



Sterling Financial Holdings Company Plc
Condensed Unaudited Group Interim Financial Statements
December 2025

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Directors' Report
For the period ended 31 December 2025

The Directors present their fourth quarter report on the affairs of Sterling Financial Holdings Company Plc ("the Company"), together with the unaudited Group Financial Statements for the quarter ended 31 December, 2025.

Principal activity and business review

The principal activity of Sterling Financial Holdings Company Plc (the Company) is to carry on business as a non-operating financial holding company investing in companies as may be approved by the Board of Directors and in accordance with the Central Bank of Nigeria's permissible activities. The Company has 3 (three) subsidiaries – Sterling Bank Limited, a commercial bank; Alternative Bank Limited, a non-interest bank; and SterlingFi Wealth Management Ltd, an asset management company.

Legal form

Sterling Financial Holdings Company Plc was incorporated on 13 October 2021 as a private limited liability company and re-registered as a public company on 16 November 2022. The Company's shares were listed on Nigerian Exchange Limited on 6 April 2023. The Central Bank of Nigeria issued the Company its final license on 27 June 2023 and the Company commenced operations on 1 July 2023.

Operating results

Highlights of the Group and Company's operating results for the period are as follows:

	Group		Company	
	December 2025	December 2024	December 2025	December 2024
In millions of Naira				
Gross earnings	476,500	326,820	7,854	14,044
Profit before taxation	90,729	45,862	2,764	11,474
Taxation	(12,095)	(2,187)	(548)	(1,075)
Profit after taxation	78,634	43,675	2,216	10,399
Transfer to reserves	17,093	23,108	-	-
Transfer to general reserve	61,541	20,567	2,216	10,399
	78,634	43,675	2,216	10,399
Earnings per share (kobo) - Basic	157k	151k	4k	36k
Earnings per share (kobo) - diluted	157k	151k	4k	36k
	December 2025	December 2024	December 2025	December 2024
NPL Ratio	4.7%	5.4%	-	-

Directors who served during the period

The following Directors served during the period under review:

Name	Designation	Interest represented
1 Mr. Adeyemi Adeola	Chairman	Alfanoma Nigeria Limited Silverlake Investments Limited Reduvita Limited Quakers Integrated Services Limited Concept Features Limited
2 Ms. Eniye Ambakederemo	Independent Director	
3 Mr. Adeshola Adekoya	Non-Executive Director	STB Building Society Limited Eltees Properties Rebounds Integrated Services Limited
4 Ms. Aisha Bashir	Independent Director	
5 Mr. Abubakar Suleiman	Non-Executive Director	
6 Mr. Ashutosh Kumar	Non-Executive Director	State Bank of India
7 Mr. Yemi Odubiyi	Managing Director	
8 Mr. Olayinka Oni	Executive Director	

Going Concern

The Directors assess the Group and the Company's future performance and financial position on an on-going basis and have no reason to believe that the Group will not be a going concern in the period ahead. For this reason, these financial statements are prepared on a going concern basis.

Directors interests in shares

Interest of Directors in the issued share capital of the Company as recorded in the Register of members and/or as notified by them for the purpose of section 301 of the Companies and Allied Matters Act 2020 were as follows:

Names	Number of shares			
	December 2025 Direct	December 2025 Indirect	December 2024 Direct	December 2024 Indirect
1 Mr. Adeyemi Adeola	72,000,031	14,757,945,697	57,600,025	1,443,034,413
2 Ms. Enye Ambakederemo	-	-	-	-
3 Mr. Adeshola Adekoya	-	1,552,927,175	-	1,311,980,527
4 Ms. Aisha Bashir	-	-	-	-
5 Mr. Abubakar Suleiman	604,326,028	82,000,000	419,989,474	-
6 Mr. Ashutosh Kumar	-	2,549,505,026	-	2,549,505,026
7 Mr. Yemi Odubiyi	-	810,783,773	376,417,493	-
8 Mr. Olayinka Oni	53,916,501	-	15,391,539	-

Director's interests in contracts

For the purpose of Section 303 of the Companies and Allied Matters Act, 2020, none of the current Directors had direct or indirect interest in contracts or proposed contracts with the Group during the year.

Director's Remuneration

The Company ensures that remuneration paid to its Directors comply with the provisions of the codes of corporate governance issued by its regulators.

In compliance with Section 16.8 of the Nigerian Code of Corporate Governance, the Company hereby disclose the remuneration paid to its Directors as follows:

Type of Package Fixed	Description	Timing
1 Basic Salary	Part of gross salary package for Executive Directors only, reflects the financial services industry competitive salary package and the extent to which the Company's objectives have been met for the financial year.	Paid monthly during the financial year
2 Other Allowances	Part of gross salary package for Executive Directors only, reflects the financial services industry competitive salary package and the extent to which the Company's objectives have been met for the financial year.	Paid periodically during the financial year
3 Productivity Bonus	Paid to Executive Directors only and tied to performance of their line reports. It is also a function of the extent to which the Company's objectives have been met for the financial year.	Paid annually in arrears
4 Director Fees	Paid to Non-Executive Directors only.	Paid twice a year, in January and July
5 Sitting Allowances	Allowances paid to Non-Executive Directors only for attending Board and Board Committee meetings.	Paid after each meeting

Beneficial ownership

The Company is owned by Nigerian citizens, corporate bodies and foreign investors.

Analysis of shareholding

The range analysis of the distribution of the shares of the Company as at 31 December 2025 is as follows:

Range of shares	Number of holders	%	Number of units	%
1 - 1,000	44,588	39.70%	21,269,736	0.04%
1001 - 5,000	32,982	29.37%	75,766,395	0.14%
5,001 - 10,000	11,002	9.80%	76,943,520	0.14%
10,001 - 20,000	8,542	7.61%	117,828,440	0.22%
20,001 - 50,000	6,223	5.54%	198,391,479	0.36%
50,001 - 100,000	3,527	3.14%	250,424,826	0.46%
100,001 - 200,000	2,283	2.03%	325,294,075	0.59%
200,001 - 500,000	1,704	1.52%	535,730,859	0.98%
500,001 - 10,000,000	1,332	1.19%	1,611,012,571	2.95%
Above 10,000,001	126	0.11%	34,910,921,264	63.83%
Foreign shareholding	4	0.01%	16,566,509,543	30.29%
	112,313	100.00%	54,690,092,708	100.00%

The following shareholders have shareholdings of 5% and above as at 31 December 2025:

	December 2025 Holding (units)	December 2025 % holding	December 2024 Holding (units)	December 2024 % holding
Cardinal Stone Asset Management Limited (Sterling Closed Investment Fund)	16,666,666,667	30.47%	16,666,666,667	36.66%
Silverlake Investments Limited	13,314,911,284	24.35%	7,197,604,531	15.83%
State Bank of India	-	-	2,549,505,026	5.61%
Total Substantial Shareholdings	29,981,577,951	54.82%	26,413,776,224	58.10%

Acquisition of own shares

The Company did not acquire any of its shares during the period ended 31 December 2025 (31 December 2024: Nil).

Property, plant and equipment

Information relating to changes in property, plant and equipment is given in Note 26 to the consolidated and separate financial statements.

Employment and employees

Employment of disabled persons

The Company has a non-discriminatory policy on recruitment. Applications would always be welcomed from suitably qualified disabled persons and are reviewed strictly on qualification. The Company's policy is that the highest qualified and most experienced persons are recruited for appropriate job levels irrespective of an applicant's state of origin, ethnicity, religion or physical condition.

ii Health, safety and welfare of employees

Health and safety regulations are in force within the Company's premises and employees are aware of existing regulations. The Company provides subsidies to all levels of employees for medical expenses, transportation, housing, lunch etc.

iii Employee training and development

The Company is committed to keeping employees fully informed as much as possible regarding the Company's performance and progress and seeking their opinion where practicable on matters, which particularly affect them as employees.

Training is carried out at various levels through both in-house and external courses. Incentive schemes designed to encourage the involvement of employees in the Company's performance are implemented whenever appropriate.

iv Events after reporting date

There were no events after the reporting date which could have had a material effect on the state of affairs of the Company as at 31 December 2025 or the profit for the period ended on that date which have not been adequately provided for or disclosed.

BY ORDER OF THE BOARD:

Sunny Kanabe
Sunny Kanabe
Company Secretariat
FRC/2025/PRO/NBA/002/099459
20 Marina, Lagos, Nigeria.
January 29, 2026

**Shareholding Structure/ Free Float Status
For the period ended 31 December 2025**

Description	31-December-2025		31-December-2024	
	Unit	Percentage	Unit	Percentage
Issued Share Capital	54,690,092,708	100.00%	45,457,084,791	100.00%
Substantial Shareholdings (5% and above)				
CardinalStone Asset Management Limited (Sterling Closed Investment Fund)	16,666,666,667	30.47%	16,666,666,667	36.66%
Silverlake Investments Limited	13,314,911,284	24.35%	7,197,604,531	15.83%
State Bank of India	-	-	2,549,505,026	5.61%
Total Substantial Shareholdings	29,981,577,951	54.82%	26,413,776,224	58.10%
Director's Shareholdings (Direct, and Indirect), excluding directors with substantial interests				
Mr. Adeyemi Adeola (Direct)	72,000,031	0.13%	57,600,025	0.13%
Ms. Eniye Ambakederemo	-	0.00%	-	0.00%
Mr. Adeshola Adekoya	-	0.00%	-	0.00%
Ms. Aisha Bashir	-	0.00%	-	0.00%
Mr. Abubakar Suleiman (Direct & Indirect)	686,326,028	1.25%	419,989,474	0.92%
Mr. Yemi Odubiyi (Indirect)	810,783,773	1.48%	376,417,493	0.83%
Mr. Olayinka Oni (Direct)	53,916,501	0.10%	15,391,539	0.03%
Total Directors Shareholdings	1,623,026,333	2.96%	869,398,531	1.91%
Other Influential Shareholdings				
Ess-ay Investments Ltd	2,678,152,467	4.90%	1,462,919,568	3.24%
State Bank of India	2,549,505,026	4.66%	-	-
Mike Adenuga	1,620,376,969	2.96%	1,620,376,969	3.56%
Afriswiss Asset Management Ltd	575,808,362	1.05%	575,808,362	1.27%
FCMB Nominee Ltd/Pacific Credit Limited	524,273,018	0.96%	524,273,018	1.15%
Hyers Capital Ltd	515,808,362	0.94%	515,808,362	1.13%
Rankinton, Investments Inc	477,367,650	0.87%	477,367,650	1.05%
Adeola, Tajudeen Afolabi	404,285,555	0.74%	404,285,555	0.89%
Sterling Bank Co-Operative Multipurpose Society Limited	270,901,008	0.50%	257,805,841	0.57%
Int'l Beer & Beverages Limited	205,716,974	0.38%	205,716,974	0.45%
Others	-	0.00%	968,205,643	2.13%
Total other Influential Shareholdings	9,822,195,391	17.97%	7,012,567,942	15.44%
Free Float in Units and Percentage	13,263,293,033	24.25%	11,161,342,094	24.55%
Free Float in Value	N93,506,215,883		N62,430,182,791	

Declaration:

(A) Sterling Financial Holdings Company Plc with a free float percentage of 24.25% as at 31 December 2025, is compliant with the Exchange's free float requirements for companies listed on the Main Board.

(B) Sterling Financial Holdings Company Plc with a free float percentage of 24.55% as at 31 December 2024, is compliant with the Exchange's free float requirements for companies listed on the Main Board.

Corporate Governance

The Company complies with the relevant provisions of the Securities & Exchange Commission (SEC), the Financial Reporting Council of Nigeria (FRCN), the Central Bank of Nigeria (CBN) Codes of Corporate Governance and CBN Code of Corporate Governance Guidelines for Holding Companies in Nigeria.

Board Composition and Committee

Board of Directors

The Board of Directors (the 'Board') is made up of the Non-Executive Chairman, Non-Executive Directors and Executive Directors who oversee the corporate governance of the Company. The members are as follows:

1 Mr. Yemi Adeola	Chairman
2 Mr. Adeshola Adekoya	Non-Executive Director
3 Ms. Enye Ambakederemo	Independent Director
4 Ms. Aisha Bashir	Independent Director
5 Mr. Abubakar Suleiman	Non-Executive Director
6 Mr. Ashutosh Kumar	Non-Executive Director
7 Mr. Yemi Odubiyi	Managing Director
8 Mr. Olayinka Oni	Executive Director

Board Committees

The Board carries out its oversight functions through its various committees each of which has clearly defined terms of reference and a charter that has been approved by the Central Bank of Nigeria. The Board has four (4) standing committees, Board Finance & Investment Committee, Board Audit Committee, Board Risk Management Committee and Board Governance, Nomination & Remuneration Committee. In line with best practice, the Chairman of the Board is not a member of any of the Committees. The composition and responsibilities of the committees are set out below:

Board Finance and Investment Committee

The Committee acts on behalf of the Board on all matters relating to financial management and reports to the Board for approval/ratification.

Terms of reference

- Determine the policies and strategies relating to capital management of the Company, and oversee and monitor the implementation of these policies, strategies and financial objectives with a view to maximizing overall shareholder value;
- Ensure finance and investment decisions are in alignment with corporate objectives and strategy;
- Ensure adequate budget and planning processes exist, and performance is measured against annual budget;
- Approve and recommend dividend and tax policies to the Board;
- Recommend dividend and tax policies to the Board for approval.
- Review the adequacy of financial systems, operations and internal controls;
- Approve capital and major operating expenditure and investment limits recommended by management;
- Ensure that reporting on issues related to investment and finance are comprehensive for proper deliberation and decision making;
- Ensure investment strategies, policies and guidelines are in compliance with all applicable regulations;
- Consider and approve proposals for significant acquisitions, mergers, takeovers, divestments of operating companies, equity investment and new strategic alliances by the Company or its subsidiaries subject to the final approval of the Board;
- Formulate guidelines from time to time on cost control and reduction, consistent with maximum efficiency, and make appropriate recommendations to the Board;
- Review and report to the Board on, the Company's financial projections, capital and operating budgets, and actual financial results against targets and projections;
- Review and recommend to the Board all new business initiatives, especially those requiring a significant capital outlay above management limit;
- Determine an optimal investment mix consistent with risk profile agreed by the Board; and
- Carry out such other functions relating to finance and investment strategy as the Board may from time to time determine.

The members are as follows:

1 Mr. Adeshola Adekoya	Chairman
2 Mr. Abubakar Suleiman	Member
3 Ms. Aisha Bashir	Member
4 Mr. Yemi Odubiyi	Member
5 Mr. Olayinka Oni	Member

Board Audit Committee

The Committee is responsible for evaluating and handling issues relating to Internal and External Audit in the Company.

Terms of reference

- Oversee the assessment of the qualification, independence and performance of the Internal Audit function;
- Review significant findings and recommendations by Internal Audit and Management responses thereof;
- Review implementation of Internal Audit recommendations by Management;
- Ensure that the operations of the Internal Audit function is in compliance with acceptable International Standards for the Professional Practice of Internal Auditing;
- Ensure Management develops a comprehensive internal control framework and overses its effectiveness;
- Ensure that adequate whistle-blowing procedures are in place;
- Review the proposed audit plan(s) and review the results of internal audits completed since the previous Committee meeting as well as the focus of upcoming internal audit projects;
- Review the results of the annual audit report and discuss the annual financial statements with external auditors and Management;
- Review the auditors' management control letter presented by the external auditors and ensure adequacy of Management's response;
- 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;
- Meet separately, and at least quarterly, with the Chief Financial Officer, the Chief Internal Auditor and relevant Senior Management staff to discuss the adequacy and effectiveness of accounting and financial controls of the Company;
- Ensure that the tenure of an appointed External Auditor shall be for a maximum period of ten (10) years as mandated by the CBN and SEC code of corporate governance;
- Maintain a mechanism for receiving complaints regarding the Company's accounting and operating procedures.
- Review legal and regulatory matters, contingent liabilities or other sensitive information that may have a material effect on the Group's financial statements, systems of internal control or regulatory compliance; and
- Provide to the Board such assurances as it may reasonably require regarding compliance by the Company.

The members are as follows:

1 Ms. Enye Ambakederemo
2 Mr. Adeshola Adekoya
3 Mr. Ashutosh Kumar

Chairperson
Member
Member

Board Risk Management Committee

The Committee is responsible for evaluating and handling issues relating to Risk Management in the Company.

Terms of reference

- Ensure that there are standards, policies and processes in place to identify and measure all material risks and respond appropriately;
- Re-evaluate all risk management policies on a periodic basis to accommodate major changes in internal or external factors; and ensure that changes are in the line with the Company's risk profile and appetite;
- Review executive management reports, detailing the adequacy and overall effectiveness of the Company's risk and capital Management documents-including policies, procedures and processes for the identification, measurement, monitoring and control of risk management;
- Ensure that Management implements specific limits or tolerance levels that are aligned with overall risk appetite levels as set by the Board;
- Ensure there are effective controls in place to minimize operational risks and optimize value;
- Review the adequacy and effectiveness of compliance programmes;
- Ensure that the Company's risk management policies and practices are disclosed in the annual report.
- Make recommendations to the Board concerning the levels of risk capacity and tolerance, and ensure that they are managed within these parameters;
- Review the compliance processes in place and ensure that any changes to legal and regulatory requirements are identified and reflected in the Company's processes;
- Evaluate the nature and effectiveness of action plans implemented to address identified compliance weaknesses; and
- Provide to the Board such assurances as it may reasonably require regarding compliance by the Company.

The members are as follows:

1 Ms. Aisha Bashir
2 Mr. Adeshola Adekoya
3 Mr. Abubakar Suleiman
4 Mr. Yemi Odubiyi

Chairperson
Member
Member
Member

Board Governance, Nomination & Remuneration Committee

The Committee acts on behalf of the Board on all matters relating to corporate governance, remuneration and the appointment and re-election of Directors.

Terms of reference

- Review the size and composition of the Board taking into consideration the appropriate skill mix, personal qualities, expertise, ability to exercise independent judgment and diversity required to discharge the Board's duties;
- Make recommendations on the experience and training required for Board Committee membership, operating structure, and other operational matters;
- Establish the criteria and execute the process, upon Board approval, for appointing and re-appointing new and existing Directors respectively, and the removal of non-performing Directors;
- Ensure that every member of the Board receives a formal letter of appointment, setting out their roles, responsibilities, time commitments for Board and Board Committees' meetings;
- Develop and maintain an appropriate corporate governance framework for the Company, and make recommendation to the Board on transparent and sound corporate governance principles;
- Develop job specification and Key Performance Indicators (KPIs), which shall be approved by the Board for the role of the Chairman and the Non-Executive Directors;
- Ensure the Board carries out annual performance review of itself and that of its Committees in accordance with applicable laws, regulations, policies and codes. The result of the exercise shall be reviewed by this Committee who shall also ensure the recommendations following the evaluation report are implemented;
- Ensure that there is a proper induction programme and ongoing learning for the Board and Board committee members;
- Provide adequate oversight in reviewing and updating the Board learning programmes to ensure continuous improvement of the Board members' performance;
- Ensure that a proper succession policy and plan exists for Board members and members of its subsidiaries;
- Develop, review and recommend the remuneration policy to the Board for approval;
- Review and recommend to the full Board, compensation for the Chief Executive officer and senior management staff. The committee shall ensure its recommendations are in accordance with the Company's remuneration policy, the provisions of the CBN and SEC Codes of corporate governance and all applicable laws;
- Ensure that salary scales are set within the general Company's business policy;
- Make recommendations to the Board, reinforcing sound corporate governance principles, on the incentive structure of the Company including executive compensation and bonuses;
- Provide input to the annual report of the Company on Directors' compensation, aligning with the provisions of the CBN and SEC Codes;
- Perform other duties related to the Company's compensation structure in accordance with applicable laws, rules, policies and regulation; and
- Conduct periodic peer review of compensation and remuneration levels to ensure the Company remains competitive; and
- Undertake other reviews as the Committee deems necessary in order to fulfil its responsibilities as may be requested by the Board.

The members are as follows:

1 Ms. Eniye Ambakederemo
2 Mr. Abubakar Suleiman
3 Ms. Aisha Bashir

Chairperson
Member
Member

Statutory Audit Committee

The Committee meets every quarter, but could also meet at any other time, as the need arises.

Terms of reference

- To make recommendations to the Board to be put to the Shareholders for approval at the AGM regarding the appointment, removal and remuneration of the external auditors of the Company;
- To authorise the internal auditor to carry out investigations into any activities of the Company which may be of interest or concern to the Committee;
- To review and approve the annual audit plan and ensure that it is consistent with the scope of audit engagement, having regard to the seniority, expertise and experience of the audit team;
- To review representation letter(s) requested by the external auditors before they are signed by Management;
- To review the Management Letter and Management's Response to the auditor's findings and recommendations;
- To assist in the oversight of the integrity of the Company's financial statements, compliance with legal and other regulatory requirements, assessment of qualifications and independence of the external auditor, and performance of the Company's internal audit function as well as that of external auditors;
- To establish an internal audit function and ensure there are other means of obtaining sufficient assurance of regular review or appraisal of the system of internal controls in the Company;
- To ensure the development of a comprehensive internal control framework for the Company, obtain assurance and report annually in the financial report, on the operating effectiveness of the Company's internal control framework;

Statutory Audit Committee - Continued

- To review such other matters in connection with overseeing the financial reporting process and the maintenance of internal controls as the Committee shall deem appropriate;
- To oversee management's process for the identification of significant fraud risks across the Company and ensure that adequate prevention, detection and reporting mechanisms are in place;
- At least on an annual basis, obtain and review a report by the internal auditor describing the strength and quality of internal controls including any issues or recommendations for improvement, raised by the most recent internal control review of the Company;
- Discuss the annual audited financial statements and half yearly unaudited statements with Management and external auditors;
- Discuss policies and strategies with respect to risk assessment and management;
- Meet separately and periodically with Management, internal auditors and external auditors;
- To review and ensure that adequate whistle-blowing procedures are in place;
- To review, with the external auditors, any audit scope limitations or problems encountered and management's responses to same;
- To review the independence of the external auditors and ensure that where non-audit services are provided by the external auditors, there is no conflict of interest;
- To consider any related party transactions that may arise within the Company;
- Invoke its authority to investigate any matter within its terms of reference for which purpose the Company must make available the resources to the internal auditors with which to carry out this function, including access to external advice where necessary;
- Prepare the Committee's report for inclusion in the Company's Annual Report; and
- Report to the Board regularly at such times as the Committee shall determine necessary.

The members are as follows:

1 Alhaji Mustapha Jinadu, FC.IoD	Chairman
2 Mr. Adeshola Adekoya	Member
3 Mr. Idongesit E. Udo	Member
4 Ms. Christie O. Vincent	Member
5 Ms. Eniye Ambakederemo	Member

The Company Secretary

The Directors have separate and independent access to the Company Secretary. The Company Secretary is responsible for, among other things, ensuring that Board procedures are observed and that the Company's Memorandum and Articles of Association together with other relevant rules and regulations are complied with. She also assists the Chairman and the Board in implementing and strengthening corporate governance practices and processes, with a view to enhancing long-term shareholder value.

The Company Secretary assists the Chairman in ensuring good information flow within the Board and its committees and between Management and Non-Executive Directors. The Company Secretary also facilitates orientation of new Directors and coordinates the professional development of Directors.

The Company Secretary is responsible for designing and implementing a framework for the Company's compliance with the listing rules of the Nigeria Stock Exchange, including advising Management on prompt disclosure of material information.

The Company Secretary attends and prepares the minutes for all Board meetings. As Secretary for all Board Committees, she assists in ensuring coordination and liaison between the Board, the Board Committees and Management. The Company Secretary also assists in the development of the agendas for the various Board and Board Committee meetings.

The appointment and removal of the Company Secretary are subject to the Board's approval.

Management Committee

1 Executive Committee (ExCo)

The Committee provides leadership to the Company and ensures the implementation of the Company's strategies and long-term goals approved by the Board.

Whistle Blowing Process

Whistle blowing process is a mechanism by which suspected breaches of the Group's internal policies, processes, procedures and unethical activities by any stakeholder (staff, customers, suppliers and applicants) are reported for necessary actions.

It ensures a high degree of integrity and transparency in order to achieve efficiency and effectiveness in the Company's operations.

The reputation of the Company is of utmost importance and every staff of the Company has a responsibility to protect the Company from any persons or act that might jeopardize its reputation. Staff are encouraged to speak up when faced with information that would help protect the Company's reputation.

An essential attribute of the process is the guarantee of confidentiality and protection of the whistle blower's identity and rights. It should be noted that the ultimate aim of this policy is to ensure efficient service to the customer, good corporate image and business continuity in an atmosphere compliant with best industry practice.

The Company has a Whistle Blowing channel via the Company's website, dedicated telephone hotlines, and e-mail address in compliance with provisions of the CBN Guidelines for Whistleblowing for Banks and Other Financial Institutions in Nigeria.

The Company's Chief Compliance Officer is responsible for monitoring and reporting on whistle blowing.

Compliance Statement on Securities Trading by Interested Parties

The Company has put in place a Policy on Trading on the Company's Securities by Directors and other key personnel of the Company.

During the period under review, the Directors and other key personnel of the Company complied with the terms of the Policy and the provisions of Section 14 of the Amendment to the Listing Rules of The Nigerian Exchange Group.

Complaint Management Policy

The Company has put in place a Complaint Management Framework guiding the resolution of disputes with stakeholders on issues relating to the Investment and Securities Act.

STATEMENT OF CORPORATE RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

(a) In accordance with section 405 of the Companies and Allied Matters Act of Nigeria 2020, the Chief Executive Officer and the Chief Financial Officer certify that the financial statements have been reviewed and based on our knowledge, the

- (i) condensed unaudited financial statements do not contain any untrue statement of material fact or omit to state a material fact, which would make the statements misleading, in the light of the circumstances under which such statement was made, and
- (ii) condensed unaudited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the company as of and for, the periods covered by the unaudited financial statements;

(b) We state that management and directors:

- (i) are responsible for establishing and maintaining internal controls and has designed such internal controls to ensure that material information relating to the Group is made known to the officer by other officers of the group and company, particularly during the period in which the condensed unaudited financial statement report is being prepared.
- (ii) has evaluated the effectiveness of the group's internal controls within 90 days prior to the date of its condensed unaudited financial statements, and
- (iii) certifies that the group's internal controls are effective as of that date;

(c) We have disclosed:

- (i) all significant deficiencies in the design or operation of internal controls which could adversely affect the group and company's ability to record, process, summarize and report financial data, and has identified for the group any material weaknesses in internal controls, and
- (ii) whether or not, there is any fraud that involves management or other employees who have a significant role in the group and company's internal control; and
- (iii) as indicated in the report, whether or not, there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

The condensed unaudited financial statements of the Group and the Company for the quarter ended 31 December 2025 were approved by the directors on January 29, 2026.

Signed by:



Adebimpe Olambiwonnu, FCA
Chief Finance Officer
FRC/2013/PRO/ICAN/001/00000001253



Yemi Odubiyi
Group Chief Executive Officer
FRC/2013/PRO/DIR/003/00000001279

Condensed Statement of Profit or Loss
For the period ended 31 December 2025

	Notes	Group		Company		Group		Company	
		December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
<i>In millions of Naira</i>									
Interest income	3	369,556	258,818	1,858	1,120	107,138	69,661	308	191
Interest expense	4	(160,667)	(124,012)	(257)	-	(41,291)	(27,821)	(257)	-
Net interest income		208,889	134,806	1,601	1,120	65,847	41,840	51	191
Net Fees and commission income	5	44,849	33,928	-	-	8,969	10,796	-	-
Net trading income	6	30,900	15,653	-	-	8,124	2,871	-	-
Other operating income	7	31,195	18,421	5,996	12,924	10,604	6,331	3,580	12,249
Operating income		315,833	202,808	7,597	14,044	93,544	61,838	3,631	12,440
Credit loss expense on financial assets	8	(26,750)	(10,784)	-	-	(18,665)	(3,623)	-	-
Net operating income after impairment		289,083	192,024	7,597	14,044	74,879	58,215	3,631	12,440
Personnel expenses	9	(53,713)	(31,327)	(1,898)	(687)	(13,151)	(8,643)	(591)	(191)
Other operating expenses	10	(55,905)	(40,611)	(174)	(120)	(15,154)	(10,735)	(23)	(47)
General and administrative expenses	11	(59,051)	(46,862)	(2,313)	(1,573)	(17,884)	(12,114)	(724)	(815)
Other property, plant and equipment cost	12	(21,481)	(21,737)	(253)	(110)	(6,806)	(3,194)	(58)	(43)
Depreciation and amortisation	13	(8,204)	(5,625)	(195)	(80)	(2,115)	(1,876)	(131)	(19)
Total expenses		(198,354)	(146,162)	(4,833)	(2,570)	(55,110)	(36,562)	(1,527)	(1,115)
Profit before income tax		90,729	45,862	2,764	11,474	19,769	21,653	2,104	11,325
Income tax expense	14(a)	(12,095)	(2,187)	(548)	(1,075)	(3,432)	(215)	(339)	(1,064)
Profit for the period		78,634	43,675	2,216	10,399	16,337	21,438	1,765	10,261
Earnings per share - basic (in kobo)	15	157k	151k	4k	36k				
Earnings per share - diluted (in kobo)	15	157k	151k	4k	36k				
Statement of Other comprehensive income									
<i>In millions of Naira</i>									
Profit for the period		78,634	43,675	2,216	10,399	16,337	21,438	1,765	10,261
<i>Items that will not be reclassified to profit or loss in subsequent periods:</i>									
Fair value loss on equity instruments at fair value through other comprehensive income					-				
Total items that will not be reclassified to profit or loss		(1,486)	6,890	-	-	(1,715)	3,239	-	-
<i>Items that will be reclassified to profit or loss in subsequent periods:</i>									
<i>- Debt instruments measured at fair value through other comprehensive income:</i>									
- Net change in fair value during the period									
Net gains/(losses) on financial investments at fair value through other comprehensive income:		15,054	(2,877)	-	-	(6,213)	4,062	-	-
Other comprehensive loss for the period, net of tax		15,054	(2,877)	-	-	(6,213)	4,062	-	-
Total comprehensive (loss)/income for the period, net of tax		13,568	4,013	-	-	(7,928)	7,301	-	-
		92,202	47,688	2,216	10,399	8,409	28,739	1,765	10,261

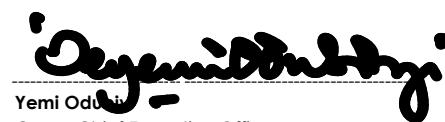
**Condensed Statement of Financial Position
As at 31 December 2025**

In millions of Naira	Notes	Group		Company	
		December 2025	December 2024	December 2025	December 2024
Assets					
Cash and balances with Central Bank of Nigeria	16	761,373	867,125	-	-
Due from Banks	17	470,353	569,455	8,471	14,735
Pledged financial assets	18	16,073	28,675	-	-
Loans and advances to Customers	20	1,424,222	1,103,970	-	-
Investment securities:					
- Debt instruments at fair value through profit or loss	21(a)	74,132	27,491	-	-
- Debt instruments at fair value through other comprehensive income	21(b)	674,469	485,529	-	-
- Equity instruments at fair value through other comprehensive income	21(c)	49,964	48,635	-	-
- Debt instruments at amortised cost	21(d)	68,347	81,369	-	-
Investment in subsidiary	22	-	-	261,886	225,819
Other assets	23	253,484	219,964	4,385	5,632
Right-of-use asset	24	10,926	12,106	-	-
Investment Property	25	2,766	4,036	-	-
Property, plant and equipment	26	78,294	56,974	7,625	236
Intangible assets	27	3,205	3,263	-	-
Deferred tax assets	14(c)	33,348	33,348	-	-
Total Assets		3,920,956	3,541,940	282,367	246,422
Liabilities					
Deposits from Banks	28	-	49,364	-	-
Deposits from Customers	29	2,982,499	2,518,512	-	-
Derivative financial liabilities	19	1,433	-	-	-
Current income tax liabilities	14(b)	11,108	3,382	511	953
Other borrowed funds	30	258,064	213,834	-	-
Debt securities issue	31	-	34,056	-	-
Other liabilities	32	221,226	394,927	8,203	717
Lease Liability	33	1,645	1,800	-	-
Provisions	34	605	576	-	-
Deferred tax liabilities	14(c)	20,330	20,330	44	44
Total Liabilities		3,496,910	3,236,781	8,758	1,714
Equity					
Share capital	35	27,345	22,729	27,345	22,729
Share premium	35	139,742	108,292	139,742	108,292
Retained earnings		115,233	63,073	12,022	19,187
Other components of equity		141,726	111,065	94,500	94,500
Total equity		424,046	305,159	273,609	244,708
Total liabilities and equity		3,920,956	3,541,940	282,367	246,422

The consolidated and separate financial statements were approved by the Board of Directors on January 29, 2026 and signed on its behalf by:



Adebimpe Olambiwonnu, FCA
Chief Finance Officer
FRC/2013/PRO/ICAN/001/00000001253



Yemi Odunsi
Group Chief Executive Officer
FRC/2013/PRO/DIR/003/00000001279

Condensed Statement of changes in equity

For the period ended 31 December 2025

Group

	Share capital	Share premium	Fair value reserves	Share capital reserve	Regulatory risk reserves	SMIEIS reserve	AGSMEIS reserve	Statutory reserves	Total other component of equity	Retained earnings	Total
<i>In millions of Naira</i>											
Balance at 1 January 2025	22,729	108,292	23,049	5,276	36,386	235	6,523	39,596	111,065	63,073	305,159
Comprehensive income for the year	-	-	-	-	-	-	-	-	-	78,634	78,634
Other comprehensive income net of tax	-	-	13,568	-	-	-	-	-	13,568	-	13,568
Proceed from right issue	4,616	31,450	-	-	-	-	-	-	-	-	36,066
Transfer to other reserves	-	-	-	-	-	-	3,820	13,274	17,093	(17,093)	-
Dividends to equity holders	-	-	-	-	-	-	-	-	-	(9,381)	(9,381)
Balance at 31 December 2025	27,345	139,742	36,617	5,276	36,386	235	10,343	52,870	141,726	115,233	424,046

	Share capital	Share premium	Fair value reserves	Share capital reserve	Regulatory risk reserves	SMIEIS reserve	AGSMEIS reserve	Statutory reserves	Total other component of equity	Retained earnings	Total
<i>In millions of Naira</i>											
Balance at 1 January 2024	14,395	42,759	19,036	5,276	22,926	235	4,489	31,982	83,944	42,506	183,604
Comprehensive income for the year	-	-	-	-	-	-	-	-	-	43,675	43,675
Other comprehensive income net of tax	-	-	4,013	-	-	-	-	-	4,013	-	4,013
Proceed from share issued	8,334	65,533	-	-	-	-	-	-	-	-	73,867
Transfer to other reserves	-	-	-	-	13,460	-	2,034	7,614	23,108	(23,108)	-
Dividends to equity holders	-	-	-	-	-	-	-	-	-	-	-
Balance at 31 December 2024	22,729	108,292	23,049	5,276	36,386	235	6,523	39,596	111,065	63,073	305,159

Company												
	Share capital	Share premium	Fair value reserves	Share capital reserve	Regulatory risk reserves	SMIEIS reserve	AGSMEIS reserve	Statutory reserves	Re-organisation Reserve	Total other component of equity	Retained earnings	Total
<i>In millions of Naira</i>												
Balance at 1 January 2025	22,729	108,292	-	-	-	-	-	-	-	94,500	94,500	19,187 244,708
Comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	2,216	2,216
Other comprehensive income net of tax	-	-	-	-	-	-	-	-	-	-	-	-
Proceed from right issue	4,616	31,450	-	-	-	-	-	-	-	-	-	36,066
Transfer to other reserves	-	-	-	-	-	-	-	-	-	-	-	-
Dividends to equity holders	-	-	-	-	-	-	-	-	-	-	(9,381)	(9,381)
Balance at 31 December 2025	27,345	139,742	-	-	-	-	-	-	-	94,500	94,500	12,022 273,609

	Share capital	Share premium	Fair value reserves	Share capital reserve	Regulatory risk reserves	SMIEIS reserve	AGSMEIS reserve	Statutory reserves	Re-organisation Reserve	Total other component of equity	Retained earnings	Total
<i>In millions of Naira</i>												
Balance at 1 January 2024	14,395	42,759	-	-	-	-	-	-	-	94,500	94,500	8,788 160,442
Comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	10,399	10,399
Other comprehensive income net of tax	-	-	-	-	-	-	-	-	-	-	-	-
Proceed from share issued	8,334	65,533	-	-	-	-	-	-	-	-	-	73,867
Transfer (from)/to other reserves	-	-	-	-	-	-	-	-	-	-	-	-
Dividends to equity holders	-	-	-	-	-	-	-	-	-	-	-	-
Balance at 31 December 2024	22,729	108,292	-	-	-	-	-	-	-	94,500	94,500	19,187 244,708

Condensed Statements of Cash Flow
For the period ended 31 December 2025

In millions of Naira	Notes	Group December 2025	Group December 2024	Company December 2025	Company December 2024
Operating activities					
Profit after tax		78,634	43,675	2,216	10,399
Adjustment for non cash items:					
Credit loss expense	8	26,750	10,784	-	-
Depreciation and amortisation	13	8,204	5,625	195	80
Gain on disposal of property and equipment	7	70	(1,241)	-	(1)
Gain on sale of investment property		(552)	(7,616)	-	-
Increase/(Decrease) in Provision		-	11	-	-
Dividend received	7	(1,103)	(676)	-	(7,567)
Foreign exchange gain/loss		3,968	(2,135)	-	-
Income tax charge		11,294	2,187	548	1,075
Net interest income		(208,889)	(134,806)	(1,601)	(1,120)
		(81,624)	(84,192)	1,358	2,866
Changes in operating assets:					
Restricted balance with Central bank		58,501	(329,410)	-	-
Pledged assets		12,602	(17,007)	-	-
Derivative assets		-	276	-	-
Investment securities at FVTPL		(46,641)	(25,379)	-	-
Loans and advances to customers		(317,156)	(149,439)	-	-
Other assets		72,981	70,966	947	(5,221)
		(301,337)	(534,185)	2,305	(2,355)
Changes in operating liabilities:					
Deposit from banks		(49,364)	49,364	-	-
Deposits from customers		540,637	419,909	-	-
Derivative liabilities		1,433	-	-	-
Other liabilities		(365,367)	23,949	7,532	29
		(173,998)	(40,963)	9,837	(2,326)
Cash generated from operations					
Interest received		369,556	282,038	1,858	1,120
Interest paid on deposits from banks and customers		(138,868)	(61,888)	-	-
Income tax paid		(7,542)	(1,284)	(1,036)	(5)
		49,148	177,903	10,659	(1,211)
Investing activities					
Proceed from sale/redemption of debt instruments at FVOCI		277,657	203,077	-	-
Purchase of debt instruments at FVOCI		(451,543)	(339,447)	-	-
Redemption of debt investment held at amortised cost		14,751	69,943	-	-
Purchase of debt investment held at amortised cost		(3,879)	(22,039)	-	-
Right-of-use asset	24	(1,062)	(2,591)	-	-
Proceed from sales of investment properties		3,361	8,588	-	-
Purchase of investment properties	25	(1,564)	(258)	-	-
Purchase of property and equipment	26	(34,232)	(29,690)	(7,584)	(74)
Purchase of intangible assets	27	(893)	(3,042)	-	-
Proceeds from the sale of property and equipment		6,946	1,892	-	55
Purchase of equity instrument at FVOCI		241	-	-	-
Investment in subsidiaries		-	-	(35,767)	(74,165)
Dividend received	7	1,103	676	-	7,567
		(189,114)	(112,891)	(43,351)	(66,617)
Net cash flows from/(used in) investing activities					
Financing activities					
Proceeds from other borrowed funds		114,796	25,800	(90)	-
Repayments of other borrowed funds		(57,690)	(73,317)	-	-
Repayment from debt securities issued		(32,899)	-	-	-
Interest paid on debt securities issued & borrowings		(22,893)	(39,230)	(167)	-
Proceeds from ordinary shares issued		36,066	73,867	36,066	73,867
Lease liability paid		692	(36)	-	-
Dividends paid to equity holders		(9,381)	-	(9,381)	-
		28,691	(12,916)	26,428	73,867
Net cash flows from/(used in) financing activities					
Net increase/(decrease) in cash and cash equivalents		(111,275)	52,096	(6,264)	6,039
Effect of exchange rate changes on cash and cash equivalents		(35,078)	215,522	-	-
Cash and cash equivalents at beginning of the period		659,493	391,875	14,735	8,696
Cash and cash equivalents at end of the period	36	513,140	659,493	8,471	14,735

**Notes to the Consolidated and Separate Financial Statements
For the period ended 31 December 2025**

1 Corporate information

Sterling Financial Holdings Company Plc ("the Company") is a company incorporated in Nigeria with registered office at 20 Marina Lagos. These separate and consolidated financial statements, for the period ended 31 December 2025, are prepared for the Company and the Group (Holding Company and its subsidiaries, separately referred to as "Group entities" respectively).

The Group operating entities are engaged in commercial banking with emphasis on retail and consumer banking, trade services, corporate, investment and non-interest banking activities. It also provides wholesale banking services including the granting of loans and advances, letter of credit transactions, money market operations, electronic and mobile banking products and other banking activities.

2 Accounting policies

2.1 (a) Basis of preparation and statement of compliance

The condensed consolidated and separate financial statements of the Company and its subsidiary have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and in the manner required by the Companies and Allied Matters Act 2020, The Financial Reporting Council of Nigeria (Amendment) Act 2023, the Companies and Other Financial Institutions Act 2020, and relevant Central Bank of Nigeria circulars.

The condensed consolidated and separate financial statements have been prepared on a historical cost basis, except for financial assets measured at fair value.

(b) Functional and Presentation currency

The consolidated and separate financial statements are presented in Nigerian Naira and all values are rounded to the nearest million (₦million) except when otherwise indicated.

(c) Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 December 2025. Sterling Financial Holdings Company Plc consolidates a subsidiary when it controls the entity. Control is achieved when the Company is exposed or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Generally, there is a presumption that a majority of voting rights results in control. However, under individual circumstances, the Company may still exercise control with less than 50% shareholding or may not be able to exercise control even with ownership over 50% of an entity's shares. When assessing whether it has power over an investee and therefore controls the variability of its returns, the Company considers all relevant facts and circumstances, including:

- The purpose and design of the investee
- The relevant activities and how decisions about those activities are made and whether the Company can direct those activities
- Contractual arrangements such as call rights, put rights and liquidation rights
- Whether the Company is exposed, or has rights, to variable returns from its involvement with the investee, and has the power to affect the variability of such returns

Profit or loss and each component of OCI are attributed to equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

(d) Seasonality of operations

The impact of seasonality or cyclical on operation is not regarded as significant to the condensed interim financial statement. The operation of the Group were even within the financial year.

(e) Issuance, repurchase and repayment of debts and equity securities

During the period under review, the Group did not issue any commercial paper that resulted in an external inflow into the Bank.

(f) Significant events after the end of the reporting period

There were no events after the reporting date which could have a material effect on the financial position of the Group and the Company as at 31 December 2025 and profit or loss and other comprehensive income attributable to equity holders on that date which have not been adequately adjusted for or disclosed.

(g) Dividends

The Directors did not recommend the payment of any dividend for the Company's interim results for the period ended 31 December 2025.

(h) Changes to accounting policy

The accounting policies adopted are consistent with those of the previous financial period.

2.2 Summary of material accounting policies

The accounting policies applied by the Company in these condensed interim financial statements are the same as those applied by the Group in its consolidated financial statements as at 31 December 2025 (unless otherwise stated). Below are the significant accounting policies.

(a) Right-of-use assets

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

The right-of-use assets are presented in Note 24 and are subject to impairment in line with the Group's policy as described in Impairment of non-financial assets.

(b) Lease liabilities

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising thereof is accounted for on a straight-line basis over the lease term and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value (mainly offsite ATM space) assets recognition exemption to leases (i.e., below N2million). Lease payments on short term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(d) Financial instruments

- Recognition and initial measurement
Regular purchases and sales of financial assets and liabilities are recognised on the trade date. A financial asset or financial liability is measured initially at fair value plus or minus, for an item not at fair value through profit or loss, direct and incremental transaction costs that are directly attributable to its acquisition or issue. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss at initial recognition. Financial assets that are transferred to third parties but do not qualify for derecognition are presented in the statement of financial position as "pledged asset" if the transferee has the right to sell or re-pledge them.

- Classification of financial instruments

The Group classified its financial assets under IFRS 9, into the following measurement categories:

- Those to be measured at fair value through other comprehensive income (FVOCI) (either with or without recycling)
- Those to be measured at fair value through profit or loss (FVTPL); and
- Those to be measured at amortised cost.

The classification depends on the Group's business model for managing financial assets and the contractual cashflow characteristics of the financial asset (i.e. solely payments of principal and interest- SPPI test). Directors determine the classification of the financial instruments at initial recognition.

The Group classifies its financial liabilities as liabilities at fair value through profit or loss and liabilities at amortised cost.

- Subsequent measurements

Debt instruments

The subsequent measurement of financial assets depend on its initial classification:

Amortised cost: A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

The gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is determined using the effective interest method and reported in profit or loss as 'Interest income'.

The amortised cost of a financial asset or liability is the amount at which the financial asset or liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount recognised and the maturity amount, minus any reduction for impairment.

Fair value through other comprehensive income (FVOCI): Investment in debt instrument is measured at FVOCI only if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The debt instrument is subsequently measured at fair value. Gains and losses arising from changes in fair value are included in other comprehensive income (OCI) and accumulated in a separate component of equity. Impairment gains or losses, interest revenue and foreign exchange gains and losses are recognised in profit and loss. Upon disposal or derecognition, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other operating income. Interest income from these financial assets is determined using the effective interest method and recognised in profit or loss as 'Interest income'.

The measurement of credit impairment is based on the three-stage expected credit loss model as applied to financial assets at amortised cost.

Fair value through profit or loss (FVTPL): Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. The gain or loss arising from changes in fair value of a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is included directly in the profit or loss and reported as 'Net trading income' in the period in which it arises. Interest income from these financial assets is recognised in profit or loss as 'Interest income'.

Equity instruments

The Group subsequently measures all equity investments at fair value. For equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments continue to be recognised in profit or loss as other operating income when the Group's right to receive payments is established unless the dividend clearly represents a recovery of part of the cost of the investment. All equity financial assets are classified as measured at FVOCI. Where the Group has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss.

- Business model assessment

The Group makes an assessment of the objective of a business model in which an asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

1) The stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, whether management's strategy focuses on earning contractual interest revenue, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realising cash flows through the sale of the assets;

2) How the performance of the portfolio is evaluated and reported to the Group's management;

3) The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

4) How managers of the business are compensated e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

5) The frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity. However, information about sales activity is not considered in isolation, but as part of an overall assessment of how the Group's stated objective for managing the financial assets is achieved and how cash flows are realised.

Financial assets that are held for trading or managed and whose performance is evaluated on a fair value basis are measured at FVTPL because they are neither held to collect contractual cash flows nor held both to collect contractual cash flows and to sell financial assets.

Assessment of whether contractual cash flows are solely payments of principal and interest on principal

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Group considers:

- contingent events that would change the amount and timing of cash flows;
- leverage features;
- prepayment and extension terms;
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse asset arrangements); and
- Features that modify consideration of the time value of money – e.g. periodical reset of interest rates.

The Group holds a portfolio of long-term fixed rate loans for which the Group has the option to revise the interest rate at future dates. These reset rights are limited to the market rate at the time of revision. The right to reset the rates of the loans based on the revision in market rates are part of the contractually agreed terms at inception of the loan agreement, therefore the borrowers are obligated to comply with the reset rates without any option of repayment of the loans at par at any reset date. The Group has determined that the contractual cash flows of these loans are solely payments of principal and interest because the option varies with the interest rate in a way that is considered a consideration for the time value of money, credit risk, other basic lending risks and costs associated with the principal amount outstanding. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

- Reclassifications

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Group changes its business model for managing financial assets that are debt instruments. A change in the objective of the Group's business occurs only when the Group either begins or ceases to perform an activity that is significant to its operations (e.g., via acquisition or disposal of a business line).

The following are not considered to be changes in the business model:

- A change in intention related to particular financial assets (even in circumstances of significant changes in market conditions)
- A temporary disappearance of a particular market for financial assets
- A transfer of financial assets among parts of the entity with different business models

When reclassification occurs, the Group reclassifies all affected financial assets in accordance with the new business model. Reclassification is applied prospectively from the 'reclassification date'. Reclassification date is 'the first day of the first reporting period following the change in business model. Gains, losses or interest previously recognised are not restated when reclassification occurs.

The Group may only sell insignificant portion of debt instruments measured at amortised cost frequently without triggering a change in business model. If the Group sells significant portions, this will not be more than twice a year subject to cases of unlikely to reoccur events such as:

- Run on the Company/stressed liquidity scenarios
- Credit risk event i.e. perceived issuer default
- In the event of merger and takeover, the Company may sell portion of the portfolio if the security holdings violates set limits
- Other one-off events

Significance is defined to mean 5% of the portfolio value and subject to the policy on frequency above.

The Group may sell debt instruments measured at amortised cost without triggering a change in business model if the sale is due to deterioration in the credit quality of the financial assets or close to maturity. A financial asset is said to be close to maturity if the outstanding tenor of the financial asset from the time of issue is 25% or less of the original tenor.

Sales close to maturity are acceptable if the proceeds from the sales approximate the collection of the remaining contractual cash flows. At the point of sale an assessment will be conducted to determine that the cash flows expected from the financial asset does not exceed the cash flows from the sales by ten (10) per cent.

- Modifications of financial assets and financial liabilities

Financial assets

If the terms of a financial asset are modified, the Group evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognised and a new financial asset is recognised at fair value. Any difference between the amortised cost and the present value of the estimated future cash flows of the modified asset or consideration received on derecognition is recorded in the profit or loss statement.

If the cash flows of the modified asset carried at amortised cost are not substantially different, then the modification does not result in derecognition of the financial asset. In this case, the Group recalculates the gross carrying amount of the financial asset and recognises the amount arising from adjusting the gross carrying amount as a modification gain or loss in profit or loss.

Financial liabilities

The Group derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. This occurs when the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 percent different from the discounted present value of the remaining cash flows of the original financial liability. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss. If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment (i.e. the modified liability is not substantially different), any costs or fees incurred are adjusted to the carrying amount of the liability and are amortised over the remaining term of the modified liability.

- Impairment of financial assets

In line with IFRS 9, the Group assesses its financial instruments for impairment using Expected Credit Loss (ECL) approach.

The Group applies a three-stage approach to measuring expected credit losses (ECL) on debt instruments accounted for at amortised cost, FVOCI, loan commitment and financial guarantee contracts. Assets migrate through the following three stages based on the change in credit quality since initial recognition:

i) Stage 1: 12-months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised. Interest revenue is calculated by applying the effective interest rate to the gross carrying amount.

ii) Stage 2: Lifetime ECL - not credit-impaired

For credit exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired, a lifetime ECL is recognised. Interest revenue is calculated by applying the effective interest rate to the gross carrying amount.

iii) Stage 3: Lifetime ECL - credit-impaired

Financial assets are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. As this uses the same criteria as under IAS 39, the Group's methodology for specific provisions remains unchanged. For financial assets that have become credit-impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost rather than the gross carrying amount.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition.

In determining whether credit risk has increased significantly since initial recognition, the Group uses its internal credit risk grading system, external risk ratings and forecast information to assess deterioration in credit quality of a financial asset.

The Group assesses whether the credit risk on a financial asset has increased significantly on an individual or collective basis. For the purposes of a collective evaluation of impairment, financial assets are grouped on the basis of shared credit risk characteristics, taking into account instrument type, credit risk ratings, date of initial recognition, remaining term to maturity, industry, geographical location of the borrower and other relevant factors.

The amount of ECL is measured as the probability-weighted present value of all cash shortfalls over the expected life of the financial asset discounted at its original effective interest rate. The cash shortfall is the difference between all contractual cash flows that are due to the Group and all the cash flows that the Group expects to receive. The amount of the loss is recognised using an allowance for credit losses account.

The Group considers its historical loss experience and adjusts this for current observable data. In addition, the Group uses reasonable and supportable forecasts of future economic conditions including experienced judgment to estimate the amount of an expected impairment loss. IFRS 9 introduces the use of macroeconomic factors which include, but is not limited to, unemployment, interest rates, gross domestic product, inflation and commercial property prices, and requires an evaluation of both the current and forecast direction of the economic cycle. Incorporating forward looking information increases the level of judgement as to how changes in these macroeconomic factors will affect ECL. The methodology and assumptions including any forecasts of future economic conditions are reviewed regularly.

If, in a subsequent period, credit quality improves and reverses any previously assessed significant increase in credit risk since origination, depending on the stage of the life time 2 or stage 3 of the ECL bucket, the Group would continue to monitor such financial assets for a probationary period of 90 days to confirm if the risk of default has decreased sufficiently before upgrading such exposure from life time ECL (Stage 2) to 12- months ECL (Stage 1). In addition to 90 days probationary period above, the Group also observes a further probationary period of 90 days to upgrade from Stage 3 to 2. This means a probationary period of 180 days will be observed before upgrading financial assets from lifetime ECL (Stage 3) to 12 months ECL (Stage 1).

In the case of the new asset category for debt instruments measured at FVOCI, the measurement of ECL is based on the three-stage approach as applied to financial assets at amortised cost. The Group recognises the impairment charge in profit or loss, with the corresponding amount recognised in other comprehensive income, with no reduction in the carrying amount in the statement of financial position.

- Impairment of non-financial assets

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

(e)

Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequently, investment properties are carried at historical cost less accumulated depreciation and impairment. The fair value and valuation inputs of the investment property are also disclosed in note 25 in accordance with IAS 40.

The investment properties consist of buildings which are depreciated on a straight-line basis over their useful life of 50 years.

Investment properties are derecognized either when they have been disposed off (i.e. at the date the recipient obtains control) or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the carrying amount at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

(f) Interest Income and Expense

Interest income and expenses are recognised in profit or loss using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- The gross carrying amount of the financial asset; or
- The amortised cost of the financial liability.

When calculating the effective interest rate for financial instruments other than credit-impaired assets, the Group estimates future cash flows considering all contractual terms of the financial instrument, but not expected credit losses. For credit-impaired financial assets, a credit-adjusted effective interest rate is calculated using estimated future cash flows including expected credit losses.

The calculation of the effective interest rate includes transaction costs and fees paid or received that are integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or financial liability.

Amortised cost and gross carrying amount

The amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance.

The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any expected credit loss allowance.

Calculation of interest income and expenses

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the net carrying amount of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

For financial assets that are credit-impaired on initial recognition, interest income is calculated by applying the credit-adjusted effective interest rate to the amortised cost of the asset. The calculation of interest income does not revert to a gross basis, even if the credit risk of the asset improves.

Presentation

Interest income and expense presented in the profit or loss includes:

- interest on financial assets and financial liabilities measured at amortised cost calculated on an effective interest basis;
- interest on debt instruments measured at FVOCI calculated on an effective interest basis;

Interest income and expense on all trading assets and liabilities are considered to be incidental to the Group's trading operations and are presented together with all other changes in the fair value of trading assets and liabilities in Net trading income on financial instruments classified as held for trading.

Interest income and expense on other financial assets and financial liabilities at FVTPL are presented in interest income or interest expense.

(g) Non-interest income and non -interest expense

Sharia income

Included in interest income and expense are sharia income and expense. The Group's income as a fund manager (mudharib) consists of income and expense from Mudaraba and Hajj transactions, income from profit sharing of Sukuk and Mudaraba financing and other operating income.

Mudaraba income by deferred payment or by installment is recognised during the period of the contract based on effective method (annuity).

Profit sharing income from Mudaraba is recognised in the period when the rights arise in accordance with agreed sharing ratio, and the recognition based on projection of income is not allowed.

(h) Fees and commission income and expense

Unless included in the effective interest calculation, fees and commissions are recognised on an accrual basis as the service is provided. Fees and commissions not integral to effective interest arising from negotiating, or participating in the negotiation of, a transaction from a third party, such as the acquisition of loans, shares or other securities or the purchase or sale of businesses, are recognised on completion of the underlying transaction. Portfolio and other management advisory and service fees are recognised based on the applicable service contracts.

The same principle is applied to the recognition of income from wealth management, financial planning and custodial services that are continuously provided over an extended period of time.

(i) Net trading income

Net trading income comprises gains less losses related to trading assets and liabilities, and includes all realised and unrealised fair value changes, dividends and foreign exchange differences.

(j) Dividend income

Dividend income is recognised when the right to receive income is established. Dividends on trading equities are reflected as a component of net trading income. Dividend income on equity instruments classified and measured at fair value through OCI (FVOCI) are recognised as a component of other operating income.

(k) Cash and cash equivalents

Cash and cash equivalents include notes and coins in hand, unrestricted balances held with central banks, operating accounts with other banks, amount due from other banks and highly liquid financial assets with original maturities of three months or less from the acquisition date, which are subject to insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term commitments.

(l) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and capitalised borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of equipment.

When parts of an item of property or equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of the item of property, plant and equipment, and is recognised in other income/other expenses in profit or loss.

Subsequent costs

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

Depreciation

Depreciation is recognised in profit or loss on a straight-line basis to write down the cost of each asset, to their residual values over the estimated useful lives of each part of an item of property, plant and equipment. Leased assets under finance lease are depreciated over the shorter of the lease term and their useful lives.

Depreciation begins when an asset is available for use and ceases at the earlier of the date that the asset is derecognised or classified as held for sale in accordance with IFRS 5 -Noncurrent Assets Held for Sale and Discontinued Operations. A non-current asset or disposal group is not depreciated while it is classified as held for sale. Leasehold land are not depreciated.

The estimated useful lives for property, plant and equipment are as follows:

Leasehold buildings	50 years
Computer equipment	5 years
Furniture, fittings & equipment	5 years
Motor vehicles	4 years
Leasehold improvements	10 years
Farm equipment and machines (tractors and harvesters)	10 years
Farm equipment and machines (plough, harrow and sprayers)	5 years
Information technology servers	10 years
Renewable (solar related) assets:	
- Solar PVS	20 years
- Batteries, inverters & charge controllers	10 years

Capital work in progress consists of items of property, plant and equipment that are not yet available for use. Capital work in progress is not depreciated, it is transferred to the relevant asset category upon completion.

Depreciation methods, useful lives and residual values are reassessed at each reporting date and adjusted if applicable.

De-recognition

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

(m) Non-current assets held for sale

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition, management has committed to the sale, and the sale is expected to have been completed within one year from the date of classification. The group classifies repossessed assets as non-current assets held for sale as it intends to recover these assets primarily through sales transactions.

A non-current asset ceases to be classified as held for sale if the criteria mentioned above are no longer met. A non-current asset that ceases to be classified as held for sale is to be measured at the lower of:

- (i) its carrying amount before the asset (or disposal group) was classified as held for sale or for distribution, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset (or disposal group) not been so classified; and
- (ii) its recoverable amount at the date of the subsequent decision not to sell or distribute.

2.3 Going Concern

The Group's management has made an assessment of its ability to continue as a going concern and is satisfied that it has the resources to continue in business from issuance date of this report. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Therefore, the consolidated and separate financial statements continue to be prepared on the going concern basis.

2.4 New standards and interpretation issued but not yet effective

New standards have been issued but are not yet effective for the period ended 31 December 2025; thus, it has not been applied in preparing these financial statements. The Group intends to adopt the standards below when they become effective:

IFRS 18 - Presentation and Disclosures in Financial Statements

IFRS 18 replaces IAS 1, carrying forward many of the requirements in IAS 1 unchanged and complementing them with new requirements. In addition, some IAS 1 paragraphs have been moved to IAS 8 and IFRS 7. Furthermore, the IASB has made minor amendments to IAS 7 and IAS 33 Earnings per Share.

IFRS 18 introduces new requirements to:

- present specified categories and defined subtotals in the statement of profit or loss
- provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements
- improve aggregation and disaggregation.

An entity is required to apply IFRS 18 for annual reporting periods beginning on or after 1 January 2027, with earlier application permitted. The amendments to IAS 7 and IAS 33, as well as the revised IAS 8 and IFRS 7, become effective when an entity applies IFRS 18. IFRS 18 requires retrospective application with specific transition provisions.

The directors of the Group anticipate that the application of these amendments may have an impact on the financial statements in future periods.

IFRS 19 - Subsidiaries without Public Accountability: Disclosures

In May 2024, the Board issued IFRS 19 Subsidiaries without Public Accountability: Disclosures (IFRS 19), which allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. Unless otherwise specified, eligible entities that elect to apply IFRS 19 will not need to apply the disclosure requirements in other IFRS accounting standards.

An entity applying IFRS 19 is required to disclose that fact as part of its general IFRS accounting standards compliance statement. IFRS 19 requires an entity whose financial statements comply with IFRS accounting standards including IFRS 19 to make an explicit and unreserved statement of such compliance. This standard is effective to annual reporting periods beginning on or after 1 January 2027.

Amendments to IAS 1 – Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendment to IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments improve the information an entity provides when its right to defer settlement of a liability for at least twelve months is subject to compliance with covenants. The amendments also respond to stakeholders' concerns about the classification of such a liability as current or non-current.

3 Interest income

In millions of Naira	Group		Company		Group		Company	
	December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
Cash and cash equivalent	32,791	4,621	1,858	1,120	9,257	(4,689)	308	191
Debt instruments at FVOCI	70,709	43,976	-	-	24,944	24,673	-	-
Debt instruments at amortised cost	23,676	26,463	-	-	5,583	5,781	-	-
Loan and advances to customers	242,380	183,758	-	-	67,354	43,896	-	-
	369,556	258,818	1,858	1,120	107,138	69,661	308	191

4 Interest Expense

In millions of Naira	Group		Company		Group		Company	
	December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
Deposits from banks	22,332	24,222	-	-	6,562	11,529	-	-
Deposits from customers	116,569	66,709	-	-	28,046	11,178	-	-
Other borrowed funds	17,614	28,058	257	-	6,559	4,123	257	-
Debt securities issued	4,122	5,013	-	-	106	981	-	-
Interest on Lease Liability	30	10	-	-	18	10	-	-
	160,667	124,012	257	-	41,291	27,821	257	-

5 Net Fees and commission income

Fees and commission income	Group		Company		Group		Company	
	December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
In millions of Naira								
Facility management fees	9,661	6,274	-	-	2,892	2,443	-	-
Account maintenance fee	7,892	5,401	-	-	1,896	918	-	-
Commissions and similar income	7,193	4,615	-	-	847	2,399	-	-
E-business commission and fees	9,310	8,467	-	-	2,266	1,849	-	-
Commission on letter of credit and off balance sheet transactions	16,994	12,456	-	-	2,682	2,858	-	-
Other fees and commission	6,007	7,087	-	-	2,127	3,197	-	-
	57,057	44,300	-	-	12,710	13,664	-	-
Fees and commission expense								
Fees and commission expense	(12,208)	(10,372)	-	-	(3,741)	(2,868)	-	-
	44,849	33,928	-	-	8,969	10,796	-	-

Fees and commissions above excludes amounts included in determining effective interest rate on financial assets that are not at fair value through profit or loss.

6 Net trading income

In millions of Naira	Group		Company		Group		Company	
	December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
Bonds - FVPL	18,064	6,662	-	-	3,337	1,695	-	-
Treasury bills - FVPL	15,416	4,140	-	-	5,985	1,451	-	-
Foreign exchange trading	1,388	2,716	-	-	887	(751)	-	-
Foreign exchange revaluation (loss)/gain	(3,968)	2,135	-	-	(2,085)	476	-	-
	30,900	15,653	-	-	8,124	2,871	-	-

Foreign exchange trading income includes gains and losses from spot and forward contracts and other currency derivatives. Other foreign exchange differences arising on non-trading activities are presented as foreign exchange revaluation loss.

7 Other operating income

In millions of Naira	Group		Company		Group		Company	
	December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
Rental income	1,480	295	-	-	319	68	-	-
Other sundry income (see note (a) below)	28,405	15,712	5,996	5,356	10,568	4,442	3,580	4,681
Dividends on equity securities	1,103	676	-	7,567	210	243	-	7,567
(Loss)/gains on disposal of property, plant and equipment	(70)	1,241	-	1	(550)	1,248	-	1
Cash recoveries on previously written off accounts	277	497	-	-	57	330	-	-
	31,195	18,421	5,996	12,924	10,604	6,331	3,580	12,249

(a) (i) The Group's other sundry income included income on Sukuk transactions, Mudaraba Commodity Income, financial advisory among others.

(ii) The Company's sundry income comprised of income earned from the placement of proceeds from its ordinary shares issued (N3.66 billion), as well as income from shared services (N2.33 billion).

8 Credit loss expense on financial assets

In millions of Naira	Group		Company		Group		Company	
	December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
Impairment charge on loans	27,268	19,312	-	-	17,160	12,867	-	-
Bad debt written off	1,028	548	-	-	699	38	-	-
Allowances no longer required	(3,507)	(12,993)	-	-	(1,021)	(12,059)	-	-
	24,789	6,867	-	-	16,838	846	-	-
Other financial asset impairment								
Impairment on investment securities	2,150	139	-	-	2,125	(111)	-	-
Impairment charge on other assets	(218)	3,937	-	-	(302)	3,107	-	-
Impairment charge on contingents	29	(159)	-	-	4	(219)	-	-
	26,750	10,784	-	-	18,665	3,623	-	-

9	Personnel expenses	Group		Company		Group		Company	
		December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
<i>In millions of Naira</i>									
	Wages and salaries	50,659	28,960	1,829	658	12,384	7,959	568	184
	Defined contribution plan	3,054	2,367	69	29	767	684	23	7
		53,713	31,327	1,898	687	13,151	8,643	591	191
10	Other operating expenses	December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
<i>In millions of Naira</i>									
	AMCON surcharge (see note (i) below)	17,942	14,054	-	-	4,485	3,514	-	-
	Contract Services	15,227	11,352	-	-	4,563	2,990	-	-
	Insurance	14,302	10,021	19	-	3,581	2,524	-	-
	Banking Resolution Fund (see note (ii) below)	3,262	2,407	-	-	815	602	-	-
	Other Professional Fees	5,172	2,777	155	120	1,710	1,105	23	47
		55,905	40,611	174	120	15,154	10,735	23	47
AMCON surcharge									
This represents the Group's contribution to a fund established by the Asset Management Corporation of Nigeria (AMCON) Act. Effective 1 January 2013, the Group's banking subsidiary (Sterling Bank Limited) is required to contribute an equivalent of 0.5% of its total assets plus 0.5% of all contingent assets as at the preceding year end to AMCON's sinking fund in line with existing guidelines. It is non-refundable and does not represent any ownership interest.									
This represents accrual for Banking Resolution Fund Levy in accordance with provisions of sections 74 and 77 of the Banks and Other Financial Institutions Act 2020. At commencement date, the Bank is required to contribute an equivalent of 10 basis points of its total assets as at the date of its audited financial statements for the immediately preceding financial year.									
11	General and administrative expenses	December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
<i>In millions of Naira</i>									
	Administrative expenses	14,701	12,600	812	821	4,011	2,072	213	568
	Audit fees	420	396	28	26	110	125	7	14
	Office expenses	12,577	10,404	276	99	3,122	2,954	91	24
	Advertising and business promotion	4,881	1,926	118	12	1,762	802	57	4
	Cash handling and processing expense	2,905	1,682	8	3	1,501	385	8	(11)
	Branding expenses	1,500	1,381	65	23	710	590	35	16
	Communication cost	4,125	3,010	80	25	1,084	779	29	5
	Transport, travel, accommodation	2,422	1,802	79	193	760	324	29	137
	Seminar and conferences	2,260	1,757	-	-	424	427	-	-
	Rents and rates	1,459	805	-	-	283	203	-	-
	Security	726	542	11	4	204	156	4	2
	Other general expenses	7,997	7,759	56	1	3,142	2,525	31	1
	Annual general meeting expenses	195	100	189	6	78	-	78	6
	Stationery and printing	411	571	2	45	101	187	2	3
	Directors other expenses	1,496	1,257	297	135	365	467	66	1
	Membership and subscription	388	507	58	14	63	-	6	14
	Fines and penalties	27	61	1	9	1	20	-	-
	Directors fee	561	302	233	157	163	98	68	31
		59,051	46,862	2,313	1,573	17,884	12,114	724	815
12	Other property, plant and equipment cost	December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
<i>In millions of Naira</i>									
	Repairs and maintenance of PPE	21,481	21,737	253	110	6,806	3,194	58	43
		21,481	21,737	253	110	6,806	3,194	58	43
This represents the cost the Group incurred on assets expensed in line with the Group's capitalisation policy, cost incurred on repair, maintenance and other running cost on property, plant and equipment.									
13	Depreciation and amortisation	December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
<i>In millions of Naira</i>									
	Right-of-use asset amortisation (see note 24)	1,332	1,033	-	-	176	378	-	-
	Depreciation Investment Property (see note 25)	25	40	-	-	3	6	-	-
	Depreciation of property, plant and equipment (see note 26)	5,896	4,052	195	80	1,701	1,241	131	19
	Amortisation of intangible assets (see note 27)	951	500	-	-	235	251	-	-
		8,204	5,625	195	80	2,115	1,876	131	19
14	Income tax expense	December 2025	December 2024	December 2025	December 2024	Quarter 4 2025	Quarter 4 2024	Quarter 4 2025	Quarter 4 2024
<i>In millions of Naira</i>									
(a)	Income tax	6,946	2,512	393	832	1,880	1,265	211	821
	Windfall tax	971	3,683	-	-	621	3,683	-	-
	Education tax	2,231	703	118	117	620	324	98	117
	Capital gains tax	801	-	-	-	-	-	-	-
	Information technology levy	975	501	37	82	265	225	30	82
	Nigerian Police Trust Fund levy	5	3	-	-	1	2	-	-
	Science and Engineering Infrastructure Levy	166	105	-	-	45	36	-	-
	Prior year under provision	-	(17)	-	-	(17)	-	-	-
		12,095	7,490	548	1,031	3,432	5,518	339	1,020
Deferred tax expense:									
	Origination of temporary differences	-	(5,303)	-	44	-	(5,303)	-	44
	Total income tax expense	12,095	2,187	548	1,075	3,432	215	339	1,064

14 (b) Current income tax liabilities

The movement on this account during the period was as follows:
In millions of Naira

Balance, beginning of the period	3,382	1,468	953
Income tax for the period	10,148	3,215	511
Prior period under provision	-	(17)	-
Payments during the period	(2,422)	(1,284)	(953)
11,108	3,382	511	953

	Group	Company	
	December 2025	December 2024	December 2025
	December 2024	December 2025	December 2024
	3,382	1,468	953
	10,148	3,215	511
	-	(17)	-
	(2,422)	(1,284)	(953)
	11,108	3,382	511
			953

14 (c) Deferred tax

31 December 2025
In millions of Naira

Property, plant and equipment		Assets	Liabilities
Unutilised tax credit (capital allowance)	-	7,774	44
Tax losses	32,908	-	-
Provisions	440	-	-
	-	12,556	-
	33,348	20,330	44

	Group	Company	
	Assets	Liabilities	Assets
	Liabilities	Assets	Liabilities
	-	7,774	-
	32,908	-	-
	440	-	-
	-	12,556	-
	33,348	20,330	44

31 December 2024
In millions of Naira

Property, plant and equipment		Assets	Liabilities
Unutilised tax credit (capital allowance)	-	7,774	44
Tax losses	32,908	-	-
Provisions	440	-	-
	-	12,556	-
	33,348	20,330	44

	Group	Company	
	Assets	Liabilities	Assets
	Liabilities	Assets	Liabilities
	-	7,774	-
	32,908	-	-
	440	-	-
	-	12,556	-
	33,348	20,330	44

15 Earnings per share (basic and diluted)

The calculation of basic earnings per share as at 31 December 2025 was based on the profit attributable to ordinary shareholders of N78,634,000,000 and weighted average number of ordinary shares outstanding of 46,818,506,460 calculated as follows:

In thousands of Unit
 Weighted average number of ordinary shares

	December 2025	December 2024	December 2025	December 2024
	50,075	29,018	50,075	29,018
	78,634	43,675	2,216	10,399
	157k	151k	4k	36k
	157k	151k	4k	36k

16 Cash and balances with Central Bank

In millions of Naira
 Cash and foreign monies
 Unrestricted balances with Central Bank of Nigeria
 Restricted deposits with the Central Bank of Nigeria

	December 2025	December 2024	December 2025	December 2024
	30,625	28,453	-	-
	12,162	61,585	-	-
	718,586	777,087	-	-
	761,373	867,125	-	-

Restricted deposits with the Central Bank of Nigeria represent mandatory reserve deposits and are not available for use in the Group's day-to-day operations.

17 Due from banks

In millions of Naira
 Balances held with local banks
 Balances held with banks outside Nigeria
 Money market placements

	December 2025	December 2024	December 2025	December 2024
	5,737	6	8,471	14,735
	442,416	557,625	-	-
	22,200	11,824	-	-
	470,353	569,455	8,471	14,735

18	Pledged financial assets <i>In millions of Naira</i>	Group		Company	
		December 2025	December 2024	December 2025	December 2024
	Securities instruments measured at fair value through other comprehensive income:				
	- Treasury Bills (see note (a) below)	14,909	18,112	-	-
	Total Pledged asset at FVOCI	<u>14,909</u>	<u>18,112</u>	<u>-</u>	<u>-</u>
	 Securities instruments measured at amortised cost:				
	- Treasury Bills (see note (b) below)	-	9,326	-	-
	- Bonds (see note (b) below)	228	229	-	-
	Other pledged assets (see note (c) below)	950	1,022	-	-
		<u>1,178</u>	<u>10,577</u>	<u>-</u>	<u>-</u>
	ECL on Pledged asset at amortised cost	(14)	(14)	-	-
	Total Pledged asset at amortised cost	<u>1,164</u>	<u>10,563</u>	<u>-</u>	<u>-</u>
	Total pledged assets	<u>16,073</u>	<u>28,675</u>	<u>-</u>	<u>-</u>
	 The Group pledges assets that are on its statement of financial position in various day-to-day transactions that are conducted under the usual terms and conditions applying to such agreements.				
(a)	Pledged for interbank transactions .				
(b)	Pledged for clearing activities, as collection bank for government taxes and Interswitch electronic card transactions.				
(c)	Included in other pledged assets are cash collateral for matercard transactions. The deposit are not part of the fund used by the Group for day to day activities.				
19	Derivative financial instruments <i>Group</i> 31 December 2025 <i>In millions of Naira</i> Foreign currency swaps	Group	Company	Group	Company
		Assets	Liabilities	Assets	Liabilities
		-	1,433	-	-
		<u>-</u>	<u>1,433</u>	<u>-</u>	<u>-</u>
20	Loan and Advances to Customers <i>In millions of Naira</i>	Group	Company	Group	Company
	Loans to corporate entities and other organizations	Assets	Liabilities	Assets	Liabilities
	Loans to individuals	-	-	-	-
		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	 Less:				
	- ECL Stage 1	(4,149)	(4,859)	-	-
	- ECL Stage 2	(12,684)	(8,193)	-	-
	- ECL Stage 3	(31,156)	(24,422)	-	-
		<u>1,472,211</u>	<u>1,141,444</u>	<u>-</u>	<u>-</u>
	 1,346,699	1,040,348	-	-	-
	125,512	101,096	-	-	-
		<u>1,424,222</u>	<u>1,103,970</u>	<u>-</u>	<u>-</u>
21	Investment securities: <i>In millions of Naira</i>	Group	Company	Group	Company
(a)	Investments fair value through profit or loss	December 2025	December 2024	December 2025	December 2024
	- Bonds	4,600	3,764	-	-
	- Euro bond	8,496	3,641	-	-
	- Treasury bills	61,031	19,994	-	-
	- Promissory notes	5	92	-	-
		<u>74,132</u>	<u>27,491</u>	<u>-</u>	<u>-</u>
(b)	Instruments at fair value through other comprehensive income <i>Debt instrument at FVOCI</i>	December 2025	December 2024	December 2025	December 2024
	- Government bond	174,809	165,367	-	-
	- Euro bond	98,307	60,209	-	-
	- Corporate bonds	19,323	18,585	-	-
	- Treasury bills	382,030	240,286	-	-
	- Promissory notes	-	1,082	-	-
		<u>674,469</u>	<u>485,529</u>	<u>-</u>	<u>-</u>
(c)	Equity instrument at fair value through other comprehensive income <i>Equity securities at FVOCI</i>	December 2025	December 2024	December 2025	December 2024
	Total equity at FVOCI	49,964	48,635	-	-
		<u>49,964</u>	<u>48,635</u>	<u>-</u>	<u>-</u>

(d)	In millions of Naira
Instruments of amortised cost	
- Government bonds	
- Treasury bills	
- Promissory note	
Less:	
- impairment on investments at amortised cost	

	Group		Company	
	December 2025	December 2024	December 2025	December 2024
	41,335	81,274	-	-
	23,172	216	-	-
	6,084	-	-	-
	<u>70,591</u>	<u>81,490</u>	<u>-</u>	<u>-</u>
	(2,244)	(121)	-	-
	<u>68,347</u>	<u>81,369</u>	<u>-</u>	<u>-</u>

22 Investment in Subsidiary

In millions of Naira

Investment in Sterling Bank Limited	-	241,586	210,519
Investment in The Alternative Bank	-	20,000	15,000
Investment in SterlingFi Wealth Management Ltd	-	300	300

	Group		Company	
	December 2025	December 2024	December 2025	December 2024
	-	-	241,586	210,519
	-	-	20,000	15,000
	-	-	300	300
	<u>-</u>	<u>-</u>	<u>261,886</u>	<u>225,819</u>

23 Other Assets

In millions of Naira

Financial assets

Accounts receivable (see note (a) below)

	Group		Company	
	December 2025	December 2024	December 2025	December 2024
	127,263	163,470	2,753	3,167
	<u>127,263</u>	<u>163,470</u>	<u>2,753</u>	<u>3,167</u>

Non-financial assets

Prepayments

23,421

Musharaka Stock

10,546

Commodity mudaraba stocks

93,506

Prepaid staff cost (see note (b) below)

4,908

Stock (see note (c) below)

2,345

Gross other asset

261,989

Impairment on other assets

(8,505)

253,484

219,964

4,385

5,632

-

-

-

(a) Included in account receivable are receivables from Parthian Capitals and SAMTL Properties in respect of loans sold to the companies.

(b) Prepaid staff cost are staff related benefits.

(c) Included cheque books, administrative stationaries, among others.

		Group		Company	
		December 2025	December 2024	December 2025	December 2024
24	Right-of-use asset				
	<i>In millions of Naira</i>				
	Opening balance	12,106	9,103	-	-
	Additions during the period	1,607	4,047	-	-
	Reversal	(1,455)	(11)	-	-
	Amortisation during the period (See note 13)	(1,332)	(1,033)	-	-
	Closing balance	<u>10,926</u>	<u>12,106</u>	<u>-</u>	<u>-</u>
25	Investment property				
	<i>In millions of Naira</i>				
		December 2025	December 2024	December 2025	December 2024
(i)	Cost				
	Opening balance	4,265	5,087	-	-
	Additions during the period	1,012	258	-	-
	Disposal	(2,346)	(1,080)	-	-
	Balance end of period	<u>2,931</u>	<u>4,265</u>	<u>-</u>	<u>-</u>
(ii)	Accumulated depreciation and impairment				
	Opening balance	229	297	-	-
	Depreciation (See note 13)	25	40	-	-
	Disposal	(89)	(108)	-	-
	Balance end of period	<u>165</u>	<u>229</u>	<u>-</u>	<u>-</u>
	Closing balance	<u>2,766</u>	<u>4,036</u>	<u>-</u>	<u>-</u>

The fair value of the Group's investment property at 31 December 2025 was determined by independent, appropriately qualified external valuer - Oladapo Olaiya (FRC/2013/NIESV/00000004238) of Dapo Olaiya Consulting (FRC/2013/000000000569). The entity maintains a valuation policy of three years (3 year) life in its investment properties assets. The total valuation amount stood at N4 billion.

The investment property consist of blocks of Buildings located at Prime Water View Gardens Estate 2, Ikate Lekki, Royalbridge Realtors Abijo, Ajah, Lekki Phase 1. The investment property is driven by Alternative Bank of the Group in line with the Central Bank of Nigeria guidelines and the provisions of IAS 40.

26 Property, plant and equipment

The movement on these accounts during the period was as follows:
Group

	Leasehold Land	Leasehold Building	Leasehold Improvement	Furniture, fittings and equipment**	Computer equipment	Motor vehicles	Capital work-in-progress	Total
In millions of Naira								
(a) Cost								
Balance as at 1 January, 2025	1,968	4,845	4,884	13,917	19,623	5,945	24,360	75,542
Additions for the period	599	650	441	2,387	9,379	1,299	19,477	34,232
Disposals	-	-	-	(338)	(43)	(290)	(6,708)	(7,379)
Reclassification	-	-	807	1,505	543	-	(2,855)	-
Writeoff	-	-	(526)	(743)	(5,654)	-	-	(6,923)
Balance as at 31 December 2025	2,567	5,495	5,606	16,728	23,848	6,954	34,274	95,472
Balance as at 1 January, 2024	1,990	4,537	3,380	9,447	8,835	5,603	15,151	48,943
Additions for the period	-	49	1,041	4,662	6,520	1,671	15,747	29,690
Disposals	(110)	(16)	(17)	(76)	(22)	(1,244)	-	(1,485)
Reclassification	88	288	752	1,024	4,471	(85)	(6,538)	-
Writeoff	-	(13)	(272)	(1,140)	(181)	-	-	(1,606)
Balance as at 31 December 2024	1,968	4,845	4,884	13,917	19,623	5,945	24,360	75,542
(b) Depreciation and impairment losses								
Balance as at 1 January, 2025	236	912	1,622	4,169	8,019	3,610	-	18,568
Charge for the period	-	98	487	1,882	2,379	1,050	-	5,896
Disposals	-	-	-	(108)	(43)	(256)	-	(407)
Writeoff	-	-	(526)	(713)	(5,640)	-	-	(6,879)
Balance as at 31 December 2025	236	1,010	1,583	5,230	4,715	4,404	-	17,178
Balance as at 1 January, 2024	242	833	1,558	4,130	6,749	3,444	-	16,956
Charge for the period	-	94	347	1,215	1,467	929	-	4,052
Disposals	(6)	(2)	(11)	(63)	(20)	(763)	-	(865)
Writeoff	-	(13)	(272)	(1,113)	(177)	-	-	(1,575)
Balance as at 31 December 2024	236	912	1,622	4,169	8,019	3,610	-	18,568
Carrying amounts								
Balance as at 31 December 2025	2,331	4,485	4,023	11,498	19,133	2,550	34,274	78,294
Balance as at 31 December 2024	1,732	3,933	3,262	9,748	11,604	2,335	24,360	56,974
Balance as at 1 January, 2024	1,748	3,704	1,822	5,317	2,086	2,158	15,151	31,987

26 (b) Property, plant and equipment

The movement on these accounts during the period was as follows:
Company

	Leasehold Land	Leasehold Building	Leasehold Improvement	Furniture, fittings and equipment**	Computer equipment	Motor vehicles	Capital work-in- progress	Total
In millions of Naira								
(a) Cost								
Balance as at 1 January, 2025	-	-	-	5	20	267	30	322
Additions for the period	-	-	60	25	6,765	-	734	7,584
Transfer	-	-	-	-	-	-	-	-
Balance as at 31 December 2025	-	-	60	30	6,785	267	764	7,906
Balance as at 1 January, 2024	-	-	-	-	1	317	-	318
Additions for the period	-	-	-	5	19	20	30	74
Disposals	-	-	-	-	-	(70)	-	(70)
Balance as at 31 December 2024	-	-	-	5	20	267	30	322
(b) Depreciation and impairment losses								
Balance as at 1 January, 2025	-	-	-	-	1	85	-	86
Charge for the period	-	-	5	3	120	67	-	195
Balance as at 31 December 2025	-	-	5	3	121	152	-	281
Balance as at 1 January, 2024	-	-	-	-	-	22	-	22
Charge for the period	-	-	-	-	1	79	-	80
Disposals	-	-	-	-	-	(16)	-	(16)
Balance as at 31 December 2024	-	-	-	-	1	85	-	86
Carrying amounts								
Balance as at 31 December 2025	-	-	55	27	6,664	115	764	7,625
Balance as at 31 December 2024	-	-	-	5	19	182	30	236
Balance as at 1 January, 2024	-	-	-	-	1	295	-	296

	Intangible assets	Group		Company		
		December 2025	December 2024	December 2025	December 2024	
<i>In millions of Naira</i>						
Purchased Software						
Cost						
Beginning of period	4,751	5,453	-	-	-	
Additions	893	3,042	-	-	-	
Writeoff	(117)	(3,744)	-	-	-	
Balance end of period	<u>5,527</u>	<u>4,751</u>	<u>-</u>	<u>-</u>	<u>-</u>	
Amortisation and impairment losses						
Beginning of period	1,488	4,732	-	-	-	
Amortisation for the period (See note 13)	951	500	-	-	-	
Writeoff	(117)	(3,744)	-	-	-	
Balance end of period	<u>2,322</u>	<u>1,488</u>	<u>-</u>	<u>-</u>	<u>-</u>	
Carrying amounts	<u>3,205</u>	<u>3,263</u>	<u>-</u>	<u>-</u>	<u>-</u>	
 28 Deposits to Banks						
<i>In millions of Naira</i>						
Balances due to Local banks (See (i) below)						
Money Market Deposits	-	32,852	-	-	-	
	-	16,512	-	-	-	
	<u>-</u>	<u>49,364</u>	<u>-</u>	<u>-</u>	<u>-</u>	
(i) This represents clearing/settlement position with local Banks						
 29 Deposits from customers						
<i>In millions of Naira</i>						
Current accounts						
Savings accounts	1,866,669	1,494,999	-	-	-	
Term deposits	477,008	397,863	-	-	-	
Pledged deposits	571,319	573,593	-	-	-	
	67,503	52,057	-	-	-	
	<u>2,982,499</u>	<u>2,518,512</u>	<u>-</u>	<u>-</u>	<u>-</u>	
 30 Other borrowed Funds						
<i>In millions of Naira</i>						
Foreign Funds						
Due to Blue Orchard (See (i) below)	18,491	20,410	-	-	-	
Due To Master Card Foundation (MCF)(See (ii) below)	31,505	33,891	-	-	-	
Due to Islamic Corporation Development Bank (See (iii) below)	11,190	28,527	-	-	-	
Due To Africa Agric and Trade Investment Fund (See (iv) below)	14,369	19,323	-	-	-	
Due to ECOWAS Bank for Investment and Development (See (v) below)	31,304	48,474	-	-	-	
Due to ECOWAS Bank for Investment and Development (See (vi) below)	74,315	-	-	-	-	
Due to International Finance Corporation (See (vii) below)	14,399	-	-	-	-	
	<u>195,573</u>	<u>150,625</u>	<u>-</u>	<u>-</u>	<u>-</u>	
Local Funds						
Due to BOI (See (viii) below)	1,584	1,647	-	-	-	
Due to CBN-Agric-Fund (See (ix) below)	20,022	32,336	-	-	-	
Due to Nigeria Mortgage Refinance Company (See (x) below)	886	1,059	-	-	-	
Due to Excess Crude Account (See (xi) below)	11,293	11,679	-	-	-	
Due to CBN - RSSF Fund (See (xii) below)	799	2,753	-	-	-	
Due to CBN - NESF Fund (See (xiii) below)	677	1,011	-	-	-	
Due to Development Bank of Nigeria (See (xiv) below)		12,724	-	-	-	
Due to Development Bank of Nigeria (See (xv) below)	27,230	-	-	-	-	
	<u>62,491</u>	<u>63,209</u>	<u>-</u>	<u>-</u>	<u>-</u>	
	<u>258,064</u>	<u>213,834</u>	<u>-</u>	<u>-</u>	<u>-</u>	

- (i) This represents Naira equivalent of \$25.5 million multi-credit on-lending facility from BlueOrchard Finance Ltd granted in March 2022. The purpose of the facility is to support and expand Sterling Bank's financial intervention in the HEART (Health, Education, Agriculture, Renewable Energy and Transportation) sectors and MSMEs. The loan is for a period of 5 years and is priced at 6 months SOFR plus a margin of 545 basis points.
- (ii) This represents Naira equivalent of \$21.9 million from Master Card Foundation (MCF). It is a blended lending programme (MCF 65%, Sterling 35%) to MSMEs to help them withstand and respond to short term impacts of the COVID-19 Pandemic, while strengthening resilience in the Agricultural sector. The agreed period for the scheme is 24 months in the first instance but with renewal option/fund utilization for charitable projects by MCF. The facility attracts a margin of 9%.

In 2021, Sterling Bank received additional disbursement of \$6.4 million from Master Card Foundation (MCF). The agreed period for the scheme is 48 months. There is an ongoing discussion for extension of the facility tenure.

- (iii) This represents Naira equivalent of \$25 million amortising Murabaha financing facilities granted in June 2021 by Islamic Corporation to hitherto Non-Interest Banking Window and now The Alternative Bank for the development of the private sector expiring in June 2026. The facility is at a margin of 6.21%.
- (iv) This represents the outstanding balance on the \$15 million credit facility granted to Sterling Bank by Africa Agriculture and Trade Investment Fund payable in 6 years in 11 installments commencing September 2023. Interest is payable quarterly at the rate of 7.75%. The facility will mature in March 2029.
- (v) This represents Naira equivalent of \$50 million on-lending facility granted to Sterling Bank by ECOWAS Bank for Investment and Development granted in December 2022. The purpose of the facility is to support lending to Corporate and SMEs within Sterling Bank's focus HEART (Health, Education, Agriculture, Renewable Energy and Transportation) sectors. The loan is for a period of 5 years and attracts 7% interest rate.
- (vi) In June 2025, the Bank received additional disbursement of \$50 million from ECOWAS Bank for Investment and Development. The facility is to be repaid in 8 equal installments over a period of 5 years and attracts 7.75% interest rate.
- (vii) This represents Naira equivalent of \$10 million Global Warehousing Financing Program facility granted to Sterling Bank by International Finance Corporation in November 2025. The purpose of the facility is to support the Bank's lending program to eligible agribusiness sub-borrowers in Nigeria. The loan is renewable annually for a maximum period of 3 years and attracts interest rate of 6 months SOFR + 3%.
- (viii) This represents the outstanding balance on the funding granted to Sterling Bank by BOI under the Small and Medium Enterprise Refinancing and Restructuring Fund (SMERRF). The SMERRF is administered at an all-in interest rate of 10% per annum payable on a monthly basis, one-off fee 2% and monitoring fee of 0.125% payable on quarterly basis. The tenor of the facilities range between 5 years to 7 years.
- (ix) Central Bank of Nigeria (CBN) in collaboration with the Federal Government of Nigeria (FGN) represented by the Federal Ministry of Agriculture and Water Resources (FMA & WR) established a Commercial Agricultural Credit Scheme, (CACS) to promote commercial agricultural enterprise in Nigeria. Sterling Bank obtained the loan on behalf of the customer at 2% to lend to the customer at 9% inclusive of management and processing fee. Repayment proceeds from CACS projects are repatriated to CBN on quarterly basis.
- (x) This represents a loan agreement between the Group's banking subsidiaries and Nigeria Mortgage Refinance Company PLC (NMRC) for NMRC to refinance from time to time Mortgage Loans originated by the banks with full recourse to the banks on the terms and conditions stated in the agreement. The facility was obtained during the year 2016 at an interest rate of 15.5% per annum to mature 7 September 2031.
- (xi) This is a facility granted as a result of the decision made during the June 2015 National Economic Council (NEC) meeting for deposit money banks to extend concessionary loans to state governments using the balance in the Excess Crude Account (ECA) as collateral. Osun and Kwara State Government indicated their willingness to work with Sterling Bank on the transaction. The Osun State Government applied for N10 billion, while Kwara State Government applied for N5 billion. The facilities were approved at the June 2015 National Economic Council meeting. The purpose of the loans are for developmental and infrastructure projects in the states. CBN granted the loan to the states at 9% annually for 20 years.
- (xii) The Central Bank of Nigeria, as part of the efforts to unlock the potential of the real sector to engender output growth, value added productivity and job creation has established a N300 billion Real Sector Support Facility (RSSF). The Facility will be used to support large enterprises for start-ups and expansion financing needs of N500 million up to a maximum of N10.0 billion. The loan tenor is 10 years with moratorium and at all in rate of 9% per annum.
- (xiii) Non-Oil Support Export Stimulation Facility (NESF) is designed to redress the declining export credit and reposition the sector to increase its contribution to revenue generation and economic development. It is designed to be accessed by exporters at a single digit of 9% and maximum obligor limit of N5bn. It is aimed at improving export financing and additional opportunities for exporters to upscale and expand their businesses in improving their competitiveness.
- (xiv) This represents the carrying amount of the N25 billion facility from DBN granted in May 2024. The purpose of the facility is to support qualifying micro, small and medium enterprises. The loan is for a period of 12 months at an interest rate of 20.5% per annum. The facility matured in May 2025 and was fully repaid.
- (xv) This represents the carrying amount of the N20 billion and N8.4 billion facility from DBN granted in May and July 2025 respectively. The purpose of the facility is to support qualifying micro, small and medium enterprises. The loan is for a period of 3 years and 4 years respectively at an interest rate of 18% per annum.

31

Debt securities in issue

In millions of Naira	Group		Company	
	December 2025	December 2024	December 2025	December 2024
16.25% Debt securities carried at amortised cost (See (i) below)	-	34,056	-	-
	-	34,056	-	-

Movements in debt securities issued

In millions of Naira	December 2025	December 2024	December 2025	December 2024
At beginning of the period	34,056	33,959	-	-
Repayments	(32,899)	-	-	-
Accrued interest	4,122	5,013	-	-
Interest paid	(5,279)	(4,916)	-	-
	-	34,056	-	-

This represents a N32.899 billion 7-year 16.25% subordinated unsecured non-convertible debenture stock issued by Sterling Investment Management SPV Plc and approved on 27 November 2018 and 5 October 2018 by the Central Bank of Nigeria and the Securities & Exchange Commission, respectively. Interest is payable semi-annually on the non-convertible debenture stock due in 2025. The effective interest rate is 16.887% per annum, and until the entire stock has been redeemed, the Issuer (Sterling Investment Management SPV Plc) is obliged to pay interest to the Trustees on behalf of the bond holders.

The debenture stock matured in October 2025 and has been fully repaid.

32	Other Liabilities	Group		Company		
		December 2025	December 2024	December 2025	December 2024	
<i>In millions of Naira</i>						
Financial Liabilities						
Creditors and accruals	94,837	53,665	777	66		
Certified cheques	2,650	2,199	-	-		
Defined contribution obligations	9	-	-	-		
Customers' deposits for foreign trade	52,143	266,750	-	-		
Term borrowing	-	-	6,798	-		
Other credit balances (see (i) below)	69,353	67,995	568	568		
	<u>218,992</u>	<u>390,609</u>	<u>8,143</u>	<u>634</u>		
Non Financial Liabilities						
Information technology levy	1,059	527	60	83		
Nigerian Police Trust Fund levy	4	3	-	-		
Windfall levy	971	3,683	-	-		
Science and Engineering Infrastructure Levy	200	105	-	-		
	<u>221,226</u>	<u>394,927</u>	<u>8,203</u>	<u>717</u>		

(i) Other credit balances include CBN FX bid cover, Bond proceed collection, e-business settlement, long outstanding draft, upfront fees on financial guarantee contract (such as Advance Payment Guarantee and Bid bond), among others.

33	Lease Liability	Movement in Lease Liability is as shown below:				
		December 2025	December 2024	December 2025	December 2024	
<i>In millions of Naira</i>						
Opening Balance						
	1,800	134	-	-	-	
Additions	545	1,456	-	-	-	
Lease expense	33	249	-	-	-	
Payments during the year	692	(36)	-	-	-	
Reversal**	(1,455)	(13)	-	-	-	
Interest on lease liability***	30	10	-	-	-	
	<u>1,645</u>	<u>1,800</u>	<u>-</u>	<u>-</u>		

**This relates to lease liabilities that were derecognised during the year to either discontinuation of lease agreement or outright purchase of leased properties by the Group.

***Interest on lease liability is included in interest expense using effective interest rate (note 4).

34	Provisions	Movement in provisions in other liabilities				
		December 2025	December 2024	December 2025	December 2024	
<i>In millions of Naira</i>						
Provisions for litigations and claims (see note (a) below)						
	198	198	-	-	-	
Provisions for guarantees and letters of credit	407	378	-	-	-	
	<u>605</u>	<u>576</u>	<u>-</u>	<u>-</u>		
Movement in provisions in other liabilities						
<i>In millions of Naira</i>	December 2025	December 2024	December 2025	December 2024		
Balance, beginning of period	576	724	-	-		
Additions	29	-	-	-		
Write-back during the year	-	(148)	-	-		
	<u>605</u>	<u>576</u>	<u>-</u>	<u>-</u>		

(a) The provision amount represents litigation and claims against the Group as at 31 December 2025. These claim arose in the normal course of business and are being contested by the Group. The Directors, having sought advice of professional counsels, are of the opinion that this provision is adequate for liability that have crystallised from these claims. There is no expected reimbursement in respect of this provision.

35	Capital and reserves	Share capital				
		December 2025	December 2024	December 2025	December 2024	
<i>In millions of Naira</i>						
Authorised:						
52.12 billion (2024 : 45.76 billion) Ordinary shares of 50k each	<u>27,345</u>	<u>22,729</u>	<u>27,345</u>	<u>22,729</u>		
Issued and fully-paid:						
52.12 billion (2024 : 45.76 billion) Ordinary shares of 50k each	<u>27,345</u>	<u>22,729</u>	<u>27,345</u>	<u>22,729</u>		
Movement in nominal share capital in units						
At beginning of the period	45,457	28,790	45,457	28,790		
Right shares issued**	6,660	16,667	6,660	16,667		
At end of the period	<u>52,117</u>	<u>45,457</u>	<u>52,117</u>	<u>45,457</u>		
Movement in issued and fully paid share capital in million naira						
At beginning of the period	22,729	14,395	22,729	14,395		
Right shares issued**	4,616	8,334	4,616	8,334		
At end of the period	<u>27,345</u>	<u>22,729</u>	<u>27,345</u>	<u>22,729</u>		

(b)	Share premium	Share premium				
		December 2025	December 2024	December 2025	December 2024	
<i>In millions of Naira</i>						
Share premium						
	<u>139,742</u>	<u>108,292</u>	<u>139,742</u>	<u>108,292</u>		
Movement in share premium in million naira						
At beginning of the period	108,292	42,759	108,292	42,759		
Addition**	31,450	65,533	31,450	65,533		
At end of the period	<u>139,742</u>	<u>108,292</u>	<u>139,742</u>	<u>108,292</u>		

** In 2024, the bank issued 6,659,927,623 units of shares by way of Right Issue at a price of N4.00. The Right Issue was approved by the Central Bank of Nigeria and the Securities & Exchange Commission on 23 April 2025 and 27 May 2025, respectively.

(c) Statutory reserves

The other regulatory reserves includes movements in the statutory reserves. Nigerian banking regulations require banks to make an annual appropriation to a statutory reserve. As stipulated by S.16(1) of the Banks and Other Financial Institution Act of Nigeria, an appropriation of 30% of profit after tax is made if the statutory reserve is less than paid-up share capital and 15% of profit after tax if the statutory reserve is greater than the paid up share capital.

(d) Fair value reserve

The fair value reserve includes the net cumulative change in the fair value on investments carried at fair value through other comprehensive income until the investment is derecognised or impaired.

(e) Regulatory risk reserve

The Central Bank of Nigeria stipulates that provisions for loans recognised in the profit or loss account be determined based on the requirements of IFRS. The IFRS provision should be compared with provisions determined under prudential guidelines and the expected impact/changes in retained earnings should be treated as follows:

(i) Prudential impairment allowance is greater than IFRS impairment allowance: transfer the difference from the retained earnings to a non-distributable regulatory risk reserve.

(ii) Prudential impairment allowance is less than IFRS impairment allowance: the excess charges resulting should be transferred from the regulatory risk reserve account to the retained earnings to the extent of the non-distributable reserve previously recognised.

(f) SMEIS reserve

The SMEIS reserve is maintained to comply with the Central Bank of Nigeria (CBN) requirement that all licensed banks set aside a portion of the profit after tax in a fund to be used to finance equity investment in qualifying small and medium-scale enterprises. Under the terms of the guideline (amended by CBN letter dated 11 July 2006), the contributions will be 10% of profit after tax and shall continue after the first 5 years but banks' contributions shall thereafter reduce to 5% of profit after tax. However, this is no longer mandatory. In prior year, 10% of profit after taxation was transferred to SMEIS reserves in accordance with Small and Medium Enterprise Equity Investment Scheme as revised in April 2005. Sterling Bank has suspended further appropriation to SMEIS (now known as Microcredit Fund) reserve account in line with the decision reached at the Banker's Committee meeting and approved by CBN.

(g) AGSMEIS reserve

The AGSMEIS reserve is maintained to comply with the requirement of Central Bank of Nigeria which requires banks to set aside 5% of their Profit After Tax for investment in Agri-Business/Small and Medium Enterprises. This Investment Scheme aimed at supporting the Federal Government's effort at promoting agricultural businesses as well as Small and Medium Enterprises. The fund is domiciled with the Central Bank of Nigeria.

(h) Re-organisation Reserve

This represents the difference between the carrying value of shares of erstwhile Sterling Bank Plc (N151.5billion) as at date of re-organization and the cost of shares (share capital and share premium) exchanged (N57.13 billion).

(i) Retained earnings

Retained earnings are the carried forward recognised income net of expenses plus current period profit attributable to shareholders.

36 Cash and cash equivalents

For the purpose of cash flow, cash and cash equivalents include cash and foreign monies, unrestricted balances with Central Bank of Nigeria, balances held with local Banks, balances held with bank outside Nigeria and money market placements.

In millions of Naira	Group		Company	
	December 2025	December 2024	December 2025	December 2024
Cash and foreign monies (See note 16)	30,625	28,453	-	-
Unrestricted balances with Central Bank of Nigeria (See note 16)	12,162	61,585	-	-
Balances held with local banks (See note 17)	5,737	6	8,471	14,735
Balances held with banks outside Nigeria (See note 17)	442,416	557,625	-	-
Money market placements (See note 17)	22,200	11,824	-	-
	<u>513,140</u>	<u>659,493</u>	<u>8,471</u>	<u>14,735</u>

37 Contingent Liabilities and commitments

In the normal course of business, the Group conducts business involving acceptances, performance bonds and indemnities. The majority of these facilities are offset by corresponding obligations of third parties. Contingent liabilities and commitments comprise performance bonds, acceptances, guarantees and letters of credit.

To meet the financial needs of customers, the Group enters into various commitments and contingent liabilities. These consist of Financial guarantees and letters of credits. These obligations are not recognised on the statement of financial position because the risk has not crystallised.

Letters of credit and guarantees commit the Group to make payment on behalf of customers in the event of a specific act, generally related to the import or export of goods. Guarantees and standby letters of credit carry a similar credit risk to loans.

The following table summarises the nominal principal amount of contingent liabilities and commitments with off-financial position risk:

In millions of Naira	Group		Company	
	December 2025	December 2024	December 2025	December 2024
Bonds, guarantees and indemnities	381,150	189,996	-	-
Letters of credit	136,103	96,119	-	-
Performance bonds	74,747	66,434	-	-
	<u>592,000</u>	<u>352,549</u>	<u>-</u>	<u>-</u>

38 Events during and after the reporting period

There were no events after the reporting date which could have a material effect on the financial position of the Group and the Company as at 31 December 2025 and profit or loss and other comprehensive income attributable to equity holders on that date which have not been adequately adjusted for or disclosed.

39 Public Offer Capital Raise

In furtherance of its recapitalisation plan, the Company completed a public offer for the subscription of ordinary shares in September 2025. Subsequent to the reporting date, the accepted proceeds of the offer have received approval from the Central Bank of Nigeria (CBN), while other requisite regulatory approvals remain in progress.

This transaction represents the final phase of the Company's recapitalisation programme and it ensures that its banking subsidiaries continue to meet the revised minimum capital requirements prescribed by the CBN for deposit money banks operating in Nigeria.