AVA Capital PLC

RC 1167339

LISTING BY INTRODUCTION

ON THE MAIN BOARD OF THE NIGERIAN EXCHANGE LIMITED OF

5,000,000,000 Ordinary Shares of ₦1 Each

AT

₦7.5 Per Share

FINANCIAL ADVISER

CORDROS ADVISORY SERVICES LIMITED

STOCKBROKER

CORDROS SECURITIES LIMITED

This Listing Memorandum is dated Thursday, 02 July 2026.

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1. IMPORTANT NOTICE AND DISCLAIMERS

The information contained in this Listing Memorandum (hereinafter referred to as the "Memorandum") has been prepared on behalf of AVA Capital PLC (hereinafter referred to as "AVA Capital" or the "Company"). AVA Capital has engaged George Etomi & Partners LP as its solicitors, Cordros Advisory Services Limited as it's financial adviser and Cordros Securities Limited, as its Stockbroker (the solicitor, the stockbroker and the financial adviser are collectively referred to as the "Advisers") in connection with the listing of the Company's Shares on the Main Board of The NGX (the "Listing").

The sole purpose of this Memorandum is to support the Company's application to The NGX in connection with the Listing. It is not intended to provide the basis of any investment decision, credit or any other evaluation and is not to be considered as a recommendation by the Advisers or AVA Capital or any of their respective subsidiaries, affiliates, directors, partners, officers, employees, representatives, managers, advisers or agents (the "Affiliates") that any person invests in the Company.

This Memorandum does not constitute or form part of, and should not be construed as, an offer, solicitation or invitation to purchase, subscribe for, or otherwise acquire, any securities of the Company, its Affiliates and/or any of its joint venture partnerships nor shall it or any part of it nor the fact of its distribution form the basis of or be relied on in connection with any contract or commitment whatsoever. This Memorandum is not a prospectus or an offering document.

The Directors of the company individually and collectively shall take full responsibility of the information contained in this Memorandum. The Advisers and their respective Affiliates are acting exclusively for the Company and no one else in connection with the matters referred to in this Memorandum and will not regard any other person (whether or not a recipient of this Memorandum) as their respective clients in relation to such matters or any transaction, arrangement or other matter referred to in this Memorandum and will not be responsible to any other person for providing the protections afforded to their respective clients, or for providing advice in relation to such matters.

This Memorandum includes "forward-looking statements," which means any statements that are not about past facts. These statements reflect the Company's plans, beliefs, expectations, and predictions about future events, such as results of operations, financial position, goals, growth plans, and market conditions. These statements involve risks and unknown factors, many of which are outside the Company's control, and this could cause actual results or outcomes to be very different from what is stated or suggested.

These forward-looking statements are based on current assumptions about future business plans and the environment in which the Company expects to operate. By their nature, such statements are uncertain because they depend on events and situations that may or may not happen in the future. The Company warns that forward-looking statements are not promises of future results, and actual performance, financial condition, growth, strategies, and market development may differ greatly from what is expressed or suggested in these statements. These statements reflect views only at the date they are made, and the Company, its advisers, and related parties do not promise to update or revise them based on new information or future events, unless required by law. Any reliance on these statements is at the reader's own risk.

2.DEFINITION OF TERMS

In this Listing Memorandum, unless otherwise stated or clearly indicated by the context, the words in the first column shall have meanings stated opposite them in the second column. Words in singular shall include the plural and vice versa.

TERM	DEFINITION
“AVA Capital”	AVA Capital PLC
“Board” or “Directors”	The board of directors of the Company.
“Business Day”	Any day other than a Saturday, Sunday or Official Public Holiday as specified by the Federal Government or the relevant State Government
“CAMA”	The Companies and Allied Matters Act, Cap C20 LFN 2020
“CSCS”	Central Securities Clearing System Plc
“FGN”	Federal Government of Nigeria
“Financial Adviser”	Cordros Advisory Services Limited
“ISA”	Investments and Securities Act No. 29 of 2025
“LFN”	Laws of the Federation of Nigeria
“Listing”	The listing of the entire 5,000,000,000 Ordinary Shares of ₦1 at ₦7.5 per share on the Main Board of the NGX.
“Listing Memorandum”	The listing memorandum dated [.] for the listing on the NGX
“Naira or NGN”	Means the lawful currency of the Federal Republic of Nigeria
“NASD”	NASD Plc (National Association of Securities Dealers-OTC Market)
“Pari Passu”	Equally
“PAT”	Profit After Taxation
“PLC” or “Plc”	Public Limited Liability Company
“SEC”	Securities and Exchange Commission, Nigeria.
“Shareholders”	The Shareholders of the AVA Capital PLC
“The NGX”	The Nigerian Exchange Limited

3.CORPORATE DIRECTORY OF THE COMPANY

Office Address:
AVA CAPITAL PLC
1 Professor Olagoke Olabisi Street,
Lekki,
Lagos.

Website:
https://www.avacapitalgroup.com/

Email address:
info@avacapitalgroup.com

4.DIRECTORS, COMPANY SECRETARY AND PROFESSIONAL PARTIES TO THE LISTING

Directors:	**Dr. Adeyinka Adedeji** **Chairman** 1, Professor Olagoke Olabisi Street Lekki Lagos Nigeria **Olukayode Fadahunsi** **Chief Executive Officer** 1, Professor Olagoke Olabisi Street Lekki Lagos Nigeria **Bolanle Ekanim** **Executive Director** 1, Professor Olagoke Olabisi Street Lekki Lagos, Nigeria **Samson Adekunle** **Non-Executive Director** 1, Professor Olagoke Olabisi Street Lekki Lagos Nigeria **Dr. Hauwa Babakobi** **Independent Non-Executive Director** 1, Professor Olagoke Olabisi Street Lekki Lagos, Nigeria **Adebayo Odeyale** **Independent Non-Executive Director** 1, Professor Olagoke Olabisi Street Lekki Lagos, Nigeria **Lotanna Uzoka** **Independent Non-Executive Director** 1, Professor Olagoke Olabisi Street Lekki Lagos, Nigeria
Company Secretary:	**Bernateva Partners** 13 Town Planning Way Ilupeju, Lagos Nigeria
Financial Adviser:	**Cordros Advisory Services Limited** 70, Norman Williams Street, Ikoyi, Lagos, Nigeria.
Stockbroker:	**Cordros Securities Limited** 70, Norman Williams Street, Ikoyi, Lagos, Nigeria.
Solicitors to the Listing	**George Etomi & Partners LP** 1B Tiramiyu Bello Osagie Parkview, Ikoyi

	Lagos, Nigeria
Registrars:	**Cordros Registrars Limited** 131 Ikorodu Road, Onipanu Yaba Lagos, Nigeria
Auditors:	**KPMG** KPMG Tower, Bishop Abayode Cole Street, Victoria Island, Lagos, Nigeria

5.SUMMARY OF THE LISTING APPLICATION

This summary draws attention to information contained elsewhere in this Listing Memorandum. It does not contain all of the information to be considered in approving the Company's application. The summary should be read together with more detailed information in this Listing Memorandum.

<table>
<tr><td>1.</td><td>Company:</td><td>AVA Capital PLC</td></tr>
<tr><td>2.</td><td>Financial Adviser:</td><td>Cordros Advisory Services Limited</td></tr>
<tr><td>3.</td><td>Stockbroker:</td><td>Cordros Securities Limited</td></tr>
<tr><td>4.</td><td>Share Capital:</td><td>Authorised Share Capital: 5,000,000,000 Ordinary Shares of ₦1.00 each

Issued and Fully Paid: 5,000,000,000 Ordinary Shares of ₦1.00 each</td></tr>
<tr><td>5.</td><td>Mode of Listing</td><td>Listing by Introduction (of all Issued and fully paid-up Ordinary Shares)</td></tr>
<tr><td>6.</td><td>Listing Price</td><td>₦7.50 per share</td></tr>
<tr><td>7.</td><td>Purpose:</td><td>AVA Capital PLC is undertaking a Listing by Introduction of its entire issued share capital on the Main Board of the NGX to enhance the liquidity of its Ordinary Shares in the secondary market and facilitate access to a platform for raising long term capital from a wider base of investors (if and when required)</td></tr>
<tr><td>8.</td><td>Market Capitalisation at Listing</td><td>₦37,500,000,000.00</td></tr>
<tr><td>9.</td><td>Current operations and principal activities</td><td>AVA Capital PLC is a financial services firm with operations spanning; investment banking, financial advisory, asset management, trusteeship and securities trading.</td></tr>
<tr><td>10.</td><td>Indebtedness:</td><td>As of 31st March 2026, the Company has no debt in the ordinary course of business.</td></tr>
<tr><td>11.</td><td>Shareholding Structure</td><td>As at the date of this Listing Memorandum, the 5,000,000,000 Ordinary Shares in the Share capital of the Company are beneficially held as follows:

<table>
<tr><th>SHAREHOLDER</th><th>NO OF SHARES HELD</th><th>%</th></tr>
<tr><td>Prosperis Holdings Company Limited</td><td>3,846,887,575</td><td>76.94%</td></tr>
<tr><td>Other Shareholders</td><td>1,000,000,000</td><td>20.00%</td></tr>
<tr><td>Simple Business Combination Limited</td><td>153,112,425</td><td>3.06%</td></tr>
<tr><td>Total</td><td>5,000,000,000</td><td>100%</td></tr>
</table></td></tr>
<tr><td>12.</td><td>Financial summary:</td><td>
<table>
<tr><th>Financial Position (Year Ending 31st December)</th><th>2023
₦'000</th><th>2024
₦'000</th><th>2025
₦'000</th></tr>
<tr><td>Revenue</td><td>248,143</td><td>331,302</td><td>1,580,484</td></tr>
<tr><td>Profit After Tax</td><td>9,014</td><td>20,957</td><td>614,239</td></tr>
<tr><td>Total Assets</td><td>1,229,808</td><td>1,138,439</td><td>19,140,049</td></tr>
<tr><td>Total Liabilities</td><td>180,279</td><td>109,865</td><td>10,197,719</td></tr>
<tr><td>Total Equity</td><td>1,049,530</td><td>1,028,574</td><td>8,942,330</td></tr>
</table></td></tr>
<tr><td>13.</td><td>Claims and Litigation:</td><td>There are no Claims and Litigations against the Company</td></tr>
</table>

6.OVERVIEW OF AVA CAPITAL PLC

AVA Capital PLC ("AVA Capital") is a capital market financial services group operating as an Investment Bank and through three complementary subsidiaries that together deliver a fully integrated financial solutions platform. AVA Capital is an investment banking firm licensed by the Securities and Exchange Commission (SEC) as an Investment Bank and Issuing House. The firm delivers tailored financial advisory and capital market solutions to both public and private sector clients, with a proven record of executing complex transactions efficiently and effectively.

AVA Capital specialises in capital raising (debt and equity), balance sheet restructuring, mergers & acquisitions (M&A), leveraged buyouts (LBOs), management buyouts (MBOs), and structured finance. The firm has successfully structured and completed transactions worth over $4 billion, demonstrating deep market expertise and consistently meeting and exceeding client expectations.

Company Mission:
To deliver sustainable long-term wealth creation to our clients, communities, and the broader economy through innovative financial solutions, expert advisory and financial literacy.

Company Vision:
To be Africa's leading integrated financial services firm, trusted to build and preserve generational wealth for individuals, families, and institutions.

Service Offerings:
AVA Capital offers a one-stop advisory platform across five core areas:

1. **Financial Advisory**
   - Mergers & Acquisitions
   - Restructuring & Recapitalisation
   - Corporate Sales & Divestiture
   - Business Valuation
2. **Debt Capital Market**
   - Corporate Bond Issuance
   - Government & Agency Bond Issuance
   - Sukuk Issuance
   - Commercial Papers
   - Bond Restructuring

3. **Equity Capital Market**
   - Private Placements
   - Rights Issues
   - Initial Public Offerings
   - Equity & Convertible Securities Issuance
   - Preferred Stock Issuance

4. **Business Advisory**
   - Fund Sourcing
   - Business Plan Preparation
   - Business Valuation
   - Business Restructuring
   - Development of Strategic Alliances & Partnerships

5. **Project Finance**
   - Financial Modelling
   - Acquisition Finance
   - DFI Financing

- Debt Restructuring & Arranging

Track Record of Transactions

AVA Capital has a proven history of executing landmark transactions across the Nigerian capital markets, demonstrating its capability in structuring, advising, and executing complex capital raises for corporates, sub-sovereigns, and special purpose vehicles.

This transaction portfolio highlights AVA Capital's ability to deliver innovative financing solutions across multiple sectors—spanning hospitality, power, financial services, and infrastructure—while maintaining a strong track record in both conventional and Islamic finance.

Major Clients
Selected clients include:

TAJBank
PROVIDUSBANK
payaza
UTL TRUST
JOHNVENTS
VFD GROUP
Mainstreet MICROFINANCE BANK
TranscorpHotels
CITITRUST HOLDINGS PLC
LOTUS BANK
UBA United Bank for Africa
Polysmart PACKAGING LIMITED

Awards & Recognition
FMDQ Gold Award – Most Active transaction Sponsor (2020, 2022)

Selected Transaction Tombstones

Transaction	Amount	Role	Status	Firm	Year
NOVA Bank Subsidiary Divestiture		Financial Adviser	Completed	AVA CAPITAL PLC	2025
TAJ Bank Series 2 Mudarabah Sukuk	₦57.03 Billion	Financial Adviser & Lead Issuing House	Completed	AVA CAPITAL PLC	2025
Johnvents Industries Limited Series 1 & 2 Non-Interest Private Note	₦12.13 Billion	Joint Issuing House	Completed	AVA CAPITAL PLC	2025
PAYAZA Africa Limited Series 3 & 4 Commercial Paper Issuance	₦22.9 Billion	Financial Adviser & Lead Issuing House	Completed	AVA CAPITAL PLC	2025
Tier 1 Commercial Bank Valuation of Equity Interests in Power Sector Companies		Financial Adviser	Completed	AVA CAPITAL PLC	2025
Polysmart SPV Limited Series 1 & 2 Non-Interest Private Note	₦1.8 Billion	Joint Issuing House	Completed	AVA CAPITAL PLC	2025
Providus Bank Series 1 Private Note Issuance	₦100 Billion	Joint Issuing House	Completed	AVA CAPITAL PLC	2025
RusselSmith Group Series 1 Private Note Issuance	₦3 Billion	Joint Issuing House	Completed	AVA CAPITAL PLC	2025

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RusselSmith Group Series 1 Private Note Issuance	₦3 Billion	Joint Issuing House	Completed	AVA CAPITAL PLC	2025

MOBILIST: Business Valuation	Johnvents Industries Limited Series 12 & 13 Private Note Issuance	PAYAZA Africa Limited Series 1 & 2 Commercial Paper Issuance	LOTUS Bank Limited: Business Valuation
	₦10 Billion	₦20.3 Billion	
Financial Adviser	Joint Issuing House	Financial Adviser and Lead Issuing House	Financial Adviser
Completed	Completed	Completed	Completed
AVA CAPITAL PLC 2025	AVA CAPITAL PLC 2025	AVA CAPITAL PLC 2024	AVA CAPITAL PLC 2024

NOVA Commercial Bank: Business Valuation	DLM Capital Group Limited Series 15 Private Note Issuance	Johnvents Industries Limited Series 10 & 11 Private Note Issuance	MyCredit Investments Limited Series 1 Private Note Issuance
	₦5 Billion	₦18.8 Billion	₦2 Billion
Financial Adviser	Joint Issuing House	Joint Issuing House	Joint Issuing House
Completed	Completed	Completed	Completed
AVA CAPITAL PLC 2024	AVA CAPITAL PLC 2024	AVA CAPITAL PLC 2024	AVA CAPITAL PLC 2024

6.1 AVA GLOBAL ASSET MANAGERS LIMITED

AVA Global Asset Managers Limited (AVA GAM) is a premier asset manager providing portfolio management and investment advisory services as well as non-traditional asset management services through privately managed portfolios and collective investment schemes.

AVA Global Asset Managers is the asset management subsidiary of AVA Capital PLC, licensed by the Securities & Exchange Commission, serving governments, institutions, and retail clients.

At AVA GAM, the purpose is to help our clients achieve their investment management goals by providing innovative investment options backed by research. We value meaningful relationships based on trust, integrity, and superior client service.

The asset management team delivers top-of-the-line investment management services to our clients, with Assets Under Management (AUM) currently in excess of ₦91 billion. The company has deep partnerships and currently manage a diverse mix of assets on behalf of institutions and individuals in various industries of the economy.

AVA GAM has an A+ rating from Data Pro and an A from GCR.

Service Offerings

1. Portfolio Management

- Custom investment portfolios aligned with client objectives and risk tolerance.
- Multi-asset class strategies for diversification and efficiency.
- Real-time portfolio monitoring via the *Symplus* platform.
- Regular performance reporting, portfolio rebalancing, and market updates.

2. Financial Management & Investment Advisory

- Comprehensive investment solutions addressing unique client needs.
- Research-backed market analysis for informed decision-making.
- Relationship-based service model ensuring trust and transparency.

3. Collective Investment Schemes (CIS)

AVA Global Asset Managers Limited (AVA GAM) currently offers a suite of regulated Collective Investment Schemes (CIS), designed to meet the needs of both institutional and retail investors. These funds provide investors with access to diversified portfolios across asset classes, managed by experienced professionals and overseen by independent trustees to ensure strict adherence to the fund's investment policies.

Through these schemes, AVA GAM channels capital into strategic sectors of the Nigerian and wider African economy, including infrastructure (energy, transportation, telecoms, and housing), agribusiness, utilities, financial services, and manufacturing. By targeting these industries, the Funds not only deliver competitive returns to investors but also contribute to economic development, job creation, and financial inclusion.

1. **AVA GAM Dollar Fund**

   The AVA GAM Dollar Fund is an actively managed, open-ended USD-denominated unit trust scheme, created to deliver capital appreciation over the medium to long term. It provides an attractive platform for investors seeking exposure to foreign currency assets, with significantly higher returns than traditional domiciliary accounts.

- **Asset Allocation:** The Fund invests primarily in FGN Eurobonds (30–40%), Nigerian corporate Eurobonds (10–40%), and USD money market instruments (0–20%), with a strategic target of 45%, 35%, and 20%, respectively.
- **Target Investors:** Suitable for both retail and institutional investors who prefer USD-denominated securities and seek protection against naira volatility.
- **Minimum Subscription:** Initial minimum of 10 units at $100 per unit; subsequent investments in multiples of 5 units.
- **Benefits:**
    - Competitive USD returns
    - Portfolio diversification
    - Professional management
    - Liquidity.
- **Performance** - In H1 2025, the Fund ranked 3rd among all SEC-registered dollar-denominated mutual funds in Nigeria, delivering a year-to-date return of 12.59%. This places it well ahead of the average for the peer group, reflecting substantial asset allocation and efficient risk-monitoring.

2. **AVA GAM Fixed Income Fund**

The AVA GAM Fixed Income Fund is an open-ended, SEC-registered fund with the primary goal of enhancing returns at minimal risk through high-quality fixed income instruments.

- **Asset Allocation:** Predominantly invested in government and corporate bonds (80–100%), with additional exposure to money market instruments (0–15%) and cash (1–5%).
- **Target Investors:** Designed for investors seeking stable income and capital preservation while maintaining access to liquidity.
- **Minimum Subscription:** Initial investment of ₦10,000 (10 units at ₦1,000 per unit); subsequent investments in multiples of 10 units.
- **Benefits:**
    - Access to pooled market bargaining power
    - Steady income
    - Diversification
    - Liquidity
    - Professional portfolio management.

3. **AVA Infrastructure Fund (AVA IF)**

The AVA Infrastructure Fund is a closed-end, SEC-registered fund created to bridge Nigeria's infrastructure gap by mobilising institutional capital into strategic sectors such as energy, transportation, telecommunications, utilities, agribusiness, and housing. To further enhance transparency and liquidity, the fund was listed on NGX on 29th August, 2024.

- **Fund Strategy:** Invests via senior debt, subordinated/mezzanine debt, convertible debt, preference shares, and other structured instruments, ensuring a balance of risk and return.
- **Target Returns:** Aims to deliver 3–5% above the yield on comparable 10-year FGN bonds, while simultaneously driving socioeconomic impact.
- **Track Record:** Successfully raised ₦4.075 billion in its Series 1 issuance as part of a ₦200 billion programme. Delivered an annualised return of 25.09% as of October 2024, with its first coupon successfully paid to unitholders.
- **Governance:** Supported by an independent Investment Committee and Advisory Board comprising seasoned professionals in infrastructure finance, corporate governance, and investment banking.
- **Impact:**
    - Beyond financial performance
    - The Fund is designed to create measurable development outcomes, such as job creation

    - improved energy access
    - Enhanced social infrastructure.

4. **AVA GAM Money Market Fund**

   The AVA GAM Money Market Fund is an open-ended fund with a core mandate of capital preservation and steady income generation. It is an ideal product for conservative investors, corporates, and institutions seeking liquidity and stability.

   - **Asset Allocation:** Invests in treasury bills (25–80%), fixed-term deposits (25–70%), commercial paper and other money market instruments (0–30%), and cash (0–5%), with targets of 40%, 40%, 15%, and 5%, respectively.
   - **Target Investors:** Appeals to retail investors, high-net-worth individuals, and institutional investors seeking low-risk returns superior to bank deposits.
   - **Minimum Subscription:** 20,000 units at ₦1 per unit, with subsequent investments in multiples of 5,000 units.
   - **Dividend Policy:** Income (net of expenses) distributed quarterly as dividends to unitholders.
   - **Benefits:**
     - Competitive returns
     - Liquidity
     - Capital preservation
     - Accessibility via online platforms
     - Professional fund management.

Strategic Importance of AVA GAM Funds

Through these CIS products, AVA Global Asset Managers provides investors with diversified access to naira and dollar-denominated investment opportunities, spanning fixed income, money markets, and infrastructure finance. The Funds cater to a broad spectrum of risk appetites, from conservative investors focused on capital preservation to sophisticated investors seeking long-term exposure to infrastructure and foreign currency instruments.

This product suite enhances the Group's ability to mobilise domestic and international capital, strengthen financial inclusion, and contribute to Nigeria's economic development. By combining regulatory compliance, transparency, and professional management, AVA GAM's funds are positioned as reliable vehicles for both wealth preservation and value creation.

Comparative Collective Investment Schemes (CIS) Table

Fund	Structure	Primary Assets	Target Returns	Min Subscription	Investor Profile
AVA GAM Dollar Fund	Open-ended, USD-denominated	FGN Eurobonds, Corporate Eurobonds, USD Money-Market Instruments	Competitive USD yields above domiciliary deposits	10 units ($100 per unit)	Retail & Institutional investors seeking USD assets
AVA GAM Fixed Income Fund	Open-ended, Naira-denominated	Government & Corporate Bonds, Money market Instruments, Cash	Stable income at minimal risk	N10,000 (10 units @ N1,000 per unit)	Conservative investors, income-focused individuals & institutions
AVA Infrastructure Fund (AVA IF)	Closed-end, infrastructure-focused	Debt (senior, mezzanine, convertible), preference shares, structured infra finance instruments	3-5% above comparable 10-year FGN bonds, 25.09% annualised (2024 Series 1)	Programme-based, institutional focus (N4bn raised in Series 1)	Institutional investors seeking long-term infra exposure with development

AVA GAM Money Fund	Open-ended, Naira-denominated	Treasury Bills, Fixed Deposits, Commercial Papers, Money Market Instruments	Steady income, above savings & deposit rates	20,000 units @ N1 per unit	Retail, HNIs & Institutions seeking capital preservation & liquidity

6.2 AVA SECURITIES LIMITED

AVA Securities Limited ("AVA SEC") is the securities trading subsidiary of AVA Capital PLC, offering brokerage, portfolio management, commodities trading, and capital market advisory services to individual, institutional, and public sector clients.

Incorporated in 2009 as a fully Nigerian-owned company, AVA SEC is a trading member of the NGX, NASD OTC, and FMDQ OTC Securities Exchange, and is licensed by the SEC as a broker.

The firm has demonstrated strong market execution capabilities, having completed over ₦50 million in equity trades and ₦60 billion in fixed income transactions in 2022 alone. AVA SEC is recognised for its research-driven, client-focused approach, delivering insights and execution strategies that enable clients to build and preserve long-term wealth.

Service Offerings

1. Fixed Income Brokerage

- FGN Bonds (Naira & Eurobonds)
- State Bonds & Corporate Bonds
- Treasury Bills (Primary & Secondary)
- Commercial Papers
- Promissory Notes (FGN & Private)
- Money Market Instruments

2. Equity Brokerage

- NGX-listed stocks
- NASD-listed stocks
- Execution in both primary and secondary equity markets

3. Capital Market Advisory

- Initial Public Offerings (IPO)
- Rights Issues
- Listings by introduction
- Delistings
- State & corporate bond issuance advisory

4. Portfolio Management

- Discretionary and non-discretionary portfolio management
- Customised investment strategies

5. Commodities Brokerage

- Trading on AFEX commodity exchange
- Advisory on commodity investments as alternative asset classes

Value Proposition

- **Personalised Service** – Tailored solutions to client needs.
- **Market Expertise** – Deep understanding of Nigerian and international capital markets.
- **Research-Led Insights** – Data-driven analysis to guide investment decisions.
- **Enduring Partnerships** – Long-term client relationships built on trust and results.
- **Technology-Driven Execution** – Use of advanced platforms for efficiency and transparency.

Market Memberships & Regulatory Status

- **Nigerian Exchange Limited (NGX)** – Trading Member
- **NASD OTC Securities Exchange** – Trading Member
- **FMDQ OTC Securities Exchange** – Trading Member
- **SEC Nigeria** – Broker-Dealer

AVA Securities University Trading Competition

AVA Securities Limited runs a first-of-its-kind inter-university trading competition in Nigeria to deepen financial literacy and give students hands-on exposure to real capital-market execution. The programme concluded its second season in June 2025 and moved into Season 3 in August 2025.

The competition is open to students in accredited Nigerian universities (generally 200–500 level), competing in teams over a defined season. Each selected team is provided with ₦5 million in live trading capital to trade listed Nigerian equities on AVA Securities' platform, with performance tracked on a public leaderboard during the season.

Beyond returns, the programme emphasises risk management, market discipline, and strategy—and has been used by AVA to promote financial inclusion and nurture the next generation of market participants. High-performing teams gain recognition, mentorship, internships, and potential job offers, creating a clear talent pipeline into the Group and the wider industry.

Season 2 crowned Babcock University (Team Titans) champions after a four-month trading window; Season 3 applications opened in June, and the competition commenced in August 2025, with weekly leaderboard updates shared on social media.

6.3 AVA TRUSTEES LIMITED

AVA Trustees Limited ("AVA Trustees") is the trustee services arm of AVA Capital PLC, licensed by the SEC. The firm provides diverse, independent, and professional trusteeship and asset administration services to individuals, corporations, state and federal governments, and regulatory agencies, with a strong presence in the Nigerian capital market.

As a professional trustee, AVA Trustees offers confidential, client-focused, and bespoke trust solutions—ranging from private family trusts to complex corporate arrangements such as government bond issuances, sukuk structures, and collective investment schemes.

Service Offerings

AVA Trustees' trust solutions are categorised into:

1. **Corporate Trust**
   - **Corporate Investment Trust** – For companies seeking investment vehicles for their benefit or that of third parties. Includes closed-ended fund structures, portfolio management, borrowing against investments, and direct payment instruction features.
   - **Security & Debenture Trusts** – Acting as a custodian and enforcer of lenders' rights.
   - **Escrow Services** – Secure handling of funds or assets in transactions.
2. **Private & Charitable Trusts**
   - **Living Trusts** – Estate planning to transfer assets seamlessly during a settlor's lifetime or upon demise, bypassing probate.
   - **Estate Administration** – Assistance in securing Letters of Administration for intestate estates.
   - **Charitable Trusts & Endowments** – Structuring and administering philanthropic vehicles to preserve legacies.
3. **Public/Corporate Trust**
   - Trusteeship for government bonds, sukuk issuances, and collective investment schemes (CIS).
4. **Specialised Trust Products**
   - **AVA Savings & Investment Trust (ASIT)** – Lump sum and periodic contributions to provide liquidity for dependents upon the settlor's demise.
   - **AVA Education Trust (AET)** – Structured funding for educational expenses of named beneficiaries, with payments made directly to schools.
   - **AVA Halal Investment Trust (AHIT)** – Sharia-compliant investment trust for Muslim high-net-worth individuals, investing in equities, real estate, commodities, and sukuk.

Clients

Selected clients include:

Olam Fidelity TranscorpHotels FMN Flour Mills of Nigeria Plc

Brains&Hammers PINNACLE Oil & Gas Limited aradel Holdings

Transaction Experience

Strides Energy Public Bond	DLM SPV PLC Series 1 FGN Bond	CFG AM Naira Fund	G.O.S Private Bond
₦10 Billion	**₦30 Billion**	**₦1 Billion**	**₦22.5 Billion**
Trustees	Share Trustee	Trustees	Joint Trustees
Ongoing	**Ongoing**	**Ongoing**	**Ongoing**
AVA TRUSTEES **2025**	AVA TRUSTEES **2025**	AVA TRUSTEES **2025**	AVA TRUSTEES **2024**

Caliphate SPV Sukuk Issuance	Minaret Sukuk Company Series 2 Sukuk	UPDC PLC Share Acquisition	Minaret Sukuk SPV Limited – Series 1
₦10 Billion	**₦8.537 Billion**	**₦1.6 Billion**	**₦22.1 Billion**
Share Trustee & Sukuk Trustee	Share Trustee & Sukuk Trustee	Escrow Agent	Share Trustee & Sukuk Trustee
Ongoing	**Ongoing**	**Ongoing**	**Ongoing**
AVA TRUSTEES **2022**	AVA TRUSTEES **2021**	AVA TRUSTEES **2021**	AVA TRUSTEES **2021**

6.4 STRATEGIC SYNERGY

The subsidiaries of AVA Capital PLC are deliberately structured to function as an integrated financial ecosystem, ensuring that clients benefit from a one-stop platform for all their financing, investment, and advisory needs. This approach allows the Company to capture value across the entire financial services chain while also reinforcing stability through diversification.

- **End-to-End Capital Market Solutions:** From origination by AVA Capital PLC, to execution and distribution by AVA Securities Limited, investor protection by AVA Trustees Limited, and asset mobilisation and management through AVA Asset Management Limited, the Comapny provides a seamless continuum of services that supports both issuers and investors.

- **Cross-Business Collaboration:** Each subsidiary is not only self-sustaining but also complementary. For example, transactions structured by AVA Capital PLC are distributed via AVA Securities, with AVA Trustees providing fiduciary oversight. At the same time, AVA Asset Management leverages its funds under management to invest in these opportunities. This interconnected model enhances transaction efficiency, builds investor confidence, and deepens market penetration.

- **Regulatory Strength and Compliance:** Operating under multiple licenses from the Securities and Exchange Commission (SEC) and the Nigerian Exchange (NGX), the Group maintains robust compliance across all subsidiaries. This creates a governance advantage, enabling AVA Capital to meet the highest standards of accountability, investor protection, and transparency.

- **Client-Centric Value Creation:** The synergy between subsidiaries allows the Company to provide tailored solutions to corporates, governments, institutions, and high-net-worth individuals. Clients benefit from integrated advisory, financing, and investment products that are not only cost-efficient but also aligned with evolving market opportunities.

- **Resilience and Diversification:** By engaging in multiple areas of the financial services industry—capital markets, asset management, trustee services, and securities trading—the Company reduces concentration risk and cushions earnings against market volatility. This resilience positions AVA Capital to perform strongly across economic cycles.

- **Scalability and Regional Expansion:** The integrated structure creates a platform for regional growth. As AVA Capital PLC expands into other West African markets, the synergy among its subsidiaries provides a scalable framework for efficiently replicating its business model, leveraging local regulatory alignment and cross-border deal flow.

In summary, the Company's synergistic model not only enhances operational efficiency and product diversity but also provides AVA Capital with a distinct competitive advantage in Nigeria's dynamic financial services landscape. This positions the Company as a trusted partner capable of mobilising capital, safeguarding investor interests, and driving economic growth on both national and regional levels.

7.PROFILE OF BOARD OF DIRECTORS, KEY MANAGEMENT STAFF AND CORPORATE GOVERNANCE

Dr. Adeyinka Adedeji – Chairman

Dr. Adedeji is a fervent finance professional with over 26 years of experience.

Dr. Adedeji previously served as the Group Divisional Head of Digital Banking for the UBA Group before he joined the board of Prosperis Holdings and AVA Capital.

Dr. Adedeji obtained a bachelor's degree (First Class) in Chemical Engineering from the prestigious University of Lagos, Akoka, an MBA from the State University of New York, USA, and a Master's in Finance from the State University of New York. Master's degree in Polymer Physics from Case Western Reserve University, PhD degree in Polymer Physics from Case Western Reserve University, and a Post Doctorate Fellow at the Chemical Engineering Department of the University of Minnesota.

In the last 14 years, Dr. Adedeji has distinguished himself in Digital Banking transformation, innovation and product development in all UBA subsidiaries, and he successfully introduced many innovative digital products in the new UBA Bank, including the introduction of a variety of card products, transaction channels, USSD, mobile, internet, chat and social banking.

He has served in several Executive Committees of the UBA bank and as an advisory member of the boards of Payment Card Schemes.He championed the start-up of the Mobile Money business as a subsidiary of UBA – AfriPay Limited and acted as the MD/CEO from July 2009 to March 2011.

Olukayode Fadahunsi – Managing Director

Olukayode Fadahunsi is a seasoned finance executive and Chartered Stockbroker with over 25 years of experience across investment banking, corporate finance, capital markets, strategy, and M&A. As Group CEO of AVA Capital Plc, he provides leadership and drives high-impact transactions spanning financial services, oil and gas, real estate, infrastructure, logistics, and technology. His career features landmark mandates including multi-billion-naira State bond and Sukuk issuances, mergers and acquisitions, commercial paper programmes, refinancing structures, private equity raises, and cross-border facilities.

He holds a BSc in Chemical Engineering from Obafemi Awolowo University and an MBA in Finance from the University of Lagos, complemented by executive programmes from Harvard Business School and Lagos Business School. His experience includes senior leadership roles at United Capital Plc, UBA Plc, BGL Plc, Continental Trust Bank, Access Bank, and Intercontinental Bank, where he consistently delivered strong transaction execution, investor engagement, and strategic advisory.

Olukayode has completed extensive professional training in mergers and acquisitions, capital markets, international finance, and corporate governance across global finance hubs. He is a Fellow of the Chartered Institute of Stockbrokers (FCS), Honorary Senior Member of the Chartered Institute of Bankers (HCIB), and a Member of the Institute of Directors (MIoD), reflecting his deep involvement and contribution to the capital markets industry.

Samson Adekunle – Non-Executive Director

Samson Adekunle is an affiliate member of the Professional Risk Managers' International Association (PRMIA) and has completed extensive local and international training covering Advanced Operational Risk Management, Market and Liquidity Risk Management, Credit Risk Management, IT Governance, Fraud Risk Management, Operations Management, International Trade Finance, and Anti-Money Laundering.

He holds a BSc degree in Microbiology from Obafemi Awolowo University and an MBA from the same institution. Samson has also undertaken Executive Education in Innovation and Commercialisation at the Massachusetts Institute of Technology (MIT) and earned an Executive Certificate in Disruptive Strategy from Harvard Business School, alongside participation in the Advanced Management Programme at IESE Business School and Lagos Business School.

Samson currently serves as Chief Operating Officer of Prosperis Holdings. He previously held the role of Group Head, Risk Management & Internal Control at United Capital Plc where he led strategic scaling initiatives and operational transformation programmes across the institution. His achievements include pioneering a seamless payments ecosystem, strengthening capitalisation frameworks, and being a member of the team that successfully drafted major regulatory compliance policies such as GTBank's Internal Capital Adequacy Assessment Policy.

He is an Authorised Dealing Clerk of the Nigerian Exchange Limited and an Associate Member of the Chartered Institute for Securities & Investment (UK). Throughout his career, Samson has consistently driven risk management excellence, operational efficiency, and strategic leadership across banking, financial services, and technology-driven environments.

Bolanle Ekanim – Executive Director

Bolanle is a highly proficient and effective people manager. She has led, grown and worked in diverse industry sectors both locally and internationally.

Bolanle holds a BSc (Hons) in Finance from the University of Lagos, Akoka and an MSc in Computing and Information Technology from the University of Bedfordshire, Luton, England, where she majored in Business Information Systems. She recently completed the Senior Management Program (SMP-84) from the prestigious Lagos Business School and currently oversees human capital at Prosperis.

Bolanle is a Member of the Chartered Institute of Personnel Management (MCIPM) and an Associate Member of the Chartered Institute of Directors (AM.CIoD). Bolanle is also a Securities and Exchange Commission (SEC) Sponsored Individual.

Spearheaded transformative organizational changes in complex, global environments, ensuring seamless transitions and operational excellence, steered a high-performing ePIN management team to achieve 100% revenue protection and zero fraud in the competitive telecommunications sector, established a cutting-edge training academy to cultivate top talent, driving employee development and career advancement, boosted employee engagement and performance through strategic performance management initiatives, and accelerated business growth by optimizing resource allocation and fostering strong stakeholder partnerships.

Adebayo Odeyale – Independent Non-Executive Director

Mr. Odeyale is an Independent Non-Executive Director of the Board of AVA Capital PLC. He is a Senior HR Professional and Fellow of CIPM and the Nigerian Institute of Management, with cross-sector experience spanning banking, healthcare, public sector, and oil & gas. He has worked with leading organizations, including Accenture, UBA, UBA Capital Europe, and NHS Trust UK. He previously served as Deputy Head of HR at UBA Group and acted severally as Group HR Director. His expertise is supported by international training at Euromoney, Pan African University, and Oxford University, and hands-on experience in major HR transformation projects. He is currently the Managing Partner of SPremier HR Ltd, providing onsite and offsite HR consulting services.

Hauwa Babakobi – Independent Non-Executive Director

Dr. Babakobi is an Independent Non-Executive Director on the Board of AVA Capital PLC. She is a distinguished public sector and corporate executive with a strong academic foundation in law, business, and public administration. She obtained her LL. B from the University of Maiduguri and was called to the Nigerian Bar after completing her BL at the Nigerian Law School. She later earned an MBA from a business school in the Netherlands, further strengthening her expertise in corporate and financial management. In 2022, she completed a Doctorate in Public Administration at the Africa Institute of Public Administration, Ghana, and was admitted as a Fellow of both the Institute of Corporate Administration and the Africa Institute of Public Administration. Her academic and professional trajectory reflects deep competence in governance, leadership, and institutional management.

Lotanna Uzoka – Independent Non-Executive Director

Mrs. Uzoka is an Independent Non-Executive Director on the Board of AVA Capital Group. She is an accomplished business and human resource consultant and the Managing Director of Kennedia Consulting Limited, as well as the Group Managing Director of Kennedia HMO. She holds a degree in Political Science from the University of Jos and began her career in banking with Standard Trust Bank (now UBA). Her professional journey spans aviation, consulting, and outsourcing, with notable roles at Iberia Airlines and Phillips Consulting, and Phillips Outsourcing Services Nigeria Limited. With over 20 years of experience, she possesses strong expertise in people management, process optimization, and business development. She is a full member of CIPM and AOPN and a seasoned facilitator who has developed and delivered several HR and leadership training programmes.

KEY MANAGEMENT STAFF

Olukayode Fadahunsi – Managing Director

Olukayode Fadahunsi is a seasoned finance executive and Chartered Stockbroker with over 25 years of experience across investment banking, corporate finance, capital markets, strategy, and M&A. As Group CEO of AVA Capital Plc, he provides leadership and drives high-impact transactions spanning financial services, oil and gas, real estate, infrastructure, logistics, and technology. His career features landmark mandates including multi-billion-naira State bond and Sukuk issuances, mergers and acquisitions, commercial paper programmes, refinancing structures, private equity raises, and cross-border facilities.

He holds a BSc in Chemical Engineering from Obafemi Awolowo University and an MBA in Finance from the University of Lagos, complemented by executive programmes from Harvard Business School and Lagos Business School. His experience includes senior leadership roles at United Capital Plc, UBA Plc, BGL Plc, Continental Trust Bank, Access Bank, and Intercontinental Bank, where he consistently delivered strong transaction execution, investor engagement, and strategic advisory.

Olukayode has completed extensive professional training in mergers and acquisitions, capital markets, international finance, and corporate governance across global finance hubs. He is a Fellow of the Chartered Institute of Stockbrokers (FCS), Honorary Senior Member of the Chartered Institute of Bankers (HCIB), and a Member of the Institute of Directors (MIoD), reflecting his deep involvement and contribution to the capital markets industry.

Abiola Hammed, CFA – Head, Investment Banking

Abiola Hammed is the Head of Investment Banking at AVA Capital PLC and a Chartered Financial Analyst (CFA) charter holder. He is a seasoned investment banking professional with extensive expertise in capital raising, structured finance, and treasury management. Abiola currently leads the team at AVA Capital Partners, where he has led landmark transactions including a ₦65 billion ($42.1 million) capital raise for sub-national governments, a $10 million equity investment for a UK-based fund, and the structuring of a debut ₦50 billion CP programme for a financial technology firm with total raise in excess of ₦70 billion over the multiple series.

He previously held senior roles in treasury at GZ Industries and Ecobank Nigeria. Abiola holds a Master's degree in Energy Economics from the University of Ibadan and a B.Sc. in Zoology from Obafemi Awolowo University. He is also a sponsored individual of the SEC Nigeria.

Adekunle Odebiyi – Ag. Managing Director, AVA Global Asset Managers Limited

Adekunle Odebiyi is the Ag. Managing Director of AVA Global Asset Managers Limited. He is a results-driven professional with over 14 years of experience in banking, finance, and asset management. Prior to taking up the role of Acting Managing Director in AVA Global Asset Managers, he served as General Manager at Trives Finance Company Limited, where he led retail growth initiatives, developed new product offerings, and oversaw market expansion strategies. He began his career at Guaranty Trust Bank, where he worked for over seven years in progressively senior roles, achieving 160% of profit-before-tax targets and earning recognition as Most Innovative Staff in the Retail Lagos Island Division.

Adekunle holds a B.Sc. in Chemical Engineering from Obafemi Awolowo University and has completed a Senior Management Program at the Lagos Business School and holds a certificate in Disruptive Strategy from the Harvard Business School. He recently completed his MBA at the University of East London.

Moyosoreoluwa Durojaye – Head, AVA Trustees Limited

Moyosoreoluwa ("Moyo") Durojaye is the Head of Trust Services and Legal Structuring at AVA Trustees Limited, a subsidiary of AVA Capital PLC. She has over nine years of legal experience in drafting commercial agreements, corporate legal advisory, and advocacy, and over five years of experience supporting complex commercial transactions across trust services, mergers & acquisitions, and capital raising. She has played a key role in the growth of AVA Trustees' funds under management by more than 300% and is widely regarded for her expertise in public, corporate, and private trust administration.

Moyo holds an LL.B (Second Class Upper) from the University of Lagos and a B.L. (Second Class Upper) from the Nigerian Law School.

Adejoke Ganiyu – Ag. Managing Director, AVA Securities Limited

Adejoke serves as Acting Managing Director and Executive Director on the Board of AVA Securities Limited.

She is a SEC-sponsored individual and Chartered Stockbroker who brings over 13 years of progressive experience across Nigeria's capital markets, spanning stockbroking, asset management, fund management, securities operations, financial technology, and regulatory compliance. Ms. Ganiyu holds a background in Sciences and an MBA in Finance. She is currently a participant in the Centenary Cohort of the Senior Management Programme at Lagos Business School.

CORPORATE GOVERNANCE REPORT

AVA Capital Plc maintains a robust corporate governance framework designed to ensure accountability, transparency, and compliance with applicable laws and regulatory requirements. The framework is established to protect stakeholder interests and support the long-term sustainability of the Company. The Company recognizes corporate governance as a critical enabler of effective oversight and risk management and is committed to continuous enhancement of its governance structures in line with evolving regulatory expectations and international best practices. Accordingly, the Company ensures full compliance with all applicable legislation, regulations, and guidelines.

The Board of Directors is made up of 7 (seven) members comprising 2 (two) Executive Directors, 2 (two) Non-Executive Directors and 3 (three) Independent Non-Executive Directors. This is in alignment with the Nigerian Code of Corporate Governance 2018 (NCCG 2018) and global best practice that encourages a higher percentage of Non-Executive Directors to Executive Directors. The Board is led by the Non-Executive Chairman and includes individuals who are highly respected and distinguished by their high level of competencies, professional experience, and high standards of integrity. In alignment with the NCCG 2018, the Company has implemented governance structures and processes aimed at safeguarding shareholder rights, ensuring equitable treatment of all shareholders, and strengthening the effectiveness of the Board of Directors and oversight functions.

The Company maintains an effective system of internal controls and risk management, which is periodically reviewed and enhanced to address emerging risks and changes in the operating environment. The Company is also committed to high standards of disclosure and transparency, ensuring that information is disclosed in a timely, accurate, and comprehensive manner in accordance with applicable regulatory requirements. Where appropriate, additional voluntary disclosures are made to facilitate informed stakeholder engagement and decision-making.

Board Responsibilities

The Board of Directors is responsible for the overall governance of the Company and is accountable for ensuring compliance with applicable laws, regulations, and corporate governance standards. The Board provides strategic direction and oversight, while ensuring that Management acts in accordance with approved policies and within established risk parameters. In the discharge of its statutory and fiduciary duties, the Board ensures that the Company’s resources are prudently managed and applied towards the achievement of its strategic objectives. The Board also exercises oversight of Management to ensure that the Company’s operations are conducted in a manner that promotes the interests of shareholders and other stakeholders.

Board Committees

The Board carries out its duties through Committees, with the Directors as members of these Committees. The Board constituted the following Committees:

Statutory Audit Committee;
Finance, Investment and Risk Management Committee;
Human Resources and General-Purpose Committee.

Statutory Audit Committee

The Statutory Audit Committee shall assist the Board in its oversight responsibility of ensuring the integrity of the Company’s financial statements, compliance with legal and regulatory requirements, the external auditors’ qualifications and independence, and the performance of the internal audit function and external auditors who are ultimately accountable to the Statutory Audit Committee and the Board. The Committee has the following responsibilities:

- Ensure the establishment of, and exercise oversight on the internal audit function, including its independence, which assures the effectiveness of the internal controls;
- Ensure the development of a comprehensive internal control framework, obtain appropriate (internal and/or external) assurance, and report annually in the Company’s audited financial report, on the design and operating effectiveness of the Company’s internal controls over the financial reporting systems;
- Oversee the process for the identification of fraud risks and ensure that adequate prevention, detection, and reporting mechanisms are in place;
- Oversee the development of a procedure for the receipt, retention, and treatment of complaints received regarding risk management, accounting, internal accounting controls, unethical activity/breach of the Code of Corporate Governance, or audit matters;

- Review the proposed Audit Plan(s) and the results of Internal Audits completed since the previous Committee meeting, as well as the focus of upcoming Internal Audit projects;

- Reviewing the effectiveness of the external audit process, and management's responsiveness to the recommendations made in the Statutory Auditor's management letter;

- Review with the Chief Financial Officer annually the significant financial reporting issues and practices of the Company, and ensure that appropriate accounting principles are applied, including financial controls relating to the "closing of the books" process;

- Annually review and ensure compliance with the list of non-audit services that the Statutory Auditors may provide.

Following the conclusion of the Company's Annual General Meeting, the Shareholders have nominated and constituted the membership of the Statutory Audit Committee.

The Members of the Statutory Audit Committee are as follows:

1. Mrs. Mariam Ibrahim (Shareholder)
2. Mr. Olayinka Olajuwon (Shareholder)
3. Mr. Augustine Abolusoro (Shareholder)
4. Mr. Adebayo Odeyale (Independent Non-Executive Director)
5. Dr. Hauwa Babakobi (Independent Non-Executive Director)

Finance, Investment, and Risk Management Committee

The primary purpose of the Finance, Investment, and Risk Management Committee is to assist the Board in fulfilling its oversight responsibilities in the identification, assessment, management of risk, and adherence to internal risk management policies and procedures. The Committee has the following responsibilities:

- Monitor the financial reporting process, including the review of the annual accounts and report before submission to the Board;

- Establish, review, and recommend for approval of the Board, the risk management policies and framework, as well as assist the Board in its oversight of risk management strategy;

- Exercise oversight over the process for the identification and assessment of risks and the adequacy of prevention, detection, and reporting mechanisms;

- Ensure that adequate policies are in place to manage and mitigate the adverse effects of both business and control risks in its operations;

- Ensure the appointment of qualified officers to manage the risk function and administer the risk management policies;

- Ensure compliance with established policy through periodic review of reports provided by Management, Internal and External Auditors, and the applicable laws and regulatory/supervisory authorities;

- Oversee the adequacy and effectiveness of Risk Management functions, review existing risk policies, and recommend amended or new risk policies to the Board for approval;

- Re-evaluate the Risk Management Policy periodically to accommodate major changes in the internal and external environment.

Members of the Finance, Investment, and Risk Management Committee are as follows:

1. Mr. Adebayo Odeyale
2. Mr. Kayode Fadahunsi
3. Mr. Samson Adekunle

Human Resources and General-Purpose Committee

The role of the Governance and Remuneration Committee is to assist the Board in fulfilling its responsibilities in relation to Corporate Governance and Remuneration matters, to satisfy legal and regulatory requirements to protect the Company from liability, improve organizational effectiveness, and assist in the attainment of business goals. The Committee has the following responsibilities:

- Review the structure, size, composition, and commitment of the Board at least annually, including succession planning, and make recommendations on any proposed changes to the Board;
- Establish a formal and transparent process for Board appointments, including establishing the criteria for appointment to the Board and Board Committees;
- Identify individuals suitably qualified and experienced to become Board members and make recommendations to the Board for nomination and appointment as Directors;
- Ensure that all new Directors receive a letter of appointment specifying their duties and that the Company has a formal programme for the induction and training of Directors;
- Oversee the implementation of the process for the evaluation of the performance of individual Directors and the appraisal of the Board on an annual basis;
- Ensure the Company has a succession policy and plan in place for the Board positions and senior management positions to ensure leadership continuity;
- Ensure the development and periodic review of orientation and induction programme, continuing education programme, nomination, selection, remuneration, appointment, and removal processes, Board charters, Board committee terms of references, and other governance policies, such as code of ethics, conflict of interest, and whistle-blowing policies, amongst others.

Members of the Human Resources and Corporate Governance Committee are as follows:

1. Mrs. Lotanna Uzoka (Independent Non-Executive Director)
2. Dr. Hauwa Babakobi (Independent Non-Executive Director)
3. Mr. Adebayo Odeyale (Independent Non-Executive Director)

Roles of Chairman and Chief Executive Officer

The roles of Chairman and Chief Executive Officer are well defined and distinct, and as such, the positions are held by separate individuals. Whilst the Chief Executive Officer implements the management policies and strategies as developed and adopted by the Board, the Chairman is not involved in the day-to-day operations of the Company.

Proceedings and Frequency of Meetings

The Company's Board meets regularly, at least once in every quarter. Before every board meeting, the Company Secretary provides each Board member with a board paper detailing a clear agenda for the meeting, as well as all relevant reports and information required for an effective and efficient meeting.

ABOUT THE INVESTMENT BANKING INDUSTRY

The Nigerian investment banking industry is a vital segment of the financial sector, providing a range of services that include underwriting, mergers and acquisitions (M&A), advisory, capital raising, and structured finance. Investment banks play a crucial role in facilitating capital flow, advising on complex financial transactions, and supporting the growth of businesses across various sectors of the economy. The industry has witnessed significant growth and transformation over the years, adapting to changes in the regulatory environment, economic conditions, and global financial trends.

Historical Development

The origins of the Nigerian investment banking industry can be traced back to the late 20th century, when financial services in Nigeria began to diversify beyond traditional commercial banking. The liberalisation and deregulation of the financial sector in the 1980s and 1990s paved the way for the emergence of investment banks. The establishment of the Nigerian Stock Exchange (NSE) and the rise of capital market activities during this period created opportunities for investment banking services.

The industry gained momentum in the early 2000s with the Central Bank of Nigeria's (CBN) banking consolidation reforms, which encouraged the development of more substantial and more diversified financial institutions. Many of these institutions established investment banking divisions to complement their commercial banking operations, leading to the growth of the industry.

Market Structure and Key Players

The Nigerian investment banking industry is composed of several key players, including:

- Full-Service Investment Banks: These institutions offer a wide range of services, including corporate finance, M&A advisory, capital markets, and structured finance.
- Boutique Investment Banks: These are specialised firms that focus on specific areas of investment banking, such as M&A advisory or private equity. They typically cater to niche markets or specific sectors.
- Merchant Banks: In Nigeria, merchant banks often provide investment banking services alongside their traditional merchant banking activities. They engage in activities such as underwriting, advisory, and trade finance.
- International Banks: Several global investment banks operate in Nigeria, either directly or through partnerships with local firms.

Regulatory Environment

The investment banking industry in Nigeria is governed by a robust regulatory framework designed to ensure stability, protect investors, and promote transparency. Key regulatory bodies include:

- The SEC is the principal regulator of Nigeria's capital markets and oversees the activities of investment banks, particularly in relation to securities issuance, underwriting, and advisory services.
- The CBN regulates banks, including those with investment banking operations, ensuring their compliance with banking regulations and maintaining financial stability.
- The NGX regulates the listing and trading of securities, which are essential activities for investment banks involved in capital raising and securities trading.
- Financial Reporting Council (FRC): The FRC ensures that financial reports and statements prepared by investment banks meet the required accounting standards, promoting transparency and accountability in the industry.

Industry Overview

Various factors, including economic conditions, capital market activity, and regulatory changes, have shaped the performance of the Nigerian investment banking industry.

- SEC’s Updated Capital Framework for Issuing Houses: In January 2026, the SEC released a revised minimum capital requirement framework for capital market operators, issuing houses in Nigeria must now hold significantly higher capital: non-underwriting issuing houses are required to maintain a minimum capital of ₦2 billion (up from ₦200 million), and issuing houses that provide underwriting services must maintain at least ₦7 billion to operate, a sharp increase aimed at strengthening financial capacity, improving risk management, and enhancing investor confidence with compliance required by June 30, 2027.
- Capital Raising: Investment banks in Nigeria have been instrumental in raising capital for both public and private sector clients. This includes equity offerings, bond issuances, and structured finance deals. The industry has facilitated significant capital inflows into oil and gas, telecommunications, and infrastructure sectors.
- Mergers and Acquisitions (M&A): The M&A segment of the investment banking industry has seen increased activity driven by corporate restructuring, market consolidation, and foreign direct investment. Investment banks have advised on several high-profile deals, including cross-border transactions that have attracted international investors.
- Advisory Services: Investment banks provide strategic advisory services to corporations and governments, helping them navigate complex financial transactions, restructurings, and capital market activities. This segment has been a steady revenue generator for investment banks, particularly during periods of economic uncertainty.
- Private Equity: Although still developing, private equity in Nigeria has gained traction. Investment banks play a key role in structuring deals and providing advisory services. The industry has grown in the fintech, agriculture, and consumer goods sectors.

Investment banks play a pivotal role in the development and functioning of debt capital markets, particularly through their involvement in the issuance, structuring, and distribution of bonds and commercial papers. As financial intermediaries, investment banks bridge the gap between issuers such as governments, corporations, and financial institutions and investors seeking fixed-income instruments.

In Nigeria, the growing need for medium and long-term financing, coupled with the government's infrastructure agenda and private sector expansion, has led to increased reliance on these debt instruments. Investment banks have stepped in not only as advisors but also as underwriters, arrangers, and market makers—helping clients raise capital efficiently while ensuring compliance with regulatory standards.

As of June 2025, fifty-seven (57) and seventy-six (76) institutions were registered with FMDQ Securities Exchange Limited (“FMDQ Exchange” or the “Exchange”) under the listings and quotations membership categories, respectively, collectively referred to as Registered Members. Forty-five (45) registered members sponsored the listings and/or quotations of fixed income securities (excluding FGN Securities, i.e., FGN Bonds and T-bills) from January to June 2025. Thirty-one (31) registered members participated solely in the CP market; no registered members participated in the Bond market alone, while fourteen (14) registered members participated in both the Bond and CP markets.

As Nigeria’s financial system continues to evolve, a group of well-established and innovative investment banks has emerged as key drivers of capital market development, economic transformation, and corporate growth. These institutions not only shape the direction of significant financial transactions but also set the benchmark for industry standards, innovation, and investor confidence.

The top players in the Nigerian investment banking industry distinguish themselves through their scale of operations, deal flow, advisory capacity, and strategic impact across various sectors, including infrastructure, energy, fintech, manufacturing, and government financing. Backed by strong financials, experienced leadership, and partnerships, these firms play critical roles in:

- Facilitating mergers and acquisitions (M&A)
- Structuring bond and equity offerings

- ➢ Providing market research and investment advisory services
- ➢ Driving public-private partnerships and project finance

By examining their financial performance, market share, and landmark deals, we gain a clearer understanding of how these investment banks contribute not just to their clients' success but to the broader stability and growth of the Nigerian economy.

In conclusion, investment banks in Nigeria have played a pivotal role in shaping the country's financial landscape—driving capital formation, facilitating strategic transactions, and supporting both public and private sector growth.

Challenges Facing the Industry

Despite its growth and importance, the Nigerian investment banking industry faces several challenges:

- Macroeconomic Volatility: The industry is susceptible to macroeconomic conditions, including currency fluctuations, inflation, and oil price volatility. These factors can impact capital flows, investor confidence, and the overall performance of the capital markets.
- Regulatory Environment: While the regulatory framework is essential for maintaining market integrity, some industry participants argue that it can be cumbersome and slow to adapt to the market's evolving needs. Regulatory delays and the complexity of compliance requirements can hinder the speed and efficiency of transactions.
- Competition: The industry is becoming increasingly competitive, with both local and international players vying for market share. This competition can compress margins and make it challenging for smaller firms to thrive.
- Infrastructure Deficiencies: Operational challenges related to infrastructure, particularly in technology and communication, can affect the efficiency of investment banking operations and limit the industry's ability to reach underserved markets.
- Political and Economic Uncertainty: Political instability and policy unpredictability can risk investment banking activities, particularly foreign investment and cross-border transactions.

Opportunities and Future Outlook

The Nigerian investment banking industry is well-positioned for continued growth, with several opportunities on the horizon:

- Infrastructure Financing: Nigeria's infrastructure deficit presents a significant opportunity for investment banks to engage in project financing and advisory services. Government initiatives to attract private sector investment in infrastructure will likely drive demand for investment banking services.
- Digital Transformation: The adoption of digital technologies and fintech innovations offers investment banks opportunities to enhance efficiency, reduce costs, and provide better services to clients. Digital platforms can also expand market access, particularly for retail investors and smaller businesses.
- Green Finance and ESG Investing: As global trends shift towards sustainability, there is growing interest in green finance and Environmental, Social, and Governance (ESG) investing. Investment banks can capitalise on this trend by structuring and advising on sustainable finance deals, such as green bonds and impact investments.
- Regional Expansion: With the implementation of the African Continental Free Trade Area (AfCFTA), Nigerian investment banks have the opportunity to expand their services across Africa, leveraging Nigeria's position as one of the continent's largest economies.
- Public-Private Partnerships (PPPs): The Nigerian government's focus on PPPs to address infrastructure needs and drive economic growth presents a significant opportunity for investment banks to act as intermediaries and advisors in structuring these complex deals.

The Nigerian investment banking industry has evolved into a dynamic and integral part of the financial sector, playing a critical role in capital formation, corporate restructuring, and economic development. The industry has demonstrated resilience and adaptability despite challenges such as macroeconomic volatility, regulatory complexities, and competition.

The future of the Nigerian investment banking industry is promising, with opportunities in infrastructure financing, digital transformation, green finance, and regional expansion. By leveraging these opportunities and continuing to innovate, Nigerian investment banks can further solidify their position in the global financial landscape and make a significant contribution to the country's economic growth and development. As the industry matures, it is expected to attract greater participation from both local and international clients, solidifying Nigeria's status as a key player in the African and global investment banking markets.

9. ABOUT THE ASSET MANAGEMENT INDUSTRY

ABOUT THE ASSET MANAGEMENT INDUSTRY

The Nigerian asset management industry has evolved significantly over the past two decades, reflecting the broader development of Nigeria's financial sector. The industry encompasses a range of services, including portfolio management, mutual funds, pension funds, and private equity, among others. It plays a vital role in mobilising savings, providing investment opportunities, and contributing to economic growth by channelling capital into various sectors.

Historical Development

The asset management industry in Nigeria has its roots in the early 1990s, following the deregulation of the financial services sector and the establishment of the Nigerian Stock Exchange (NSE). In 2021, the Nigerian Stock Exchange (NSE) rebranded to Nigerian Exchange Group (NGX Group) Plc following a demutualisation process that converted it from a non-profit entity to a shareholder-owned, profit-making organization. The operating exchange is now known as NGX. The introduction of the Pension Reform Act in 2004 and the subsequent creation of Pension Fund Administrators (PFAs) marked a significant turning point, leading to the rapid growth of pension assets and the expansion of the industry.

The industry's growth was further propelled by the CBN’s banking sector reforms in 2005, which strengthened financial institutions and encouraged many banks to develop asset management subsidiaries.

Market Structure and Key Players

The Nigerian asset management industry is diverse, comprising several types of institutions:

- Pension Fund Administrators (PFAs): These are the largest segment within the industry, managing the bulk of pension assets. PFAs are regulated by the National Pension Commission (PENCOM), and as of the latest data, they collectively manage over NGN 16 trillion in pension assets.

- Mutual Fund Managers: Nigeria's mutual fund industry has thrived, with funds spread across various asset classes, including equity, fixed income, money market, and balanced funds. The SEC regulates mutual funds, and there are currently over 100 registered funds with assets under management (AUM) exceeding NGN 2 trillion.

- Private Equity and Venture Capital Firms: These firms have become increasingly active in Nigeria, focusing on investments in high-growth sectors such as technology, agriculture, and consumer goods. Despite challenges in the investment climate, private equity has continued attracting local and foreign investors.

- Investment Banks and Asset Managers: These entities provide a broad range of services, including portfolio management, wealth management, and financial advisory.

Regulatory Environment

The asset management industry in Nigeria is heavily regulated to ensure stability, protect investors, and promote transparency. Key regulatory bodies include:

- The SEC oversees all capital market activities, including mutual funds, collective investment schemes, and portfolio management.

- National Pension Commission (PENCOM): Regulates and supervises the pension industry, including PFAs and Pension Fund Custodians (PFCs).

- The CBN provides oversight for financial institutions, including those involved in asset management, to ensure their soundness and stability.

- Nigerian Stock Exchange (NGX): The NGX plays a crucial role in the industry by providing a platform for the trading of equities, bonds, and other securities, which are key components of investment portfolios.

Industry Overview

Various factors, including macroeconomic conditions, regulatory changes, and market dynamics, have shaped the performance of the Nigerian asset management industry.

- Growth of Assets Under Management (AUM): The industry's AUM has grown steadily, driven by the expansion of the pension fund sector, the rise of mutual funds, and increased interest in alternative investments. The mutual fund sector, for example, has grown by over 200% in the last decade, reflecting increasing investor awareness and participation.

- SEC's Updated Capital Framework for Asset Managers: In January 2026, the SEC of Nigeria introduced a tiered minimum capital requirement (MCR) for asset management firms, replacing the outdated regime. Under the new rules, Tier-1 fund and portfolio managers (those managing assets above ₦20 billion) must now maintain a minimum capital base of ₦5 billion, while Tier-2 managers are required to hold ₦2 billion. Firms managing assets in excess of ₦100 billion face an additional rule to hold capital equal to 0.01% of assets under management. These changes, designed to strengthen market resilience and investor protection, signal a significant shift toward stratified regulatory oversight that aligns capital buffers with the scale and risk profile of asset managers.

- Investment Returns: The performance of asset managers has varied across different asset classes. While equity-based funds have faced volatility due to fluctuations in the NSE, fixed-income and money market funds have provided more stable returns, benefiting from Nigeria's high-interest-rate environment.

- Sectoral Investments: Asset managers in Nigeria have increasingly diversified their portfolios, with significant allocations to government securities, corporate bonds, and equities. Real estate and infrastructure are also gaining traction as alternative investment options.

The asset management industry in Nigeria has experienced significant growth in recent years, reflecting increased investor participation, product innovation, and rising demand for professional fund management. With total Assets Under Management (AUM) surpassing ₦10 trillion in 2024, the sector has demonstrated resilience amid economic headwinds such as inflation and currency volatility. Key players have expanded their offerings across mutual funds, segregated portfolios, and alternative investments, while strong institutional inflows and regulatory support continue to drive industry performance. This upward trajectory highlights the sector's growing importance in capital formation, wealth preservation, and financial market development in Nigeria.

In 2024, the industry recorded robust expansion, with total AUM rising by 71.2% to ₦10.1 trillion. This growth was driven by greater retail participation, increasing demand for dollar-denominated portfolios, and enhanced access via digital investment platforms. Segregated portfolios maintained dominance, accounting for 57% of total AUM, while CISs grew significantly to ₦3.74 trillion, representing 37% of assets. Alternative investments – including REITs and infrastructure funds – continued gaining traction, underscoring an evolving appetite for diversification. The industry remains moderately concentrated, with the top five firms controlling 55.5% of total AUM. These players, often subsidiaries of large banks or financial conglomerates, leverage strong brand equity and expansive distribution networks to sustain market leadership. "Source: Agusto & Co. (2025 Asset Management Industry Report)."

Mutual funds in Nigeria have witnessed steady growth over the past few years, driven by rising investor awareness, improved product offerings, and the expansion of digital investment platforms.

According to the SEC Monthly Mutual Funds Update as of September 30th 2025, the total Net Asset Value of registered mutual funds was reported at ₦6.8 trillion.

This growth shows improved access to diversified investment opportunities, enhanced financial inclusion, and provision of a more structured avenue for wealth management. The rise of mutual funds has also deepened capital markets by channelling savings into equities, fixed income, and other asset classes, contributing to overall market stability and liquidity.

Challenges Facing the Industry

Despite its growth, the Nigerian asset management industry faces several challenges:

- Macroeconomic Instability: Frequent economic shocks, currency volatility, and inflation have impacted investment returns and investor confidence.

- Regulatory Hurdles: While regulation is necessary for stability, some industry participants argue that the regulatory framework can be restrictive, limiting innovation and introducing new investment products.

- Low Financial Literacy: A significant portion of the Nigerian population lacks adequate financial literacy, which hampers retail participation growth in investment products.

- Infrastructure Deficiencies: Nigeria's underdeveloped infrastructure, including power supply and technology, poses operational challenges for asset managers, particularly in reaching underserved regions.

Opportunities and Future Outlook

- The future of the Nigerian asset management industry looks promising, with several opportunities on the horizon:

- Pension Fund Growth: With a young and growing population, Nigeria’s pension fund assets are expected to continue their upward trajectory, providing a stable base for the industry.

- Digital Transformation: Adopting digital technologies offers asset managers a significant opportunity to expand their reach, improve efficiency, and engage with younger, tech-savvy investors.

- ESG Investing: There is a growing interest in Environmental, Social, and Governance (ESG) investing in Nigeria, driven by global trends and increasing awareness of sustainability issues. This could lead to the development of new ESG-focused investment products.

- Real Estate and Infrastructure: As the government seeks to bridge the infrastructure gap, asset managers have the opportunity to participate in infrastructure projects, which could provide attractive long-term returns.

- Increased Foreign Investment: Nigeria remains a key destination for foreign investment in Africa. The asset management industry can capitalise on this by offering investment opportunities that attract foreign capital, particularly in sectors like technology, agriculture, and consumer goods.

The Nigerian asset management industry is at a pivotal stage in its development. While it faces significant challenges, including macroeconomic volatility and regulatory constraints, the sector is well-positioned for continued growth. By leveraging opportunities in digital transformation, pension fund expansion, and ESG investing, the industry can enhance its contribution to Nigeria’s economic development and provide robust returns for investors.

The industry’s future will depend on its ability to navigate challenges and capitalise on emerging trends, ensuring it remains a dynamic and vital part of Nigeria’s financial landscape.

10.ABOUT THE SECURITIES INDUSTRY

ABOUT THE SECURITIES TRADING INDUSTRY

The Nigerian securities industry is critical to the country's financial system, facilitating capital formation, investment, and wealth creation. The industry encompasses trading equity securities, debt securities, derivatives, and other financial instruments on organised exchanges and over-the-counter (OTC) markets. Over the past few decades, the Nigerian securities industry has undergone significant transformation, driven by regulatory reforms, technological advancements, and increasing investor participation.

Historical Development

The Nigerian securities industry traces its origins to the establishment of the Lagos Stock Exchange (now the Nigerian Stock Exchange, or NSE) in 1960. Initially, the market was small and predominantly involved in trading government securities and a few equities. The industry began to expand in the 1970s and 1980s, spurred by government policies promoting indigenisation and the growth of local enterprises.

The liberalisation of the economy in the 1990s and the introduction of market-oriented reforms led to a more vibrant securities market. In 2021, the Nigerian Stock Exchange (NSE) rebranded to Nigerian Exchange Group (NGX Group) Plc following a demutualisation process that converted it from a non-profit entity to a shareholder-owned, profit-making organization. The operating exchange is now known as NGX.

Market Structure and Key Players

The Nigerian securities industry is composed of various market segments and participants:

- Stock Exchanges: The Nigerian Stock Exchange (NSE), now known as the Nigerian Exchange Group (NGX), is the primary platform for trading equities, bonds, and other securities. The NGX operates multiple boards, including the Premium Board, Main Board, and Growth Board, catering to companies of different sizes and maturity levels.

- Over-the-Counter (OTC) Markets: The Financial Markets Dealers Quotation (FMDQ) and NASD OTC Securities Exchange are key platforms for trading unlisted securities, bonds, and derivatives. These markets provide liquidity and price discovery for securities not listed on the NGX.

- Market Intermediaries: Stockbrokers, investment banks, and market makers are crucial intermediaries in the securities market. They facilitate the buying and selling of securities, provide liquidity, and offer advisory services to investors and issuers.

- Institutional Investors: Pension funds, asset managers, insurance companies, and mutual funds are significant participants in the securities market. Their investment activities provide depth and stability to the market.

- Retail Investors: Individual investors have become increasingly active in the Nigerian securities market, particularly with the advent of online trading platforms that have made market access more accessible and affordable.

Regulatory Environment

The Nigerian securities industry is governed by a robust regulatory framework designed to protect investors, maintain market integrity, and promote transparency. Key regulatory bodies include:

- The SEC is the apex regulator of the Nigerian capital market, and oversees all securities transactions, market participants, and activities to ensure compliance with regulatory standards.

- The NGX, as a self-regulatory organisation, sets listing requirements, trading rules, and disclosure standards for companies listed on its exchange.

- Central Securities Clearing System (CSCS): The CSCS serves as the central depository, clearing, and settlement system for the Nigerian capital market. It provides secure custody of securities, facilitates electronic transfer and settlement of trades, and ensures efficiency, transparency, and reduced counterparty risk in the market.

Industry Overview

Various factors, including macroeconomic conditions, investor sentiment, and global financial trends, have influenced the performance of the Nigerian securities industry.

- Equity Market: The Nigerian equity market has experienced periods of significant volatility, reflecting the broader economic environment. The NGX All-Share Index (ASI), the benchmark index, has seen substantial fluctuations due to factors such as oil price shocks, exchange rate volatility, and political uncertainty. However, it has also delivered periods of solid returns, particularly during economic upswings and periods of market reforms.
- Revised Minimum Capital: Under the SEC'S revised minimum capital requirement framework for capital market operators, brokerage services must now meet substantially higher capital thresholds: brokers handling client execution are required to hold a minimum of ₦600 million (up from ₦200 million), dealers focused on proprietary trading must maintain at least ₦1 billion (up from ₦100 million), and broker-dealers offering combined services (execution, proprietary trading, margin lending and advisory) must now have at least ₦2 billion (up from ₦300 million) as part of a broader recapitalization initiative designed to strengthen financial resilience and protect investors, with full compliance expected by June 30, 2027.

- Bond Market: Nigeria's bond market, one of the largest in Africa, includes federal government bonds, state and municipal bonds, and corporate bonds. The bond market has grown significantly, driven by government borrowing needs and corporate funding requirements. The introduction of longer-tenure bonds and the development of a secondary market for bonds have enhanced liquidity and investor participation.

- Derivatives Market: Although still in its nascent stage, Nigeria's derivatives market has shown promise, with the NGX launching its first derivatives products in 2021. The market is expected to grow as more participants seek to hedge against risks and enhance portfolio returns.

- Foreign Participation: The Nigerian securities market has attracted considerable foreign investment, particularly in portfolio investments in equities and bonds. However, foreign investor participation has been sensitive to currency risks, regulatory changes, and global market conditions.

Challenges Facing the Industry

Despite its progress, the Nigerian securities industry faces several challenges:

- Market Volatility: The Nigerian market is highly susceptible to economic shocks, particularly those related to oil prices and exchange rates. This volatility can deter long-term investment and affect market confidence.

- Regulatory Challenges: While the regulatory framework is robust, there are concerns about the pace of regulatory reforms and the need for greater clarity and consistency in regulations. Some market participants believe regulatory delays and bottlenecks can stifle innovation and market growth.

- Infrastructure and Technology: The Nigerian securities market has made strides in adopting technology, but there are still gaps in market infrastructure, particularly in the areas of clearing and settlement, which can impact market efficiency and investor experience.

- Financial Literacy: Low levels of financial literacy among the general population limit broader participation in the securities market. Many potential investors are unaware of the opportunities available or lack the knowledge to make informed investment decisions.

Opportunities and Future Outlook

The Nigerian securities industry is poised for further growth, with several opportunities on the horizon:

- Market Deepening: There is potential to deepen the market by introducing new products and services, such as Exchange-Traded Funds (ETFs), Real Estate Investment Trusts (REITs), and more sophisticated derivatives. These products can attract a broader range of investors and provide additional avenues for capital raising.

- Demutualisation of NGX: The demutualisation of the Nigerian Stock Exchange has paved the way for improved governance, operational efficiency, and the potential listing of the exchange itself. This could increase investor confidence and attract more companies to list on the exchange.

- Digital Transformation: Adopting digital trading platforms and fintech innovations can enhance market access, reduce transaction costs, and attract younger, tech-savvy investors. The ongoing digitisation of the market infrastructure is expected to boost trading volumes and market liquidity.

- Increased Foreign Investment: Nigeria remains an attractive destination for foreign portfolio investors, particularly in the context of Africa's growing economic importance. Continued efforts to improve the business environment and stable macroeconomic policies can enhance Nigeria's appeal to foreign investors.

- ESG Investing: As global trends in Environmental, Social, and Governance (ESG) investing gain traction, Nigerian companies and regulators are beginning to embrace ESG principles. This could lead to the development of ESG-compliant investment products, attracting local and international investors who prioritise sustainability.

The Nigerian securities industry has made significant strides over the years, evolving into a more dynamic and sophisticated market. Despite the challenges of market volatility, regulatory hurdles, and infrastructure gaps, the industry has shown resilience and adaptability.

The future of the Nigerian securities industry lies in its ability to leverage opportunities for market deepening, technological innovation, and sustainable investing. With continued regulatory support, investor education, and infrastructure development, the industry is well-positioned to play a central role in Nigeria's economic development and the broader African financial landscape. As the industry matures, it is expected to attract greater participation from both domestic and international investors, contributing to a more vibrant and inclusive financial market.

11.ABOUT THE TRUSTEES INDUSTRY

ABOUT THE TRUSTEE INDUSTRY

Overview

The trust industry is fast becoming a key player in the Nigerian capital market, ensuring the protection of investor interests, the enforcement of contractual obligations, and the overall integrity and stability of debt capital market transactions.

Corporate trustees in Nigeria serve as fiduciary guardians in capital market transactions, particularly for corporate and sub-sovereign debt instruments. Acting as independent intermediaries between issuers and bondholders, trustees oversee trust deeds, monitor issuer compliance, and ensure the timely payment of principal and interest to investors. They are critical in preserving investor confidence and safeguarding market integrity.

The trust industry in Nigeria has evolved into a critical pillar of the country's capital market, playing a pivotal role in safeguarding the interests of investors and maintaining market discipline. Corporate trustees serve as impartial intermediaries between issuers and investors, ensuring that the terms of trust deeds, particularly in bond and debt capital market transactions, are strictly adhered to. Their responsibilities span from overseeing compliance with regulatory requirements to monitoring the timely repayment of principal and interest, thus fostering transparency and confidence among market participants. As debt instruments, both corporate and sub-national, continue to expand in volume and complexity, trustees are increasingly recognised as essential guardians of market integrity.

Beyond their traditional role, the industry is adapting to meet the evolving demands of the market. With the backing of the SEC and the Association of Corporate Trustees (ACT), trustees are exploring technology-driven solutions to improve efficiency, enhance monitoring processes, and provide real-time reporting to stakeholders. This shift towards innovation, coupled with advocacy for broader responsibilities, such as serving as market ombudsmen to resolve investor disputes, positions the industry for sustained growth. As Nigeria's capital market deepens, the trust industry is expected to play an even greater role in promoting investor confidence, supporting market expansion, and contributing to the overall resilience of the financial system.

Historical Development

The formal trusteeship industry in Nigeria emerged in the early 2000s, culminating in the formation of the Association of Corporate Trustees (ACT) in 2000 and 2003. It was initially promoted by executives from Nigerian Industrial Development Bank (NIDB) Trustees and Skye Trustees, operating under a Secretariat tied to NIDB Trustees Ltd. Its first executive council included leaders from major founding trustee firms such as NIDBTL and STL Trustees. From that point, corporate trusteeship steadily evolved alongside the growth of bond issuance in the debt capital market, driven by broader reforms in capital markets in the late 1990s and early 2000s under the SEC's expanding regulatory remit.

Following the establishment of the Association of Corporate Trustees (ACT), the trusteeship industry began to consolidate its position within Nigeria's capital market ecosystem. The early to mid-2000s saw increased collaboration between trustees, regulators, and other capital market operators to standardise trust deed structures, clarify fiduciary responsibilities, and strengthen compliance frameworks. This period also coincided with Nigeria's growing adoption of corporate bonds and sub-national debt instruments as viable financing options, which naturally increased demand for professional trusteeship services. ACT provided a unified platform for advocacy, training, and knowledge sharing, ensuring that industry participants kept pace with evolving market practices and regulatory requirements.

From the 2010s onward, the sector entered a phase of diversification and modernisation. Trustees began to expand their roles beyond traditional bond oversight, taking on responsibilities in collective investment schemes, securitisation transactions, escrow arrangements, and specialised corporate trust services. This diversification was partly driven by the SEC's broader reforms aimed at deepening the capital market and strengthening investor protection. Technological adoption also started to gain traction during this period, with trustees incorporating electronic monitoring systems, improved reporting tools, and data-driven compliance checks. By the mid-2020s, the trusteeship industry had established itself not only as a cornerstone of Nigeria's debt capital market but also as an increasingly innovative sector poised to take on expanded dispute resolution and investor advocacy functions.

Market Structures and Key Players

Today, the trusteeship landscape in Nigeria is made up of approximately 30–40 licensed trustee companies. Many of these operate under parent financial organisations and offer services across bond trusteeship, escrow arrangements, collective investment scheme trust duties, and bespoke corporate trust solutions. ACT serves as the self-regulatory body and a unifying forum for these firms, liaising with regulators like the SEC, NGX, and CSCS.

Together, this mix of legacy institutions, group-affiliated trustees, and innovative newcomers forms a dynamic, competitive landscape. Firms compete both on breadth of mandate types, public bonds, corporate structure, estate planning, and on innovation, technology, and investor service standards. Each key player brings differentiated strengths, contributing to a robust and maturing trusteeship ecosystem in Nigeria's capital markets.

Regulatory Environment

The regulatory framework for trustees in Nigeria is designed to uphold transparency, investor protection, and market stability. The Investments and Securities Act (ISA) and the SEC Rules and Regulations set out detailed requirements for trustee registration, operational conduct, and reporting obligations. To be licensed, a trustee company must meet capital adequacy standards, submit comprehensive documentation, such as incorporation details, ownership structure, and key personnel credentials, and designate at least one SEC-sponsored individual. The SEC conducts ongoing supervision through mandatory filings, inspections, and periodic reviews to ensure compliance with trust deed provisions and market rules. Trustees are also required to obtain SEC approval before accepting certain high-profile mandates, particularly in public debt offerings, and must provide regular compliance certificates confirming issuers' adherence to bond covenants.

In addition to SEC oversight, the Association of Corporate Trustees (ACT) plays a complementary regulatory and advocacy role as a recognized Self-Regulatory Organization (SRO). ACT works closely with the SEC, NGX, and the CSCS to maintain uniform industry standards, address emerging compliance challenges, and recommend policy adjustments. Under the Companies and Allied Matters Act (CAMA) 2020, trustees are also bound by general corporate governance requirements, including accurate record-keeping, audited financial statements, and proper board oversight. These multi-layered regulations, spanning statutory law, SEC rules, SRO codes, and corporate governance principles, create a comprehensive compliance environment intended to preserve the independence and credibility of trustees, reduce systemic risk, and strengthen investor confidence in Nigeria's capital market.

Industry Overview

The trusteeship function has grown significantly in tandem with Nigeria's debt capital market. From 2017 to 2022, corporate and sub-national bond issuances surged by over 500%, while federal government domestic debt stock rose by 76% in the same period. Despite rapid expansion in volume, the sector continues to experience a limited number of bond defaults, underlining largely effective trusteeship oversight. Stakeholders have begun advocating a more expanded role for trustees, potentially as market "ombudsman" to mediate investor disputes, contingent on regulatory support and capacity development.

The strong performance of Nigeria's trusteeship industry can also be linked to its growing institutional capacity and strategic positioning within capital market transactions. Major trustee firms now play central roles in structuring, monitoring, and executing trust arrangements for corporate bonds, state government debt issuances, collective investment schemes (CIS), real estate investment trusts (REITs), and securitisation transactions. This expansion in scope has not only increased revenue streams for trustee companies but also improved market efficiency and investor confidence. Furthermore, the involvement of trustees in high-profile issuances, such as the Lagos State Sukuk, Dangote Cement bonds, and various infrastructure-related debt offerings, demonstrates the trust placed in these institutions by issuers, regulators, and institutional investors alike.

As part of the SEC's sweeping capital market reforms, the minimum capital requirement for trustees has been significantly increased—from ₦300 million under the previous regime to ₦2 billion under the updated regulatory framework—aligning trustees with higher capital buffers to enhance fiduciary resilience and investor protection. This revision, like other new minimum capital requirements (MCR) for market operators, must be complied with by June 30, 2027, or firms risk regulatory sanctions, including suspension or license withdrawal.

Challenges facing the Industry

Several structural and systemic challenges persist. Public awareness of the trustees' role remains low, compromising investor protections and underutilising the trusteeship's potential impact.

Capacity constraints, such as sufficient expertise, staffing, and resources, pose limitations to function expansion, for example, performing ombudsman-like duties. Independence concerns and conflicts of interest remain, particularly where trustees are affiliated with financial groups. Moreover, cybersecurity risks, inconsistent governance, and weak depth in capital markets may undermine trust effectiveness.

Another major challenge is the fragmented nature of the capital market, which limits the scale and scope of transactions that trustees can manage. While the bond and collective investment scheme segments have grown, the overall size of Nigeria's capital market remains small relative to GDP, restricting deal flow and diversification opportunities for trustee firms. This creates an environment where competition for mandates can be intense, sometimes leading to fee compression and lower profitability. In addition, delays in judicial processes and contract enforcement can hinder trustees' ability to act swiftly in cases of default or breach of trust terms, weakening investor protection in practice despite robust legal frameworks on paper.

Furthermore, the regulatory environment, while comprehensive, can present operational burdens that disproportionately affect smaller trustee firms. Compliance costs, frequent reporting obligations, and evolving SEC guidelines require substantial investment in systems, legal expertise, and internal controls, resources that smaller players may lack. This can lead to an uneven playing field, where only the largest firms can fully comply without straining their operations. At the same time, overlapping regulatory requirements from other agencies, such as the Corporate Affairs Commission (CAC) and the CBN for related transactions, may cause operational inefficiencies. Without streamlined regulations and targeted capacity-building support, these barriers could slow the industry's overall growth and limit its ability to expand its mandate in line with global best practices.

Below are some of the challenges plaguing the Trustees industry in Nigeria:

- **Low financial literacy among investors:** Many retail and even some institutional investors do not fully understand the scope, rights, and responsibilities of trustees in capital market transactions, which limits demand for their services.
- **Limited product diversification**: Trusteeship services remain heavily concentrated in debt instruments and collective investment schemes, with minimal penetration into alternative assets, real estate investment trusts (REITs), and specialized fiduciary mandates.
- **Macroeconomic instability**: High inflation, currency depreciation, and fluctuating interest rates create volatile investment environments, increasing the risk of defaults and complicating the trustees' oversight role.
- **Underdeveloped secondary market liquidity:** Limited bond and fund trading activity hampers trustees' ability to facilitate early exits, restructure securities, or optimize investor protection strategies.
- **Slow adoption of technology:** Many trustee firms still operate with limited digital infrastructure, impacting efficiency in monitoring, compliance reporting, and client engagement.
- **Fragmented data and information sharing**: Lack of centralized industry data makes it difficult to benchmark performance, track defaults, and coordinate investor protection measures.
- **Potential over-reliance on large financial groups**: Trustees affiliated with major banks or investment houses may face conflicts of interest in situations involving related-party issuers or counterparties.
- **Limited cross-border capability:** Weak regional integration and absence of cross-listing frameworks restrict trustees' ability to participate in international transactions or attract foreign issuers/investors.
- **Reputational risk from issuer defaults**: Even when trustees are not at fault, high-profile defaults can erode public confidence in the trusteeship function.

- **Talent retention issues**: High turnover among skilled professionals due to competition from other financial services sectors limits institutional capacity building.

In conclusion, while Nigeria's trusteeship industry plays a pivotal role in safeguarding investor interests and supporting capital market growth, it remains constrained by structural, operational, and perception-related challenges. Low public awareness, limited product diversification, technological gaps, and potential conflicts of interest hinder its ability to fully realize its mandate. Addressing these issues, through enhanced regulatory support, industry-wide capacity building, and greater market education, will be critical to strengthening trustees' effectiveness, expanding their scope, and fostering deeper trust in the Nigerian financial system.

Opportunities and Future Outlook

Looking ahead, increasing public education about trustee roles and investor protections offers significant potential to reinforce trust in debt transactions. There is growing advocacy for expanding trusteeship into ombudsman functions, handling bondholder disputes, and enhancing post-issuance oversight if regulators like the SEC provide clearer guidelines and support ACT's efforts.

Digitization and process innovation also present opportunities; ACT and its members are exploring digital trusteeship workflows to drive transparency, operational efficiency, and compliance. Finally, as bond issuance continues to rise and sub-national governments increasingly tap the capital markets, the demand for corporate trustee services is expected to grow, reinforcing the industry's future significance.

Beyond domestic growth, there is potential for Nigerian trustees to play a more prominent role in cross-border transactions, especially as regional integration deepens under frameworks like the African Continental Free Trade Area (AfCFTA). Nigerian corporates and state governments are increasingly looking to international investors for funding, and well-regulated trustees could serve as a bridge, providing comfort to foreign bondholders through robust oversight, reporting, and compliance assurances aligned with global best practices. This could also attract technical partnerships with international trustee firms, enhancing skill transfer and capacity building.

In addition, diversification into emerging asset classes such as green bonds, infrastructure bonds, and sukuk presents a major growth frontier. The push for sustainable finance, coupled with Nigeria's infrastructure financing gap, will likely expand the range of trustee mandates, from managing environmental and social governance (ESG) compliance to overseeing large-scale project finance structures. With the right investment in expertise, technology, and regulatory engagement, the Nigerian trusteeship industry could transform into a more strategic, innovation-driven pillar of the capital market, beyond its traditional debt instrument oversight role.

Below are some of the challenges plaguing the Trustees industry in Nigeria:

- **Regional market expansion:** Partnerships with trustee firms in other African countries under AfCFTA.
- **Increased infrastructure financing**: Project bonds and public-private partnerships (PPPs) that require trustees to manage compliance and cash flows.
- **Growth in ESG-linked instruments:** Green, social, and sustainability bonds requiring specialized trustee oversight.
- **Rising sukuk issuances:** Growing demand in government and corporate segments for trustees familiar with Islamic finance principles.
- **Technological integration**: Adoption of blockchain-based registries, smart contracts, and digital bondholder management systems
- **Expanded role in investor protection**: Serving as dispute resolution or ombudsman bodies within the debt market.
- **Capacity building through global alliances**: Enabling skill transfer and exposure to advanced trustee practices.

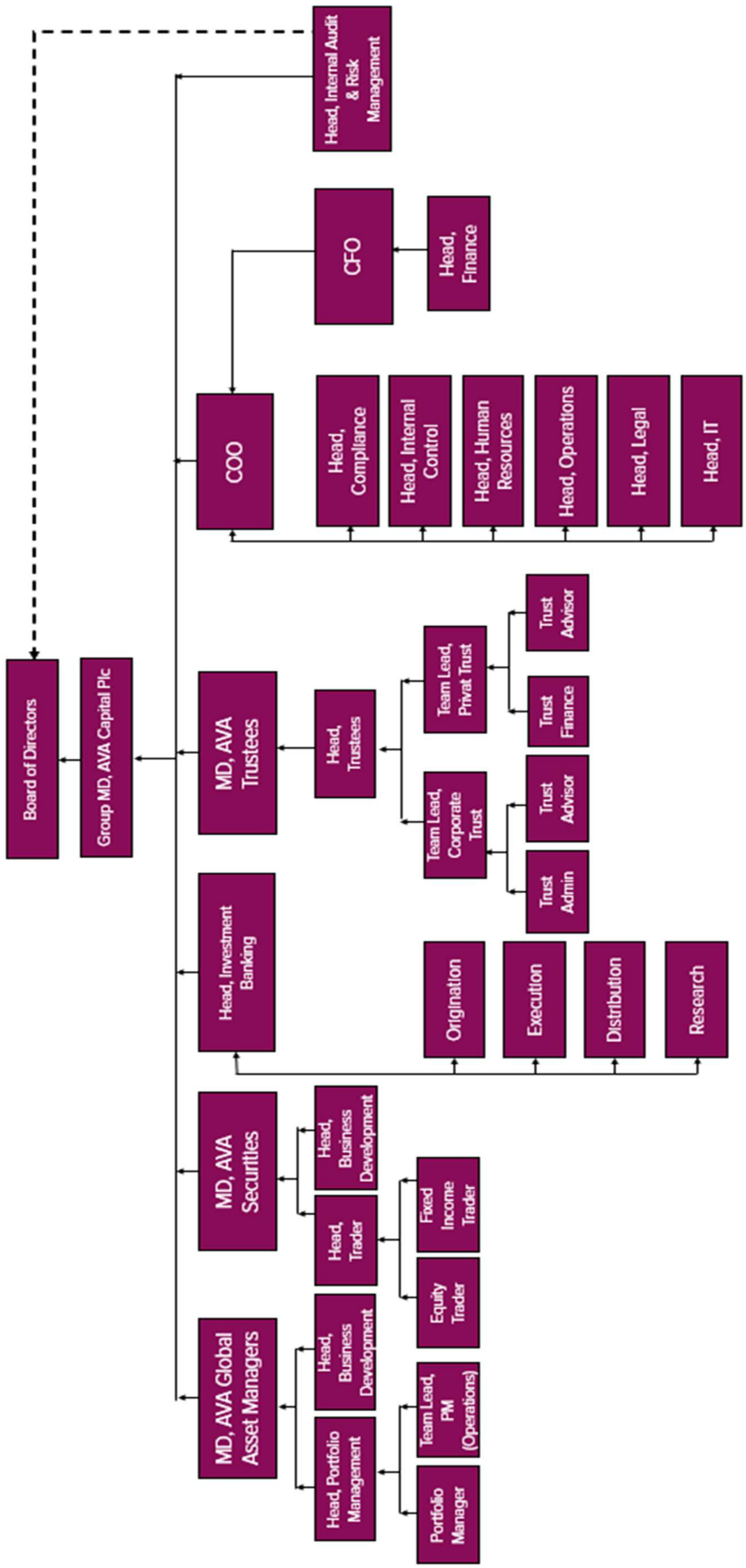
- **Trustee involvement in securitization transactions**: Managing mortgage-backed securities and other structured finance deals.

- **Opportunities in wealth and estate management**: Leveraging the growth of high-net-worth individual (HNI) populations.

- **Potential for trustee advisory services**: Supporting issuers in structuring debt instruments for better compliance and investor confidence.

In conclusion, the Nigerian trustees industry stands at a pivotal point, with a range of emerging opportunities poised to enhance its relevance and value in the capital market. By embracing regional collaboration, ESG integration, technological innovation, and specialized roles in investor protection, trustees can strengthen market integrity and investor confidence. As bond issuances expand and diversified instruments like sukuk, securitizations, and infrastructure bonds gain traction, the industry is well-positioned to become a central driver of sustainable market growth.

12. ORGANOGRAM OF AVA CAPITAL PLC



13.FINANCIAL SUMMARY

13.1 Statement of Profit or Loss and Other Comprehensive Income

	2023 ₦'000	2024 ₦'000	2025 ₦'000
FEES AND COMMISSION INCOME	190,949	-	911,467
ADVISORY FEE		106,297	
INTEREST INCOME	57,193	225,005	683,598
NET GAINS ON FINANCIAL ASSETS AT FVTPL		-	(14,581)
FEES, COMMISSION AND INTEREST EXPENSE	-	-	
NET INTEREST INCOME		-	
NET OPERATING INCOME	248,143	331,302	1,580,484
OTHER INCOME	3,242	-	197,656
TOTAL INCOME	**251,385**	**331,302**	**1,778,141**
PERSONNEL EXPENSES	(69,962)	(67,901)	(106,098)
INTEREST EXPENSE		-	(105,019)
DEPRECIATION	(27,955)	(26,846)	(24,216)
OPERATING EXPENSES	(133,216)	(201,945)	(563,459)
IMPAIRMENT/ WRITE BACK FOR CREDIT LOSS	-	(38,250)	(61,611)
TOTAL OPERATING EXPENSES	**(231,133)**	**(334,941)**	**860,403**
PROFIT BEFORE TAX	20,252	3,640	917,736
TAXATION	(11,238)	(17,317)	(303,496)
PROFIT AFTER TAX	**9,014**	**20,957**	**614,239**

13.2 STATEMENT OF FINANCIAL POSITION

	2023 ₦'000	2024 ₦'000	2025 ₦'000
CASH & CASH EQUIVALENT	1,121,827	1,094,331	9,386,187
RECEIVABLES	41,041	-	
FINANCIAL INSTRUMENTS HELD AT AMORTIZED COST			4,463,559
FINANCIAL INSTRUMENTS HELD AT FVTPL			1,412,338
FINANCIAL INSTRUMENTS HELD AT FVOCI			71,462
OTHER ASSETS	14,226	10,418	748,754
PROPERTY, PLANT & EQUIPMENT	44,464	20,050	3,052,035
PREPAYMENT	8,250	-	
DEFERRED TAX ASSETS	-		5,714
GOODWILL	-	-	
TOTAL ASSETS	**1,229,808**	**1,138,439**	**19,140,049**
SHARE CAPITAL	1,000,000	1,000,000	5,000,000
SHARE PREMIUM	150,000	150,000	2,545,000
COMMON CONTROL ACQUSITION RESERVES	-	-	862,763
FAIR VALUE RESERVE			41,754
RETAINED EARNINGS	(100,470)	(121,426)	492,813
TOTAL EQUITY	**1,049,530**	**1,028,574**	**8,942,330**
PAYABLES	4,457	-	
CLIENTS INVESTMENT FUND			9,241,666
ACCRUALS AND OTHER LIABILITIES			669,875
DEFERRED TAX LIABILITY			47,691
OTHER PAYABLES	164,583	-	
CURRENT INCOME TAX LIABILITIES			238,487
TAX PAYABLE	11,238	-	
TOTAL LIABILITIES	**180,279**	**109,865**	**10,197,719**
TOTAL LIABILITIES & EQUITIES	**1,229,808**	**1,138,439**	**19,140,049**

13.3 STATEMENT OF CASH FLOWS

	2023 ₦'000	2024 ₦'000	**2025** **₦'000**
CASH FLOWS FROM OPERATING ACTIVITIES		-	
PROFIT BEFORE TAXATION	20,252	16,963	917,735
ADD: DEPERECIATION	27,955	-	24,216
ADDITION THROUGH BUSINESS COMBINATION			131,916
NET FAIR VALUE LOSS			14,581
NET FOREIGN EXCHANGE GAIN/(LOSS)			(21,510)
IMPAIRMENT ON FINANCIAL ASSET			61,611
TAXATION EXPENSE	-	17,317	-
Net cash flow before changes in working capital	48,207	-	1,128,550
Changes in operating assets		-	
CHANGE IN RECEIVABLES	(22,192)	-	(738,336)
CHANGE IN PREPAYMENT	(630)	-	
CHANGE IN OTHER ASSETS	-	38,873	
CHANGES IN OPERATING LIABILITIES			
CHANGE IN PAYABLES	457	(87,144)	576,740
CHANGE IN OTHER PAYABLES	145,474	-	
CHANGE IN CLIENTS FUND			9,241,666
OTHER LIABILITIES	(7,177)	(87,144)	
TAX ADJUSTMENTS		587	(16,730)
NET CASH FROM/(USED IN) OPERATING ACTIVITIES	**165,400**	**(24,163)**	**10,191,890**
INVESTING ACTIVITIES			
FIXED ASSET ACQUISITION	(17,238)	-	
PURCHASE OF INVESTMENT SECURITIES			(5,973,022)
TAX PAID	-	-	
PPE ADDITION THROUGH BUSINESS COMBINATION			(405,507)
CASH ACQUIRED UNDER ACQUSITION			895,125
ACQUISITION OF PROPERTY PLANT AND EQUIPMENT		(3,333)	(2,782,610)
CASH FLOW USED IN INVESTING ACTIVITIES	**(17,238)**	**(3,333)**	**(8,266,014)**
FINANCING ACTIVITIES			
SHARE CAPITAL	600,000	-	-
ISSUE OF ADDDITIONAL SHARES			4,600,000
SHARE PREMIUM	(100,000)	-	1,795,000
NET CASH FROM FINANCING ACTIVITIES			6,395,000
INCREASE IN CASH AND CASH EQUIVALENT	**648,162**	**(27,496)**	**8,320,875**
CASH AND BANK BALANCES AS AT 1ST JAN	473,665	1,121,827	1,094,331
CLOSING CASH AND CASH BALANCES	**1,121,827**	**1,094,331**	**9,415,206**

14.RISK FACTORS & MITIGANTS

The risk factors described below are not an exhaustive list or explanation of all risks which may impact the Company's financial condition and future prospects and should be used as guidance only. The factors listed under a single category may not provide a comprehensive view of all risks relevant to the subject to which the category relates. Additional risks and uncertainties relating to AVA Capital that are not currently known to the Company, or that the Company currently deems immaterial, may individually or cumulatively also have a material adverse effect on AVA Capital's business, financial condition, results of operations and prospects and, if any such risk should occur, shareholders could lose all or part of their investment. The risk factors described below are not ordered by reference to materiality or importance to AVA Capital's business, financial condition, results of operations and prospects.

Risk Category	Description of Risk	Mitigants
Macroeconomic & Market Risk	High inflation, volatile exchange rates, tight monetary policy, and dependence on crude oil revenues characterise Nigeria's macroeconomic environment. These conditions may dampen investor appetite, affect transaction volumes, and impact AVA Capital's earnings.	The Company continuously diversifies revenue streams across multiple sectors and products, maintains a strong research capability to anticipate market shifts, and develops innovative financing solutions to adapt to macroeconomic conditions.
Political & Regulatory Risk	Policy uncertainty, frequent regulatory changes, and political instability could affect AVA Capital's operations and investor sentiment. Compliance costs may rise, while unexpected reforms in taxation, capital controls, or licensing requirements could create disruption.	AVA Capital maintains active engagement with regulators, ensures strict adherence to compliance frameworks across its subsidiaries, and retains experienced legal and compliance teams to adapt swiftly to new policies.
Security Risk	Nigeria continues to face security challenges such as oil theft, pipeline vandalism, armed banditry, and insurgency in certain regions. Such instability can disrupt economic activity and affect investor confidence.	The Company has no direct exposure to high-risk regions and primarily operates in regulated financial hubs. Additionally, transactions are structured with contingencies and security buffers, while risk assessments factor in sectoral/geopolitical exposures.
Counterparty & Credit Risk	AVA Capital deals extensively with corporates, governments, and financial institutions. Defaults or deterioration in counterparties' creditworthiness could affect receivables, cash flows, and overall performance.	The Company undertakes rigorous due diligence, maintains prudent exposure limits, and structures transactions with adequate collateral and credit enhancements where necessary.
Operational & Technology Risk	Potential system failures, cyber threats, human error, or fraud could disrupt service delivery and damage the Company's reputation.	AVA Capital invests in robust IT infrastructure, cybersecurity measures, and business continuity planning. Regular staff training and internal control frameworks also reduce operational vulnerabilities.

Competition Risk	Nigeria's financial services sector is highly competitive, with both local and international players vying for market share. Pressure on fees and margins may arise from intense competition.	The Company differentiates itself through innovation, bespoke solutions, deep research insights, and strong client relationships. Its diversified subsidiaries also provide cross-selling opportunities that enhance resilience.
Regulatory Compliance Risk	As a licensed operator across investment banking, asset management, trusteeship, and securities trading, AVA Capital is subject to extensive oversight. Non-compliance could result in fines, sanctions, or licence revocation.	The Company has established a centralised compliance function, employs skilled professionals, and conducts regular audits and training to ensure strict adherence to regulatory requirements.
Placement-Specific Risks (Liquidity, Pricing, Interest Rates)	Being a private placement, securities may have limited liquidity, and investors seeking early exit may not recover the full purchase price. Rising interest rates or adverse market sentiment may also reduce demand.	Placement is targeted at Qualified Institutional Investors who are familiar with illiquid instruments. AVA Capital will maintain transparent communication on terms and explore private secondary arrangements when feasible.
Concentration Risk	Overexposure to certain sectors, instruments, or counterparties may heighten vulnerability to shocks.	Proceeds will be allocated prudently across subsidiaries and working capital needs. Diversified product lines across multiple industries reduce sectoral concentration risk.
Environmental & ESG Risk	Physical risks from flooding, climate change, or other natural disasters may disrupt operations. Increasing scrutiny on Environmental, Social, and Governance (ESG) compliance may affect investor perception and funding access.	The Company embeds ESG principles into investment decisions, supports sustainable finance initiatives, and maintains contingency plans for environmental disruptions. Its asset management arm also designs products that align with ESG priorities.

15.STATUTORY AND GENERAL INFORMATION

15.1 INCORPORATION AND SHARE CAPITAL HISTORY

AVA Capital PLC was incorporated as a Limited Liability Company on January 28, 2014, and commenced business on January 28, 2014.

15.2 PRINCIPAL ACTIVITY AND BUSINESS REVIEW

AVA Capital PLC is primarily involved in the Financial Services Industry.

15.3 SHARE CAPITAL HISTORY

DATE	AUTHORISED		ISSUED & FULLY PAID	
	INCREASE (₦)	CUMULATIVE (₦)	INCREASE (₦)	CUMULATIVE (₦)
JANUARY 28, 2014	400,000,000	400,000,000	400,000,000	400,000,000
DECEMBER 22 2025	4,600,000,000	5,000,000,000	4,600,000,000	5,000,000,000

15.4 SHAREHOLDING STRUCTURE

The company's Authorised Share Capital is ₦5,000,000,000 comprising 5,000,000,000 Ordinary Shares of ₦1.00 each. The Company's issued and fully paid-up share capital is ₦5,000,000,000 comprising 5,000,000,000 Ordinary Shares of ₦1.00 each. Nigerian citizens and associations held all of the Company's ordinary shares as at March 31st, 2026.

Shareholder	No. of Shares	Percentage of Shareholding
Prosperis Holdings Company Limited	3,846,887,575	76.94%
Other Shareholders	1,000,000,000	20.00%
Simple Business Combination Ltd	153,112,425	3.06%
Total	**5,000,000,000**	**100%**

15.5 DIRECTORS BENEFICIAL SHAREHOLDING

Director	Direct Shareholding		Indirect Shareholding	
	No. of shares	Percentage	No. of shares	Percentage
Adeyinka Adedeji	0	0%	0	0%
Olukayode Fadahunsi	0	0%	19,279,571	0.39%
Bolanle Ekanim	0	0%	0	0%
Samson Adekunle	0	0%	147,585,521	2.95%
Lotanna Uzoka	0	0%	0	0%
Hauwa Babakobi	0	0%	0	0%
Adebayo Odeyale	0	0%	0	0%

15.6 STATEMENT OF INDEBTEDNESS

As of 31st March 2026, the Company has no debt in the ordinary course of business.

15.7 STATEMENT ON CLAIMS AND LITIGATION

Pending Litigation
There is no pending litigation on the Company.

15.8 EXTRACTS OF THE ARTICLES OF ASSOCIATION

Interpretation

1. In these articles. Unless the context requires otherwise- "Act" means the Companies and Allied Matters Act, 2020 (CAMA). "articles" has the meaning given in the Act.

Liability of Members

2. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

Share Transfers

3. Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.
4. The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

Powers to Issue Different Classes of Share

5. Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.

6. The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, subject to such conditions as may be prescribed in the terms of issue or by the articles.

Exercise of Transmittees' Rights

7. Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.

8. If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.

9. Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

15.9 Mergers and Acquisitions

As at the date of this Memorandum, the Company has not received any merger or takeover offer from a third party in respect of its securities nor has the Company made any merger or takeover offer to any other company in respect of another company's securities within the current or preceding financial years.

15.10 Related Party Transactions

As at March 31, 2026, there are no related party transactions.

15.11 Consents

The following have given and not withdrawn their written consents to the Listing Memorandum, with their names and reports (where applicable) included in the form and context in which they appear.

Directors:	Dr. Adeyinka Adedeji Olukayode Fadahunsi Samson Adekunle Bolanle Ekanim Lotanna Uzoka Hauwa Babakobi Adebayo Odeyale
Company Secretary:	Bernateva Partners
Financial Adviser:	Cordros Advisory Services Limited
Stockbroker:	Cordros Securities Limited
Solicitors:	George Etomi & Partners LP
Registrars:	Cordros Registrars Limited
Auditors:	KPMG

15.12 DECLARATIONS

Except as otherwise disclosed in this Listing Memorandum:

i. No Share of AVA Capital is under option or agreed conditionally or unconditionally to be put under option;
ii. No commissions, discounts, brokerages or other special terms have been granted by AVA Capital to any person in connection with the issue or sale of any share of the Company
iii. There are no founders, management or deferred shares or any options outstanding;
iv. There are no material service agreements between AVA Capital and any of its directors and employees
v. No Director of AVA Capital has had any interest, direct or indirect in any property purchased or proposed to be purchased by the Company in the three years prior to the date of this Listing Memorandum; and
vi. No Director of the Company is or has been involved in any of the following:
    - A petition under any bankruptcy or insolvency laws filed (and not struck out) against him/her or any partnership in which he/she was a partner or any company of which he/she is or was Director or key personnel;
    - A conviction in a criminal proceeding or is named subject of pending criminal proceedings relating to fraud or dishonesty; and
    - The subject of any order, judgment or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty, restraining him/her from acting as an investment adviser, dealer in securities, Director or employee of a financial institution and engaging in any type of business or activity.

16.APPENDIX 1: SOLICITORS OPINION – EXTRACT

Plot 1B, Tiramiyu Belo Osagie Street, Parkview Estate, Ikoyi, Lagos, Nigeria
+234 (0) 907 291 4507
+234 (0) 907 291 0755
info@geplaw.com | *www.geplaw.com*

14 April 2026

The Managing Director
AVA Capital Plc
No. 1B Professor Olagoke Olabisi Street
Lekki Phase 1
Lagos.

FAO: Mr. Kayode Fadahunsi

SOLICITOR'S OPINION ON CLAIMS AND LITIGATION IN CONNECTION WITH THE PROPOSED LISTING BY INTRODUCTION ON THE MAIN BOARD OF THE NIGERIAN EXCHANGE LIMITED OF 5,000,000,000 ORDINARY SHARES OF ₦1.00 EACH AT ₦7.50 PER SHARE BY AVA CAPITAL PLC (THE "TRANSACTION")

Introduction

With reference to the above-mentioned Transaction, you have requested that we provide a legal opinion regarding claims and litigation involving AVA Capital Plc (the "**Company**") for inclusion in the relevant listing document(s) to be issued in connection with the Transaction.

Documents Reviewed and Basis of Opinion

In connection with this Opinion, the Company has furnished us solely with a letter dated 13 April 2026 duly executed by its directors (the "**Claims and Litigation Profile Letter**"). The directors of the Company explicitly confirm in the Claims and Litigation Profile Letter, that:

- There are no pending litigation, judicial, quasi-judicial, administrative proceedings, or other similar proceedings involving the Company with any person or body corporate which are likely to have a material adverse effect on the proposed Transaction.

- They are not aware of any threatened claims or litigation which might be detrimental to the Transaction.

Scope and Limitation

We have not independently verified the Company's litigation history or records. This Opinion is strictly limited to the information disclosed in the Claims and Litigation Profile Letter as provided by the Company, which we have accepted as accurate without further investigation.

Consequently, we have assumed that the Company has neither initiated nor been served with any legal processes, including letters of demand, hearing notices, or pre-action claims, and that no circumstances exist from which pending or threatened litigation could be inferred.

Our Opinion

Based on our review of the information provided in the Claims and Litigation Profile Letter and the foregoing Scope and Limitation, it is our opinion that there are no claims or litigation existing against the Company which are likely to have a material adverse effect on the Transaction.

Text for Inclusion in the Listing Document(s)

In accordance with your request, we recommend the inclusion of the following statement in the listing document(s) to be issued in connection with the Transaction:

> **"Based solely upon a written representation from the Directors of the Company, we confirm that there are no pending or threatened claims, litigation, judicial, quasi-judicial, or administrative proceedings (or proceedings of a similar nature) instituted by or against the Company which, if determined adversely, are likely to have a material adverse effect on the proposed listing or the financial condition of the Company. Furthermore, the Company is not aware of any facts or circumstances that would give rise to any such threatened action or proceeding."**

We advise accordingly.

Yours faithfully,
FOR: GEORGE ETOMI AND PARTNERS

Fola Famuyiwa
Associate