(172,155)
Foreign operations- foreign currency translation differences	39,811	12,900	109,134	278,747
From discontinued operations				
Net losses on debt instruments at fair value through other comprehensive income	5,784	1,975	1,255	(7,801)
Items that will not be reclassified to profit or loss				
From continuing operations				
Equity investments at FVOCI - net changes in fair value	628	26	2,398	2,390
Total other comprehensive (loss)/ income for the period	(31,696)	(264,952)	141,025	101,181
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	86,979	24,820	298,212	466,481
Total comprehensive income attributable to:				
Owners of the parent	85,171	21,444	296,933	463,990
Non-controlling interests	1,808	3,376	1,279	2,491
	86,979	24,820	298,212	466,481
Total comprehensive income attributable to owners of the parent arises from :				
Continuing operations	77,072	13,438	294,857	466,634
Discontinued operations	8,099	8,006	2,077	(2,644)
	85,171	21,444	296,933	463,990

First HoldCo Plc

STATEMENT OF COMPREHENSIVE INCOME

	COMPANY			
	Q2 ended 30 Jun. 2025 N 'million	Year to date 30 Jun. 2025 N 'million	Q2 ended 30 Jun. 2024 N 'million	Year to date 30 Jun. 2024 N 'million
PROFIT FOR THE PERIOD	5,062	8,554	762	1,426
Other comprehensive income:				
Items that may be subsequently reclassified to profit or loss				
Net gains/(losses) on debt instruments at fair value through other comprehensive income	202	557	(38)	(757)
Total other comprehensive income/(loss) for the period	202	557	(38)	(757)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	5,264	9,111	724	669
Total comprehensive income attributable to:				
Owners of the parent	5,264	9,111	724	669
	5,264	9,111	724	669
Total comprehensive income attributable to owners of the parent arises from:				
Continuing operations	5,264	9,111	724	669
	5,264	9,111	724	669

First HoldCo Plc

STATEMENT OF FINANCIAL POSITION

	Note	GROUP		COMPANY	
		30 Jun.	31 Dec.	30 Jun.	31 Dec.
		2025	2024	2025	2024
		N 'million	N 'million	N 'million	N 'million
ASSETS					
Cash and balances with central banks	15	4,818,617	4,415,186	-	-
Loans and advances to banks	17	4,789,346	3,302,480	25,939	23,269
Loans and advances to customers	18	8,864,621	8,767,888	77	178
Financial assets at fair value through profit or loss	19	296,584	443,567	-	-
Investment securities	20	6,460,609	6,536,395	17,576	14,504
Assets pledged as collateral	21	395,706	1,069,225	-	-
Other assets	22	725,377	1,139,720	1,546	24,138
Investment in associates	23	2,713	2,540	-	-
Investment in subsidiaries	24	-	-	411,478	264,188
Property and equipment	25	247,349	222,164	1,435	545
Intangible assets	26	38,946	40,138	-	-
Deferred tax assets	27	45,901	53,706	-	-
		26,685,769	25,993,009	458,051	326,822
Assets held for sale	28.2	513,350	531,209	-	-
Total assets		27,199,119	26,524,218	458,051	326,822
LIABILITIES					
Deposits from banks	29	2,823,544	2,922,432	-	-
Deposits from customers	30	17,899,781	17,170,690	-	-
Financial liabilities at fair value through profit or loss	31	142,136	50,256	-	-
Financial liabilities at amortized cost	32	209	198,188	-	-
Current income tax liabilities	33	142,556	122,563	60	49
Other liabilities	34	1,041,126	1,239,125	29,611	29,077
Borrowings	35	1,754,293	1,559,353	-	-
Retirement benefit obligations	36	9,900	8,640	-	-
Deferred tax liabilities	27	9,828	11,645	-	-
		23,823,373	23,282,892	29,671	29,126
Liabilities held for sale	28.2	428,911	445,992	-	-
Total liabilities		24,252,284	23,728,884	29,671	29,126
EQUITY					
Share capital	37	20,939	17,948	20,939	17,948
Share premium	38.1	377,101	233,392	377,101	233,392
Retained earnings	38.2	1,374,963	1,116,309	31,907	48,480
Statutory reserve	38.3	335,795	332,091	-	-
Capital reserve	38.4	-	-	10	10
SME investment reserve	38.6	6,076	6,076	-	-
Fair value reserve	38.5	77,671	356,675	(1,577)	(2,134)
Regulatory risk reserve	38.7	23,107	22,670	-	-
Foreign currency translation reserve	38.8	670,246	657,346	-	-
		2,885,898	2,742,507	428,380	297,696
Non-controlling interests	40	60,937	52,827	-	-
Total equity		2,946,835	2,795,334	428,380	297,696
Total equity and liabilities		27,199,119	26,524,218	458,051	326,822



ADEBOWALE OYEDEJI
Group Managing Director
FRC/2024/PRO/DIR/003/450036



OYEWALE ARIYIBI
Executive Director/ CFO
FRC/2013/ICAN/00000001251

First HoldCo Plc

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to equity holders of the parent										
	Share capital	Share premium	Retained earnings	Statutory reserve	SME investment reserve	Fair value reserve	Regulatory risk reserve	Foreign currency translation reserve	Total	Non-controlling interest	Total equity
	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million
Balance at January 1, 2024	17,948	233,392	588,967	211,935	6,076	300,888	20,501	338,871	1,718,578	28,443	1,747,021
Profit for the period	-	-	362,809	-	-	-	-	-	362,809	2,491	365,300
Other comprehensive income											
Foreign operations- foreign currency translation differences	-	-	-	-	-	-	-	278,747	278,747	-	278,747
Net changes in fair value - FVOCI debt instruments	-	-	-	-	-	(179,956)	-	-	(179,956)	-	(179,956)
Net changes in fair value - FVOCI equity investments	-	-	-	-	-	2,390	-	-	2,390	-	2,390
Total comprehensive income	-	-	362,809	-	-	(177,566)	-	278,747	463,990	2,491	466,481
Transactions with owners											
Dividends	-	-	-	-	-	-	-	-	-	-	-
Transfer between reserves	-	-	(5,830)	5,990	-	-	(160)	-	-	-	-
Total transactions with Owners	-	-	(5,830)	5,990	-	-	(160)	-	-	-	-
At June 30, 2024	17,948	233,392	945,946	217,925	6,076	123,322	20,341	617,618	2,182,568	30,934	2,213,502
Balance at January 1, 2025	17,948	233,392	1,116,309	332,091	6,076	356,675	22,670	657,346	2,742,507	52,827	2,795,334
Profit for the period	-	-	286,396	-	-	-	-	-	286,396	3,376	289,772
Other comprehensive income											
Foreign operations- foreign currency translation differences	-	-	-	-	-	-	-	12,900	12,900	-	12,900
Net changes in fair value - FVOCI debt instruments	-	-	-	-	-	(277,878)	-	-	(277,878)	-	(277,878)
Net changes in fair value - FVOCI equity investments	-	-	-	-	-	26	-	-	26	-	26
Total comprehensive income	-	-	286,396	-	-	(277,852)	-	12,900	21,444	3,376	24,820
Transactions with owners											
Increase during the period	2,991	143,709	-	-	-	-	-	-	146,700	-	146,700
Dividends	-	-	(25,127)	-	-	-	-	-	(25,127)	-	(25,127)
Investment by non-controlling interest	-	-	-	-	-	-	-	-	-	4,734	4,734
Net gain on disposal of interest in subsidiary	-	-	374	-	-	-	-	-	374	-	374
Transfer between reserves	-	-	(2,989)	3,704	-	(1,152)	437	-	-	-	-
Total transactions with Owners	2,991	143,709	(27,742)	3,704	-	(1,152)	437	-	121,947	4,734	126,681
At June 30, 2025	20,939	377,101	1,374,963	335,795	6,076	77,671	23,107	670,246	2,885,898	60,937	2,946,835

First HoldCo Plc

COMPANY STATEMENT OF CHANGES IN EQUITY

	Attributable to equity holders of the parent					
	Share capital	Share premium	Retained earnings	Capital reserve	Fair value reserve	Total
	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million
Balance at January 1, 2024	17,948	233,392	36,614	10	(1,499)	286,465
Profit for the period	-	-	1,426	-	-	1,426
Other comprehensive income						
Fair value changes on financial assets at FVOCI	-	-	-	-	(757)	(757)
Total comprehensive income	-	-	1,426	-	(757)	669
Transactions with owners						
Dividends	-	-	-	-	-	-
Total transactions with Owners	-	-	-	-	-	-
At June 30, 2024	17,948	233,392	38,040	10	(2,256)	287,134
Balance at January 1, 2025	17,948	233,392	48,480	10	(2,134)	297,696
Profit for the period	-	-	8,554	-	-	8,554
Other comprehensive income						
Fair value changes on financial assets at FVOCI	-	-	-	-	557	557
Total comprehensive income	-	-	8,554	-	557	9,111
Transactions with owners						
Increase during the period	2,991	143,709	-	-	-	146,700
Dividends	-	-	(25,127)	-	-	(25,127)
Total transactions with Owners	2,991	143,709	(25,127)	-	-	121,573
At June 30, 2025	20,939	377,101	31,907	10	(1,577)	428,380

STATEMENT OF CASH FLOWS

	Note	GROUP		COMPANY	
		30 Jun.	30 Jun.	30 Jun.	30 Jun.
		2025	2024	2025	2024
		N 'million	N 'million	N 'million	N 'million
Operating activities					
Cash flow (used)/from operations	39	(1,910,447)	739,154	(364)	(5,267)
Income taxes paid		(22,206)	(30,001)	-	-
Interest received		1,494,337	955,780	7,437	1,927
Interest paid		(572,108)	(445,237)	-	-
Net cash flow (used in)/generated from operating activities		(1,010,425)	1,219,696	7,073	(3,340)
Investing activities					
Purchase of investment securities		(9,455,720)	(3,551,097)	(7,812)	-
Proceeds from the sale of investment securities		9,449,286	2,221,401	5,999	(5,737)
Dividends received		10,201	8,027	25,895	18,576
Investment in subsidiaries		-	-	(148,807)	-
Purchase of property and equipment		(128,213)	(41,987)	(1,240)	(95)
Purchase of intangible assets		(45,612)	(7,310)	-	-
Proceeds on disposal of property and equipment		9,731	827	-	2
Proceeds of disposal of investment in subsidiary		5,958	-	-	-
Net cash flow (used in)/generated from investing activities		(154,369)	(1,370,137)	(125,965)	12,746
Financing activities					
Dividend paid		(25,127)	-	(25,127)	-
Proceeds of increase in share capital		146,700	-	146,700	-
Proceeds from new borrowings		556,285	693,233	-	-
Repayment of borrowings		(364,841)	(363,934)	-	-
Net cash flow from financing activities		313,017	329,299	121,573	-
(Decrease)/ Increase in cash and cash equivalents		(851,777)	178,858	2,681	9,406
Cash and cash equivalents at start of year		5,705,676	2,641,275	23,269	16,523
Effect of exchange rate fluctuations on cash held		12,169	25,308	(11)	857
Cash and cash equivalents at end of year	16	4,866,068	2,845,441	25,939	26,786

1 General information

These financial statements are the consolidated financial statements of First HoldCo Plc. (the Company), and its subsidiaries (hereafter referred to as 'the Group'). The Registered office address of the Company is at 35 Marina, Samuel Asabia House, Lagos, Nigeria.

The principal activities of the Group are mainly the provision of commercial banking services, merchant banking and asset management services, insurance brokerage services and provision of other financial services.

2 Summary of significant accounting policies

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

2.1 Basis of preparation

The Group's consolidated financial statements for the period ended June 30, 2025 have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), and with the applicable interpretations – International Financial Reporting Interpretations Committee (IFRIC) and Standard Interpretation Committee (SIC) as issued by IFRS Interpretation Committee. Additional information required by national regulations is included where appropriate.

The consolidated financial statements comprise the income statement, statement of comprehensive income, statement of financial position, the statement of changes in equity, statement of cash flows and the related notes for the Group and the Company.

The consolidated financial statements have been prepared in accordance with the going concern principle under the historical cost convention, modified to include fair valuation of particular financial instruments, to the extent required or permitted under IFRS as set out in the relevant accounting policies.

The preparation of the consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires directors to exercise judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the consolidated financial statements in the period 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.

2.1.1 Basis of measurement

These financial statements have been prepared in accordance with the going concern principle under the historical cost basis except for the following:

- Derivative financial instruments which are measured at fair value.
- Non-derivative financial instruments, carried at fair value through profit or loss, are measured at fair value.
- Financial assets at fair value through other comprehensive income
- The liability for defined benefit obligations is recognized as the present value of the defined benefit obligation less the fair value of the plan assets.
- The plan assets for defined benefit obligations are measured at fair value.

2.2 Changes in accounting policy and disclosures

2.2.1 New and amended standards adopted by the Group

The Group has not applied any standards and amendment for the first time for their annual reporting period commencing January 1, 2025.

2.2.2 New standards, interpretations and amendments to existing standards that are not yet effective

A number of new standards, interpretations and amendments thereto, have been issued by IASB which are not yet effective, and have not been applied in preparing these consolidated financial statements.

- (i) Lack of Exchangeability - Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates (effective 1 January 2025)
- (ii) Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures (effective 1 January 2026)
- (iii) IFRS 18 Presentation and Disclosure in Financial Statements (effective 1 January 2027)
- (iv) IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective 1 January 2027)

2.3 Consolidation

The financial statements of the consolidated subsidiaries used to prepare the consolidated financial statements were prepared as of the parent company's reporting date.

a. Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The assessment of control is based on the consideration of all facts and circumstances. The Group reassesses whether or not it controls an investee if fact and circumstances indicate that there are changes to one or more of the elements of control.

Investment in subsidiaries is measured at cost less accumulated impairment losses in the separate financial statements of the parent.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group.

The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred. If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IFRS 9 either in profit or loss or as a change to other comprehensive income.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Where necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

b. Changes in ownership interests in subsidiaries without change of control.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

c. Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

d. Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investment in associates is measured at cost in the separate financial statements of the investor. Investments in associates are accounted for using the equity method of accounting in the consolidated financial statements of the Group. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition.

The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in an associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to share of profit/(loss) of associates in the income statement.

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

All transactions between business segments are conducted at arm's length, with inter-segment revenue and expenditure eliminated at the Group. Income and expenses directly associated with each segment is included in determining the segment's performance.

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 judgment in developing and applying an accounting policy that is relevant and reliable. In making this judgment, 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.

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.

Accordingly, the Group's policy is that the assets and liabilities of the business transferred are measured at their existing book value in the consolidated financial statements of the parent, as measured under IFRS. The Company 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 financial statements are presented in Nigerian Naira which is the group's presentation 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 re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

c. *Group companies*

The results and financial position of all the group entities which have functional currency different from the Group's presentation currency, are translated into the Group's presentation currency as follows:

- assets and liabilities of each foreign operation are translated at the rates of exchange ruling at the reporting date;
- income and expenses of each foreign operation are translated at the average exchange rate for the period, unless this average is not a reasonable approximation of the rate prevailing on transaction date, in which case income and expenses are translated at the exchange rate ruling at transaction date; and
- all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

2.7 Income taxation

a. *Current income tax*

Income tax payable is calculated on the basis of the applicable tax law in the respective jurisdiction and is recognised as an expense (income) 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 tax*

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred 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 tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

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

Deferred tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred tax liability where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred 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.

2.8 Inventories

Inventories include stock of consumables and repossessed assets held for resale. Stock of consumables comprise of materials to be consumed in the process of rendering of services as well as accessories held for subsequent issuance to customers. They are measured at lower of cost and net realisable value. Cost comprises cost of purchase and other costs incurred in bringing the items of stock to their present location and condition. Net realisable value is the estimated issuance price. When items of stock are issued to customers, their carrying amount is recognised as an expense in the period in which the relevant revenue is recognised.

Repossessed assets held for resale include assets held as collaterals recovered from defaulting loan customers. These assets includes Land, Buildings, Tank farm, Rigs and Vessel, They are valued at the lower of cost and net realisable value. Cost is the carrying amount of the related loan at the date of exchange. Net realisable value represents the estimated selling price less estimated costs to completion and costs to be incurred in marketing, selling and distribution.

2.9 Financial assets and liabilities

In accordance with IFRS 9, all financial assets and liabilities – which include derivative financial instruments – have to be recognised in the statement of financial position and measured in accordance with their assigned category.

2.9.1 Financial assets

The Group allocates financial assets into one of the following categories: Fair value through profit or loss, Amortised cost and Fair value through other comprehensive income. The Group classifies all financial assets on the basis of the business model for managing the asset and the contractual cashflow characteristics of the asset.

a. *Financial assets at fair value through profit or loss (FVTPL)*

Financial assets measured at fair value through profit or loss include assets held for trading purposes, assets held as part of a portfolio managed on a fair value basis and assets whose cash flows do not represent payments that are solely payments of principal and interest. Financial assets may also be designated at FVTPL if by so doing eliminates or significantly reduces an accounting mismatch which would otherwise arise. These instruments are measured at fair value in the statement of financial position, with transaction costs recognized immediately in the income statement. Realized and unrealized gains and losses are also recognized in the income statement.

b. *Financial assets measured at amortised cost*

Financial assets are measured at amortised cost if they are held within a business model whose objective is to hold for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. After initial measurement, debt instruments in this category are carried at amortized cost using the effective interest rate method. The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. Amortized cost is calculated taking into account any discount or premium on acquisition, transaction costs and fees that are an integral part of the effective interest rate.

Amortization is included in interest income in the income statement. Impairment on financial assets measured at amortized cost is calculated using the expected credit loss approach. Loans and debt securities measured at amortized cost are presented net of the allowance for credit losses in the statement of financial position.

c. *Financial assets at fair value through other comprehensive*

Financial assets are measured at fair value through other comprehensive income (FVOCI) if they are held within a business model whose objective is to hold for collection of contractual cash flows and for selling financial assets, where the assets' cash flows represent payments that are solely payments of principal and interest.

Subsequent to initial recognition, unrealized gains and losses on debt instruments measured at FVOCI are recorded in other comprehensive income (OCI), unless the instrument is designated in a fair value hedge relationship. When designated in a fair value hedge relationship any changes in fair value due to changes in the hedged risk is recognized in the income statement. Foreign exchange gains and losses that relate to the amortized cost of the debt instrument are recognized in the income statement. Premiums, discounts and related transaction costs are amortized over the expected life of the instrument to interest income in the income statement using the effective interest rate method.

d. *Recognition*

The Group uses settlement date accounting for regular way contracts when recording financial asset transactions. Financial assets that are transferred to a third party but do not qualify for derecognition are presented in the statement of financial position as 'Assets pledged as collateral', if the transferee has the right to sell or repledge them.

2.9.2 Financial liabilities

The Group's holding in financial liabilities is in financial liabilities at fair value through profit or loss and financial liabilities at amortised cost. Financial liabilities are derecognised when extinguished.

a. *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss are financial liabilities held for trading.

A financial liability is classified as held for trading if it is acquired or incurred principally for the purpose of selling or repurchasing it in the near term or if it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking.

Derivatives are also categorised as held for trading unless they are designated and effective as hedging instruments. Financial liabilities held for trading also include obligations to deliver financial assets borrowed by a short seller.

Gains and losses arising from changes in fair value of financial liabilities classified held for trading are included in the income statement and are reported as 'Net gains/ (losses) on financial instruments classified as held for trading'. Interest expenses on financial liabilities held for trading are included in 'Net interest income'.

b. *Other liabilities measured at amortised cost*

Financial liabilities that are not classified at fair value through profit or loss fall into this category and are measured at amortised cost. Financial liabilities measured at amortised cost are deposits from banks or customers, debt securities in issue for which the fair value option is not applied, convertible bonds and subordinated debts.

2.9.3 Derivative financial instruments

Derivative financial instruments include swaps, forward rate agreements, futures, options and combinations of these instruments, and they primarily affect the Group's net interest income, net trading income, net fee and commission income and derivative assets and liabilities. Notional amounts of the contracts are not recorded on the balance sheet. All derivative financial instruments are held at fair value through profit or loss.

Derivatives are classified as assets when their fair value is positive or as liabilities when their fair value is negative. Derivative assets and liabilities arising from different transactions are only offset where there is a legal right of offset of the recognised amounts and the parties intend to settle the cash flows on a net basis, or realise the asset and settle the liability simultaneously.

2.9.4 Embedded derivatives

Hybrid contracts contain both a derivative and a non-derivative component. In such cases, the derivative component is termed an embedded derivative. Where the economic characteristics and risks of the embedded derivatives are not closely related to those of the host contract, and the host contract itself is not carried at fair value through profit or loss, the embedded derivative is bifurcated and measured at fair value with gains and losses being recognised in the income statement.

2.9.5 Determination of fair value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

For financial instruments traded in active markets, the determination of fair values of financial assets and financial liabilities is based on quoted market prices or dealer price quotations. This includes listed equity securities and quoted debt instruments on major exchanges (for example, the Nigerian Exchange Limited (NGX)) and broker quotes from Bloomberg and Reuters.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

If the above criteria are not met, the market is regarded as being inactive. Indications that a market is inactive are when there is a wide bid-offer spread or significant increase in the bid-offer spread or there are few recent transactions.

For all other financial instruments, fair value is determined using valuation techniques. In these techniques, fair values are estimated from observable data in respect of similar financial instruments, using models to estimate the present value of expected future cash flows or other valuation techniques, using inputs (for example, LIBOR yield curve, FX rates, volatilities and counterparty spreads) existing at the dates of the statement of financial position.

The Group uses widely recognised valuation models for determining fair values of non standardised financial instruments of lower complexity, such as options or interest rate and currency swaps. For these financial instruments, inputs into models are generally market-observable.

For more complex instruments, the Group uses internally developed models, which are usually based on valuation methods and techniques generally recognised as standard within the industry. Valuation models are used primarily to value derivatives transacted in the over-the-counter market, unlisted securities (including those with embedded derivatives) and other instruments for which markets were or have become illiquid. Some of the inputs to these models may not be market observable and are therefore estimated based on assumptions.

The output of a model is always an estimate or approximation of a value that cannot be determined with certainty, and valuation techniques employed may not fully reflect all factors relevant to the positions the Group holds. Valuations are therefore adjusted, where appropriate, to allow for additional factors including model risks, liquidity risk and counterparty credit risk.

Based on the established fair value model governance policies, and related controls and procedures applied, management believes that these valuation adjustments are necessary and appropriate to fairly state the values of financial instruments carried at fair value in the statement of financial position. Price data and parameters used in the measurement procedures applied are generally reviewed carefully and adjusted, if necessary – particularly in view of the current market developments.

The estimated fair value of loans and advances represents an estimation of the value of the loans using average benchmarked lending rates which were adjusted for specific entity risks based on history of losses.

2.9.6 De-recognition of financial instruments

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

2.9.7 Reclassification of financial assets

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Group changes its business model for managing financial assets. A change in the Group's business model will occur only when the Group either begins or ceases to perform an activity that is significant to its operations.

2.10 Offsetting financial instruments

Master agreements provide that, if an event of default occurs, all outstanding transactions with the counterparty will fall due and all amounts outstanding will be settled on a net basis.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a currently legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in event of default, insolvency or bankruptcy of the company or the counterparty.

2.11 Revenue recognition

a. Interest income and expense

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

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset (i.e. its amortised cost before any impairment allowance) or to the amortised cost of a financial liability. The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate, such as origination fees. For purchased or originated credit-impaired ('POCI') financial assets — assets that are credit-impaired at initial recognition — the Group calculates the credit-adjusted effective interest rate, which is calculated based on the amortised cost of the financial asset instead of its gross carrying amount and incorporates the impact of expected credit losses in estimated future cash flows.

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.

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

Interest income is calculated by applying the effective interest rate to the gross carrying amount of financial assets, except for:

- (a) POCI financial assets, for which the original credit-adjusted effective interest rate is applied to the amortised cost of the financial asset.
- (b) Financial assets that are not 'POCI' but have subsequently become credit-impaired (or 'stage 3'), for which interest revenue is calculated by applying the effective interest rate to their amortised cost (i.e. net of the expected credit loss provision).

b. Fees and commission income

Fees and commission income and expenses that are integral to the effective interest rate on a financial asset or liability are included in the measurement of the effective interest rate. For other fees and commission income, it is the Group's policy to recognise revenue from a contract when it has been approved by both parties, rights have been clearly identified, payment terms have been defined, the contract has commercial substance, and collectability has been ascertained as probable. Revenue is recognised when control of goods or services have been transferred. Control of an asset refers to the ability to direct the use of and obtain substantially all of the remaining benefits (potential cash inflows or savings in cash outflows) associated with the asset.

c. Dividend income

Dividend income is recognised when the right to receive income is established.

2.12 Impairment of financial assets

The Group assesses the following financial assets for impairment using the Expected Credit Loss (ECL) approach:

- Financial assets classified at amortised cost
- Debt securities classified at fair value through other comprehensive income
- Off-balance sheet loan commitments and
- Financial guarantee contracts.

Equity instruments and financial assets measured at fair value through profit or loss are not subjected to impairment under the standard.

Expected Credit Loss Impairment Model

The Group's allowance for credit losses calculations are outputs of models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. The expected credit loss impairment model reflects the present value of all cash shortfalls related to default events either over the following twelve months or over the expected life of a financial instrument depending on credit deterioration from inception. The allowance for credit losses reflects an unbiased, probability-weighted outcome which considers multiple scenarios based on reasonable and supportable forecasts.

The Group adopts a three-stage approach for impairment assessment based on changes in credit quality since initial recognition.

- Stage 1 – Where there has not been a significant increase in credit risk since initial recognition of a financial instrument, an amount equal to 12 months expected credit loss is recorded. The expected credit loss is computed using a probability of default occurring over the next 12 months. For those instruments with a remaining maturity of less than 12 months, a probability of default corresponding to remaining term to maturity is used.
- Stage 2 – When a financial instrument experiences a significant increase in credit risk subsequent to origination but is not considered to be in default, it is included in Stage 2. This requires the computation of expected credit loss based on the probability of default over the remaining estimated life of the financial instrument.
- Stage 3 – Financial instruments that are considered to be in default are included in this stage. Similar to Stage 2, the allowance for credit losses captures the lifetime expected credit losses.

2.13 Impairment of non-financial assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Additionally, assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows (cash-generating units). The impairment test also can be performed on a single asset when the fair value less cost to sell or the value in use can be determined reliably. Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

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

2.14 Collateral

The Group obtains collateral where appropriate, from customers to manage their credit risk exposure to the customer. The collateral normally takes the form of a lien over the customer's assets and gives the Group a claim on these assets for both existing and future customer in the event that the customer defaults.

The Group may also use other credit instruments, such as stock borrowing contracts, and derivative contracts in order to reduce their credit risk.

Collateral received in the form of securities is not recorded on the statement of financial position. Collateral received in the form of cash is recorded on the statement of financial position with a corresponding liability. These items are assigned to deposits received from bank or other counterparties. Any interest payable or receivable arising is recorded as interest expense or interest income respectively.

2.15 Discontinued operations

The Group presents discontinued operations in a separate line in the income statement if an entity or a component of an entity has been disposed or is classified as held for sale and:

- i. represents a separate major line of business or geographical area of operations;
- ii. is a part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- iii. is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs on disposal or when the operation meets the criteria to be classified as held for sale. When an operation is classified as a discontinued operation, the comparative income statement is re-presented as if the operation had been discontinued from the start of the comparative period.

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less cost to sell.

2.16 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:

- the Group has the right to operate the asset; or
- the Group designed the asset in a way that predetermines how and for what purpose it will be used.

This policy is applied to contracts entered into, or changed, on or after January 1, 2019

Leases in which the Group is a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

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 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 lease liability is subsequently measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

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.

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 N1 million when new, e.g., small IT equipment and small items of office furniture, 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. The Group has applied the low value lease exemption for leases of printers as they are less than N1 million when new.

Extension and termination options

Extension and termination options are included in all of the Group's lease arrangements. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. Most of the extension options are subject to mutual agreement by the Group and the lessors and some of the termination options held are exercisable only by the Group.

The Group is the lessor

(i) Operating lease

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

(ii) Finance lease

When assets are held subject to a finance lease, the related asset is derecognised and the present value of the lease payments (discounted at the interest rate implicit in the lease) is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method which allocates rentals between finance income and repayment of capital in each accounting period in such a way that finance income will emerge as a constant rate of return on the lessor's net investment in the lease.

2.17 Investment Properties

Properties that are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the entities in the consolidated group, are classified as investment properties. Investment properties comprise residential buildings constructed with the aim of leasing out to tenants or for selling. Recognition of investment properties takes place only when it is probable that the future economic benefits that are associated with the investment property will flow to the entity and the cost can be measured reliably. This is usually the day when all risks are transferred.

Investment properties are measured initially at cost, including transaction costs. The carrying amount includes the cost of replacing parts of an existing investment property at the time the cost was incurred if the recognition criteria are met; and excludes the costs of day-to-day servicing of an investment property. Subsequent to initial recognition, investment properties are stated at fair value.

The fair value reflects market conditions at the date of the statement of financial position and is obtained from professional third party valuers contracted to perform valuations on behalf of the Group. The fair value does not reflect future capital expenditure that will improve or enhance the property.

Subsequent expenditure is included in the asset's carrying amount 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. All other repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

Transfer to, or from, investment property is recognized only when there is a change in use, evidenced by one or more of the following:

- i. commencement of owner-occupation (transfer from investment property to owner-occupied property)
- ii. commencement of development with the view to sale (transfer from investment property to inventories)
- iii. end of owner-occupation (transfer from owner-occupied property to investment property)
- iv. commencement of an operating lease to another party (transfer from inventories to investment property)
- v. end of construction or development (transfer from property in the course of construction/ development to investment property)

Investment properties are derecognized on disposal or when the investment properties are permanently withdrawn from use and no future economic benefits are expected from its disposal.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in other operating income in the income statement.

2.18 Property and Equipment

All property and equipment used by the parent or its subsidiaries is stated at historical cost less depreciation less accumulated impairment losses. 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 during the financial period in which they are incurred.

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

Asset class	Depreciation rate
Improvement and buildings	2%
Motor vehicles	25%
Office equipment	20%
Computer equipment	33⅓%
Furniture and fittings	20%
Machinery	20%

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.

No depreciation is provided on freehold land, although, in common with all long-lived assets, it is subject to impairment testing, if deemed appropriate.

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.

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

2.19 Intangible assets

a. Goodwill

Goodwill arises on the acquisition of subsidiary and associates, and represents the excess of the cost of acquisition, over the fair value of the Group's share of the assets acquired, and the liabilities and contingent liabilities assumed on the date of the acquisition. For the purpose of calculating goodwill, fair values of acquired assets, liabilities and contingent liabilities are determined by reference to market values or by discounting expected future cash flows to present value. This discounting is either performed using market rates or by using risk-free rates and risk-adjusted expected future cash flows. Goodwill is initially recognised as an asset at cost and subsequently measured at cost less accumulated impairment losses, if any. Goodwill which is recognised as an asset is reviewed at least annually for impairment. Any impairment loss is immediately recognised in profit or loss.

For the purpose of impairment testing, goodwill is allocated to each cash-generating unit that is expected to derive benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. Any impairment loss recognised for goodwill is not reversed in a subsequent period.

Goodwill on acquisitions of associates is included in the amount of the investment.

Gains and losses on the disposal of an entity include the carrying amount of the goodwill relating to the entity sold.

b. 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:

- i. It is technically feasible to complete the software product so that it will be available for use;
- ii. Management intends to complete the software product and use or sell it;
- iii. There is an ability to use or sell the software product;
- iv. It can be demonstrated how the software product will generate probable future economic benefits;
- v. Adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- vi. The expenditure attributable to the software product during its development can be reliably measured.

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

Direct computer software development costs recognised as intangible assets are amortised on the straight-line basis over 3 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.

c. Derecognition

An item of intangibles is derecognised on disposal or when no future economic benefits are expected from its use or disposal.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

2.20 Cash and cash equivalents

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

For the purposes of the statement of cash flows, cash and cash equivalents excludes restricted balances with central banks.

2.21 Employee benefits

(i) Post-employment benefits

The Group has both defined benefit and defined contribution plans

a. *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 Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

The company and all entities within the Group make contributions in line with relevant pension laws in their jurisdiction. In Nigeria, the company contributes 16.5% of each employee's monthly emoluments (as defined by the Pension Act 2014) to the employee's Retirement Savings Account. The Act stipulates a minimum contribution of 10%.

b. *Defined benefit plan*

A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors, such as age, periods of service and compensation.

The liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the date of the statement of financial position less the fair value of plan assets.

The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the Estimated future cash outflows using interest rates of Federal government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

Remeasurement gains and losses are charged or credited to equity in other comprehensive income in the period in which they arise. Past service costs are recognised immediately in income.

(ii) Short-term benefits

Short-term benefits consists of salaries, accumulated leave allowances, bonuses and other non-monetary benefits. Short-term benefits are measured on an undiscounted basis and are expensed as the related services provided.

A liability is recognised for the amount expected to be paid under short-term cash benefits such as accumulated leave and leave allowances if the Group has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee and the obligation can be measured reliably.

2.22 Provisions

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.

When a leasehold property ceases to be used in the business or a demonstrable commitment has been made to cease to use a property where the costs exceed the benefits of the property, provision is made, where the unavoidable costs of the future obligations relating to the lease are expected to exceed anticipated rental income and other benefits. The net costs are discounted using market rates of interest to reflect the long-term nature of the cash flows.

Provision is made for the anticipated cost of restructuring, including redundancy costs when an obligation exists. An obligation exists when the Group has a detailed formal plan for restructuring a business and has raised valid expectations in those affected by the restructuring by starting to implement the plan or announcing its main features. The provision raised is normally utilised within nine months.

Provision is made for undrawn loan commitments and similar facilities if it is probable that the facility will be drawn and result in the recognition of an asset at an amount less than the amount advanced.

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.

2.23 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. These assets and income arising thereon are excluded from these financial statements, as they are not assets of the Group.

2.24 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 Group. 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.

2.25 Share capital

a. *Share issue costs*

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

b. *Dividends on ordinary shares*

Dividends on ordinary shares are recognised in equity in the period in which they are approved by the shareholders.

Dividends for the period that are declared after the reporting date are dealt with in the subsequent events note.

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

c. *Earnings per share*

The Group presents basic and diluted earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit and loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

d. *Treasury shares*

Where the Company or other members of the Group purchase the Company's equity share capital, the consideration paid is deducted from total shareholders' equity as treasury shares until they are cancelled. Where such shares are subsequently sold or reissued, any consideration received is included in shareholders' equity.

e. *Regulatory risk reserve*

In compliance with the Prudential Guidelines for licensed Banks, the Group assesses qualifying financial assets using the guidance under the Prudential Guidelines. The guidelines apply objective and subjective criteria towards providing for losses in risk assets. Assets are classed as performing or non-performing. Non-performing assets are further classed as Substandard, Doubtful or Lost with attendant provision as per the table below based on objective criteria.

Classification	Percentage	Basis
Substandard	10%	Interest and/or principal overdue by 90 days but less than 180 days
Doubtful	50%	Interest and/or principal overdue by 180 days but less than 365 days
Lost	100%	Interest and/or principal overdue by more than 365 days

A more accelerated provision may be done using the subjective criteria. A 2% provision is taken on all risk assets that are not specifically provisioned.

The results of the application of Prudential Guidelines and the impairment determined for these assets under IFRS 9 are compared. The IFRS 9 determined impairment charge is always included in the income statement.

Where the Prudential Guidelines provision is greater, the difference is appropriated from Retained Earnings and included in a non-distributable reserve "Regulatory risk reserve". Where the IFRS 9 impairment is greater, no appropriation is made and the amount of the IFRS 9 impairment is recognised in income statement.

Following an examination, the regulator may also require more amounts be set aside on risk and other assets. Such additional amounts are recognised as an appropriation from retained earnings to regulatory risk reserve.

2.26 Financial guarantees

Financial guarantees are contracts that require the Group to make specific payments to reimburse the holder of a loss it incurs because a specific debtor fails to make payment when due in accordance with the terms of a debt instrument. Financial guarantee liabilities are initially recognised at the fair value, and the initial fair value is amortised over the life of the financial guarantee. The guarantee liability is subsequently carried at the higher of this amortised amount and the present value of any expected payment (when a payment under the guarantee has become probable).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS AT JUNE 30, 2025

3 Segment information

In accordance with the management approach of IFRS 8, operating segments are reported in accordance with the internal reports provided to the Board of Directors (the chief operating decision maker), which is responsible for allocating resources to the operating segments and assesses its performance.

The Group is divided into the following business units:

1. Commercial Banking Business Group
2. Investment Banking and Asset Management Business Group
3. Others

Commercial Banking Business Group

This is the Group's core business, which provides both individual and corporate clients/customers with financial intermediation services. This business segment includes the Group's local, international and representative offices offering commercial banking services.

Investment Banking and Asset Management Business Group (IBAM) (formerly MBAM)

This is the investment-banking arm of the Group, providing advisory, asset management, markets and private equity services to a large institutional (corporations and governments) clientele.

In prior periods, this included the merchant banking subsidiary, FBNQuest Merchant Bank Limited and the reporting segment was referred to as the Merchant Banking and Asset Management Business (MBAM). Following the Board of Directors approval and resolution to divest from the merchant banking subsidiary, the reporting segment was amended as the Investment Banking and Asset Management Business Group.

Others

Others, comprises of First HoldCo Plc., the parent company, FirstInsurance Brokers Limited, Rainbow Town Development Limited and FBNQuest Merchant Bank Limited.

The Group's management reporting is based on a measure of operating profit comprising net interest income, loan impairment charges, net fee and commission income, other income and non-interest expenses. This measurement basis excludes the effect of non-recurring expenditure from the operating segments such as restructuring costs, legal expenses and goodwill impairments when the impairment is the result of an isolated, non-recurring events.

As the Board of Directors reviews operating profit, the results of discontinued operations are not included in the measure of operating profit. The transactions between segments are carried out at arm's length, which is consistent with the basis of transacting with external parties.

The information provided about each segment is based on the internal reports about segment profit or loss, assets and other information, which are regularly reviewed by the Board of Directors.

Segment assets and liabilities comprise operating assets and liabilities, being the majority of the consolidated statement of financial position.

Segment result of operations

Total revenue in the segment represents: Interest income, fee and commission income, foreign exchange income, net gains/losses on sale of investment securities, net gains/losses from financial instruments at fair value through profit/loss, dividend income, other operating income and share of profit/loss of associates.

The segment information provided to the Board of Directors for the reportable segments for the year ended June 30, 2025 is as follows:

	Commercial Banking Group	Investment Banking and Asset Management Group	Others	Total
	N 'million	N 'million	N 'million	N 'million
For the period ended June 30, 2025				
Total segment revenue	1,610,890	43,481	13,458	1,667,829
Inter-segment revenue	(38)	(264)	(10,698)	(11,000)
Revenue from external customers	1,610,852	43,217	2,760	1,656,829
Interest income	1,414,463	21,044	1,902	1,437,409
Interest expense	(520,486)	(12,095)	(1)	(532,582)
Profit before tax	331,195	26,059	(1,105)	356,149
Income tax expense	(61,275)	(10,748)	(356)	(72,379)
Profit for the year from continuing operations	269,920	15,311	(1,461)	283,770
Profit for the year from discontinued operations	-	-	6,002	6,002
Impairment charge on losses	(186,211)	814	-	(185,397)
Depreciation	(27,422)	(251)	(375)	(28,048)
Amortisation	(7,378)	(30)	(3)	(7,411)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS AT JUNE 30, 2025

3 Segment information continued

	Commercial Banking Group	Investment Banking and Asset Management Group	Others	Total
	N 'million	N 'million	N 'million	N 'million
At June 30, 2025				
Total assets	<u>26,144,989</u>	<u>514,385</u>	<u>539,745</u>	<u>27,199,119</u>
Other measures of assets:				
Loans and advances to customers	<u>8,863,892</u>	<u>615</u>	<u>114</u>	<u>8,864,621</u>
Expenditure on non-current assets (PP&E)	<u>244,110</u>	<u>1,362</u>	<u>1,877</u>	<u>247,349</u>
Investment securities	<u>6,121,432</u>	<u>321,601</u>	<u>17,576</u>	<u>6,460,609</u>
Total liabilities	<u>23,392,832</u>	<u>403,653</u>	<u>455,799</u>	<u>24,252,284</u>

	Commercial Banking Group	Investment Banking and Asset Management Group	Others	Total
	N 'million	N 'million	N 'million	N 'million
For the period ended June 30, 2024				
Total segment revenue	<u>1,343,569</u>	<u>55,359</u>	<u>5,243</u>	<u>1,404,171</u>
Inter-segment revenue	<u>(580)</u>	<u>(336)</u>	<u>(738)</u>	<u>(1,654)</u>
Revenue from external customers	<u>1,342,989</u>	<u>55,023</u>	<u>4,505</u>	<u>1,402,517</u>
Interest income	<u>930,957</u>	<u>14,539</u>	<u>2,198</u>	<u>947,694</u>
Interest expense	<u>(422,338)</u>	<u>(10,420)</u>	<u>(3)</u>	<u>(432,761)</u>
Profit before tax	<u>373,289</u>	<u>37,106</u>	<u>1,595</u>	<u>411,990</u>
Income tax expense	<u>(37,118)</u>	<u>(14,347)</u>	<u>(260)</u>	<u>(51,725)</u>
Profit for the year from continuing operations	<u>336,171</u>	<u>22,759</u>	<u>1,335</u>	<u>360,265</u>
Profit for the year from discontinued operations	<u>-</u>	<u>-</u>	<u>5,036</u>	<u>5,036</u>
Impairment charge for losses	<u>(90,454)</u>	<u>(2,529)</u>	<u>(3)</u>	<u>(92,986)</u>
Share of profit/(loss) from associates	<u>-</u>	<u>30</u>	<u>-</u>	<u>30</u>
Depreciation	<u>(19,936)</u>	<u>(149)</u>	<u>(210)</u>	<u>(20,295)</u>
Amortisation	<u>(10,189)</u>	<u>(6)</u>	<u>(4)</u>	<u>(10,199)</u>

At December 31, 2024				
Total assets	<u>25,457,928</u>	<u>512,458</u>	<u>553,832</u>	<u>26,524,218</u>
Other measures of assets:				
Loans and advances to customers	<u>8,767,270</u>	<u>416</u>	<u>202</u>	<u>8,767,888</u>
Expenditure on non-current assets	<u>220,166</u>	<u>1,044</u>	<u>954</u>	<u>222,164</u>
Investment securities	<u>6,245,520</u>	<u>276,371</u>	<u>14,504</u>	<u>6,536,395</u>
Total liabilities	<u>22,842,455</u>	<u>411,481</u>	<u>474,948</u>	<u>23,728,884</u>

Geographical information

	30 Jun.	
	2025	2024
	N 'million	N 'million
Nigeria	<u>1,234,658</u>	<u>1,063,543</u>
Outside Nigeria	<u>422,171</u>	<u>338,974</u>
Total	<u>1,656,829</u>	<u>1,402,517</u>

	30 Jun.	
	2025	31 Dec.
	N 'million	N 'million
Nigeria	<u>154,945</u>	<u>134,491</u>
Outside Nigeria	<u>92,404</u>	<u>87,673</u>
Total	<u>247,349</u>	<u>222,164</u>

4 Interest income

	GROUP			COMPANY		
	Q2 ended	Year to date	Year to date	Q2 ended	Year to date	Year to date
	30 Jun. 2025	30 Jun. 2025	30 Jun. 2024	30 Jun. 2025	30 Jun. 2025	30 Jun. 2024
	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million
Investment securities	223,469	445,798	307,017	741	1,461	833
Loans and advances to banks	42,508	81,288	71,775	2,541	6,682	1,709
Loans and advances to customer	546,151	910,323	568,902	2	6	11
	812,128	1,437,409	947,694	3,284	8,149	2,553

5 Interest expense

	GROUP			COMPANY		
	Q2 ended	Year to date	Year to date	Q2 ended	Year to date	Year to date
	30 Jun. 2025	30 Jun. 2025	30 Jun. 2024	30 Jun. 2025	30 Jun. 2025	30 Jun. 2024
	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million
Deposit from customer	166,746	323,180	262,700	-	-	-
Deposit from banks	75,119	149,764	103,696	-	-	-
Borrowings and others	30,628	59,638	66,365	-	1	3
	272,493	532,582	432,761	-	1	3

6 Impairment charge for losses

	GROUP			COMPANY		
	Q2 ended	Year to date	Year to date	Q2 ended	Year to date	Year to date
	30 Jun. 2025	30 Jun. 2025	30 Jun. 2024	30 Jun. 2025	30 Jun. 2025	30 Jun. 2024
	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million
Loans and advances to banks						
12 - month ECL	(1)	(1)	(9)	-	-	-
Investment securities						
12 - month ECL	17	31	2,545	-	-	-
Loans and advances to customers						
Increase in impairment loss	139,917	181,142	90,479	-	-	-
Bad debt written off	-	8	-	-	-	-
Other assets						
Increase in impairment	8,238	4,337	3	-	-	3
Off balance sheet						
(Decrease)/increase in impairment	(25)	(120)	(32)	-	-	-
	148,146	185,397	92,986	-	-	3

7a Fee and commission income

	GROUP				
	Q2 ended	Year to date	Year to date		
	30 Jun. 2025	30 Jun. 2025	30 Jun. 2024		
	N 'million	N 'million	N 'million		
Credit related fees			9,238	16,909	17,992
Letters of credit commissions and fees			15,142	27,516	20,578
Electronic banking fees			23,693	43,832	35,129
Commission on bonds and guarantees			1,931	4,230	2,385
Funds transfer & intermediation fees			11,979	23,486	13,021
Account Maintenance			10,731	19,644	17,159
Brokerage and intermediations			1,452	3,031	3,080
Custodian fees			5,555	10,563	7,597
Financial advisory fees			354	737	-
Fund management fees			3,152	6,143	6,275
Other fees and commissions			7,623	12,481	6,710
			90,850	168,572	129,926

7b Fees and commission expense

	GROUP		
	Q2 ended	Year to date	Year to date
	30 Jun.	30 Jun.	30 Jun.
	2025	2025	2024
	N 'million	N 'million	N 'million
Fees and commission expense	16,260	29,875	19,090

Fee and commission expense primarily relates to charges raised by switching platforms on holders of First Bank Limited ATM cards, who make use of the other banks' machines while transacting business, and SMS alert related expenses.

8 Foreign exchange income

	GROUP			COMPANY		
	Q2 ended	Year to date	Year to date	Q2 ended	Year to date	Year to date
	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.
	2025	2025	2024	2025	2025	2024
	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million
Foreign exchange trading income	13,568	27,593	27,519	-	-	-
Foreign exchange revaluation (loss)/gain	(20,506)	45,950	(192,565)	(28)	(48)	1,352
	(6,938)	73,543	(165,046)	(28)	(48)	1,352

9 Net gains on sale of investment securities

	GROUP			COMPANY		
	Q2 ended	Year to date	Year to date	Q2 ended	Year to date	Year to date
	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.
	2025	2025	2024	2025	2025	2024
	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million
Gains on sale of investment securities	7,314	7,450	11,827	111	57	7
	7,314	7,450	11,827	111	57	7

10 Net gains from financial instruments at fair value through profit or loss

	GROUP			COMPANY		
	Q2 ended	Year to date	Year to date	Q2 ended	Year to date	Year to date
	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.
	2025	2025	2024	2025	2025	2024
	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million
Trading gains on debt securities	6,843	16,043	8,307	-	-	-
Fair value (losses)/gains	(12,597)	(69,711)	423,894	-	-	4
	(5,754)	(53,668)	432,201	-	-	4

11 Dividend income

	GROUP			COMPANY		
	Q2 ended	Year to date	Year to date	Q2 ended	Year to date	Year to date
	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.
	2025	2025	2024	2025	2025	2024
	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million
First Bank of Nigeria Limited	-	-	-	-	-	-
FBNQuest Merchant Bank Limited	-	-	-	3,827	3,827	-
FirstCap Limited	-	-	-	-	-	-
First Trustees Limited	-	-	-	-	-	-
First Insurance Brokers Limited	-	-	-	100	100	-
First Asset Management Limited	-	-	-	-	-	-
First Securities Brokers Limited	-	-	-	-	-	-
Others*	10,040	10,201	8,027	-	-	-
Withholding tax on dividend **	-	-	-	(226)	(226)	-
	10,040	10,201	8,027	3,701	3,701	-

*This represents dividend income earned from other equity investments held by subsidiaries of First HoldCo Plc

**This represents the withholding tax paid by the company during the period on the proportion of dividend received from subsidiaries which was retained by the company.

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12 Other operating income	GROUP			COMPANY		
	Q2 ended	Year to date	Year to date	Q2 ended	Year to date	Year to date
	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.
	2025	2025	2024	2025	2025	2024
	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million
Gain/(loss) on sale of property and equipment	336	382	18	-	-	(13)
Recoveries	3,016	4,170	33,482	-	-	-
Sundry income	2,729	8,597	4,363	-	-	13
	<u>6,081</u>	<u>13,149</u>	<u>37,863</u>	<u>-</u>	<u>-</u>	<u>-</u>

13 Operating expenses	GROUP			COMPANY		
	Q2 ended	Year to date	Year to date	Q2 ended	Year to date	Year to date
	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.
	2025	2025	2024	2025	2025	2024
	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million
Directors' emoluments	1,609	3,157	2,536	324	514	362
AMCON levy	19,738	74,849	77,258	-	-	-
Deposit insurance premium	16,699	33,398	20,739	-	-	-
Maintenance	45,301	61,103	51,358	35	75	68
Insurance premium	1,716	3,598	3,000	68	130	95
Rent and rates	2,959	5,229	3,913	-	-	-
Advert and corporate promotions	32,516	51,544	18,377	95	196	86
Professional fees	9,584	17,198	13,504	219	311	280
Donations and subscriptions	1,317	2,900	974	26	44	36
Stationery and printing	660	1,369	2,268	15	30	14
Communication, light and power	13,532	20,844	20,019	7	14	6
Cash handling charges	1,953	3,524	2,897	-	-	-
Fines and penalties	2	3	8	2	2	8
Operational and other losses	6,699	11,007	24,359	-	-	-
Passages and travels	8,531	15,742	10,588	281	406	251
Outsourced cost	12,737	25,666	16,355	12	21	8
Other operating expenses	9,968	16,256	12,846	319	456	542
	<u>185,521</u>	<u>347,387</u>	<u>280,999</u>	<u>1,403</u>	<u>2,199</u>	<u>1,756</u>

14 Taxation - Income tax expense	GROUP			COMPANY		
	Q2 ended	Year to date	Year to date	Q2 ended	Year to date	Year to date
	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.	30 Jun.
	2025	2025	2024	2025	2025	2024
	N 'million	N 'million	N 'million	N 'million	N 'million	N 'million
Current income tax	50,671	66,391	57,434	16	41	13
Origination of temporary deferred tax differences	2,623	5,988	(5,709)	-	-	-
Income tax expense	53,294	72,379	51,725	16	41	13

15 Cash and balances with central banks	GROUP	
	30 Jun.	31 Dec.
	2025	2024
	N 'million	N 'million
Cash	340,839	322,397
Balances with central banks excluding mandatory reserve deposits	252,987	348,758
	<u>593,826</u>	<u>671,155</u>
Mandatory reserve deposits with Central Banks	4,224,791	3,744,031
	<u>4,818,617</u>	<u>4,415,186</u>

Mandatory reserve deposits with Central Banks represents a percentage of customers' deposits (prescribed from time to time by the Central Banks) which are not available for daily use. For the purposes of the Statement of cashflow, this balance is excluded from cash and cash equivalents.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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For the purpose of the statement of cash flows, 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 other banks and other short-term highly liquid investments with original maturities less than three months.

	GROUP		COMPANY	
	30 Jun. 2025 N 'million	30 Jun. 2024 N 'million	30 Jun. 2025 N 'million	30 Jun. 2024 N 'million
Cash	340,839	266,736	-	-
Balances with central banks other than mandatory reserve deposits	252,987	373,982	-	-
Loans and advances to banks excluding long term placements	3,821,442	1,986,623	25,939	26,786
Treasury bills included in financial assets at FVTPL	-	1,137	-	-
Treasury bills and eligible bills excluding pledged treasury bills	450,800	216,963	-	-
	<u>4,866,068</u>	<u>2,845,441</u>	<u>25,939</u>	<u>26,786</u>

17 Loans and advances to banks

	GROUP		COMPANY	
	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million
Current balances with banks within Nigeria	889,291	517,647	1,438	2,067
Current balances with banks outside Nigeria	1,861,101	1,451,963	-	-
Placements with banks and discount houses	1,071,050	1,300,622	24,501	21,202
	<u>3,821,442</u>	<u>3,270,232</u>	<u>25,939</u>	<u>23,269</u>
Long term placement/Cash collateral balance	967,904	32,248	-	-
Carrying amount	<u>4,789,346</u>	<u>3,302,480</u>	<u>25,939</u>	<u>23,269</u>

18 Loans and advances to customers

	GROUP		COMPANY	
	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million
Overdrafts	1,446,810	760,419	-	-
Term loans	7,858,960	8,274,392	77	178
Project finance	1,492	228,142	-	-
	<u>9,307,262</u>	<u>9,262,953</u>	<u>77</u>	<u>178</u>
Less impairment allowance:				
- Stage 1	(50,343)	(25,112)	-	-
- Stage 2	(75,729)	(68,450)	-	-
- Stage 3	(316,569)	(401,503)	-	-
	<u>8,864,621</u>	<u>8,767,888</u>	<u>77</u>	<u>178</u>

19 Financial assets at fair value through profit or loss

	GROUP		COMPANY	
	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million
Treasury bills with maturity of less than 90 days	-	33,808	-	-
Treasury bills with maturity over 90 days	52,975	56,235	-	-
Bonds	106,424	58,694	-	-
Total debt securities	<u>159,399</u>	<u>148,737</u>	<u>-</u>	<u>-</u>
Listed equity securities	8,520	10,207	-	-
Unlisted securities	27,828	102,530	-	-
Total equity securities	<u>36,348</u>	<u>112,737</u>	<u>-</u>	<u>-</u>
Derivative assets	100,837	182,093	-	-
Total assets at fair value through profit or loss	<u>296,584</u>	<u>443,567</u>	<u>-</u>	<u>-</u>

20 Investment Securities

	GROUP		COMPANY	
	30 Jun. 2025	31 Dec. 2024	30 Jun. 2025	31 Dec. 2024
	N 'million	N 'million	N 'million	N 'million
20.1 Securities at fair value through other comprehensive income (FVOCI)				
Debt securities – at fair value:				
– Treasury bills with maturity of less than 90 days	305,389	1,520,715	-	-
– Treasury bills with maturity of more than 90 days	1,538,120	1,186,437	8,344	8,412
– Bonds	1,483,480	1,307,911	9,232	6,092
Equity securities – at fair value:				
– Listed	1,944	15,910	-	-
– Unlisted	448,395	440,714	-	-
Total investment securities at FVOCI	3,777,328	4,471,687	17,576	14,504
20.2 Securities held at amortised cost				
Debt securities – at amortised cost:				
– Treasury bills with maturity of less than 90 days	145,411	199,240	-	-
– Treasury bills with maturity of more than 90 days	979,730	210,646	-	-
– Bonds	1,558,140	1,654,822	-	-
Total securities classified as amortised cost	2,683,281	2,064,708	-	-
	6,460,609	6,536,395	17,576	14,504

21 Assets pledged as collateral

The assets pledged by the Group are strictly for the purpose of providing collateral to the counterparties. To the extent that the counterparty is not permitted to sell and/or repledge the assets in the absence of default, they are classified in the statement of financial position as pledged assets. These transactions are conducted under terms that are usual and customary to standard securities borrowing and lending activities.

The nature and carrying amounts of the assets pledged as collaterals are as follows:

	GROUP	
	30 Jun. 2025	31 Dec. 2024
	N 'million	N 'million
Treasury bills	62,889	323,360
Bonds	332,817	745,865
	395,706	1,069,225

22 Other assets

	GROUP		COMPANY	
	30 Jun. 2025	31 Dec. 2024	30 Jun. 2025	31 Dec. 2024
	N 'million	N 'million	N 'million	N 'million
Financial assets:				
Accounts receivable	543,367	1,038,885	267	22,521
Deposit for shares	-	-	28	-
	543,367	1,038,885	295	22,521
Impairment on financial other asset	(58,587)	(56,914)	-	-
	484,780	981,971	295	22,521
Non Financial assets:				
Stock of consumables				
Inventory (i)	109,982	96,522	15	41
Prepayments	112,077	44,140	847	77
Others	18,538	17,087	389	1,499
Impairment on non-financial other asset	-	-	-	-
	240,597	157,749	1,251	1,617
	725,377	1,139,720	1,546	24,138

(i) Inventory: This is made up of repossessed collateral and stock of consumables.

23 Investment in associates (equity method)

i. Seawolf Oilfield Services Limited (SOSL)

First HoldCo Plc. holds 42% shareholding in Seawolf Oilfields Services Limited (SOSL). SOSL is a company incorporated in Nigeria and is involved in the oil and gas sector. SOSL has share capital consisting only of ordinary share capital which are held directly by the group; the country of incorporation or registration is also their principal place of business. SOSL is not publicly traded and there is no published price information.

In 2014, Asset Manangement Corporation of Nigeria (AMCON), a major creditor of SOSL, appointed a receiver manager to take over the business. Hence, the investment has been fully impaired since then.

ii. **FBN Balanced Fund (Formerly FBN Heritage Fund)**

FBN Balanced Fund (Formerly FBN Heritage Fund) is an open-ended Securities and Exchange Commission (SEC) registered mutual fund that invests in stocks, bonds, money market instruments, real estate and other securities in the Nigerian Capital Market. The fund manager publishes daily unit price of the fund on the memorandum listing section of the Nigerian Exchange. The unit price of the fund as at reporting date was N394.59 (Cost: N100). FBN Balanced Fund's principal place of business is Nigeria while the its principal activity is Fund management. The Group's ownership interest in the Fund is 28.23%.

	GROUP		COMPANY	
	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million
SOSL				
Cost	10,375	10,375	10,375	10,375
Impairment loss/accumulated share of loss	(10,375)	(10,375)	(10,375)	(10,375)
	-	-	-	-
FBN Balanced Fund				
Balance at beginning of year	2,540	2,005	-	-
Share of (loss)/profit	173	535	-	-
At end of the period	2,713	2,540	-	-

24 Investment in subsidiaries

(a) Principal subsidiary undertakings

	COMPANY	
	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million
DIRECT SUBSIDIARIES OF FIRST HOLDCO PLC		
First Bank of Nigeria Limited (Note 23 (i))	377,847	230,557
FirstCap Limited (Note 23 (ii))	5,812	5,812
First Insurance Brokers Limited (Note 23 (iii))	25	25
FBNQuest Merchant Bank Limited (Note 23 (iv))	17,206	17,206
First Trustees Limited (Note 23 (v))	4,521	4,521
First Securities Brokers Limited (Note 23 (vi))	1,228	1,228
First Asset Management Limited (Note 23 (vii))	289	289
	406,928	259,638
INDIRECT SUBSIDIARIES OF FIRST HOLDCO PLC		
First Funds Limited (Note 23 (viii))	4,550	4,550
	4,550	4,550
	411,478	264,188

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All shares in subsidiary undertakings are ordinary shares. For all periods shown, the Group owns the total issued shares in all its subsidiary undertakings except Rainbow Town Development Limited in which it owns 55% (through New Villa Limited). There are no significant restrictions on any of the subsidiaries. All subsidiary undertakings are included in the consolidation except as otherwise stated. The proportion of the voting rights in the subsidiary undertakings held directly by the parent company and the Group do not differ from the proportion of ordinary shares held.

Subsidiary	Principal activity	Country of incorporation	Proportion of shares held directly by parent (%)	Proportion of shares held directly by the Group (%)	Statutory period end
First Bank of Nigeria Limited (Note 23 (i))	Commercial Banking	Nigeria	100	100	31 December
FirstCap Limited (Note 23 (ii))	Investment Banking	Nigeria	100	100	31 December
First Insurance Brokers Limited (Note 23 (iii))	Insurance Brokerage	Nigeria	100	100	31 December
First Trustees Limited (Note 23 (v))	Trusteeship	Nigeria	100	100	31 December
FBNQuest Securities Limited (Note 23 (vi))	Equity and Brokerage Services	Nigeria	100	100	31 December
First Asset Management Limited (Note 23 (vii))	Asset Management Services	Nigeria	100	100	31 December
FBNQuest Funds Limited (Note 23 (viii))	Funds Management	Nigeria	100	100	31 December
New Villa Limited (Rainbow Town Development Limited) (Note 23 (ix))	Investment and General Trading	Nigeria	55	55	31 December

- i First Bank of Nigeria Limited**
The bank commenced operations in Nigeria in 1894 as a branch of Bank of British West Africa (BBWA), and was incorporated as a private limited liability company in Nigeria in 1969. The Bank was the parent company of the Group until 30 November 2012, when a business restructuring was effected in accordance with the directives of the Central Bank of Nigeria and First HoldCo Plc became the parent company of the Group.
- ii FirstCap Limited**
FirstCap Limited (FBNQuest Capital Limited) is a private limited liability company incorporated in Nigeria and commenced operations on 1 April 2005. It is registered with the Securities and Exchange Commission (SEC) to undertake issuing house business. It is also involved in the business of asset management and financial advisory.
- iii First Insurance Brokers Limited**
The company was incorporated under the Companies and Allied Matters Act, as a limited liability company on March 31, 1994 with the name 'Trust Link Insurance Brokers Limited'. The company prepared financial statements up to March 31, 1998 after which it became dormant. The company was resuscitated on April 1, 2000 as FBN Insurance Brokers Limited. The principal activity of the company is insurance brokerage business.
- iv FBNQuest Merchant Bank Limited**
The Company was incorporated in Nigeria as a limited liability company on 14 February 1995 and was granted a license to carry on the business of a discount house and commenced operations on 16 November 1995. In 2015, the Company was transformed into a merchant bank. The Central Bank of Nigeria (CBN) license for merchant banking was obtained in May 2015 and while merchant banking operations commenced on 2 November, 2015.
Following the decision and resolution of the Board of Directors to divest from FBNQuest Merchant Bank, the subsidiary has been classified as discontinued operations in line with IFRS 5. This divestment is subject to the approval of the Central Bank of Nigeria (CBN) and Securities & Exchange Commission (SEC).
- v First Trustees Limited**
First Trustees Limited (FBNQuest Trustees Limited) was incorporated in Nigeria as a limited liability company on 8 August 1979 and commenced business on 3 September 1979. The company was established to engage in the business of trusteeship as well as portfolio management, financial/ investment advisory services.
- vi First Securities Brokers Limited**
The Company was incorporated as a private limited liability company on 23 July, 1991 and is a wholly owned subsidiary of First HoldCo Plc. The name of the Company was first changed from Premium Securities Limited to FBN Securities Limited on 25 February, 2008 and approval obtained from the Corporate Affairs Commission (CAC) on 26 March, 2008. Furthermore, the CAC approval was equally granted on 25 October, 2017 to change the name to FBNQuest Securities Limited. Subsequent to year end, CAC approved the change of name to First Securities Brokers Limited effective 24 February 2025.
- vii First Asset Management Limited**
The Company was incorporated on 8 September 2011 and commenced operations on 1 January, 2013. It is registered with the Securities and Exchange Commission to undertake asset management business.
- viii FBNQuest Funds Limited**
FBNQuest Funds Limited was incorporated on 14 November 2002. It commenced operations on 1 April 2003. Its principal activities are to carry on venture capital and private equity business.
- ix New Villa Limited (Rainbow Town Development Limited)**
This is a special purpose vehicle incorporated on 28 November 2008. Its principal activities include real estate investments and general trading. The investment was fully impaired in December 2016. This subsidiary is reclassified as discontinued operations.

24 (b) Condensed results of consolidated entities

	First HoldCo Plc. N'million	First Bank Limited N'million	FirstCap Limited N'million	First Trustees Limited N'million	First Asset Management Limited N'million	First Securities Brokers Limited N'million	FirstInsurance Brokers Limited N'million	FBNQuest Merchant Bank Limited N'million	Rainbow Town Development Limited N'million	Total N'million	Adjustments N'million	Group N'million
Summarized Income Statement for the period ended June 30, 2025												
Operating income	11,858	1,055,782	14,940	6,265	8,446	919	1,599	-	-	1,099,809	(5,610)	1,094,199
Operating expenses	(3,263)	(543,497)	(1,734)	(1,380)	(2,054)	(255)	(644)	-	-	(552,827)	1	(552,826)
Impairment charge for losses	-	(186,211)	828	-	-	(14)	-	-	-	(185,397)	-	(185,397)
Operating profit	8,595	326,074	14,034	4,885	6,392	650	955	-	-	361,585	(5,609)	355,976
Share of profit of associates	-	-	173	-	-	-	-	-	-	173	-	173
Profit before tax	8,595	326,074	14,207	4,885	6,392	650	955	-	-	361,758	(5,609)	356,149
Income tax expense	(41)	(61,275)	(2,964)	(1,613)	(1,918)	(194)	(315)	-	-	(68,320)	(4,059)	(72,379)
Profit for the period	8,554	264,799	11,243	3,272	4,474	456	640	-	-	293,438	(9,668)	283,770
Profit from discontinued operations	-	-	-	-	-	-	-	6,068	(66)	6,002	-	6,002
Other comprehensive income/(loss)	557	(267,770)	(985)	1,263	-	49	-	1,975	-	(264,911)	(41)	(264,952)
Total comprehensive income/(loss)	9,111	(2,971)	10,258	4,535	4,474	505	640	8,043	(66)	34,529	(9,709)	24,820
Summarized Financial Position as at June 30, 2025												
Assets												
Cash and balances with central banks	-	4,818,616	-	1	-	-	-	-	-	4,818,617	-	4,818,617
Loans and advances to banks	25,939	4,739,138	39,199	3,891	3,827	995	2,322	-	-	4,815,311	(25,965)	4,789,346
Loans and advances to customers	77	8,863,892	186	33	287	109	37	-	-	8,864,621	-	8,864,621
Financial assets at fair value through profit or loss	-	244,603	40,361	-	8,694	2,926	-	-	-	296,584	-	296,584
Investment securities	17,576	6,121,432	294,004	19,068	7,799	730	-	-	-	6,460,609	-	6,460,609
Assets pledged as collateral	-	395,706	-	-	-	-	-	-	-	395,706	-	395,706
Other assets	1,546	633,821	80,701	2,908	6,658	307	92	-	-	726,033	(656)	725,377
Investment in associates	-	-	2,857	-	-	-	-	-	-	2,857	(144)	2,713
Investment in subsidiaries	411,478	-	-	-	-	-	-	-	-	411,478	(411,478)	-
Property and equipment	1,435	244,110	472	346	358	186	93	-	-	247,000	349	247,349
Intangible assets	-	38,223	5	247	458	2	11	-	-	38,946	-	38,946
Deferred tax assets	-	45,825	-	-	-	76	-	-	-	45,901	-	45,901
Assets held for sale	-	-	-	-	-	-	-	481,429	31,921	513,350	-	513,350
	458,051	26,145,366	457,785	26,494	28,081	5,331	2,555	481,429	31,921	27,637,013	(437,894)	27,199,119
Financed by												
Deposits from banks	-	2,823,544	-	-	-	-	-	-	-	2,823,544	-	2,823,544
Deposits from customers	-	17,912,995	-	-	-	-	-	-	-	17,912,995	(13,214)	17,899,781
Financial liabilities at fair value through profit or loss	-	142,136	-	-	-	-	-	-	-	142,136	-	142,136
Financial liabilities at amortized cost	-	209	-	-	-	-	-	-	-	209	-	209
Current income tax liabilities	60	133,424	5,211	1,609	1,746	202	304	-	-	142,556	-	142,556
Other liabilities	29,611	921,071	84,757	2,313	4,269	2,887	955	-	-	1,045,863	(4,737)	1,041,126
Borrowings	-	1,456,251	298,042	-	-	-	-	-	-	1,754,293	-	1,754,293
Retirement benefit obligations	-	9,900	-	-	-	-	-	-	-	9,900	-	9,900
Deferred tax liabilities	-	286	5,356	2,987	1,188	-	11	-	-	9,828	-	9,828
Liabilities held for sale	-	-	-	-	-	-	-	427,129	1,782	428,911	-	428,911
	29,671	23,399,816	393,366	6,909	7,203	3,089	1,270	427,129	1,782	24,270,235	(17,951)	24,252,284
Equity and reserves	428,380	2,745,550	64,419	19,585	20,878	2,242	1,285	54,300	30,139	3,366,778	(419,943)	2,946,835

25 Property and equipment

	GROUP		COMPANY	
	30 Jun. 2025	31 Dec. 2024	30 Jun. 2025	31 Dec. 2024
Cost	486,004	443,395	4,075	2,885
Accumulated Depreciation	(238,655)	(221,231)	(2,640)	(2,340)
Net Book Value	<u>247,349</u>	<u>222,164</u>	<u>1,435</u>	<u>545</u>

26 Intangible assets

	GROUP	
	30 Jun. 2025	31 Dec. 2024
	N 'million	N 'million
Goodwill	8,714	8,314
Software - Cost	116,452	113,864
Software - Accumulated Amortisation	(86,220)	(82,040)
	<u>38,946</u>	<u>40,138</u>

27 Deferred tax assets and liabilities

	GROUP	
	30 Jun. 2025	31 Dec. 2024
	N 'million	N 'million
Deferred tax assets	45,901	53,706
Deferred tax liabilities	9,828	11,645

Deferred income taxes are calculated on all temporary differences under the liability method using an effective tax rate of 30% (2024: 30%).

28 Asset Held for Sale**28.1 Discontinued operations:**

The assets classified as held for sale includes Rainbow Town Development Limited and FBNQuest Merchant Bank Limited.

(i) Rainbow Town Development Limited

The assets and liabilities of Rainbow Town Development Limited (RTDL) were classified as held for sale following the decision and resolution of the Board of Directors of First HoldCo. Plc. to dispose the Group's interest in RTDL. The carrying amount of the investment is expected to be recovered principally by a sale rather than through continuing use.

(ii) FBNQuest Merchant Bank Limited

Following the decision and resolution of the Board of Directors of First HoldCo Plc, the Group has commenced the transaction and regulatory approval process to dispose its investment in FBNQuest Merchant Bank Limited. The carrying amount of the investment is expected to be recovered from the sale rather than through continuing use

The operating results are separately presented in the income statement because the disposal group represents a separate line of business within the Group, and as such meets the definition of discontinued operations.

28.2 The carrying amount of the assets and liabilities of the disposal group classified as held for sale are as listed below.

	GROUP	
	30 Jun. 2025	31 Dec. 2024
	N 'million	N 'million
Assets classified as held for sale		
Cash and balances with central banks	21,984	29,007
Loans and advances to banks	125,064	190,867
Loans and advances to customers	118,282	124,394
Financial assets at fair value through profit or loss	13,399	34,594
Investment securities	170,294	94,845
Asset pledged as collateral	8,900	7,726
Other assets	11,058	5,370
Inventory	31,501	31,880
Property and equipment	3,617	3,253
Intangible assets	137	159
Deferred tax assets	9,114	9,114
	<u>513,350</u>	<u>531,209</u>

	GROUP	
	30 Jun. 2025	31 Dec. 2024
	N 'million	N 'million
Liabilities classified as held for sale		
Deposits from banks	103,518	13,079
Deposits from customers	240,704	337,884
Current income tax liabilities	1,707	1,685
Other liabilities	74,962	85,322
Borrowings	8,020	8,022
	<u>428,911</u>	<u>445,992</u>
Net Assets	<u>84,439</u>	<u>85,217</u>

28.3 The operating results of the discontinued operations are as follows.

	GROUP	
	30 Jun. 2025	30 Jun. 2024
	N 'million	N 'million
Interest income	30,317	21,212
Interest expense	(20,223)	(14,867)
Net interest income	10,094	6,345
Impairment charge for losses	(2,134)	(1,710)
Net interest income after impairment charge for losses	7,960	4,635
Fee and commission income	4,047	3,427
Net fee and commission income	4,047	3,427
Foreign exchange income/(loss)	871	4,374
Net loss from financial instruments	1,656	(1,186)
Dividend income	2	-
Other operating income	25	138
Operating expenses	(7,384)	(5,415)
Profit before tax from discontinued operations	7,177	5,973
Income tax expense	(1,175)	(938)
Profit from discontinued operations after tax	6,002	5,035
Profit from discontinued operations is attributable to:		
Owners of the parent	6,031	5,157
Non-controlling interests	(29)	(122)
	6,002	5,035

29 Deposits from banks

	GROUP	
	30 Jun. 2025	31 Dec. 2024
	N 'million	N 'million
Due to banks within Nigeria	2,223,824	2,485,249
Due to banks outside Nigeria	599,720	437,183
	2,823,544	2,922,432

Deposits from banks only include financial instruments classified as liabilities at amortised cost.

30 Deposits from customers

	GROUP	
	30 Jun. 2025	31 Dec. 2024
	N 'million	N 'million
Current	5,643,977	4,918,333
Savings	4,030,731	4,154,169
Term	2,952,208	2,372,762
Domiciliary	5,204,546	5,720,073
Electronic purse	68,319	5,353
	17,899,781	17,170,690

Deposits from customers only include financial instruments classified as liabilities at amortised cost.

31 Financial liabilities at fair value through profit or loss

	GROUP	
	30 Jun. 2025	31 Dec. 2024
	N 'million	N 'million
Derivative liabilities	109,117	50,256
Debt Securities	33,019	-
	142,136	50,256

32 Financial liabilities at amortized cost

	GROUP	
	30 Jun. 2025	31 Dec. 2024
	N 'million	N 'million
Debt Securities	209	198,188
	209	198,188

33 Current income tax liabilities

	GROUP		COMPANY	
	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million
Current income tax liabilities	142,556	122,563	60	49
	<u>142,556</u>	<u>122,563</u>	<u>60</u>	<u>49</u>

34 Other liabilities

	GROUP		COMPANY	
	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million
Financial Liabilities:				
Customer deposits for letters of credit	367,255	481,208	-	-
Accounts payable	110,630	311,926	-	-
Creditors	24,377	20,477	4,626	2,166
Bank cheques	55,673	47,889	-	-
Collection on behalf of third parties	65,633	55,677	-	-
Unclaimed dividend	18,449	18,437	18,449	18,437
Lease liabilities	20,898	20,131	-	88
Accruals and other credit balances	378,211	283,380	6,536	8,386
	<u>1,041,126</u>	<u>1,239,125</u>	<u>29,611</u>	<u>29,077</u>

35 Borrowings

	GROUP	
	30 Jun. 2025 N 'million	31 Dec. 2024 N 'million
Long Term Loans (i)	970,413	1,054,352
On-Lending Facilities (ii)	209,244	25,428
Clean line Liabilities (iii)	276,594	184,786
Subordinated unsecured debt (iv)	247,629	235,197
Other secured borrowing (v)	50,413	59,590
	<u>1,754,293</u>	<u>1,559,353</u>

- (i) This represents FBN Eurobond issuance and other long term facilities from Development Finance Institutions.
- (ii) Included in on-lending facilities from financial institutions are disbursements from other banks and Financial Institutions which are guaranteed by the Bank for specific customers. These facilities include the Bank of Industry funds and Commercial Agriculture Credit Scheme (CACS)
- (iii) Borrowings from correspondent banks include loans from foreign banks utilised in funding letters of credits for international trade.
- (iv) Subordinated unsecured debt
This represents the amortised cost of the Group's unsecured Commercial Papers (CP) which were still in issue as at March 31, 2025, under the Commercial Paper Issuance Programme. Subject to any purchase and cancellation or early redemption, the commercial papers shall be redeemed on redemption date at 100% of their nominal amount.
- (v) Other secured borrowing
The represents secured on-lending facility from Goldman Sachs (\$22.5m) renewable upon maturity. Interest is payable at Secured overnight Financing Rate (SoFR) plus 2.35%. The tenor of the debt is for a period of 6 months. . Also included is a 3-months Secured lending facility of \$10m (2024: \$20.7m) from Duestche Bank renewable upon maturity offered at SoFR plus 3.3%. These facilities are secured against debt instruments.

36 Retirement benefit obligations

	GROUP	
	30 Jun. 2025	31 Dec. 2024
	N 'million	N 'million
Defined Benefits Plan		
Defined benefits - Pension (i)	6,271	5,878
Gratuity Scheme (ii)	3,629	2,762
	<u>9,900</u>	<u>8,640</u>

Defined benefit - Pension (i)

First Bank of Nigeria Limited has an old Defined Benefit scheme, discontinued in March 2001. The funds are placed with fund managers and the Bank is under obligation to fund the deficit.

In addition, First Pensions Custodian Nigeria Limited (FPCNL), a direct subsidiary of First Bank of Nigeria Limited, has a non-contributory defined gratuity scheme for directors. Directors are paid a sum based on an approved scale and the number of periods in service subject to a maximum of 9 years.

Gratuity scheme (ii)

This relates to the schemes operated by the subsidiaries of First Bank of Nigeria Limited as follows:

FirstBank Congo (DRC) has a scheme whereby on separation, staff who have spent a minimum of 3 years are paid a sum based on their qualifying emoluments and the number of years spent in service of the Bank.

FirstBank Guinea and FirstBank Sierra Leone each have a graduated gratuity scheme for staff on separation where staff receives a lump sum based on their qualifying basic salaries and the number of years spent.

37 Share capital

	30 Jun. 2025	31 Dec. 2024
37.1 Authorised		
41.878 billion ordinary shares of 50k each (2024: 35.895 billion)	<u>20,939</u>	<u>17,948</u>

Issued and fully paid

(i) At the Annual General Meeting (AGM) of the company held on August 15, 2023, the Shareholders approved the creation of additional shares to be issued to existing Shareholders of the Company via a Rights Issue. In 2024, a Rights Issue of one share for every six shares held was offered to existing shareholders which amounted to 5.983 billion shares.

The Securities & Exchange Commission (SEC) approved the basis of allotment of the shares in March 2025, while the shareholders' register and listing of the new shares on the Nigerian Exchange were concluded on April 7, 2025. Hence, the share capital of the company now amounts to N20.939 billion made up of 41.878 billion shares of 50kobo each.

(ii) Movements during the period:

	Number of shares in million	Share capital N 'million
Balance as at January 1, 2024	35,895	17,948
Increase during the year	-	-
Balance as at December 31, 2024	<u>35,895</u>	<u>17,948</u>
Balance as at January 1, 2025	35,895	17,948
Increase during the year (see note (iii) below)	5,983	2,991
Balance as at June 30, 2025	<u>41,878</u>	<u>20,939</u>

(iii) During the period, the company finalized the rights issue of 1 for every 6 units of shares held. The shares, with nominal value of 50 kobo each, were issued at N25 per share, and the rights were fully exercised. This translated to additional shares of 5.983 billion units.

38 Share premium and reserves

The nature and purpose of the reserves in equity are as follows:

38.1 Share premium

Premiums (i.e. excess over nominal value) from the issue of shares are reported in share premium.

	30 Jun. 2025	31 Dec. 2024
	In million	N 'million
Balance as at the beginning of the period	233,392	233,392
Increase during the period	<u>143,709</u>	<u>-</u>
Balance as at the end of the period	<u>377,101</u>	<u>233,392</u>
Further breakdown of the increase in share premium during the period:		
Share premium on rights issue	146,572	-
Share issue and related transaction costs deducted from equity in line with IAS 32	<u>(2,863)</u>	<u>-</u>
Increase during the period	<u>143,709</u>	<u>-</u>

38.2 Retained earnings: Retained earnings comprise the undistributed profits from previous periods, which have not been reclassified to the other reserves noted below.

38.3 Statutory reserve: Nigerian banking regulations require banks to make an annual appropriation to a statutory reserve. As stipulated by S16(1) of the Bank and Other Financial Institutions Act of 2020 (as amended), an appropriation of 30% of profit after tax is made if the statutory reserve is less than the paid-up share capital and 15% of profit after tax if the statutory reserve is greater than the paid-up share capital.

38.4 Capital reserve: Reserve arising from business restructuring.

38.5 Fair value reserve: The fair value reserve shows the effects of the fair value measurement of financial instruments classified as fair value through other comprehensive income. No gains or losses are recognised in the consolidated income statement.

38.6 Small and Medium Enterprises (SME) investment reserve: This reserve is maintained to comply with the Central Bank of Nigeria (CBN) requirement that all licensed banks set aside a portion of the profit after tax in a fund to be used to finance equity investments in qualifying small and medium-scale enterprises. Under the terms of the guideline (amended by CBN letter dated 11 July 2006), the contributions will be 10% of profit after tax and shall continue after the first five periods but banks' contributions shall thereafter reduce to 5% of profit after tax. However, this is no longer mandatory.
The small and medium enterprises investment reserves is non-distributable.

38.7 Regulatory Risk reserve: The Group determines its loan loss provisions based on the requirements of IFRS. The difference between the loan loss provision as determined under IFRS and the provision as determined under Nigerian Prudential guideline (as prescribed by the Central Bank of Nigeria) is recorded in this reserve. This reserve is non distributable.

38.8 Foreign currency translation reserve (FCTR): Records exchange movements on the Group's net investment in foreign subsidiaries.

39 Reconciliation of profit before tax to cash generated from operations

	GROUP		COMPANY	
	30 Jun. 2025	30 Jun. 2024	30 Jun. 2025	30 Jun. 2024
	N 'million	N 'million	N 'million	N 'million
Operating profit/(loss) before tax from continuing operations	355,976	411,965	8,595	1,439
Profit before tax from discontinued operations	<u>7,177</u>	<u>5,973</u>	<u>-</u>	<u>-</u>
Profit before tax from including discontinued operations	<u>363,153</u>	<u>417,938</u>	<u>8,595</u>	<u>1,439</u>
Adjustments for:				
- Depreciation and amortisation	35,459	30,494	350	183
- (Profit)/Loss from disposal of property and equipment	(382)	(18)	-	13
- Foreign exchange (gains)/ losses	(73,543)	165,046	48	(1,352)
- Net gains from sale of investment securities	(7,450)	(11,827)	(57)	(7)
- Net loss/ (gains) from financial assets at fair value through profit or loss	69,711	(423,894)	-	(4)
- Impairment on loans and advances	181,141	90,470	-	-
- Impairment on other financial assets	4,337	3	-	-
- Impairment on financial assets	31	2,545	-	-
- Impairment on off balance sheet	(120)	(32)	-	-
- Dividend income	(10,201)	(8,027)	(3,701)	-
- Interest income	(1,437,409)	(947,694)	(8,149)	(2,553)
- Interest expense	532,582	432,761	1	3
(Increase)/decrease in operating assets:				
- Cash and balances with the Central Bank (restricted cash)	(480,760)	(740,008)	-	-
- Loans and advances to banks	(946,181)	(947,274)	-	-
- Loans and advances to customers	(44,197)	(2,787,391)	101	141
- Financial assets at fair value through profit or loss	(2,384,988)	495,008	-	508
- Other assets	409,410	(236,310)	398	(2,275)
- Pledged assets	673,519	54,782	-	-
- Assets held for sale	(397)	(52,348)	-	-

39 Reconciliation of profit before tax to cash generated from operations (Cont'd)

	GROUP		COMPANY	
	30 Jun. 2025 N 'million	30 Jun. 2024 N 'million	30 Jun. 2025 N 'million	30 Jun. 2024 N 'million
Increase/(decrease) in operating liabilities:				
– Deposits from banks	(98,888)	853,117	-	-
– Financial liabilities at fair value through profit or loss	91,880	-	-	-
– Deposits from customers	1,607,926	4,546,071	-	-
– Financial liabilities at amortized cost	(197,979)	-	-	-
– Other liabilities	(198,362)	(196,448)	2,050	(1,363)
– Change in retirement benefit obligations	1,260	2,190	-	-
Cash flow used in operations	(1,910,447)	739,154	(364)	(5,267)

40 Non-controlling interests

The movement in non-controlling interest for the year is shown below.

	30 Jun. 2025	31 Dec. 2024
Opening balance	52,827	28,443
Share of profit	3,376	6,206
Share of other comprehensive income	-	18,178
Investment by non controlling interest (i)	4,734	-
	<u>60,937</u>	<u>52,827</u>

(i) In January 2025, the banking subsidiary, FirstBank Nigeria disposed 10% of its equity stake in FBN Senegal which resulted in a reduction in the Group's holding from 100% to 90%. The group recognised additional non-controlling interests of N4.73bn.

41 Compliance with regulations

During the period ended June 30, 2025, the Company paid penalty of N1.7 million to NGX Regulation Limited for the late submission of 2024FY audited financial statements.

42 Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the company by the weighted average number of ordinary shares in issue during the period, excluding the average number of ordinary shares purchased by the members of the Group and held as treasury shares.

	GROUP		COMPANY	
	30 Jun. 2025	30 Jun. 2024	30 Jun. 2025	30 Jun. 2024
Profit from continuing operations attributable to owners of the parent (N'million)	280,365	357,652	8,554	1,426
Weighted average number of ordinary shares in issue (in million)	41,878	36,093	41,878	36,093
Basic/diluted earnings per share (expressed in naira per share)	6.69	9.91	0.20	0.04
Profit from discontinued operations attributable to owners of the parent (N'million)	6,031	5,157	-	-
Weighted average number of ordinary shares in issue (in million)	41,878	36,093	41,878	36,093
Basic/diluted earnings per share (expressed in naira per share)	0.14	0.14	-	-
Profit for the period attributable to owners of the parent (N'million)	286,396	362,809	8,554	1,426
Weighted average number of ordinary shares in issue (in million)	41,878	36,093	41,878	36,093
Basic/diluted earnings per share (expressed in naira per share)	6.84	10.05	0.20	0.04

OTHER DISCLOSURES

Securities Trading Policy

In compliance with Rule 17.15 Disclosure of Dealings in Issuers' Shares, Rulebook of the Exchange 2015 (Issuers Rule), First HoldCo 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.



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