



TAJBANK LIMITED

AUDITED ANNUAL REPORT &

FINANCIAL STATEMENTS

31 DECEMBER 2025

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TAJBank Limited

Plot 72, Ahmadu Bello Way
Central Business District, Abuja, Nigeria.



Our Vision

To be the leading African financial institution with a reputation for excellent customer experience and innovative solutions.



Our Mission

To build a sustainable ethical brand through exceptional service, innovation and professionalism whilst enhancing stakeholders' value.



Core Values

TRUST AND JUSTICE.
CUSTOMER CENTRIC.
EXCELLENCE.
DETERMINATION.
INNOVATION

} **TAJ-CEDI**

TAJBank Limited

Plot 72, Ahmadu Bello Way
Central Business District, Abuja, Nigeria.

DIRECTORS, OFFICERS AND PROFESSIONAL ADVISERS

Alh. Tanko Isiaku Gwamna	-	Chairman
Alh. Tata S. Omar	-	Non-Executive/Independent Director
Mr. Adekunle J. Awe	-	Non-Executive/Independent Director
Hajiya Mariam Ibrahim	-	Non-Executive Director
Mallam Ahmed A. Joda	-	Non-Executive Director
Mr. Kogis Jonathan Luka	-	Non-Executive Director
Barr. Habib Alkali	-	Non-Executive Director
Mr. Charles Ebiengang	-	Non-Executive Director
Hajiya Hafsatu Lawal Garba	-	Non-Executive Director
Dr. Nura Manu Soro	-	Non-Executive Director
Dr. Jameel Muhammad Sadis	-	Non-Executive Director
Mr. Hamid A. Joda	-	Managing Director
Mr. Sherif Idi	-	Executive Director

COMPANY SECRETARIAT - Amina Usman Toli

REGISTERED OFFICE TAJBank Ltd
Plot 72, Ahmadu Bello Way
Central Business District
Abuja

AUDITORS Ahmed Zakari & Co.
5th Floor African Alliance Building
F1 Sani Abacha Way
P.O. Box 6500
Kano

TAX ADVISORS Fiduciary Consulting
No. 5 Port Harcourt crescent,
NSITF Building Area 11
Garki, Abuja

**FINANCIAL REPORTING COUNCIL
OF NIGERIA (FRCN) CORPORATE
NUMBER** FRC/2023/COY/398708

Our Branches

S/n	Branch Name	Branch Type	Region
1	Abuja Corporate Branch	Branch	Abuja region
2	Wuse Main Branch	Branch	Abuja region
3	Gwarimpa Branch, Abuja	Branch	Abuja region
4	Ogun House Branch	Branch	Abuja region
5	National Assembly Branch	Branch	Abuja region
6	Airport Road Cash Center	Cash Center	Abuja region
7	Wuse Cash Center	Cash Center	Abuja region
8	Garki Cash Center	Cash Center	Abuja region
9	Gudu Cash Center	Cash Center	Abuja region
10	Kubwa Cash Centre	Cash Center	Abuja region
11	Marina Branch, Lagos	Branch	Lagos Mainland
12	Aspamda, Lagos Branch	Branch	Lagos Mainland
13	Oshodi Branch, Lagos	Branch	Lagos Mainland
14	Apapa Branch	Branch	Lagos Mainland
15	Allen Avenue Branch	Branch	Lagos Mainland
16	Ketu Branch, Lagos	Branch	Lagos Mainland
17	Trans-Amadi, PH Branch	Branch	South South/South East
18	Owerri Branch	Branch	South South/South East
19	Asaba Branch	Branch	South South/South East
20	Uyo Branch	Branch	South South/South East
21	Enugu Branch	Branch	South South/South East
22	Ikoyi Branch	Branch	Lagos Island
23	Ajah, Lagos Branch	Branch	Lagos Island
24	Admiralty, Lagos Branch	Branch	Lagos Island
25	Idumagbo Branch, Lagos	Branch	Lagos Island
26	Osogbo Branch	Branch	Lagos Island
27	Ilorin Branch	Branch	Lagos Island
28	Kano Main Branch	Branch	North West Region
29	Zoo Road	Branch	North West Region
30	Sokoto Branch	Branch	North West Region
31	Sabon Gari Branch	Branch	North West Region
32	Kofar Wambai	Branch	North West Region
33	Katsina Branch	Branch	North West Region
34	Kurna Asabe Branch	Branch	North West Region
35	Gusau Branch, Zamfara	Branch	North West Region
36	Hotoro	Branch	North West Region
37	Kabuga, Kano Branch	Branch	North West Region

TAJBank Limited

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38	Naibawa, Kano Branch	Branch	North West Region
39	Sharada	Cash Center	North West Region
40	Funtua Branch, Katsina	Branch	North West Region
41	Bello Road, Kano Branch	Branch	North West Region
42	Dutse Branch	Branch	North West Region
43	Maiduguri Monday Market Branch	Branch	North East Region
44	Gombe Old Market Branch	Branch	North East Region
45	Damaturu Branch	Branch	North East Region
46	Bauchi	Branch	North East Region
47	Yola Branch	Branch	North East Region
48	Mubi Branch, Yola	Branch	North East Region
49	Jalingo Branch	Branch	North East Region
50	Potiskum Branch	Branch	North East Region
51	Baga Road,	Cash Center	North East Region
52	Kaduna Main Branch	Branch	North Central Region
53	Kasuwan Bacci Branch	Branch	North Central Region
54	Yakubu Gowon Branch	Branch	North Central Region
55	Kawo Branch	Branch	North Central Region
56	Sabon Tasha Branch	Branch	North Central Region
57	Rigasa Branch	Branch	North Central Region
58	Magajin Gari	Branch	North Central Region
59	Jos Branch	Branch	North Central Region
60	Minna	Branch	North Central Region
61	Dilimi Branch	Cash Center	North Central Region
62	Katako Branch	Cash Center	North Central Region

About TAJBank

TAJ Bank secured its banking license from the Central Bank of Nigeria on the 3rd of July 2019 and commenced operations on the 2nd of December 2019 with two pioneering branches – its Corporate Branch in Abuja and a branch in Kano. From inception, the Bank has demonstrated an immense appetite for growth and innovation, rendering exceptional services to customers with a well-motivated workforce. As a Bank with the strategic intent of building sustainable ethical Banking products and services, they leverage on mainstream and social media. The Bank’s vision is to become “the leading African financial institution dominating in customer experience and innovative solutions”. The bank actively opens branches across Nigeria, expanding its footprint.

The Bank’s core values include **Trust and Justice; Customer-centricity; Excellence; Determination; and Innovation.**

Despite the challenges posed by the global pandemic back in 2019/2020, TAJBank proactively expanded its operations and secured licenses for critical banking products, such as Letter of Credit Dealership and Foreign Exchange.

After eight (8) months of productive operations, excellent strategic leadership and effective performance management, the Bank achieved a record high EPS and proceeded to make profit in the subsequent months. Sequel to this record, TAJBank was awarded the Best Non-Interest Bank 2020 by IFN, Thinkers Magazine Bank of the year 2020, Leadership Newspaper Bank of the year 2020, Innovative Islamic Bank of the year 2021 by AICIF and, Business Day BAFI Award Bank of the year 2021.

Since commencing operations, TAJBank has demonstrated its commitment to growth and expansion, reflected by the frequent development of new products. Demonstrating a commitment to growth, TAJBank consistently introduced new products to its fold. Notable offerings include Jualah (contract projects). Jualah reflects the Islamic finance approach of facilitating economic activities while adhering to ethical and Sharia-compliant principles. Musharakah (partnership agreement), CashWaqf (a contract for charity), and refinancing to mention just a few.

TAJBank has opened several additional branches with major expansions in states such as Abuja, Kano, Kaduna and Lagos which individually have at least 3 branches. TAJBank's expansion strategy involves opening branches in strategic locations, with a focus on states with a thriving commercial presence.

In Abuja, the Bank strategically places core branches and cash centers to ensure accessibility to non-interest finance for traders in market spaces. This thus enables the Bank to find newer mediums to connect with a larger audience. A few notable branches in the city of Abuja are National Assembly, Garki Market, Wuse Market, Gudu Market, Gwarinpa, Wuse 2, Ogun House, Kubwa, A.A Rano Airport Road and its Head Office situated along Ahmadu Bello Way, FCT, Abuja. Other branches include Sabon Gari, Kofar Wambai, Zoo Road, M.M Way, Naibawa, Bello Road, Hotoro, Kurna Asabe and Kabuga in Kano, Apapa, Bourdillion, Ajah, Trade Fair, Oshodi, Marina in Lagos, Kasuwan Bacci, Kigo Road, Sabon Tasha, Nnamdi Azikiwe Bypass, Kawo in Kaduna, Sokoto, Gombe, Maiduguri, Yola, Borno with recent openings of Port Harcourt, Owerri, Oshogbo, Ilorin branches making its entrance in the southern and western regions of Nigeria following the acquisition of a national license back in August 2022. This has culminated above sixty (60) robust and responsive branches and counting.

Despite the economic challenges, TAJ Bank has demonstrated resilience by ensuring rigorous risk assessment procedures were implemented during this period both in the areas of brand expansion and product development.

A flagship product worth mentioning is the Mudarabah Time Deposit popularly referred to as an MTD. The Mudarabah Time Deposit (MTD) is a prominent product which enables Individuals or entities to invest a certain amount of money (capital) with TAJBank under a Mudarabah contract.

TAJBank acts as the Mudarib (manager) of the funds, using them for various Sharia-compliant investment activities, this is one of the most ethical investment options for investors, where from a minimum of a 100,000.00 naira, an investment can be made for at least thirty (30) days on a roll over basis.

Investors choosing Mudarabah Time Deposit participate in ethical and socially responsible investment while contributing to the bank's activities in a mutually beneficial manner.

The strategic commitment of the Bank is to be among the dominant Non-Interest Bank operating in Nigeria with comprehensive non-interest banking products and services coverage; rank among the top 10 Deposit Money Banks (DMBs) in Nigeria; and pursue global branch expansion to achieve more branches across state capitals/major commercial centers.

It launched the first of its kind Mudarabah Sukuk (profit-sharing) an investment in corporate properties; the investors are paying rental incomes bi-annually. TAJBank's innovative approach is evident in the introduction of the Mudarabah Sukuk.

"Sukuk" refers to Islamic financial certificates, often referred to as "Islamic bonds." These financial instruments comply with Islamic principles, which prohibit the payment or receipt of interest (usury), and they represent ownership in a tangible asset, service, project, business, or investment activity.

This asset could be real estate, infrastructure projects, or other tangible business ventures.

The Mudarabah Sukuk was listed on the floor of the Nigerian Exchange – the first of its kind in Africa. This was due to the outstanding success of the Sukuk, raising N11.4 billion under its N100 billion sukuk series 1 issuance programme. It contributes greatly to developmental purposes.

TAJBank introduced TAJWAY, a bespoke digital banking platform that supports customers' activities digitally. One of the unique features of TAJWAY is its multiple transfer options.

This feature enhances the flexibility of fund transfers, allowing customers to perform various types of transfers conveniently within the platform. TAJWAY contributes to making non-interest finance accessible to a larger audience, extending beyond traditional brick-and-mortar branches.

The application design is praised for its amazing, straightforward, and intuitive user interface. It includes a feature where entering the account number automatically shows the top 3 banks accurately 100% of the time – a novel feature of the app.

The platform has incorporated the latest technologies to enhance the overall banking experience for users. The design aims to offer a seamless and user-friendly experience for customers conducting digital transactions. Digital banking platforms prioritize security, and TAJWAY has implemented a robust security measure to safeguard customer information and transactions.

TAJBank's impressive growth trajectory has attracted mainstream players in the economy and has not only demonstrated that non-interest banking is a very profitable venture but has also proven this through financial results repeatedly.

The declaration of dividends in TAJBank's 3rd year of business is unprecedented in the Nigerian banking history. Lastly and most importantly, the bank has funded several businesses that have created jobs and made significant impacts in the Nigerian economy.

SOME SUCCESS STORIES FOR TAJBANK AND LANDMARKS INCLUDE

1. Financial performance of the Bank with
 - Profit before Tax (PBT) rising to N1.6 billion in FY2021, representing 433 percent improvement over the preceding year's profit. 117 per cent growth in gross revenue from N3.3 billion in FY2020 to N7.2 billion in FY2021
 - Balance sheet growth from N50 billion in FY2020 to N110 billion in FY2021, signaling a 122 per cent growth.
2. Credit rating upgrade to "BBb+" by Agosto & Co reflecting "the Bank's good liquidity profile, satisfactory capitalization, improving profitability and a growing franchise in the Islamic banking space." Similarly, DataPro assigned the Bank a short-term rating of A2 and long-term of BBb+ with a stable outlook.
3. Issuance of National Banking license by the Central Bank of Nigeria.
4. The Bank recorded its earliest success in 2020 when it broke the record of being the first non-interest bank to break even within its first financial year. The Bank continues to grow in leaps and strategically sighted branches/service touch points across the 3 Geopolitical Zones in the country, which occasioned the issuance of a National license by the Central Bank of Nigeria in August 2022.
5. Successful bond sale of its N10 billion 15 per cent Series 1 Sukuk issuance programme, which ran from Tuesday, September 20, 2022, and ended on October 28, 2022.
6. First corporate to list sukuk bond on Nigerian exchange limited (NGX) after successfully raising N11.4 billion under its N100 billion sukuk series 1 issuance programme.
7. Reception of ISO 27001, ISO 22301, and ISO 20000 certifications on Information Security, Business Continuity, and IT Service Management Systems respectively.
8. Award for Business Day Islamic Bank of the Year 2022 by Banks and other Financial Institutions Awards 2022 (BAFI).
9. Development and launch of TAJWAY (TAJBank's Digital Banking App with features embedded to rival the market).
10. Branch expansion from 23 branches to 40 branches (including cash centers) in 2023.
11. TAJBank solidifies itself as the top bank in the NIB space with the biggest Tier 1 capital and PBT in the niche industry.
- 12. TAJBank secured the award for both the Best Sukuk Deal of the Year and the Most**

Promising CEO of the Year for Mr. Hamid Joda by **the Global Islamic Finance Awards (GIFA)** ceremony that held in Dakar, Senegal.

13. TAJBank also secured the award for the **Best Islamic Bank of the Year** award amongst its peers in the non-Interest space by the **Business Day Banks and Other Financial Institution Awards (BAFI)** for the third time in a row.
14. Also, the Bank scooped three awards at the 6th African International Conference on Islamic Finance (AICIF) which Best Innovative Bank of the Year, Best Mudarabah Sukuk Deal of the Year and the Islamic Personality of the Year for Mr. Hamid Joda.
15. The ₦20 billion Mudarabah Sukuk Series 2 Issuance (2025) recorded a highly successful bond sale, attracting 2,586 applications for 57,029,771 units valued at ₦57.03 billion. This reflects a subscription level of 285.15%, representing an over- subscription of 185.15%. The Offer was fully allotted.
16. The Bank has met with the recapitalization requirement of N20 billion as approved by the CBN. Therefore, the Bank can comfortably compete with Tier 2 banks.

The Board



Alhaji Tanko Isiaku Gwamna– Chairman, Board of Directors

He began his career in real estate in 1987 before moving fully into the finance sector. His meritorious service to the country has seen him holding several appointments at the government level, such as Honourable Commissioner of Agriculture and Honourable Commissioner, Ministry of Works and Housing, Gombe State during the Danjuma Goje administration. Tanko Isiaku Gwamna holds a First Class Degree in Economics.

He is the Chairman of Grandscope Construction Co. Ltd, a successful construction company, with global exposure in business activities. Alhaji Isiaku Gwamna has been rendering humanitarian support to less privileged and distressed persons. He is, indeed, an icon to the development medium and small enterprises in the North-east zone of Nigeria.



Mr. Hamid Joda – Managing Director/Chief Executive Officer

Hamid Joda is a seasoned banker with over 20 years banking experience covering Treasury, Business Development, Consumer/Retail Banking, Branch Banking and the Public Sector. He began his career at Niger Insurance Plc in 1999 before moving to City Express Bank Ltd, Lagos the same year where he held the position of Senior Supervisor. He also worked at Continental Trust Bank Ltd, Kano as a Senior Analyst and at the defunct Oceanic Bank International Nigeria Ltd. He was the pioneer Branch Manager of Fidelity Bank Plc, Kano from where he rose to the position of Area Manager in charge of the North East.

His extensive experience led him to First Inland Bank (Finbank Plc) Abuja as Group Head Retail Banking (North) where he later rose to become the Divisional Head, Retail Banking of the Bank. Hamid Joda was the Divisional Head, Public Sector, First City Monument Bank (FCMB) Ltd. He holds a BSc in Business Administration (Banking & Finance) from the University of Maiduguri and an MBA from Bayero University, Kano. He is also a member of the Chartered Institute of Bankers of Nigeria. (CIBN)

Mr. Joda is the Founder and Managing Director/Chief Executive Officer of TAJBank Limited. He led the team to realize the vision of setting-up the second non-interest Bank in Nigeria.



Mr. Sherif Idi - Executive Director/Executive Compliance Officer

Sherif Idi has over 20 years career offers prolific experience in Operations, Branch Management, Business Development and Public Sector Businesses.

He started his career at Inland Bank Nig. Plc, Abuja in 1999 as a Supervisor, where he worked in various units of the Bank.

After the merger of Inland Bank and First Atlantic in 2004, which became First Inland Bank (and subsequently FinBank Plc), he became Senior Operations Officer and was later saddled with the responsibility of Branch Manager.

He was a Group Head in the Public Sector Division at First City Monument Bank Ltd before embarking on the journey to set up TAJBank.

He is the Co-Founder of TAJBank Ltd and the Executive Director of TAJBank Limited.



Alhaji Tata S. Omar (Independent Non-Executive Director)

Alhaji Omar started his banking career in 1991 at the Nigerian Agricultural & Cooperative Bank (NACB) as an Assistant Manager. He later joined the defunct Inland Bank Ltd in the year 1996 as a Deputy Manager. He rose through the ranks to become Principal Manager overseeing the Apapa region and later Zonal Director, Lagos.

Following the merger between Inland and First Atlantic Banks to create the defunct Finbank Plc, Alhaji Omar was appointed Zonal Executive in charge of Bauchi region which spanned the Bank's operations in the North Eastern region of Nigeria.

Alhaji Omar earned an M.Sc. in Fisheries and a Post Graduate Diploma in Management from the Usman Danfodio University, Sokoto. He also holds an MBA from the Usman Danfodio University, Sokoto and a Senior Management Programme Certificate from the prestigious Lagos Business School.

He has attended numerous courses in Nigeria and abroad across different spheres, including Credit Analysis, International and Foreign Trade, Bank Lending and Credit Management etc. He is an honorary senior member of the Chartered Institute of Bankers of Nigeria (CIBN).



Mr. Adekunle J. Awe (Independent Non-Executive Director)

Adekunle James Awe's 21 years expertise in the financial sector spans Internal Control, Internal Audit, Banking Operations, Business Process Review and Compliance.

He was the Head of Compliance at the First City Monument Bank Ltd (FCMB). Prior to joining FCMB, He was the Divisional Head, Internal Control and Ag. Chief Compliance Officer of Finbank Plc. He worked at First Atlantic Bank Plc. as the Divisional Head, Internal Control.

Adekunle holds MBA with specialization in Human Capital Management from the Lagos State University and a Higher National Diploma in Accountancy from the Lagos State Polytechnic.

He is a fellow of the Institute of Chartered Accountants of Nigeria (ICAN), an Associate Member Institute of Management and a Certified Fraud Manager.



Hajiya Mariam Ibrahim – (Non-Executive Director)

Mariam Ibrahim's almost twenty-year (20) career spans financial advisory, equity/debt capital raising and fund & portfolio management. Her financial career commenced at FSB Bank Plc where she worked as an Operations Officer. She also worked at BGL Securities Ltd as a Senior Investment Executive before leaving to set up Inverness Wealth Management Ltd, a Securities & Exchange Commission (SEC) licensed investment bank. The firm has grown its asset portfolio of financial and physical assets to over N10 billion.

Mariam currently serves on the boards of Prosperous Holdings Nigeria Ltd and Noor Takaful Plc. She holds a degree in Business Administration from the Ahmadu Bello University, Zaria, a Post Graduate Diploma in Islamic Banking at the Islamic Banking and Insurance Institute, London and MBA from the Edinburgh Business School, Heriot Watt University Edinburgh, Scotland.

Mariam Ibrahim holds a certificate in Disruptive Strategy from the prestigious Harvard Business School.



Alhaji Ahmed A. Joda (Non-Executive Director)

Ahmed A. Joda has over 25 years' experience in the banking and oil and gas sectors. He started his banking career in 1992 with the defunct Centre Point Merchant Bank Ltd from where he moved to Fidelity Bank Ltd. His career in the oil and gas industry ranged from HR to Shipping to Production to Commercial and Project functions. He has also had international experience working for Shell in Russia.

He holds a Degree in Business Administration from the Ahmadu Bello University, Zaria and a B.Sc. in Applied Accounting from Oxford Brookes University, United Kingdom. He is also a Fellow of the Association of Certified Chartered Accountants of the UK (FCCA) and a member of the Institute of Chartered Accountants of Nigeria (ICAN).



Barrister Habib Alkali - (Non - Executive Director)

Habib Alkali is a Nigerian and UK trained lawyer with expertise in Litigation/Arbitration, International Trade, Maritime, Aviation and Banking/Insurance services. He has vast experience in structuring legal agreements relating to commercial transactions and litigation. He is a prolific writer and has authored several legal advisory opinions on transacting business in Nigeria, financial crisis management, financial services as well as dispute resolution reforms.

Barrister Habib sits on the board of several companies including Prime Switch Technologies Limited, Nairacheque Insurance Brokers Limited and Zindabad Nigeria Limited and acts as Company Secretary to various organizations.

Habib holds an LLB, BL and LLM in International and Commercial Law (World Trade Specialist) from the University of Buckingham, United Kingdom. He is a member of numerous professional associations including the Nigerian Bar Association (NBA) and the Chartered Institute of Arbitrators, United Kingdom.



Mr. Kogis Jonathan Luka – (Non – Executive Director)

Kogis Jonathan Luka is a seasoned financial markets expert with over two decades’ professional experience particularly in the Capital Market. He is a fellow of several professional institutions, such as the Chartered Institute of Stockbrokers (CIS) and an Associate of other professional bodies, including the Certified Pensions Institute of Nigeria (CPIN), the Institute of Capital Market Registrars (ICMR) and the Institute of Chartered Economists of Nigeria (ICEN).

He is a graduate of the Ahmadu Bello University, Zaria where he obtained a Bachelor’s Degree in Public Administration in 1989. He also holds MBA from the Nassarawa State University, Keffi. He has participated in various courses in diverse aspects of investment management, organisational change and accounting in Nigeria, South Africa and the United Kingdom. He has presented many papers on various aspects of investment banking and the Capital Market.

Mr. Kogis, along with various teams, has provided visionary leadership in designing and implementing operational structures and systems that have exceeded set objectives, especially in restructuring and critical start-up stages. He was involved in the setting up of Tower Assets Management Ltd (a stockbroking firm), First Alliance Pensions and Benefits Limited, where he served as the Chairman, Audit/Risk Management Committee.



Mr. Charles I. Ebieng (Non – Executive Director)

Mr. Ebieng has over 25 years of cross-disciplinary experience in Finance, Risk, Audit and Compliance. His career spans banking, investment firms, information technology, and business risk advisory services, where he is recognized for delivering robust, measurable outcomes for institutions operating under complex regulatory demands.

He has extensive expertise in designing and embedding enterprise risk management frameworks, leading end-to-end stress testing programmes, defining risk appetite, and overseeing the production of key regulatory returns, including COREP and FINREP. Charles is widely regarded for his ability to help financial institutions strengthen and enhance the resilience of their prudential and risk management frameworks.

At Grant Thornton UK Advisory & Tax LLP, Charles leads high-profile prudential Assurance engagements. He advises banks, investment firms, FINTECHS and insurance firms on capital and liquidity adequacy (ICAAP/ICARA, ILAAP), financial resilience (RRP, RAF, WDP, SWDP, SEP), regulatory compliance, corporate governance, treasury, stress testing and s166 remediation.

He is a trusted adviser on PRA, FCA and EBA requirements, providing clear, practical and proportionate guidance aligned to each firm's operating model and regulatory expectations. Prior to Grant Thornton, Charles operated as an independent consultant supporting major global financial institutions including HSBC UK, J.P Morgan, NatWest (formerly RBS) UK, Standard Chartered Bank UK, the Co-operative Bank UK and BDO UK LLP on treasury risk, regulatory reporting, strategic risk, securitization, and prudential transformation initiatives.

Mr. Ebienang holds a Diploma in Computer Science, a BSc (Hons) in Economics, an MBA in Finance, a Master's in Treasury Management and an MSC in Finance & Investment Management. He is also a Certified Information Systems Auditor (CISA), a Fellow – Institute of Capital Markets Registrars (F-ICMR).



Hajiya Hafsatu Lawal Garba – (Non – Executive Director)

Hafsatu Lawal Garba is a UK-trained Economist with years of experience spanning the public and private sectors. She is an experienced C-Level Executive with prolific experience in Business Development, Finance, and Investment.

Hafsatu was an Export Credit Officer and a Research Analyst at the Business Strategy Department of the Nigerian Export-Import Bank. She is the Co-founder and Chief Executive Officer of Tenerif Global Trade. She currently serves as a Director on the Boards of Trobell International Nigeria Limited, Monkey Town Bistro Limited, and Sure Health Laboratory & Diagnostics Limited.

Hafsatu holds a Bachelor's Degree in Economics from the City University, London, and a Master's Degree in Luxury Brand Management from Regents University, London.



Dr. Nura Manu Soro – (Non – Executive Director)

Nura Manu Soro is a former Finance Commissioner in Bauchi State. He is an accomplished consultant with successful history in public and private sector in the Nigerian economy.

He is a PhD holder in political economy from Nigeria Turkish University, he also holds Master's degrees from Birmingham University, Ahmadu Bello University and Nigeria Defense Academy.

He has attended some international sought after programs from Oxford University, Saint Anthony College UK, and Columbia University New York on politics, leadership and personal success.

Successful projects to his credit include novel initiatives in digital innovations that have been employed by the government of the federation and applied to save billions of naira in project formulation, execution, implementation and revalidation.

Over the last ten years he attended numerous conferences of the World Bank, IMF, International Finance Organization, Asia Pacific Economic Council.

As a former president of the American University Student Government Association, Nura Manu Soro has consistently sought to combine his technical and entrepreneurial capacity to grassroots causes and campaigns.



Dr. Jameel Muhammad Sadis – (Non – Executive Director)

Dr. Sadis is a known Academic of Islamic studies from Kaduna State.

He holds PhD in Qur'anic and Islamic studies from University of Madinah, Saudi Arabia.

He also holds Masters in Islamic Finance and Management from Durham University, United Kingdom, and several other certificates of appreciation to his name.

Dr. Sadis has over 20 years' experience in Islamic finance, religious affairs, and administrative operations.

Over the years he has written articles and books concerning Islamic banking and Qur'anic studies.

ADVISORY COMMITTEE OF EXPERT



Professor Ziyaad Mahomed Chairman, ACE

Dr Ziyaad is an Associate Professor, Lead Researcher (Shariah) for the Centre of Excellence in Social Finance, and Head of Online Programs at INCEIF University. He is the former Associate Dean and Director of Executive Education and of E-learning at the same University. Dr Ziyaad has advised financial institutions and regulators in Islamic finance, regulation, social finance, fintech and sustainability for almost 25 years. His work spans over 20 countries, with more than 12,000 participants attending his training programs on various aspects of Islamic finance.

Dr Ziyaad has led numerous consulting projects on policy and strategy for large financial institutions and governmental organisations including the UK, Malaysia, Kazakhstan and Pakistan in Islamic banking and takaful, sustainability, Sukuk, Fintech and Social Finance Advancement. His advisory in the capital market has led to the certification of some of the largest sovereign and corporate Sukuk issuances in Malaysia and Nigeria. He is also a Consultant to the World Bank for sustainable development of Islamic finance in South-East Asia and Adjunct Professor at the Asia School of Business in collaboration with MIT in the US. He served as Lead Consultant on several sustainability projects for financial institutions in Malaysia, providing social impact and ESG assessments and strategies for value-based intermediation, fintech and social finance.

Dr Ziyaad serves as Chairman and/or member of several Shariah Boards internationally, including HSBC Amanah and Munich Re in Malaysia, TAJBank, FBN Quest and One17 Capital in Nigeria, Ayady Takaful and BML Islamic in the Maldives and iConsult Africa in South Africa, EduPro in the UK and IMAN in Uzbekistan amongst several others. He holds a Masters and PhD in Islamic Finance from Malaysia, an MBA from South Africa, a BA (Hons) in Business (Finance) from the UK, and certification in the Islamic sciences from South Africa and Jordan. He lectures in Islamic Jurisprudence, Law of Contract, Sustainability and Social Finance, with almost 100 publications in academic and professional output.



Dr. Muhammad Tabi'u, SAN, Member, ACE

Dr. Muhammed Tabi'u, Senior Advocate of Nigeria (SAN), is a Law Professor at Department of Islamic Law, Faculty of Law Bayero University Kano. He has been Expert Adviser to various Justice-related Programs including Justice Sector Reform, application of Islamic law in the context of modern society, and Peace Building in the North-East of Nigeria affected by conflict. He is also currently Co-Chairman of the Federal Justice Sector Reform Program under the Nigerian Federal Ministry of Justice.

He was 2013 Kraemer Middle-East Distinguished Scholar-in-Residence, Williams and Mary University, Williamsburg, USA. Some of the positions he held in the past include Head of Department of Islamic Law and Dean of the Faculty of Law at Usman Danfodiyo University, Sokoto; Attorney General and Commissioner of Justice of Jigawa State; Executive Secretary of the National Human Rights Commission of Nigeria (NHRC); and Adjunct Professor, Faculty of Law, University of Ilorin.



Dr. Sa'id Adekunle Mikail, PhD,CSAA,ACI Arb Member, ACE

Dr Mikail is currently Associate Professor cum Senior Researcher at ISRA Research Management Centre of INCEIF University. He is an AAOIFI Certified Shariah Advisor and Auditor (CSAA) and a Registered Shariah Adviser with Securities Commission of Malaysia (SC), a Member of Chartered Institute of Arbitrators (ACI Arb) UK and Member of AAOIFI Working Group of the Curriculum Review Committee (CRC). He is Shariah Board Member of Islamic Development Bank (IsDB) in Jeddah, Saudi Arabia, and Islamic Financial Services Board (IFSB) in Malaysia.

Dr Mikail is Chairman in several Shariah Boards including among others BNP Paribas (Najmah) Malaysia Berhad & BNP Paribas Labuan, Crown Takaful Insurance Ltd, Capital Trust and D'Namaz Capital in Nigeria. He also sits as Shariah Committee Member of TAJBank Ltd, PruBSN Takaful Malaysia Berhad, i-Consult Africa in South Africa, Masryef Management House in Malaysia, and Marble Capital Halal Commodity in Nigeria.

His notable engagements include Expert Witness in the Kuala Lumpur High Court (Muamalat Court – Commercial Division) in Malaysia, BNM-ISRA-RMC on compounding profit in restructuring and rescheduling (R&R), Shariah Non-Compliance Rectification, Tawarruq Application, PIDM-ISRA-RMC Shariah Analysis on Resolution of Islamic Banks, Lafarge Cement Global Wakalah Sukuk by BNP Paribas and Standard Chartered, Musharakah Ta'awuniyah Takaful Model for Hong Leong MSIG Takaful (HLMT), UNHCR-ISRA Zakat Report, Sukuk Module for Brunei Institute of Leadership & Islamic Finance (BILIF) and Shariah Audit Review on Al Rajhi Bank in Malaysia.

Dr Mikail obtained his bachelor's degree of Shariah (first class honour) from Islamic University of Madinah in Saudi Arabia, followed by Master of Comparative Laws and PhD (Law) from International Islamic University Malaysia (IIUM).

His areas of specialisation include Islamic Finance, Islamic Social Finance, comparative Laws, and Islamic Private Equity & Venture Capital. His publications focus on Shariah issues in Islamic finance, Islamic legal theory, Islamic private equity & venture capital, Islamic entrepreneurship, comparative law, Halal, Zakat, Waqf and Islamic social finance. He has also published several Scopus indexed journals, referee journals, magazines, and book chapters. He has conducted trainings on Shariah governance, Shariah noncompliance risks, Takaful products and services, as well as Islamic wealth management, Sukuk, Shariah risk profiling and legal and regulatory framework for Islamic finance. He has presented many papers in both international and national seminars and conferences on Islamic finance and contemporary Shariah issues.

Chairman's statement

Distinguished Shareholders, Ladies and Gentlemen,

It is a privilege to welcome you to the 2026 Annual General Meeting of our Bank. I am honored to present the Financial Statements and Annual Report for the fiscal year ended December 31, 2025. Your steadfast confidence in our vision has been the catalyst for our ascent, firmly establishing us as a leading Tier-1 competitor among Nigeria's Non-Interest Financial Institutions.

Macroeconomic Review and Market Dynamics

The 2025 fiscal year was characterized by a notable shift in Nigeria's economic trajectory. Following the rebasing of our national accounts to a 2019 baseline, the economy demonstrated resilient momentum, **with GDP growth accelerating to 4.23%**, up from 3.13% in the preceding period. This performance was the strongest since 2021, which was underpinned by a **7.45% expansion in the industrial sector**, bolstered by a recovery in oil production which averaged 1.68 million barrels per day.

Simultaneously, the Services sector—the bedrock of our economy—sustained its dominance with a 3.94% growth rate, driven by the vitality of telecommunications, real estate, and financial services. While the agricultural sector advanced by 2.82%, we observed a significant cooling in inflationary pressures. Annual inflation moderated to 20.12% by August 2025, a multi-year low facilitated by currency stability and favorable harvest cycles.

Liquidity and Financial Position

The Nigeria's foreign exchange reserves increased significantly Q-o-Q from \$37.21 billion to **\$42.29 billion** in September 2025. System liquidity closed at a net long position of **₦5.84 trillion** compared to ₦1.40 trillion recorded in August 2025. I am proud to note that our institution, alongside our peers, played a pivotal role in market stability, acting as net lenders with a contribution of approximately ₦5.541 trillion through the Standing Deposit Facility (SDF).

Governance, Expansion, and Security

Throughout this period of transition, our Board and Committees intensified their oversight, ensuring our strategic frameworks remained both agile and robust. We have successfully executed our expansion mandate, increasing our footprint across several States to better serve our growing customers. Furthermore, our commitment to operational integrity was validated by our recent **Information Security and Business Continuity certifications**, reinforcing our promise of reliability in a digital-first era.

On behalf of the Board, I extend my deepest gratitude to our shareholders, customers and other stakeholders for their enduring trust. To our Management and Staff: your dedication remains our greatest asset.

As we look toward the future, we remain unyielding in our pursuit of innovation and value creation. By integrating ethical banking principles with modern financial excellence, we are poised for a future of sustainable and long-term success.

Thank you.

Managing Director's report

Dear Esteemed Shareholders,

I am delighted to present TAJBank's 2025 Annual Report, which highlights our performance in our sixth year of operation as a Non-Interest Bank in Nigeria.

Our financial performance in 2025 marks a significant milestone in our Bank's history. We surpassed **N1 trillion in Balance Sheet size**, achieving stellar growth across major key balance sheet lines, including deposits and earning assets.

We achieved a landmark of excellence during the year as we are proud to announce that we met the Central Bank of Nigeria's (CBN) new capital requirements surpassing the target well ahead of the deadline.

We were in the capital market for the second time for the **TAJBANK SUKUK SERIES 2 ISSUANCE PROGRAMME** and as a testament to our public trust, the issue was oversubscribed by 185% which eventually got regulatory approval. **This is a validation and a commitment to do more.**

Also, we successfully delivered on our strategic priorities through disciplined execution, a strong organizational culture, and the completion of key transformation initiatives across businesses and functions. This enabled us to accelerate growth momentum, achieve multiple record-breaking milestones, expand market share in our focus segments, and strengthen core operating metrics.

Economic and Market Overview:

The year 2025 came with its peculiarities, with positive prospects of economic recovery around the globe. Many expect tapered inflation, a stable exchange rate, and moderate economic growth, subject to sustained reforms and disciplined policy execution but we begin to experience the realisation of the expectations towards the end of the year.

Global GDP growth in 2025 was slightly higher than 2024, reflecting recovery and expansion in both developed and developing economies. Growth rates in advanced economies were buoyed by expansionary fiscal measures and improved consumer spending while emerging markets displayed varying degrees of economic resilience with some nations capitalising on export-led growth.

In the domestic space, Nigeria's GDP grew by 3.98% in 2025, driven primarily by growth in the services sector and a marked increase in the trade balance with an average crude oil production reached 1.64 million barrels per day. We begin to experience adjustments across major economic variables as investors are still conscious of the Nigerian market.

Despite the less favourable news, we remain steadfast in our confidence and ability to navigate future challenges. Our unwavering determination to achieve strategic objectives, coupled with our commitment to delivering exceptional customer service, ensures that we will adapt swiftly to evolving macroeconomic conditions and continue creating value for all stakeholders.

Financial Performance:

TAJBank, in our usual tradition, delivered an outstanding performance; we consolidated on the growth in total assets with a record high of N1.3 trillion, up by 41% from 2024 which stood at N953 billion, demonstrating our ability to deliver sustainable growth and create value for our stakeholders. The growth in total assets was driven by increment in shareholders' funds, strong deposit growth and enhanced lending activities.

Customer deposits grew by 47% year-on-year from N696.4 billion to N1.02 trillion at the end of the year while Risk Assets grew by 44% to N392 billion at the end of 2025 from N272.1 billion in 2024, demonstrating customers confidence in us and our ability to manage and mitigate risks effectively while continuing to support sustainable growth.

Gross earnings grew significantly by 71% to N133 billion in 2025 from N77.5 billion for prior year. This was driven by a 72% growth in financing and investing income to N129 billion from N75 billion, and a 33% growth in non-financing and investing income to N3.3 billion in 2025 from N2.4 billion in 2024

Operating expenses grew 55% year-on-year to N52 billion from N34 billion, due to increased personnel costs, regulatory costs, technology related costs and general inflationary pressures. However, cost to income ratio improved to 76% within the same period, from 77% in 2024. This is from higher operating income accretion in the year, and the impact of the business improvement initiatives implemented.

Profit before tax (PBT) grew by 73% year-on-year to N31.5 billion from N18.1 billion, reflecting the positive impact of our strategies effective business generation.

Risk Management; Governance and Sustainability

The Bank maintained a strong and resilient approach to risk management throughout the year. We continued to enhance our risk framework, ensuring that our operations remain fully aligned with regulatory standards and global best practices. We focused on:

- Enhancing cybersecurity protocols to safeguard our digital platforms.
- Strengthening credit risk management to ensure prudent lending practices.
- Continually reviewing our operational risk processes to ensure efficiency and effectiveness.
- Committed to sustainability and to future generations as we embed environmental stewardship into our strategy and operations.

2026 Outlook

The macroeconomic outlook for 2026 may likely reflect a cautious optimism with growth expected in certain region while others may face significant challenges. The interplay of geopolitical events, inflation control, and technological investments will be crucial in shaping the economic landscape in the coming year.

Global GDP is projected to grow by approximately 2.8% in 2026, with varying growth rates across different economies driven by several factors including fiscal stimulus in major economies and a rebound in consumer spending. While the IMF projected Nigeria to grow at 4.4%, the Central Bank of Nigeria growth projection stood at 4.49%.

We expect that Monetary policy's tightening stance to continue, as the government's bold reforms have been largely priced into the market with reducing inflation and stabilizing the macroeconomy. As earlier reiterated, key sectors such as agriculture and manufacturing need

boosts, while oil production must be ramped up to consolidate foreign exchange market reforms; enhance economic resilience and sustainable growth.

Dear Shareholders, notwithstanding the uncertainties and moderate economic growth forecasts, we approach 2026 with great optimism, knowing that it is under these conditions that good organisations like ours are positioned with exceptional people succeed.

As we enter a new year, we do so with strong momentum and a clear sense of purpose. The significant growth in our performance account is a testament to the strength of our partnership, the trust you place in us, and our shared commitment to delivering meaningful results. Together, we have built a platform for sustainable success — and we are only just getting started.

In the year ahead, we will continue to invest in innovation, sharpen our focus on performance, and create even greater value for your brands. Our ambition remains bold, and our commitment to you remains unwavering.

In 2026, our key strategic objectives will remain the same, as they are all-encompassing goals. The significant growth in our Publish account is a testament to the strength of our partnership, the trust you place in us, and our shared commitment to delivering meaningful results. Together, we have built a platform for sustainable success — and we are only just getting started. We look forward to building on this success and achieving even greater milestones together in the years ahead.

Thank you for your continued confidence and collaboration.

CORPORATE GOVERNANCE REPORT**Introduction**

The Board ensures that proper application of Corporate Governance regulations and international best practices are imbibed. Therefore upheld the principle of Good Corporate Governance and comply with rules and regulations, Core Values of the Bank; Quality Customer Service; Team Spirit; Respect for the Individual; Ethics; Trust; Partnership; and Entrepreneurship. The Bank ensured that the requirements of the revised Nigerian Code of Corporate Governance, 2018 and the Central Bank of Nigeria Code of Corporate Governance are complied with accordingly.

To maintain a high standard of governance, the Bank conducts an Annual Board Evaluation Exercise and Appraisal through an independent consultant, Messrs. Nextzon Business Services Ltd. This evaluation assesses the Board's responsibilities, processes, relationships, structure, and composition.

Board Structure

The Board is composed of thirteen (13) Members with eleven Non-Executive Directors (NEDs) and two Executive Directors. The Board is led by a Chairman and consists of experienced professionals who bring a wealth of knowledge, integrity, and expertise to their deliberations and decisions. Two of the Non-Executive Directors are Independent Directors appointed based on criteria laid down by the Central Bank of Nigeria's Guideline on Independent Directors of Banks in Nigeria.

The position of the Managing Director/CEO and Chairman are held by separate persons, and their roles are clearly defined. The Board Members of the Bank are listed in the table below:

S/N	NAMES	DESIGNATION
1	Alhaji Tanko Isiaku Gwamna	Chairman
2	Alhaji Tata Shekarau Omar	Independent Non-Executive Director
3	Mr. Adekunle James Awe	Independent Non-Executive Director
4	Hajiya Mariam Ibrahim	Non-Executive Director
5	Mr. Ahmed. A. Joda	Non-Executive Director
6	Barrister Habib Alkali	Non-Executive Director
7	Mr. Kogis Jonathan Luka	Non-Executive Director
8	Mr. Charles Iyakndue Ebieng	Non-Executive Director
9	Mrs. Hafsat Lawal Garba	Non-Executive Director
10	Dr. Jameel Muhammad Sadis	Non-Executive Director
11	Dr. Nura Manu Soro	Non-Executive Director
12	Mr. Sherif A. Idi	Executive Director/ECO
13	Mr. Hamid A. Joda	Managing Director/CEO

Board Responsibilities

The Board of the Bank plays a crucial role in guiding and directing Management by setting strategic objectives and policies and ensuring their effective implementation. The Board has delegated the day-to-day operational responsibilities to the Managing Director/CEO, allowing the CEO to manage the Bank's operations within the framework established by the Board. Certain

significant matters, however, are reserved for the Board's approval to ensure proper oversight and governance. These matters typically include:

- Defining the Bank's strategic plans and objectives
- Ensuring integrity of financial reports
- Approval of major changes to the Bank's accounting policies
- Appointment and removal of Directors and the Company Secretary
- Approval of Charter and Membership of Board Committees
- Establishing effective internal control systems
- Instilling a culture of compliance with rules and regulations
- Ensuring adherence to regulatory requirements and approving major compliance-related policies and procedures.
- Reviewing and approving corporate governance practices to ensure they meet legal and ethical standards.
- Deciding on dividend declarations and distributions to Shareholders.
- Approval of quarterly, half yearly and full year financial statements
- Ensuring planned Management succession
- Effective communication with Shareholders

Directors' appointment process, induction and training

The Board Governance, Remuneration, and Nomination Committee plays a role in overseeing the process of Board appointments. This Committee is responsible for identifying and recommending qualified candidates for Board positions, ensuring that the candidates possess the necessary knowledge, skills, experience, and attributes required for their roles.

The appointment of Directors is subject to approval of both the Shareholders and the Central Bank of Nigeria. Upon appointment, new Directors participate in a comprehensive induction program organized by the Bank. This program includes:

- **Induction Pack:** A detailed package containing the Board's Charter, the Bank's Memorandum and Articles of Association, key legislation and policies, and a calendar of Board activities.
- **Specialized Training:** Sessions focused on Non-Interest Finance, Cyber Security, Financial Reporting Standard and Anti-Money Laundering to ensure Directors are well-versed in these critical areas.

To maintain effective oversight functions and other related functions, the Board ensures that its members engage in continuous professional development. Directors are required to participate in periodic training programs to stay updated on industry developments, enhance their skills, and remain informed about changes in the operating environment. This ongoing education helps Directors perform their duties effectively and uphold the Bank's governance standards.

Tenure of Directors

To ensure both continuity and injection of fresh ideas, the tenure for Non-Executive Directors is limited to a maximum of three (3) terms of four (4) years each, while the maximum tenure for Independent Non-Executive Directors shall not exceed two (2) terms of four (4) years each and the tenure of Executive Directors is limited to a maximum period of twelve (12) years..

Board Meetings

The Board meets quarterly, and additional meetings may be convened as the need arises.

The Board has the authority to delegate matters to Board Committees and the Executive Management.

Attendance of Meetings

In its bid to continuously improve its corporate governance processes, as well as enhance attendance of Board and Committee meetings by members, the Company Secretary prepared an annual calendar of meetings which is subsequently reviewed and adopted by the Board prior to the commencement of a new financial year.

S/N	NAME	27/02/2025	30/04/2025	30/07/2025	11/11/2025
1	Tanko Isiaku Gwamna	√	√	√	√
2	Hamid Joda	√	√	√	√
3	Sherif Idi	√	√	√	√
4	Mariam Ibrahim	√	√	√	√
5	Charles I. Ebieng	√	√	√	√
6	Adekunle James Awe	√	x	√	√
7	Ahmed A. Joda	√	√	√	√
8	Tata Shekarau Omar	√	√	√	√
9	Habib Alkali	√	√	√	√
10	Kogis Jonathan Luka	√	√	√	√
11	Jameel Muhammad Sadis	√	√	√	√
12	Nura Manu Soro	√	√	√	√
13	Hafsatu Lawal Garba	√	√	√	√

√ Present
x Absent

Board Committees

The Board established various Committees with well-defined Terms of Reference defining their scope of responsibilities. The Committees meet quarterly but may hold additional meetings as the need arises. The Board has five standing Committees as follows:

- i. Board Governance, Remuneration and Nomination Committee;
- ii. Board Risk Management Committee;

- iii. Board Finance & General-Purpose Committee;
- iv. Board Audit Committee.
- v. Board Investment Committee

Board Governance, Remunerations & Nominations Committee Membership

- i. Alhaji Tata Shekarau Omar (Chairman)
- ii. Mr. Adekunle James Awe
- iii. Dr. Jameel Muhammad Sadis
- iv. Mrs. Hafsatu Lawal Garba

The Committee's major responsibilities include:

- Matters relating to Board's remunerations and appointment.
- Recommending any proposed change(s) to the Board.
- Keeping under review the need for appointments.
- Preparing a description of the specific experience and abilities needed for each Board appointment, considering candidates for appointments as either Executive or Non-Executive Directors and recommending such appointments to the Board.
- Advising the Board on succession planning regarding the roles of the Chairman, Managing Director and Executive Directors.
- Advising the Board on the contents of the Directors Annual Remuneration Report to Shareholders.
- Revising personnel policies for Board approval, reviewing job descriptions, establishing or periodically reviewing staff salary structure and staff benefit package.

The record of Attendance at the Board Governance, Remuneration and Nomination Committee in 2025 are as set out below:

S/N	NAME	12/02/2025	14/04/2025	21/07/2025	16/10/2025
1	Tata Shekarau Omar	√	√	√	√
2	Adekunle James Awe	√	√	√	√
3	Jameel Muhammad Sadis	√	√	√	√
4	Hafsatu Lawal Garba	N/A	N/A	√	√

√ Present

× Absent

NA Not yet a member/No longer a member

Board Risk Management Committee Membership

- i. Mr. Charles Iyakndue Ebieng (Chairman)
- ii. Mr. Kogis Jonathan Luka
- iii. Barrister Habib Alkali
- iv. Mrs. Hafsatu Lawal Garba

- v. Mr. Sherif A. Idi (Executive Director)
- vi. Mr. Hamid A. Joda (Managing Director)

The Committee's major responsibilities include:

- Overseeing the overall Risk Management of the Bank
- Reviewing periodically, Risk Management objectives and Policies for consideration of the full Board
- Approving the Risk Rating Agencies, Credit Bureau and other related services providers to be engaged by the Bank
- Approving the Internal Risk Rating Mechanism
- Reviewing the Risk compliance reports for regulatory authorities
- Reviewing and approving exceptions to the Bank's Risk policies
- Reviewing policy violations on Risk issues at Senior Management level
- Certifying Risk reports for investments, operations, market/liquidity subject to limits set by the Board
- Consider the appointment, resignation or dismissal of the Bank's Chief Risk Officer
- Evaluating and approving all investments within its powers delegated by the Board
- Evaluating and recommending all investments beyond its powers to the Board
- Reviewing investments portfolio in line with set objectives
- Reviewing classification of investments of the Bank based on prudential guidelines on quarterly basis.
- Approving the restructuring and rescheduling of investments within its powers
- Writing-off and grant of waivers within powers delegated by the Board

The record of Attendance at the Board Risk Management Committee in 2025 are as set out below:

S/N	NAME	18/02/2025	16/04/2025	16/07/2025	21/10/2025
1	Charles I. Ebienang	√	√	√	√
2	Kogis Jonathan Luka	√	√	√	√
3	Habib Alkali	√	√	√	√
4	Hafsatu Lawal Garba	√	√	√	√
5	Hamid Joda	√	√	√	√
6	Sherif Idi	√	√	√	√

√ Present

× Absent

NA Not yet a member/No longer a member

Board Finance & General-Purpose Committee Membership

- i. Hajiya Mariam Ibrahim (Chairperson)
- ii. Mr. Kogis Jonathan Luka
- iii. Mr. Charles Iyakndue Ebienang
- iv. Mr. Ahmed Joda

- v. Barrister Alkali Habib
- vi. Mr. Sherif A. Idi (Executive Director)
- vii. Mr. Hamid A. Joda (Managing Director)

The Committee's major responsibilities are to:

- Consider and advise the Board of Directors on all aspects of the Bank's finances.
- Consider and make recommendations to the Bank on the annual estimates of income and expenditure, other budgets and the financial forecasts for the Bank.
- Consider and make recommendations to the Board of Directors for its approval, the framework for expenditure on capital items and to review the list of priorities within the framework.
- Consider, review and report on the periodic management accounts of the Bank, and to also advise the Board of Directors on the year-end accounts.
- Consider and make representations to the Board of Directors on the solvency of the Bank and the safeguarding of its assets.
- Consider and advise the Board of Directors on any relevant taxation issues.

The record of Attendance at the Board Finance and General-Purpose Committee in 2025 are as set out below:

S/N	NAME	11/02/2025	15/04/2025	22/07/2025	20/10/2025
1	Mariam Ibrahim	√	√	√	√
2	Charles I. Ebiengang	√	√	√	√
3	Kogis Jonathan Luka	√	√	√	√
4	Habib Alkali	√	√	√	√
5	Hamid Joda	√	√	√	√
6	Sherif Idi	√	√	√	√

- √ Present
- × Absent
- NA Not yet a member/No longer a member

Board Audit Committee

Membership

- i. Mr. Adekunle James Awe (Chairman)
- ii. Hajiya Mariam Ibrahim
- iii. Mr. Ahmed Joda
- iv. Barrister Habib Alkali
- v. Dr. Nura Manu Soro
- vi. Mrs. Hafsatu Lawal Garba
- vii. Dr. Jameel Muhammad Sadis

The Committee's major responsibilities include:

- To develop and keep under review the Bank's accounting policies to ensure that they are in consonance with the applicable Accounting Standards
- To review the effectiveness of the Bank's system of accounting, reporting, and internal control and ensure compliance with legal and ethical requirements of the Bank
- To review the integrity of the Bank's financial reporting and the independence of the external auditors
- To review the appropriateness and completeness of the Bank's statutory accounts and other published financial statements
- Consider, review and report on the periodic management accounts of the Bank; and also advise the Board of Directors on the year-end accounts
- To ensure that the Bank complies with all relevant internal policies and procedures as well as regulations governing the Bank
- To review the summaries of the whistleblowing cases reported and the result of the investigation from the Head of Internal Audit
- Review the internal audit reports and assess the adequacy of the internal controls.
- Review the Compliance Reports for each quarter
- Ensuring full and prompt implementation of recommendations of Internal Auditors, Examiners and External Auditors

The record of Attendance at the Board Audit Committee in 2025 are as set out below:

S/N	NAME	13/02/2025	13/03/2025	17/04/2025	17/07/2025	11/09/2025	23/10/2025
1	Adekunle J. Awe	√	√√	√	√	√√	√
2	Mariam Ibrahim	√	√√	√	N/A	N/A	N/A
3	Habib Alkali	√	√√	√	√	√√	√
4	Nura M. Soro	√	√√	√	N/A	N/A	N/A
5	Hafsatu L. Garba	√	√√	√	√	×	√
6	Ahmed Joda	√	√√	√	√	√√	√
7	Jameel M. Sadis	√	√√	√	√	√√	√

√ present

× Absent

√√ Meeting/presentation of Audited Financial Statement (AFS)

N/A Not yet a member/No longer a member

In line with the provisions of the Companies and Allied Matters Act, 2020, a Statutory Audit Committee is established with members consisting of the Shareholders' representatives and the Board as follows:

Statutory Audit Committee

Membership

- i. Dr. Abdulkardeer Babangida Njiddah, Ph.D., FCA (Chairman)
- ii. Hajiya Hafsatu Magaji Inuwa (Member)
- iii. Alhaji Tata Shekarau Omar (Independent Non- Executive Director)

- iv. Mr. Adekunle James Awe (Independent Non-Executive Director)
- v. Mr. Charles Iyakndue Ebieng (Non-Executive Director)

The Committee is saddled with the following responsibilities amongst others:

- To ascertain whether the accounting and reporting policies of the Bank are in accordance with legal requirements and agreed ethical practices
- To review and approve the scope and planning of audit requirements
- To review the findings on management matters in conjunction with the External Auditors and Management's responses thereon
- To oversee the independence of the external auditors
- To keep under review the effectiveness of the Bank's system of accounting and internal control systems
- To oversee management's process for the identification of significant fraud risks across the Bank 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
- To discuss the annual audited financial statements and half yearly unaudited statements with management and external auditors.

The record of Attendance at the Statutory Audit Committee in 2025 are as set out below:

S/N	NAME	14/02/25	12/03/25	10/04/25	24/07/25	11/09/25	24/10/25
1	Abdulkadeer B. Njiddah	×	√√	√	√	√√	×
2	Adekunle J. Awe	√	√√	√	√	√√	×
3	Tata Shekarau Omar	√	√√	√	√	√√	√
4	Hafsat Magaji Inuwa	√	√√	×	√	√√	√
5	Nura Manu Soro	√	√√	√	N/A	N/A	N/A
6	Charles I. Ebieng	N/A	N/A	N/A	√	√√	√

√ present

× Absent

√√ Meeting/presentation of Audited Financial Statement (AFS)

NA Not yet a member/No longer a member

Management Committee

The Board Committees are supported by Management Committees of the Bank, comprising of senior officers who are responsible for the day-to-day operation of the Bank as a going concern. They ensure that laid down policies are followed and that the Bank abides by all relevant regulatory and legal requirements.

Executive Management Committees is the highest Management Committee comprising of the Executive Directors and Top Management Staff of the Bank. Other Management Committees

include Assets and Liability Committee (ALCO), Management Credit Committee (MCC), Procurement Committee, IT Steering Committee, Disciplinary Committee and Asset Disposal Committee. These Committees review and implement the Board's broad strategic direction in various areas including business & financial performance, strategic planning, manpower planning, operations, customer service, investor relations, external relations, and organizational efficiency amongst others.

Sustainability Banking

We strive to do business in an ethical and socially impactful manner. The Bank is therefore mindful of business decisions on the environment, pursuant to which it develops and implements policies aimed at enhancing the quality of life of its people and other stakeholders within our community, while protecting our environment and ensuring the growth of our business. We therefore abide by the Nigerian Sustainable Banking Principles.

Code of Ethics

The Bank has an Ethical Conduct and Integrity Policy in place; and all employees are required to abide by it. All employees are expected to maintain high ethical standards in all aspect of their professional life. The Policy also provides sample offences and appropriate disciplinary measures to be adopted. The Bank also has a Code of Conduct & Ethics for its Directors which specifies expected behaviour.

Dealing in Company Securities and price sensitive information

The Bank has adopted a policy on insider trading and market abuse regarding all transactions in the Bank's securities which is applicable to its directors, officers, employees, contractors and consultants who have access to price sensitive information. In line with the policy, affected persons are prohibited from trading on the Bank's security during a closed period.

Whistle Blowing Procedure

The Bank has established a robust whistle blowing procedure which covers internal whistle blowers and extends to the conduct of the stakeholder. The Bank has a direct link on its website and intranet to enable stakeholders to report any allegations they want the Bank to investigate. Apart from the direct link, unethical practices can be reported via the whistle blowing dedicated email address -whistleblowing@tajbank.com.

A team, comprising of selected members of top Management, are responsible for reviewing reported cases and recommending appropriate action to the Board through the Audit Committee depending on the severity of the issues involved. In any case, however, a quarterly report of all whistleblowing cases would be forwarded to the Board. The Chief Compliance Officer of the Bank similarly renders quarterly whistle blowing report to the Central Bank of Nigeria.

Remuneration Policy

In line with corporate governance best practices, the Board had developed a robust policy on Remuneration for the Bank. The Policy takes into account the environment in which the Bank operates and the results it will achieve at the end of each financial Year. The Remuneration Policy consists of the following:

- Fixed remuneration: This is based on the level of responsibility and constitutes a relevant part of total compensation. A wage benchmark is established for each position/level and period for the payment.

- Variable remuneration: This is linked to the achievement of previously established targets and prudent risk management, which includes profit sharing/productivity bonus payable annually.

The combination of these components serves as the basis for a balanced remuneration system that fosters a high-performance culture, ensuring equitable and competitive compensation practices while reflecting the Bank's strategy and values as well as the interests of its shareholders.

Remuneration to Non-Executive Directors:

The Non-executive Directors of the Bank are paid remuneration by way of sitting fees for attending the meetings of the Board of Directors and its Committees. They are also entitled to Directors fees, reimbursement of travel, hotel, and other out-of-pocket expenses, subject to modifications, incurred in the course of discharging their responsibilities. The Non-executive Directors of the Company are not paid any other remuneration or commission.

Remuneration to Executive Directors

The remuneration for Executives comprises of fixed remuneration, benefits & perquisites, retirement/exit benefit and performance-based remuneration.

Contingency Planning Framework

The framework for contingency planning consists of a set of identified policies, actions and processes necessary for the prevention, management and containment of banking systemic distress and crisis. The Board has put in place various contingency plans for capital and liquidity restoration, amongst others which would enhance the Bank's ability to withstand both temporary and long-term disruptions in its ability to fund its activities in a timely manner.

Shareholders' interest

The Bank, in its bid to protect the interest of its Shareholders, particularly its minority shareholders, ensures that Shareholders' meetings are convened in a transparent and fair manner. Adequate notice of the General Meeting is provided to Shareholders, and their rights are protected at all times. Attendance of General Meeting is open to all Shareholders or their

proxies. The proceedings are usually monitored by the representatives of the Central Bank of Nigeria, Corporate Affairs Commission and Nigerian Deposit Insurance Commission.

The Bank has an Investor Relation Unit, which deals with communications between the Bank and the shareholders. The Bank has a dedicated email address through which Shareholders and prospective investors can channel their enquiries for prompt response. The email address is TAJinvestorupdate@tajbank.com

Communication Policy

The Policy is to support the Bank in achieving its objectives in pursuit of best corporate governance practices. The Executive Management ensures that communication and dissemination of information is carried out in clear English language which must be relevant, objective, and easy to understand. The Policy also ensures that the Bank delivers prompt, courteous and responsive service that is sensitive to the needs and concerns of the customers and other stakeholders.

Advisory Committee of Experts (ACE)

The independent Committee of Shari'ah Experts reviews the Banks operations to confirm that activities were carried out in accordance with the Shari'ah. The ACE has the responsibility of providing assurances that the Banks funds are not invested in prohibited activities or transactions and, also, certify that all the Bank's products and services are Shari'ah compliant. The members of the Shari'ah Advisory Board are a mixture of Islamic scholars well versed in Islamic laws, principles and traditions relating to trade, finance, and economics, as well as financial experts

Internal Control

Various aspects of the internal control of the Bank are the responsibilities of key officers. The Chief Compliance Officer, the Chief Risk Officer, the Chief Finance Officer, and the Company Secretary/Legal Adviser are all responsible for managing the internal control of the Bank.

The System of the Bank provides adequate assurance that the Bank will not be adversely affected by any event that could be reasonably foreseen.

Company Secretary

The Company Secretary is responsible for assisting the Board and Management in the implementation of the applicable Codes of Corporate Governance. The Company Secretary serves as a point of reference and support for all Directors. The appointment of the Company Secretary is done through a rigorous process that is similar to those of Directors. The Company Secretary is fully empowered to discharge these responsibilities and the position reports directly to the Board, with dotted line to the Managing Director.

Statement of Compliance

The Bank complies with the relevant provisions of the CBN Code of Corporate Governance and the Nigerian Code of Corporate Governance, 2018. In the event of any conflict between the two Codes regarding any matter, the Bank would refer to the provision of the CBN Code as its primary Regulator.

Monitoring Compliance with Corporate Governance

The Chief Compliance Officer monitors compliance and implementation of the Central Bank of Nigeria (CBN) Code of Corporate Governance as well as the Nigerian Code of Corporate Governance, 2018.

Complaints Management Policy

The Bank has put in place a Complaints Management Policy Framework to resolve complaints arising from issues covered under the relevant regulatory guidelines. Therefore, the Bank complies with the provision of the CBN Circular on handling customer complaints. Various channels such as, 24hourscontact center, customer service desks and contacts through the Bank's website have been provided to facilitate seamless complaint and feedback process.

Sustainability report

1.0 Our Ongoing Commitment to Sustainability

Building on our strong foundation of responsible and ethical banking, TAJBank Limited reaffirmed and deepened its commitment to sustainability in 2025. As global and national conversations around climate resilience, social equity, and responsible finance continue to evolve, the Bank remains deliberate in aligning its strategy with the objectives of the Paris Agreement, Nigeria's Nationally Determined Contributions (NDCs), and the Nigerian Sustainable Banking Principles (NSBP).

Our aspiration to be a leading African non-interest financial institution is intrinsically linked to our ability to operate responsibly, manage environmental and social risks prudently, and deliver sustainable value to all stakeholders.

Embedding Sustainability through ESG Integration

Our sustainability framework is anchored on a structured Environmental, Social, and Governance (ESG) approach. In 2025, we strengthened ESG integration across governance, risk management, credit processes, and operational decision-making. Sustainability is not treated as a compliance obligation; rather, it is embedded as a strategic imperative driven by ethical banking principles, stakeholder trust, and long-term resilience.

We recognize that responsible business practices are fundamental to protecting shareholder value, safeguarding reputational integrity, and contributing meaningfully to national development priorities.

Environmental Responsibility and Climate Alignment

During the year under review, the Bank advanced its environmental stewardship agenda through measurable operational improvements and responsible financing practices. We implemented additional initiatives aimed at reducing our carbon footprint, improving energy efficiency across our locations, and promoting paperless and digital banking solutions.

Our Environmental and Social (E&S) Risk Management Policy continued to guide the identification, assessment, and mitigation of environmental and climate-related risks within our financing portfolio. In 2025, we further strengthened due diligence procedures to ensure that financed projects align with environmental sustainability principles. We also expanded our support for renewable energy and environmentally responsible ventures, reinforcing our commitment to climate-aligned financing.

Social Impact and Community Investment

Internally, we continued to prioritize employee welfare through structured capacity-building programs, leadership development initiatives, and enhanced health and safety standards. We maintained our commitment to diversity, equity, and inclusion, while promoting gender representation across management levels and at the Board.

Governance, Ethics, and Risk Oversight

Maintaining strong governance standards remains paramount. The Bank operates in compliance with the Central Bank of Nigeria Code of Corporate Governance, the Nigerian Code of Corporate Governance 2018, and the standards of the Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI).

In 2025, the Board of Directors maintained active oversight of sustainability, climate risk, and ESG integration as part of its strategic and risk governance responsibilities. Our Code of Professional Conduct continued to guide ethical behavior across the institution, supported by structured compliance monitoring mechanisms.

The Bank's enterprise risk management framework comprehensively addresses credit, market, liquidity, operational, reputational, compliance, cybersecurity, and financial crime risks. Our Anti-Money Laundering and Combating the Financing of Terrorism (AML/CFT) framework, strengthened Know-Your-Customer (KYC) procedures, and transaction monitoring systems remain central to preserving institutional integrity and regulatory compliance.

Stakeholder Engagement and Transparency

We recognize that sustainable progress is strengthened through collaboration and open communication. Throughout 2025, we maintained structured engagement with customers, employees, investors, regulators, and community stakeholders. Feedback received through these engagements informed product development, risk management practices, and social investment priorities.

Our commitment to transparency is demonstrated through regular disclosures, including our bi-annual NSBP reporting to the Central Bank of Nigeria, annual audited financial statements, and this Sustainability Report, prepared in alignment with the Global Reporting Initiative (GRI) Standards.

Continuous Improvement and Forward Focus

Sustainability remains a continuous journey of refinement and accountability. As we transition beyond foundational ESG integration, our forward priorities include:

- Further reduction of operational carbon intensity.
- Expansion of our sustainable and climate-aligned financing portfolio.
- Enhancement of community impact measurement and reporting.
- Deeper integration of ESG considerations into enterprise risk and strategic planning processes.

By embedding sustainability into every dimension of our operations, TAJBank is strengthening institutional resilience, supporting national development objectives, and creating long-term shared value for stakeholders and the Nigerian economy.

1.1 Ethics and Governance at TAJBank

The Board

Strong governance remains the foundation of sustainable value creation at TAJBank Limited. The Board of Directors comprises seasoned professionals with diverse expertise, sound judgment, and

demonstrated integrity. The Board provides strategic direction, ensures effective oversight, and upholds the highest standards of corporate governance.

As at 31 December 2025, the Board consisted of thirteen (13) members: eleven (11) Non-Executive Directors and two (2) Executive Directors. The composition remained stable throughout the year, ensuring continuity, institutional memory, and governance stability.

Two (2) Non-Executive Directors serve as Independent Directors, appointed in line with the Central Bank of Nigeria Guideline on Independent Directors. Their presence reinforces objective oversight, strengthens accountability, and safeguards shareholder and stakeholder interests.

During the year under review, the Board continued to exercise active oversight of strategy, risk management, sustainability integration, and Shariah governance, ensuring alignment with regulatory requirements and ethical banking principles.

Management and Organizational Oversight

The Board Governance, Remuneration, and Nominations Committee supports the Board in fulfilling its governance responsibilities. The Committee oversees governance practices, Board composition, executive succession planning, and remuneration structures to ensure alignment with performance and long-term sustainability objectives.

During the year, the Committee reviewed aspects of the Bank's corporate governance framework to ensure alignment with evolving regulatory expectations and leading practices. It also led the performance evaluation process for the Managing Director and Executive Directors, reinforcing accountability and performance-based leadership.

Code of Conduct and Business Ethics

TAJBank maintains zero tolerance for unethical conduct. Our Ethical Conduct and Integrity Policy serves as the foundation for professional behavior across the Bank. The policy outlines expected standards of conduct, disciplinary measures, and mechanisms for accountability. Compliance is mandatory for all employees.

In 2025, the Board continued to promote a culture anchored in integrity and ethical responsibility. Mandatory ethics training was conducted across the Bank to reinforce awareness of the Code of Conduct and related policies. Additional awareness initiatives were implemented to strengthen understanding of the confidential whistleblowing mechanism, encouraging early reporting of potential misconduct.

Anti-Corruption and Fraud Prevention

The Bank upholds a zero-tolerance stance against bribery, corruption, and fraud. Our anti-corruption framework is supported by a structured whistleblowing process accessible to employees and external stakeholders through secure and confidential channels.

In 2025, we reinforced our anti-corruption culture through:

- Mandatory annual Anti-Bribery and Corruption (ABC) training for all employees.
- Targeted risk-based training for high-risk roles.
- Implementation of an enhanced fraud risk assessment framework.

- Deployment of a fraud monitoring solution to proactively identify and mitigate emerging risks.

These measures strengthened preventive controls and enhanced our ability to detect and respond to potential misconduct promptly.

Transparency and Accountability

Transparency is central to building trust and sustaining long-term stakeholder relationships. We are committed to fair treatment of customers through clear product disclosures, accessible information, and responsible advisory practices.

The Board undergoes an annual governance evaluation conducted by independent external consultants. In addition, the Board performs an annual self-assessment to measure its effectiveness. Recommendations from these evaluations are reviewed by the Governance and Nominations Committee and implemented to enhance Board performance.

In 2025, the Board implemented key recommendations from the external evaluation to further strengthen governance effectiveness and strategic oversight.

Conflicts of Interest

TAJBank maintains a comprehensive Conflicts of Interest Policy that provides structured guidance for identifying, disclosing, and managing actual or potential conflicts.

Board members and senior management are required to declare interests where applicable, particularly in related-party transactions. Such transactions are handled in accordance with established approval procedures and disclosed transparently in the Annual Report and Consolidated Financial Statements.

In 2025, the Bank reinforced policy awareness through periodic communication and training to ensure continued compliance.

Risk Management

Operating across diverse sectors of the Nigerian economy exposes the Bank to a range of financial and non-financial risks. Our Enterprise Risk Management Framework (ERMF) provides a structured approach to identifying, assessing, monitoring, and mitigating risks across the organization.

In 2025, we strengthened our ERMF by further integrating Environmental and Social (E&S) risk considerations into credit evaluation and portfolio management processes. Our Environmental and Social Risk Management (ESRM) Policy guides the assessment of risks associated with financing activities, procurement decisions, and third-party engagements.

Key risk categories monitored include:

- Credit Risk
- Market Risk
- Liquidity Risk
- Operational Risk
- Compliance Risk
- Reputational Risk
- Cybersecurity Risk

- Financial Crime Risk (including AML/CFT)

Through continuous improvement initiatives, the Bank enhanced risk reporting, monitoring systems, and internal control mechanisms during the year.

1.2 Stakeholder Engagement

TAJBank recognizes that sustainable growth depends on meaningful engagement with stakeholders. We adopt a structured and inclusive stakeholder engagement approach supported by a management-level stakeholder committee responsible for oversight and coordination of engagement activities.

We periodically map our stakeholders to understand their evolving expectations and align our strategic priorities accordingly. This process ensures responsiveness, strengthens trust, and promotes shared value creation.

Stakeholder Engagement Channels in 2025

In 2025, the Bank maintained and enhanced multiple engagement platforms:

- Branches and Cash Centers: Primary physical touchpoints for customer interaction and service delivery.
- Internal Communication Platforms (Intranet, HR Flex, Corporate Communications): Channels for employee engagement, policy updates, collaboration, and organizational alignment.
- Audited Financial Statements, Sustainability Report, Newsletters, and Quarterly Reports: Formal disclosure channels providing financial and ESG performance updates.
- Customer Care Center, Surveys, and Feedback Tools: Mechanisms for resolving grievances, improving service delivery, and gathering insights.
- Digital Platforms and Social Media: Our website and official accounts on YouTube, LinkedIn, Instagram, and X (formerly Twitter) serve as key communication channels. In 2025, we expanded digital engagement initiatives to strengthen outreach, particularly among younger demographics.

The Bank remains committed to transparent dialogue and constructive collaboration with customers, employees, regulators, investors, and community stakeholders.

Stakeholder Group	Our Communication Channels	Stakeholders' Priorities
Customers	<ul style="list-style-type: none"> ➤ TAJBank website ➤ Branches & cash centers ➤ Customer care center ➤ Social media ➤ Banking channels ➤ Feedback tools and surveys ➤ Annual audited financial report 	<ul style="list-style-type: none"> ➤ Seamless banking experience ➤ Access to finance ➤ Digitization of services ➤ Cybersecurity and data privacy

Investors & Shareholders	<ul style="list-style-type: none"> ➤ Annual general meetings ➤ Quarterly reports ➤ Annual audited financial report ➤ TAJBank website ➤ Company secretariat 	<ul style="list-style-type: none"> ➤ Return on investment ➤ Business continuity ➤ Dividend payment
Employees	<ul style="list-style-type: none"> ➤ Annual performance review ➤ TAJBank intranet portal ➤ HR Flex ➤ Regular meetings ➤ Newsletters ➤ Annual audited financial report 	<ul style="list-style-type: none"> ➤ Compensation & benefits ➤ Career growth ➤ Training & development ➤ Conducive work environment
Government & Regulator	<ul style="list-style-type: none"> ➤ Monthly report ➤ Regulatory reviews ➤ Annual audited financial 	<ul style="list-style-type: none"> ➤ Compliance with law, rules & regulations ➤ Tax
Suppliers/Vendors	<ul style="list-style-type: none"> ➤ Request for proposal ➤ Invitation to bid ➤ Meetings ➤ SLAs 	<ul style="list-style-type: none"> ➤ Open selection process ➤ Prompt payment
Local Community	<ul style="list-style-type: none"> ➤ Volunteering campaigns ➤ Social media ➤ TAJBank website ➤ Annual report ➤ Radio, TV/Newspaper advert 	<ul style="list-style-type: none"> ➤ Support for social needs of the community ➤ Donation & sponsorship of events

1.3 Our Material Sustainability Issues





TAJBank's material sustainability issues encompass a range of Environmental, Social, and Governance (ESG) topics considered significant to our business operations and overall performance by both the Bank and its key stakeholders. These issues are identified through a thorough analysis of topics deemed important by our internal stakeholders, as well as benchmarking ESG concerns across the financial industry. This process aligns with local and global frameworks, including the Nigerian Sustainable Banking Principles, Global Reporting

Initiative (GRI), International Sustainability Standards Board (ISSB) standards, the United Nations Global Compact, and the UN Sustainable Development Goals (SDGs).

In 2025, we continued to refine our understanding of these material issues. During the year, we conducted stakeholder consultations to gather input on emerging ESG issues. The Bank continued to monitor and evaluate its material sustainability issues.

Looking ahead, our objective is to further enhance our materiality assessment process through robust engagement with our diverse stakeholders. This enhanced process will enable us to prioritize ESG topics based on their impact on both our stakeholders and our business, ensuring that our sustainability efforts are focused on the areas of greatest importance.

➤ **Our Material Issues**

S/N	Sustainability Pillar	Material Topic
a	 Economic	1. Economic Performance
		2. Indirect Economic Impacts
		3. Anti-corruption
b	 Environmental	4. Energy (Usage/Efficiency)
		5. Emissions
		6. Environmental Compliance
		7. Supplier Environmental Assessment
		8. Waste and Effluents
c	 Social	9. Financial Inclusion
		10. Employment
		11. Workforce Well-Being, Benefits and Talent Retention
		12. Employee Work-life Balance
		13. Workplace Health and Safety
		14. Training and Education
		15. Diversity and Equal Opportunity
		16. Social Entrepreneurship
		17. Local Communities
		18. Customer Experience and Satisfaction
		19. Customer Financial Literacy
		20. Women’s economic empowerment
		21. Promotion of Micro-entrepreneurship
		22. Human Rights
D	 Governance	23. Governance Structure and Composition
		24. Anti-Corruption
		25. Compliance with Laws and Regulations
		26. Compliance with Shariah (Including Responsible Financing)
		27. Stakeholders’ Engagement

2.0 TARGETS

2.1 Sustainability Goals and KPIs

TAJBank Limited recognizes that sustainable development requires a balanced integration of economic growth, social inclusion, and environmental stewardship. Our sustainability framework is grounded in ethical banking principles and designed to create long-term value for stakeholders while strengthening institutional resilience.

In 2025, sustainability remained embedded within our business model, risk management processes, and operational strategy. Our Sustainability Strategy provides a structured roadmap for achieving short-, medium, and long-term objectives, ensuring that ESG considerations are integrated into decision-making, capital allocation, and product development.

Strategic Sustainability Objectives

Our Sustainability Strategy is guided by five core pillars:

Financial Inclusion

Efficient Resource Management

Human Rights and Corporate Social Investment

Environmental Stewardship Sustainable Finance

To measure performance, we track ESG-related Key Performance Indicators (KPIs) across operational, social, environmental, and governance dimensions. These KPIs are cascaded across relevant departments to ensure accountability and continuous improvement.

As a non-interest financial institution, we operate in full alignment with the standards of the Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI), ensuring all activities remain Shariah-compliant and ethically grounded.

2.2 Progress and Achievements in 2025

In 2025, the Bank made measurable progress across priority sustainability areas:

- Expanded financial inclusion through branch network growth and digital banking adoption.
- Opened 11 new branches and 1 cash centre nationwide.
- Strengthened ESG governance and monitoring systems across the Bank.

These achievements reflect our deliberate efforts to align commercial growth with social responsibility and ethical banking principles.

2.3 Areas for Improvement and Future Goals

While progress was recorded, we recognize the need for deeper ESG integration and improved impact measurement.

In 2026 and beyond, we will focus on:

- Developing structured sustainable finance products.
- Implementing a comprehensive carbon footprint reduction roadmap.
- Enhancing ESG data management and reporting capabilities.
- Expanding climate risk integration within credit and investment assessments.

We acknowledge that effective environmental and social risk management delivers tangible benefits, including:

- Improved operational efficiency
- Strengthened risk oversight
- Better capital allocation decisions
- Increased stakeholder confidence
- Enhanced access to external financing
- Improved regulatory compliance

Continuous improvement remains central to achieving our long-term sustainability vision.

2.4 Progress toward Sustainability Capability Development

In 2025, TAJBank made significant progress in strengthening its sustainability governance framework and institutional capabilities. Key milestones achieved during the period include:

Strengthening ESG Governance:

Enhanced the Bank’s Environmental, Social, and Governance (ESG) oversight structure to improve strategic direction, accountability, and decision-making on sustainability-related matters.

Capacity Building and Training:

Conducted targeted ESG training programs for the Sustainability Banking Unit, Risk Management team, and other relevant stakeholders to build internal expertise and enhance awareness of sustainability risks and opportunities.

Improved Monitoring and Internal Reporting:

Strengthened internal performance monitoring mechanisms and reporting processes to ensure effective tracking of sustainability initiatives and alignment with the Bank’s strategic objectives.

Development of an ESG Reporting Portal:

Developed and deployed an internal ESG Portal to streamline sustainability data collection, improve the accuracy and consistency of ESG disclosures, and enhance coordination across business units. The portal enables centralized reporting, efficient data aggregation, and better tracking of environmental and social performance indicators across the Bank.

Integration into Enterprise Risk Management:

Incorporated environmental and social risk considerations into the Bank’s Enterprise Risk Management (ERM) framework to support proactive identification, assessment, and mitigation of sustainability-related risks.

These initiatives improved institutional readiness to manage emerging sustainability linked risks and opportunities.

2.5 Alignment with Local and Global Frameworks

TAJBank aligns its sustainability commitments with recognized local and international frameworks, including:

- Global Reporting Initiative (GRI)
- United Nations Sustainable Development Goals (SDGs)
- International Finance Corporation Performance Standards
- Central Bank of Nigeria’s Sustainable Banking Principles (NSBP)
- Nigerian Exchange Group Sustainability Disclosure Guidelines

This alignment ensures that our sustainability strategy reflects global best practices while addressing Nigeria’s developmental priorities.

3.0 DRIVING SOCIAL IMPACT

TAJBank’s social impact initiatives are guided by Islamic ethical principles, financial inclusion objectives, and employee well-being priorities. Our aim is to promote inclusive prosperity and sustainable development.

3.1 Alignment with Islamic Banking Value Proposition

All financing and social initiatives are aligned with Shariah principles of fairness, transparency, and social justice. Ethical banking remains central to our value proposition and societal impact.

3.2 Financial Inclusion and Access to Banking

In 2025:

- 11 new branches and 1 cash Centre were opened nationwide.
- Digital banking platforms served 239,224 customers, expanding access to Shariah-compliant services.

These initiatives helped bridge the gap between banked and unbanked populations, supporting households, entrepreneurs, and MSMEs.

3.3 Employee Value Proposition – “Keeping Our People Happy Always”

At year-end 2025, TAJBank employed 833 staff members.

Key Highlights:

- 161 employees promoted
- 833 employees received training
- Enhanced benefits and reward structures
- Continued investment in modern workspaces

These initiatives strengthened talent retention, engagement, and operational excellence.

3.4 Diversity and Inclusion

At 31 December 2025:

Gender	Number	Percentage
Male	522	63%
Female	311	37%

Senior management comprised 11 males and 3 females.

The Bank remains committed to improving gender representation and fostering inclusive workplace policies.

3.5 Training and Capacity Building

In 2025, all 833 employees received structured training covering:

- Fraud and Anti-Corruption
- Human Rights
- Risk Management
- Customer Service
- Leadership Development
- Operational Excellence

Capacity building remains a strategic priority as the Bank expands operations.

4.0 OUR ENVIRONMENTAL STEWARDSHIP

4.1 Environmental Commitment

TAJBank supports climate action in alignment with:

- United Nations SDG 13 (Climate Action)
- Paris Agreement

Our Environmental and Social Risk Policy guides environmental risk identification and mitigation across operations and financing.

4.2 Resource Efficiency

Energy

- 11% of branches (7 of 63) operate on solar power.
- Total energy consumption: 3,990,696 kWh
- Diesel expenditure: ₦1.656 billion
- PMS expenditure: ₦384 million
- Grid electricity expenditure: ₦718.3 million

Future strategy: Solar transition expansion for reducing scope 1 emission, energy management systems, and exploration of electric vehicle adoption for business activities. Proper screening of client's financing request for assessing social and environmental impact of their business activities.

Water

- 63 borehole water sources.
- Total water consumption: 7,200,000 litres
- Cost: ₦18 million
- Water conservation initiatives include leak prevention and low-flow fixtures.

Paper and Waste

- Increased digital account openings.
- Printing restricted and strictly on need basis.
- Partnered with recycling firms for e-waste.
- Improved waste segregation protocols.

Future goal: Implement measurable waste reduction targets.

5.0 RESPONSIBLE FINANCING AND ECONOMIC PERFORMANCE

5.1 Islamic Banking Principles

TAJBank operates strictly in compliance with Shariah principles:

- Ethical investment
- Asset-backed financing structures.
- Socially responsible financing.
- Financial inclusion support for underserved communities.

5.2 Shariah Governance

The Bank's Shariah governance framework includes oversight by the Advisory Committee of Experts (ACE) comprising Islamic scholars and financial experts to ensure full compliance.

5.3 Green and Ethical Financing

Board Risk Management and Investment oversight ensures ESG integration in investment decisions.

In 2025:

- Environmental and social risk assessments conducted on 231 transactions.
- Preferential terms offered for renewable and sustainable projects.
- Continued development of green financing portfolio.

5.4 Supporting Sustainable Businesses

- 44 SMEs supported through financing and advisory.
- Environmental and social assessments integrated into credit decisions.
- Continued support for renewable energy and sustainable infrastructure.



RISK MANAGEMENT

1. Risk Management Overview

Effective risk management remains fundamental to the Bank's ability to achieve its strategic objectives while safeguarding financial soundness, operational resilience, and stakeholder confidence. During the 2025 financial year, the Bank continued to strengthen its enterprise-wide risk management framework to ensure that risks are appropriately identified, assessed, monitored, and controlled across all business activities.

The Bank maintains a disciplined and proactive approach to risk-taking, guided by a clearly defined Risk Appetite Framework approved by the Board of Directors. This framework ensures that risk exposures remain aligned with the Bank's strategic priorities, capital strength, and regulatory expectations.

The Risk Management Division works closely with business units and other control functions to ensure that risk considerations are embedded in strategic planning, credit decisions, product development, technology initiatives, and day-to-day operational activities. The Bank also continued to enhance risk culture by improving risk awareness across all levels of staff and reinforcing accountability for risk ownership.

2. Risk Governance Framework

The Bank's risk governance framework establishes clear oversight, accountability, and reporting structures to ensure effective management of risks across the organization.

Ultimate responsibility for risk management resides with the Board of Directors, which approves the Bank's risk strategy, risk appetite, and key risk policies. The Board ensures that management maintains adequate risk management systems and that risk exposures are managed within acceptable limits.

Supporting the Board in its oversight responsibilities are the Board Risk Management Committee (BRMC) and other Board committees, which review risk exposures, risk limit breaches, emerging risks, and the adequacy of the Bank's risk management framework.

At the executive level, the Executive Director leads the risk management function and is responsible for implementing risk policies, monitoring risk exposures, and reporting key risk matters to the Board. The ED also ensures appropriate independence of the risk function and promotes consistent application of risk management practices across the Bank.

3. Risk Governance Structure (Three Lines of Defense Model)

The Bank adopts the internationally recognized Three Lines of Defense Model to ensure effective segregation of responsibilities and oversight.

First Line of Defense – Business Units

Business units constitute the first line of defense and are responsible for identifying, assessing, and managing risks arising from their day-to-day activities. They are required to operate within approved risk limits and ensure that appropriate controls are embedded in their processes and operations.

Second Line of Defense – Risk Oversight Functions

The second line of defense consists of independent control functions including the Risk Management Division, Financial Control, Compliance, and Information Security. These functions

develop risk frameworks, establish policies, monitor exposures, and ensure compliance with internal and regulatory requirements.

The CRO provides oversight and coordination of the Bank's risk management activities and ensures that emerging risks are promptly escalated to Senior Management and the Board.

Third Line of Defense – Internal Audit

The Internal Audit Department serves as the third line of defense and provides independent assurance on the effectiveness of the risk management framework, governance processes, and internal control systems. It conducts periodic reviews and reports directly to the Board Audit Committee.

4. Enterprise Risk Management (ERM) Framework

The Bank operates an integrated Enterprise Risk Management (ERM) Framework that provides a structured and consistent approach to managing risk across the institution. The ERM framework supports the Bank's strategic direction and ensures that risks are managed holistically across all business units.

The framework encompasses:

- Risk identification and assessment
- Risk appetite and tolerance limits
- Risk measurement and monitoring
- Risk mitigation and control mechanisms
- Risk reporting and escalation procedures
- Stress testing and scenario analysis
- Continuous improvement and risk maturity development

The Bank's ERM framework is aligned with:

- Basel Risk Management Principles
- COSO ERM principles
- Central Bank of Nigeria (CBN) Risk-Based Supervision framework

5. Risk Culture and Risk Awareness

The Bank recognizes that a strong risk culture is essential to effective risk management. During 2025, the Bank continued to reinforce risk culture through:

- Regular risk awareness sessions and training
- Strengthening accountability for risk ownership at business unit level
- Encouraging early escalation of emerging risk issues
- Promoting compliance and ethical conduct across all levels
- Reinforcing consequence management for policy breaches

Risk culture initiatives were supported through consistent communication from senior management and periodic risk assessments to identify behavioural or control weaknesses.

6. Risk Appetite Framework

The Bank maintains a clearly defined Risk Appetite Statement (RAS) which articulates the level and types of risks the Bank is willing to assume in pursuit of its strategic objectives.

The Risk Appetite Framework provides quantitative and qualitative thresholds across key risk categories including:

- Credit risk
- Market risk
- Liquidity risk
- Operational risk
- Compliance and regulatory risk
- Legal risk
- Strategic risk
- Capital risk
- Cybersecurity risk
- Reputational risk

7. Key Risk Categories

7.1 Credit Risk

Credit risk represents the potential for financial loss arising from the failure of borrowers or counterparties to meet their contractual obligations.

The Bank manages credit risk through a comprehensive framework that includes:

- Robust credit approval processes and delegation of authority structure
- Credit risk rating models and customer risk grading
- Sectoral concentration limits and diversification strategies
- Collateral valuation and collateral management practices
- Credit documentation standards and legal enforceability reviews
- Continuous portfolio monitoring and early warning signals
- Watchlist management and remedial credit recovery strategies

During 2025, the Bank continued to maintain prudent financing standards and improved credit monitoring processes, ensuring timely identification of deteriorating obligors. The Bank also strengthened credit quality review processes and enhanced monitoring of high-risk exposures.

Additional credit risk control improvements in 2025 included:

- Strengthening of obligor monitoring triggers
- Enhanced review of insider-related exposures
- Improved collateral perfection and documentation tracking
- Increased focus on IFRS 9 impairment monitoring

	2025	2024
	₦'000	₦'000
Performing	452,965,905	288,576,344
Non- performing:		
Substandard	1,722,069	4,564,584
Doubtful	6,194,545	4,352,735
Lost	6,034,919	2,851,938
Total	466,917,438	300,345,600

(ii) by Sector

SECTOR	2025	2024
	₦'000	₦'000
Agriculture	28,848,809	19,015,184
Construction	87,347,438	28,530,468
Education	1,949,727	1,213,101
General (Retail)	17,542,587	12,764,038
General Commerce	63,359,763	55,654,565
Human Health and Social Work Activities	1,526,945	5,413,129
Information and communication	1,701,599	561,816
Manufacturing	50,745,048	55,875,745
Oil and Gas	75,795,573	51,821,449
Professional, Scientific and Technical Activities	2,411,351	167,668
Mining and Quarrying	6,482,213	5,417,179
Real Estate	86,043,064	38,263,234
Transport, Storage & Logistics	36,502,294	23,010,940
Power & Renewable Energy	6,661,027	2,637,084
Total	466,917,438	300,345,600

(iii) by Product

S/N	Product	Exposure (₦'000)	
		2025	2024
1	Ijarah of service - Retail	4,825	8,629
2	Ijarah of service - Corporate	6,441,428	2,820,313
3	CBN RSSF	7,954,995	9,432,198
4	Ijarah muntahiyahbitamleek (Retail and corporate)	43,545,876	23,492,703
5	CBN CACS	751,437	1,287,145
6	Murabahah Retail	20,024,771	9,282,758
7	Murabahah Corporate	383,835,814	250,964,133
8	Istisna'	2,988,292	2,437,721
9	Mudarabah	1,370,000	620,000
Total		466,917,438	300,345,600

(iv) by Maturity Profile

MATURITY	2025	2024
	₦'000	₦'000
≤ 3 Months	85,480,841	7,550,118
> 3 Months ≤ 6 Months	46,904,760	118,394,355
> 6 Months ≤ 1 Year	73,547,497	83,798,622
> 1 Year ≤ 2 Years	50,385,252	30,267,872
> 2 ≤ 3 Years	138,226,533	31,265,653
> 3 ≤ 5 Years	72,009,430	20,975,487
> 5 Years	363,154	8,093,493
Total	466,917,467	300,345,600

(v) Category

CATEGORY	2025	2024
	₦'000	₦'000
Corporate	448,404,080	289,191,691
Retail	18,513,358	11,153,909
Total	466,917,438	300,345,600

(vi) by Security

SECURITY	2025	2024
	₦'000	₦'000
Legal Mortgage	292,578,271	227,542,985
All Asset Debenture	66,985,714	25,654,621
Domiciliation of Contract Proceeds	761,747	1,165,414
Domiciliation of Account Receivables	54,175,549	627,380
Cash	12,874,778	12,436,590
Domiciliation of Salaries and Allowances	1,405,807	2,091,277
Deed of Sublease	400,129	640,957
Irrevocable Standing Payment Order (ISPO)	9,121	24,234
Negative Pledge	1,617,508	1,125,085
Equitable Mortgage	304,318	613,030
Mortgage Debenture	14,576,572	18,076,053
Trust Receipt or Warehouse Warrants	21,227,924	10,347,974
Total	466,917,438	300,345,600

7.2 Market Risk

Market risk arises from adverse movements in financial market variables such as profit rates, foreign exchange rates, and equity prices.

The Bank manages market risk through:

- Value at Risk (VaR) methodologies
- Sensitivity and duration analysis

- Stress testing and scenario analysis
- Regular monitoring of trading and investment portfolios
- Market risk limit structures (FX position limits, investment concentration limits, etc.)

Market risk exposures remained within approved limits throughout the reporting period. The Bank also continued to monitor macroeconomic conditions and exchange rate volatility, ensuring that market positions remained aligned with risk appetite.

7.3 Liquidity Risk

Liquidity risk is the risk that the Bank may be unable to meet its financial obligations as they fall due without incurring unacceptable losses.

The Bank maintained a strong liquidity position through:

- Continuous monitoring of liquidity ratios
- Liquidity Coverage Ratio (LCR) compliance
- Net Stable Funding Ratio (NSFR) monitoring
- Diversification of funding sources
- Maintenance of liquid asset buffers
- Contingency Funding Plan (CFP) implementation
- Daily liquidity monitoring and cash flow forecasting

During 2025, the Bank maintained strong liquidity buffers in line with regulatory requirements and continued to enhance liquidity stress testing and scenario modelling.

7.4 Operational Risk

Operational risk arises from inadequate or failed internal processes, human errors, system failures, or external events.

The Bank manages operational risk through:

Risk and Control Self-Assessments (RCSA)

- Key Risk Indicators (KRIs) tracking
- Operational loss event reporting and analysis
- Business continuity management and disaster recovery planning
- Fraud risk monitoring and prevention initiatives
- Process automation and control strengthening
- Outsourcing and vendor risk management

During 2025, the Bank strengthened operational resilience through enhanced incident reporting, improved control testing, and strengthened business continuity preparedness.

7.5 Compliance and Regulatory Risk

Compliance risk arises from failure to adhere to applicable laws, regulations, and internal policies.

The Bank continued to enhance its compliance framework through:

- Strengthening AML/CFT monitoring programs
- Improvements to transaction monitoring and customer due diligence processes
- Regulatory reporting enhancements
- Policy review and updates in line with evolving regulatory expectations

- Ongoing staff training and compliance awareness programs

The Bank also continued to monitor regulatory developments and ensured timely implementation of relevant guidelines issued by the CBN and other regulatory bodies.

7.6 Information Security & Cyber Risk

With increasing reliance on digital banking platforms, cybersecurity remains a key risk priority. The Bank continued to enhance its information security and cyber risk management posture through:

- Strengthening cybersecurity monitoring and threat detection tools
- Regular IT risk assessments, vulnerability assessments, and penetration testing
- Strengthened endpoint protection and network monitoring
- Enhanced user access management and privilege reviews
- Data protection controls aligned with GDPR requirements
- Employee awareness programs on cyber threats and phishing prevention
- Strengthened incident response procedures and escalation protocols

7.7 Reputational Risk

Reputational risk remains a key consideration for the Bank due to its potential to affect customer confidence, funding stability, and regulatory perception.

The Bank mitigates reputational risk through:

- Effective customer complaint management systems
- Compliance with consumer protection guidelines
- Proactive stakeholder engagement
- Strict adherence to ethical standards
- Monitoring of social media and public sentiment trends
- Communication and crisis management escalation procedures

7.8 Strategic Risk

Strategic risk arises from adverse business decisions, poor execution of strategic initiatives, or failure to respond to changes in the operating environment.

The Bank manages strategic risk through:

- Board-approved strategic planning processes
- Regular performance monitoring against strategic objectives
- Product governance and new product approval processes
- Continuous monitoring of macroeconomic and competitive conditions

7.9 ESG & Sustainability Risk

The Bank recognizes Environmental, Social, and Governance (ESG) risks as increasingly material to financial institutions due to regulatory expectations, stakeholder scrutiny, and climate-related financial impacts.

During 2025, the Bank strengthened its ESG risk management approach through:
Development/enhancement of ESG governance structures

- ESG risk screening as part of credit evaluation
- Adoption of exclusion lists for prohibited/high-risk sectors
- ESG due diligence for high-risk borrowers
- Improved ESG reporting and data collection processes

The Bank remains committed to responsible banking and continues to align ESG risk management with international best practices and relevant CBN sustainability principles.

8. Capital Adequacy and ICAAP

The Bank maintained a strong capital position during the reporting period, ensuring adequate buffers to absorb potential losses arising from credit, market, operational, and other risk exposures.

Capital adequacy is monitored in line with regulatory requirements and internal capital thresholds. The Bank also applies Internal Capital Adequacy Assessment Process (ICAAP) principles to ensure that capital planning remains aligned with risk profile, business strategy, and stress testing outcomes.

Capital planning is supported by:

- Forward-looking projections
- Stress testing results
- Risk-adjusted performance assessments
- Monitoring of capital ratios and buffers

9. Stress Testing and Scenario Analysis

The Bank conducts periodic stress testing to assess resilience under adverse economic scenarios. Stress testing covers key risk categories and considers scenarios such as:

Macroeconomic downturns

Credit portfolio deterioration

Market volatility and FX shocks

Liquidity stress events

Operational disruption scenarios

Stress testing results are used to support:

- Risk appetite calibration
- Capital planning and ICAAP assessments
- Liquidity contingency planning
- Portfolio risk mitigation strategies

10. Business Continuity and Disaster Recovery

The Bank recognizes that operational resilience is essential for continuity of critical services. During 2025, the Bank strengthened its Business Continuity Management (BCM) program through:

- Periodic review of Business Continuity Plans (BCPs)
- Disaster Recovery (DR) tests and alternate site simulations
- Review of Recovery Time Objectives (RTOs) and Recovery Point Objectives (RPOs)
- Strengthening of crisis communication protocols

- Continuous improvements in DR infrastructure and readiness

11. Outsourcing and Vendor Risk Management

Given increased dependence on third-party service providers for digital banking and operational support, the Bank strengthened its vendor risk management practices in 2025.

Key initiatives included:

- Vendor due diligence and onboarding reviews
- Contractual risk controls (SLAs, confidentiality clauses, audit rights)
- Ongoing monitoring of vendor performance and service delivery
- IT security reviews for critical service providers
- Strengthened oversight of outsourced services in line with regulatory expectations

12. Risk Monitoring and Reporting

The Bank maintains a comprehensive risk monitoring and reporting framework to ensure that risk exposures are identified and addressed promptly.

Risk reports are regularly submitted to Executive Management and the Board, including:

- Credit portfolio performance reports
- Liquidity risk dashboards
- Market risk exposure summaries
- Operational risk incident reports
- Compliance and regulatory risk reports
- ESG risk monitoring reports (where applicable)

These reports provide timely insights to support informed decision-making and ensure that emerging risks are escalated appropriately.

13. Key Risk Management Developments in 2025

During the 2025 financial year, the Risk Management Division implemented initiatives aimed at strengthening the Bank's risk management capabilities, including:

Enhancement of enterprise risk reporting frameworks and dashboards

Strengthening of risk appetite monitoring processes

Implementation of improved risk analytics and data quality controls

Expansion of risk awareness and training programs across the Bank

Continued alignment with evolving regulatory requirements

Strengthening of ESG risk screening and sustainability risk governance

Strengthening operational resilience and business continuity readiness

Improved monitoring of cyber and technology risks

14. Emerging Risks and Key Risk Themes

The Bank continued to monitor emerging risks and key themes that could impact business performance, including:

Macroeconomic volatility and inflationary pressures

- Exchange rate instability and liquidity tightening
- Increased cyber threats targeting financial institutions
- Rising fraud risks and social engineering threats

- Increased regulatory focus on consumer protection and AML/CFT compliance
- Climate and ESG risks affecting certain sectors
- Technology risks arising from digital banking growth
- Third-party dependency risks and service disruptions

Management continues to strengthen controls and monitor mechanisms to address these risks proactively.

15. Outlook for 2026

Looking ahead, the Bank will continue to enhance its risk management capabilities in response to evolving market conditions, regulatory developments, and technological advancements.

Key priorities for 2026 include:

- Strengthening enterprise risk analytics, automation, and reporting capabilities
- Updating the ERM framework to incorporate emerging Artificial Intelligence (AI) risks, with emphasis on operational resilience and service recovery capabilities to respond effectively to severe but plausible disruption scenarios
- Enhancing cybersecurity resilience and incident response capability
- Strengthening ESG and climate risk integration into credit and portfolio management
- Further embedding risk culture across the organization
- Strengthening vendor risk governance for critical outsourced services
- Continuous alignment with international best practices and regulatory expectations

The Bank remains committed to maintaining a strong risk management culture and governance framework. Through continued enhancement of its ERM framework, risk monitoring tools, and control environment, the Bank has positioned itself to manage risks effectively and support sustainable growth.

The Bank will continue to strengthen its resilience, ensuring that risks are proactively managed in line with regulatory requirements.

Chief Compliance Officer's Report:**1. Introduction**

The Compliance function remains central to safeguarding the Bank's integrity, ensuring adherence to applicable laws and regulations, and reinforcing stakeholder confidence. In line with our mandate as a licensed non-interest bank, we continue to align regulatory compliance with Shariah principles, thereby embedding ethical banking at the core of our operations. Throughout the year 2025, the Bank maintained a strong compliance culture driven by the Board and senior management, with a clear commitment to regulatory excellence, transparency, and responsible financial intermediation.

2. Regulatory Environment and Key Developments:

The Nigerian regulatory landscape in 2025 was marked by heightened supervisory intensity, expanded compliance expectations, and increased reliance on technology-driven oversight.

Key developments included:

- Enhanced AML/CFT/CPF supervision by the Central Bank of Nigeria (CBN), with emphasis on a risk-based supervisory framework across all regulated institutions
- Nigeria's exit from the FATF grey list in October 2025, reflecting significant improvements in financial crime controls and beneficial ownership transparency
- Establishment of a centralised compliance oversight function within the CBN, driving stronger governance, cybersecurity, and market conduct supervision
- Issuance of draft baseline standards for automated AML systems, requiring integration of KYC, transaction monitoring, and regulatory reporting capabilities
- Release of revised Agent Banking Guidelines (2025) to strengthen oversight, reduce fraud, and enhance financial inclusion safeguards
- Expansion of digital lending regulations, reinforcing consumer protection, transparency, and data privacy requirements

These developments underscore a decisive regulatory shift toward real-time compliance, stronger governance, and technology-enabled supervision.

3. Compliance Governance Framework

The Bank's compliance governance structure remained robust and aligned with regulatory expectations.

Oversight was exercised through:

- The Board Audit Committee, providing strategic direction and independent oversight
- Executive Management Committees ensuring implementation and accountability.

The Bank continues to operate a Three Lines of Defence model:

- **First Line:** Business units responsible for day-to-day compliance
- **Second Line:** Compliance and Risk functions providing oversight and advisory
- **Third Line:** Internal & Shariah Audit offering independent assurance

The Compliance function maintained independence, with direct reporting lines to the Board (through the Executive Compliance Officer), ensuring objectivity and effectiveness.

4. Integration of Shariah Compliance

As a non-interest bank, TAJ Bank places strong emphasis on Shariah governance integration.

The Compliance function worked closely with the Advisory Committee of Experts (ACE) to:

- Ensure all products and transactions adhere to Shariah principles
- Monitor ongoing compliance with approved structures
- Support Shariah audits and reviews

5. Integration of Shariah Compliance

5.1 Anti-Money Laundering, Counter-Terrorist Financing and Counter-Proliferation Financing (AML/CFT/CPF)

In 2025, the Bank strengthened its AML/CFT framework in response to evolving regulatory expectations and financial crime typologies.

Key initiatives included:

- Enhancement of risk-based customer due diligence (CDD/KYC) processes
- Enhancement of the transaction monitoring systems
- Timely filing of Suspicious Transaction Reports (STRs) in line with NFIU requirements
- Strengthened screening against domestic and international sanctions lists, including UN and Nigerian sanctions regimes

These measures align with Nigeria's post-grey list commitment to maintaining global financial integrity.

5.2 Sanctions Compliance

The Bank maintained zero tolerance for sanctions breaches through:

- Automated sanctions screening systems
- Continuous updates of global and domestic watchlists
- Escalation protocols for potential matches

5.3 Regulatory Compliance

The Bank maintained full compliance with:

- CBN Prudential Guidelines
- Non-Interest Banking Framework
- NDIC and other statutory requirements

Regulatory returns were rendered accurately and within prescribed timelines.

5.4 Consumer Protection and Conduct Risk

In line with evolving regulatory expectations:

- Customer complaints handling mechanisms were strengthened
- Product disclosures were enhanced to ensure transparency, particularly for Islamic finance structures
- Monitoring of unfair practices was intensified

5.5 Data Protection and Cybersecurity Compliance

The Bank continued to align with:

- Nigeria Data Protection laws

- Cybersecurity regulatory frameworks

Data governance practices were enhanced to address increasing digital risks and regulatory scrutiny.

6. Integration of Shariah Compliance

A risk-based Compliance Monitoring Plan was executed across business units.

Key activities included:

- Thematic reviews focusing on high-risk areas such as AML, agent banking, and digital channels
- Continuous compliance testing and control validation
- Close collaboration with Internal Audit and Risk functions

Findings from monitoring activities were promptly remediated, with regular reporting to executive management and the Board.

7. Integration of Shariah Compliance

The Bank sustained its commitment to building a strong compliance culture through:

- Mandatory staff training on AML/CFT, sanctions, and conduct risk
- Specialized training on Shariah compliance
- Board and senior management awareness sessions

These initiatives reinforced a culture of accountability, ethics, and regulatory awareness.

8. Regulatory Engagement and Examinations

Regulatory Engagement and Examinations

The Bank maintained constructive engagement with regulators, including:

- The Central Bank of Nigeria (CBN)
- Nigerian Financial Intelligence Unit (NFIU)
- Nigeria Deposit Insurance Corporation (NDIC)

Regulatory examinations conducted during the year were successfully managed, with observations addressed in a timely manner.

9. Compliance Technology and Digital Transformation

In response to regulatory expectations, the Bank commenced the identification and selection of appropriate technology to advance its compliance system capabilities towards:

- Real-time enhanced transaction monitoring
- Real-time fraud monitoring and mitigation
- Integration of customer onboarding systems with BVN/NIN databases
- Adoption of automated reporting solutions

These initiatives will align with regulatory emphasis on automation, real-time monitoring, and system integration.

10. Key Achievements in 2025

During the year, the Bank achieved the following:

- Strengthened AML/CFT framework in line with evolving regulations
- Successful regulatory engagements with minimal supervisory concerns
- Enhanced compliance monitoring and reporting capabilities
- Continued alignment with Shariah governance standards.

11. Challenges and Emerging Risks

The Bank continues to operate in a dynamic risk environment characterized by:

- Increasing sophistication of financial crimes, including cyber-enabled fraud
- Rapid growth in digital banking and fintech partnerships
- Heightened regulatory expectations and reporting requirements
- Emerging risks from virtual assets and cross-border transactions

Additionally, the expansion of agent banking networks introduces operational and compliance risks that require continuous oversight.

12. Outlook and Priorities for 2026

Looking ahead, the Bank will focus on:

- Deepening RegTech and automation capabilities
- Enhancing real-time transaction monitoring and analytics
- Strengthening Shariah-compliance integration in new products
- Expanding compliance coverage for digital and agency banking channels
- Maintaining alignment with evolving regulatory expectations

13. Conclusion and Assurance


Based on the assessments conducted during the year, I am satisfied that TAJ Bank Limited has maintained an effective compliance framework that is commensurate with the nature, scale, and complexity of its operations.

The Bank remains committed to:

- Full compliance with applicable laws and regulations
- Upholding the highest standards of ethical and Shariah-compliant banking
- Continuous improvement of its compliance systems and controls

The Bank has yet again maintained a low AML/CFT risk profile due to the strong and continuous support extended by the Board of Directors, Management, Regulators, and staff towards strengthening the Bank's compliance culture.

Signed,



Muhammad Kabir Muhammad, PhD

Chief Compliance Officer

REPORT OF THE DIRECTORS

The Directors of TAJBank Limited (“the Bank”) have the pleasure in presenting their report on the affairs of the Bank’s audited financial statements and with the independent auditor’s report for the year ended 31 December 2025.

1. Legal form

TAJBank Limited (the “Bank”) is the second full-fledged non-interest financial institution in Nigeria. The Bank was granted a regional banking license to carry on the business of non interest banking and commenced operation on 2 December, 2019 with one branch in Kano State and the Federal Capital Territory. It was established as a private limited liability company and obtained national banking license in August 2022.

The Board of Directors play a crucial role in safeguarding Shareholders' interests, setting the strategic direction of the Bank, and providing oversight of Management’s activities. The Board is composed of individuals of high integrity and competence who demonstrate strong ethical values, sound judgment, innovative thinking, and a commitment to effective corporate governance. Their approach is characterized by trust, transparency, accountability, social responsibility and by adhering to these principles, the Board ensures that the interests of all stakeholders are protected and that the Bank operates in a manner that is both responsible and effective.

2. Business review and future development

The Bank carried on business as a non-interest commercial Bank within the period under review in accordance with its Memorandum and Articles of Association.

Operating results

Below are the highlights of the Bank’s operating results for the year under review:

	31 December 2025 N'000	31 December 2024 N'000
Gross earning	132,562,681	77,540,476
Profit before tax	31,561,874	18,165,623
Income tax expenses/ credit	(1,265,799)	(104,18)
Profit after tax	30,296,075	18,269,809

3. Directors Fees

The Board of Directors proposed and presented their annual fees at the General Meeting for approval.

4. Directors’ Interest

The direct and indirect interests of the Directors in the issued share capital of the Bank as recorded in the register of the Directors’ Shareholding and/or as notified by the Directors for the purposes of section 301 of the Companies and Allied Matters Act, 2020, are stated below:

Number of Shareholding as at 31 December 2025

S/N	Director	Direct	Indirect
1	Alh. Tanko Isiaku Gwamna	N/A	44,000,000 (Flex Development Co. Ltd)
2	Tata Shekarau Omar	N/A	N/A
3	Mr. Adekunle James Awe	N/A	N/A
4	Mariam Ibrahim	N/A	1,100,000,000 (Inverness Wealth Management Ltd)
5	Ahmed. A. Joda	110,000,000	N/A
6	Barrister Habib Alkali	828,000,000	N/A
7	Kogis Jonathan Luka	N/A	N/A
8	Hafsatu Lawal Garba	N/A	2,150,000,000 (Lawal Garba)
9	Charles Iyakndue Ebieng	10,000,000	N/A
10	Nura Manu Soro	2,236,810,811	N/A
11	Jameel Muhammad Sadis	N/A	1,100,000,000 (Adama Beverages Ltd)
12	Sherif A. Idi	33,000,000	3,212,000,000 (H &S Investment Ltd)
13	Hamid Joda	11,000,000	3,212,000,000 (H &S Investment Ltd)

5. Employment and employees**a) Employee involvement and training**

The Bank's major assets are its Management, professional and technical staff, and the Bank invests in their training, both locally and overseas, as collated during the period under review. Formal and informal channels of communication are employed in keeping staff abreast of various factors affecting the Bank as a going concern.

b) Employment policy

The Bank's recruitment policy is based solely on merit, it does not discriminate against any person on the grounds of Religion, Tribe, or Physical Disability.

c) Health safety and welfare at work

Health and safety regulations are applied within the Bank's premises and employees are continuously sensitized on existing regulations. The Bank provides subsidy to all levels of employees for medical, transportation, lunch, as well as access to recreational facilities to enhance their welfare and improve productivity.

The fire prevention and firefighting equipment are strategically installed throughout the Bank's premises to ensure safety. Additionally, the Bank operates a contributory pension plan in accordance with the Pension Reform Act, providing valuable benefits for its employees.

d) Health safety and welfare at work

The average number of male and female employees during the period ended 31st December 2025 is provided below as the Board is committed to gender balance and has thus, mandated Management to take the issue of gender balance into cognizance amongst staff and in filling future vacancies:

Male	Female	Total	percentage
522	311	833	63%:37%

6. Shareholding analysis

The shareholding pattern of the Bank as at 31st December 2025 is as stated below:

Range	No of shareholders	Percentage of Shareholders %	Numbers of holdings	Percentage of holdings
1- 10,000	-	-	-	-
10,001-50,000	-	-	-	-
50,001-1,000,000	-	-	-	-
1,000,001-5,000,000	4	11%	4,400,000	0.02%
5,000,001 - 10,000,000	3	8.11%	27,300,000	0.13%
10,000,001-50,000,000	7	18.92%	143,000,000	0.69%
50,000,001 - 100,000,000	5	13.51%	450,989,189	2.18%
100,000,001 - 500,000,000	6	16.22%	1,194,459,459	2.18%
500,000,001- 1,000,000,000	5	13.51%	3,299,000,000	15.93%
Above 1,000,000,000	7	18.92%	15,590,986,411	75.28%
	37	100	20,710,135,059	100.00

The shareholding pattern of the Bank as at 31 December, 2024 is as stated below:

Range	No of shareholders	Percentage of Shareholders %	Numbers of holdings	Percentage of holdings
1- 10,000	-	-	-	-
10,001-50,000	-	-	-	-
50,001-1,000,000	-	-	-	-
1,000,001-5,000,000	5	14.71	7,700,000	0.04%
5,000,001 - 10,000,000	-	-	-	-
10,000,001-50,000,000	7	20.59	143,000,000	0.78%
50,000,001 - 100,000,000	5	14.71	450,989,189	2.47%
100,000,001 - 500,000,000	6	17.65	1,119,918,919	6.14%
500,000,001- 1,000,000,000	6	17.65	4,183,500,000	22.94%
Above 1,000,000,000	5	14.71	12,334,810,811	67.63%
	34	100	18,239,918,919	100.00

7. Substantial interest in share Shareholding analysis

The following shareholders held more than 5% of issued share capital of the Bank.

S/N	Shareholders	31December 2025	31December 2024
1	H & S Investments Limited	31.03%	35.22%
2	Nura Manu Soro	10.80%	10.80%
3	Lawal Garba	10.38%	10.38%
4	Zinadabad Limited	7.02%	10.38%
5	Winslow Logistic Limited	5.44%	5.08%
6	Adama Beverages Limited	5.31%	6.03%
7	Inverness Wealth Management Limited	5.31%	6.03%

8. Declaration of Dividend

The Board recommended a cash dividend payment of 20k for every 1 (one) share held by Shareholders of the Bank subject to approval of the Central Bank of Nigeria.

9. Donation and sponsorship

The Non-Permissible Income of the Bank was donated to Charity as required.

10. Assets values

Information relating to the Bank's assets is detailed in the notes to the financial statements.

11. Disclosure of customer complaints

DESCRIPTION	NUMBER		AMOUNT CLAIMED (NAIRA)		AMOUNT REFUNDED (NAIRA)	
	2025	2024	2025	2024	2025	2024
Pending Complaints b/f	259	186	76,494,401	32,706,676	-	-
Received Complaints	9,417	4,381	2,018,273,163	3,728,216,290		
Resolved Complaints	9,418	4,308	1,825,366,936	3,300,027,400	1,033,441,258	650,988,349
Unresolved Complaints escalated to CBN for Intervention	-	-	-	-	-	-
Unresolved Complaints Pending with the Bank carried forward	258	259	269,400,629	76,494,401	-	-

12. Audit Committee

Pursuant to Section 401 of the Companies and Allied Matters Act, 2020, the Bank has in place an Audit Committee comprising two Shareholders' representatives and directors as follows:

Dr. Abdulkadeer Babangida Njiddah, Ph.D., FCA (Chairman)	
Hajiya Hafsat Magaji Inuwa (Member)	
Alhaji Tata Shekarau Omar	(Non- Executive Director)
Mr. Adekunle James Awe	(Non-Executive Director)
Mr. Charles Iyakndue Ebieng	(Non-Executive Director)

The functions of the Audit Committee are as laid down in Section 407 of the Companies and Allied Matters Act, 2020

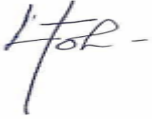
TAJBank Limited

Plot 72, Ahmadu Bello Way
Central Business District, Abuja, Nigeria.

13. Auditors

The Auditors, Messrs. Ahmed Zakari & Co., having indicated their willingness to continue in office will do so in accordance with Section 401(1&2) of the Companies and Allied Matters Act, 2020.

By order of the Board



Amina Usman Toli
Company Secretariat
27 March 2026

TAJBANK LIMITED FINANCIAL HIGHLIGHTS FOR THE YEAR ENDED 31 DECEMBER 2025

The followings are the major financial highlights for year ended 31 December 2025:

FINANCIAL HIGHLIGHTS			
STATEMENT OF FINANCIAL POSITION	31-Dec-2025 N'Million	31-Dec-2024 N'Million	Changes (%)
Total assets	1,340,977	953,098	41%
Gross earning assets	847,706	467,377	81%
Financing	392,460	272,122	44%
Deposits	1,020,769	696,385	47%
Total equity	149,230	61,250	144%
INCOME STATEMENT	31-Dec-2025 N'Million	31-Dec-2024 N'Million	Changes (%)
Gross earnings	132,563	77,540	71%
Gross expenses	101,001	59,375	70%
Profit before tax (PBT)	31,562	18,166	74%
RATIOS	31-Dec-2025 (%)	31-Dec-2024 (%)	Changes (%)
Net profit margin	24%	23%	2%
Cost to income	76%	77%	0%
Return on assets	2.4%	1.9%	23%
	31-Dec-2025 (%)	31-Dec-2024 (%)	Changes (%)
Return on equity	21%	30%	-29%
Capital adequacy	28%	10%	188%
Liquidity	39%	35%	11%

Statement of Directors' responsibilities in relation to the Financial Statements

The Directors accept responsibility for the preparation of the financial statements that give a true and fair view in accordance with the requirements of the International Financial Reporting Standards (IFRS), the Financial Accounting Standards issued by AAOIFI and in the manner required by the Companies and Allied Matters Act 2020, the Financial Reporting Council of Nigeria Act, the Banks and Other Financial Institutions Act and relevant Central Bank of Nigeria (CBN) Guidelines and Circulars.

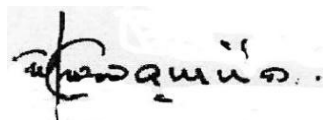
The Directors further accept responsibility for maintaining adequate accounting records as required by the Companies and Allied Matters Act, 2020 and for such internal control as the Directors determine necessary to enable the preparation of financial statements that are free from material misstatement whether due to fraud or error.

Going Concern:

The Directors have made assessment of the Bank's ability to continue as a going concern and have no reason to believe that the Bank will not remain a going concern in the years ahead.

Resulting from the above, the directors have a reasonable expectation that the company has adequate resources to continue operations for the foreseeable future. Thus, directors continued the adoption of the going concern basis of accounting in preparing the financial statements.

SIGNED ON BEHALF OF THE DIRECTORS BY:



Alh. Tanko Isiaku Gwamna
Chairman

FRC/2022/PRO/DIR/990740
27 March 2026



Hamid Joda
Managing Director

FRC/2015/CIBN/00000013507
27 March 2026

Report of the Statutory Audit Committee

We have examined the Auditors' report for the year ended 31 December 2025 in accordance with the provision of Section 401(7) of the Companies and Allied Matters Act, 2020.

In our opinion, the Auditors' report is consistent with our view of the scope and planning of the Audit. The External Auditors' findings, as stated in the Management Letter, received satisfactory responses from the Management. We are also satisfied that the Bank's accounting policies are in conformity with the statutory requirements and agreed ethical practices.



Abdulkadeer Babangida Njiddah, Ph.D., FCA

FRC/2013/ICAN/00000003412

Chairman, Statutory Audit Committee

Abuja

17 March, 2026

Members of the Statutory Audit Committee

Abdulkadeer Babangida Njiddah, Ph.D., FCA

Hafsat Magaji Inuwa

Tata Shekarau Omar

Adekunle James Awe

Charles Iyakndue Ebieng

Chairman

Member

Member

Member

Member

ADVISORY COMMITTEE OF EXPERTS' REPORT

In the name of Allah, the Beneficent, the Merciful

Advisory Committee of Experts (ACE)' Responsibility

The ACE exercises an independent oversight function as required by the Central Bank of Nigeria ("CBN") pursuant to the provisions of paragraph 11 of the Guidelines on the Governance of Advisory Committee of Experts for Non-Interest (Islamic) Financial Institutions in Nigeria which is in line with the Banks and Other Financial Institutions Act, 2020. Our responsibility is to express an opinion on the state of Shariah compliance of TAJ Bank Limited ("the Bank") based on our deliberation of the evidences and information obtained from the Board and Management during the reporting year ended 31 December 2025. We are responsible for endorsement of the Bank's business products towards ensuring that its operations are free from Shariah non-compliance incidences, whether due to fraud or error.

We have conducted our deliberation on the Bank's products in accordance with the regulations issued by the CBN. The regulations require that we comply with ethical requirements, plan and perform the deliberation to obtain reasonable assurance about the state of Shariah compliance of the Bank. We are responsible to review the components of the financial statements which require determination by Shariah, such as disposal of prohibited income.

Shariah Compliance

In compliance with the letter of appointment, we are required to submit the following report:

During the full year ended 31 December 2025, we have:

1. Reviewed the principles and contracts relating to the transactions and applications introduced by the Bank; and
2. Reviewed the products, processes, activities, transactional documents and contracts entered into and/or offered by the Bank.

We have assessed the works carried out by the Shariah Compliance Review, Shariah Audit and Control, which were conducted by way of examining, on test basis, each type of transaction, the relevant documentations and procedures adopted by the Bank. We note that the reviews and audit were planned and performed to obtain relevant information and explanations which we considered necessary to provide us with enough evidence to give reasonable assurance that the Bank has not violated Shariah rules and principles.

In our opinion, for the full year ended 31 December 2025:

1. The products and processes of the Bank that we have reviewed and endorsed during the full year ended 31 December 2025, are in conformity with Shariah rules and principles; and
2. The transactions and dealings concluded by the Bank conformed with Shariah rules and principles.

TAJBank Limited

Plot 72, Ahmadu Bello Way
Central Business District, Abuja, Nigeria.

We, the members of ACE of the Bank, to the best of our knowledge, have obtained sufficient and appropriate evidence to form a Shariah compliant opinion that all Shariah advice issued by us and the ruling of the Financial Regulation Advisory Council of Experts (FRACE) of the CBN have been complied with during the financial period. We also acknowledge that the Board and Management have taken robust measures to strengthen the existing compliance environment to mitigate future Shariah non-compliance.

The Advisory Committee of Experts (ACE) of TAJBank Limited has reviewed the financial statements of the Bank and taken note of the Non-Permissible Income (NPI) declared by the Bank during the review period. The ACE hereby certifies that the declared amount is correct and that the NPI has been disposed by the Bank to the satisfaction of the ACE.

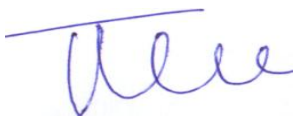
And Allah Knows best.

May Allah's mercy and blessings be upon you.

Date: March 2026



Assoc. Prof., Dr. Ziyaad Mahomed
(Chairman)



Prof. Muhammed Tabiu, SAN
(Member)



Adekunle Mikail
(Member)

Assoc. Prof. Dr. Sa'id

Corporate Responsibility for the Financial Statements

In line with the provisions of section 405 of the Companies and Allied Matters Act (CAMA), 2020, we, the Chief Executive Officer and the Chief Financial Officer of TAJBank Limited have reviewed the audited financial statements and accept responsibility for the financial and other information within the annual report. The following certifications and disclosures regarding the true and fair view of the financial statements as well as the effectiveness of the Internal Controls established within the Bank are hereby provided below:

Financial statements

- a) We have reviewed the audited financial statements of the Bank for the year ended 31 December 2025.
- b) The audited 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.
- c) That the audited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the Bank as of and for, the year ended 31 December 2025.

Effective Internal Controls

- a) We are responsible for establishing and maintaining internal controls and have designed such internal controls to ensure that material information relating to the Bank is made known to us by other officers of the Bank, during the year ended 31 December 2025.
- b) We have evaluated the effectiveness of the Bank's internal controls within 90 days prior to 31 December 2025, and
- c) We certify that the Bank's internal controls are effective as at 31 December 2025.

Disclosures

- a) There were no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our evaluation, including any corrective action with regard to significant deficiencies and material weaknesses.
- b) There are no significant deficiencies in the design or operation of internal controls which could adversely affect the Bank's ability to record, process, summarise and report financial data, and have identified for the Bank's auditors any material weaknesses in internal controls; and
- c) There is no fraud that involves management or other employees who have a significant role in the Bank's internal control.

Signed by:



Babatunde Odumosu
Head Financial Control
FRC/2016/ICAN/00000014794
27 March 2026



Hamid Joda
Managing Director
FRC/2015/PRO/DIR/003/00000013507
27 March 2026



**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF TAJBANK LIMITED**

Opinion

We have audited the financial statements of TAJBank Limited ("the Bank") which comprise the statement of financial position as at 31 December 2025, statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows and statement of sources and uses of charity fund for the year then ended, a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of TAJBank Limited as at 31 December 2025 and of its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards, the Financial Accounting Standards issued by the Accounting and Auditing Organisation for Islamic Financial Institutions (AAOIFI), the Companies and Allied Matters Act, 2020 and the Banks and Other Financial Institutions Act 2020 and relevant Central Bank of Nigeria (CBN) Guidelines and Circulars and in compliance with the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Bank in accordance with the Institute of Chartered Accountants of Nigeria (ICAN) professional code of conduct and guide for accountants, which is consistent with the International Ethics Standards Board for Accountants *Code of Ethics for Professional Accountants* (Parts A and B) (IESBA Code) and other independence requirements applicable to performing audits of financial statements in Nigeria. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Key audit matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report.

Partners: Isma'ila M. Zakari | Shuaibu A. Ahmed | Najib Imam | Wazir Olukayode Lawal | Nafisa S. Awak | Olanrewaju A. Osayomi

Central Office: 5th Floor, African Alliance House, F1 Sani Abacha Way, P.O. Box 6500, Kano, Nigeria.

Lagos Office: 84B Lafaji Way, Dolphin Estate, Ikoyi, Lagos.

Abuja Office: 2nd Floor, Alhaji Murtala Muhammed Centre for International Trade, Abuja.

Key Audit Matter	How our audit addressed the matter
<p data-bbox="231 369 805 436"><i>Impairment of Islamic financing and investment assets.</i></p> <p data-bbox="231 470 805 672">The expected credit losses on financing and investment assets to customers are considered to be a key audit matter because it requires significant judgement by management in measuring credit risk in line with the Expected Credit Loss (ECL) Model.</p> <p data-bbox="231 705 805 884">We focused on this judgmental area because of the significant value of Islamic financing and investment assets and the management make significant judgement and level of subjectivity over the impairment charged.</p> <p data-bbox="231 918 805 985">The key areas where significant judgment was exercised by the management includes:</p> <ul data-bbox="231 1019 805 1579" style="list-style-type: none"> • Allocation of Islamic financing and investment assets into various stages to reflect the credit risk of the facilities. • Determination of default and the criteria for assessing significant increase in credit risk (SICR) • Determination of 12 month and Lifetime probability of default (PD) used in ECL calculation. • Assumptions used in the ECL model such as financing condition of counterparty, expected future cash flows, forward looking macroeconomic factor. • Techniques that were used to determine the probability of default (PD) and the loss given default (LGD). 	<p data-bbox="821 470 1377 649">We performed the following audit procedures to assess the adequacy of the Expected Credit Loss (ECL) included in the Bank's financial statements for the year ended 31 December 2025.</p> <ul data-bbox="821 716 1377 1825" style="list-style-type: none"> ➤ We reviewed the completeness and accuracy of the data use in the calculation of Expected Credit Loss (ECL). ➤ We examined a sample of exposure and performed procedures to determine whether there is significant increase in credit risk since initial recognition of the facilities to determine credit -impaired facilities. ➤ We check Directors default definition as prescribed by the Standard. ➤ We checked the forward looking information applied by the management in the ECL calculations by comparing to publicly available macroeconomic information. ➤ For exposure determined to be credit impaired, we tested sample of Islamic financing and investment assets and we challenged the estimate and assumptions used by management around the staging criteria and impairment allowance calculation. ➤ We also assessed the accuracy of disclosures in the financial statements to determine if they were in compliance with the requirements of IFRSs.

Other information

The Directors are responsible for the other information which comprises the corporate information, Sustainability report, Directors' report, corporate governance report, statement of Directors' responsibilities, financial highlight, remuneration policy, Board evaluation report, Corporate Responsibility for Financial Statements the audit committee's report, notice of annual general meeting, Chief Executive Officer's statement, the Chairman's statement and other National Disclosures . Other information does not include the financial statements and our audit report.

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

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

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

Responsibilities of the Directors for the financial statements

The Directors are responsible for the preparation and fair presentation of the financial statements in compliance with the Financial Reporting Council of Nigeria (Amendment) Act, 2023 and in accordance with International Financial Reporting Standards, the Financial Accounting Standards issued by the Accounting and Auditing Organisation for Islamic Financial Institutions (AAOIFI) and in the manner required by the Companies and Allied Matters Act, 2020 Banks and Other Financial Institutions Act, and relevant Central Bank of Nigeria circulars. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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

Auditor's responsibilities for the audit of the financial statements

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

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the bank's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Bank to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on other legal and regulatory requirements

Compliance with the requirements of Schedule 5 of the Companies and Allied Matters Act 2020

- i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of the audit.
- ii) the bank has kept proper books of account, so far as appears from our examination of those books and returns adequate for our audit have been received from branches not visited by us.
- iii) The bank's statement of financial position and statement of profit or loss and other comprehensive income are in agreement with the books of account and returns.

Compliance with the Banks and Other Financial Institutions Act and Central Bank of Nigeria circular BSD/1/2004

- i) Information required on related party transactions and balances are disclosed in note 40 to the financial statements in accordance with the Central Bank of Nigeria Circular BSD/1/2004.
- ii) The Bank paid penalties in respect of contravention of certain sections of the Bank and Other Financial Institutions 2020 and certain circulars issued by the Central Bank of Nigeria during period ended 31 December 2025. Details of these are in note 46 to the financial statements

N S Awak

Nafisa Shehu Awak, FCA
FRC/2018/PRO/ICAN/004/00000018811
For: Ahmed Zakari & Co.
(Chartered Accountants)
Abuja, Nigeria
30th March, 2026



TAJ Bank Limited

Plot 72, Ahmadu Bello Way
Central Business District, Abuja, Nigeria.

Report



TAJBank Limited

Plot 72, Ahmadu Bello Way
Central Business District, Abuja, Nigeria.

TAJBANK LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025

		31 December 2025	31 December 2024
	Notes	N'000	N'000
Assets			
Cash and balances with Central Bank of Nigeria	4	234,248,609	235,199,915
Due from banks and other financial institutions	5	37,415,818	78,962,220
Interbank receivables	6	31,400,340	-
Investment in Sukuk	7	264,534,738	135,033,174
Investment in Real Estate Trust scheme & Halal investment trust	8	24,313,026	3,118,497
Mudarabah Financing, net	9	1,370,000	620,000
Murabahah receivables, net	10	332,491,863	237,523,091
Istisna' receivables, net	11	5,682,883	5,511,071
Ijarah muntahiyah bittamleek, net	12	54,285,748	29,087,626
Inventory financing	13	133,627,531	56,483,197
Other assets	14	161,700,001	118,682,777
Right of use assets	14a	10,679,720	11,416,317
Property, plant and equipment	15	21,139,919	25,795,839
Leasehold improvement	16	16,322,357	9,549,882
Intangible assets	17	10,876,291	5,734,955
Deferred tax assets	18e	887,883	379,906
Total assets		1,340,976,727	953,098,465
Liabilities			
Customers' current and qard saving deposits	19	293,682,088	352,778,019
Other financing	20	5,690,764	7,559,599
Other liabilities	21	163,478,679	187,172,732
Tax payable	18a	1,808,687	731,291
Total liabilities		464,660,218	548,241,641
Equity of investment account holders			
Mudarabah investment account holders	22	663,086,765	313,606,582
Mudarabah investment from other Banks and Other Financial Institutes	22d	64,000,000	30,000,000
Total equity of investment account holders		727,086,765	343,606,582
Owners' Equity			
Share capital	23	20,710,135	18,239,919
Share premium	24	1,513,505	996,921
Sukuk issued (Additional Tier 1 capital)	25	68,389,760	11,359,989
Retained earnings	26	24,524,434	8,654,433
Regulatory risk reserve	27	11,948,644	9,950,191
Statutory reserve	28	19,544,382	10,455,560
AGSMEIS reserves	28	2,437,216	1,431,562
Profit equalization reserve	28	161,667	161,667
Total equity		149,229,744	61,250,242
Total equity and liabilities		1,340,976,727	953,098,465

The accompanying notes and other national disclosures form an integral part of these financial statements.

The financial statements were approved by the Board of Directors for issue on 27 March 2026 and signed on its behalf by:



Isiaku Tanko Gwamna
Chairman

FRC/2022/PRO/DIR/003/990740



Hamid Joda
Managing Director/CEO

FRC/2015/PRO/DIR/003/00000013507

TAJBANK LIMITED**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2025**

		31 December 2025	31 December 2024
	Notes	N'000	N'000
Income			
Income from financing contracts	29	73,716,527	40,129,868
Income from investment activities	30	55,523,025	34,919,086
Gross income from financing and investing transactions		129,239,552	75,048,954
Return on equity of investment account holders	31	(43,197,014)	(24,103,771)
Bank's share as a Mudarib		86,042,538	50,945,183
Impairment allowance	32	(5,430,482)	(1,518,959)
Net income after impairment		80,612,056	49,426,224
Other income			
Fees and commission	33	3,323,129	2,491,522
Total income		83,935,185	51,917,746
Operating expenses			
Staff costs	35	14,305,223	9,924,659
Depreciation and amortisation	36	4,728,961	3,300,943
General and administrative expenses	37	33,339,127	20,526,521
Total expenses		52,373,311	33,752,123
Net profit before tax		31,561,874	18,165,623
Income tax (expense)/credit	18b	(1,265,799)	104,186
Net profit for the period after tax		30,296,075	18,269,809
Other comprehensive income			
Items that may be reclassified to profit or loss		-	-
Total comprehensive income for the period		30,296,075	18,269,809
Earnings per share			
Basic and diluted earnings per share (kobo)		146.29 kobo	100.16 kobo

The accompanying notes and other national disclosures form an integral part of these financial statements.

TAJBank Limited

Plot 72, Ahmadu Bello Way
Central Business District, Abuja, Nigeria.

TAJBANK LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2025

	Ordinary shares N'000	Share premium N'000	Tier 1 Sukuk N'000	Risk regulatory reserve N'000	Statutory reserve N'000	AGSMEIS reserve N'000	Profit equalization reserve	Retained earnings N'000	Total N'000
As at 1 January 2024	15,571,000	795,840	11,359,989	2,451,385	4,974,618	518,071	117,652	6,036,745	41,825,300
<i>Comprehensive income for the year:</i>									
Profit for the year	-	-	-	-	-	-	-	18,269,809	18,269,809
Total profit for the year	-	-	-	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	-	-	-	18,269,809	18,269,809
Transfers between reserves	27-28	-	-	7,498,806	5,480,943	913,490	-	(13,893,239)	-
Transactions with owners:									
Issued during the year	23ii	2,668,919	201,081	-	-	-	-	-	2,870,000
Dividend to equity holders	26	-	-	-	-	-	-	(1,758,882)	(1,758,882)
Transactions with Mudarib:									
Tier 1 Sukuk issued	25	-	-	-	-	-	-	-	-
Transfer during the period	28c	-	-	-	-	-	44,014	-	44,014
AS AT 31 DECEMBER 2024	18,239,919	996,921	11,359,989	9,950,191	10,455,561	1,431,562	161,667	8,654,432	61,250,241
As at 1 January 2025	18,239,919	996,921	11,359,989	9,950,190	10,455,560	1,431,562	161,667	8,654,432	61,250,240
<i>Comprehensive income for the year:</i>									
Profit for the year	-	-	-	-	-	-	-	30,296,075	30,296,075
Total profit for the year	-	-	-	-	-	-	-	-	-
<i>Other Comprehensive income:</i>									
Total comprehensive income	-	-	-	-	-	-	-	30,296,075	30,296,075
Transfers between reserves	-	-	-	1,998,454	9,088,822	1,514,804	-	(12,602,081)	-
Charged	28	-	-	-	-	(509,150)	-	-	(509,150)
Transactions with owners:									
Issued during the year	2,470,216	516,584	570,297,711	-	-	-	-	-	60,016,571
Dividend to equity holders	-	-	-	-	-	-	-	(1,823,992)	(1,823,992)
As at 31 DECEMBER 2025	20,710,135	1,513,505	68,389,760	11,948,645	19,544,383	2,437,216	161,667	24,524,434	149,229,744

The accompanying notes and other national disclosures form an integral part of these financial statements.

TAJBank Limited

Plot 72, Ahmadu Bello Way
Central Business District, Abuja, Nigeria.

TAJBANK LIMITED			
STATEMENT OF CASH FLOWS			
FOR THE YEAR ENDED 31 DECEMBER 2025			
		31 December 2025	31 December 2024
	Note	N'000	N'000
Cash flow from operating activities			
Profit before tax for the period		31,561,874	18,165,623
Adjustments for:			
Depreciation	15	3,289,285	2,604,985
Amortisation of leasehold improvement	16	727,746	304,796
Amortisation of intangible assets	17	711,930	391,162
Right of use assets amortisation	37	3,063,648	710,507
Operating profit before changes in operating assets and liabilities		39,354,483	22,177,074
Working capital adjustment:			
(Increase)/decrease in Interbank receivables	6	(31,400,340)	3,006,473
Increase in investment in real estate & Trust investment scheme	8	(21,194,529)	(2,740,061)
Increase in Mudarabah Financing	9	(750,000)	(620,000)
Increase in Murabahah receivables	10	(94,968,772)	(113,174,958)
Decrease /(Increase) in Istisna' receivables	11	(171,812)	1,759,863
Increase in Ijarah muntahiyah bittamleek	12	(25,198,121)	(15,931,232)
Increase in Inventory financing	13	(77,144,334)	2,486,254
Increase in other assets	14	(43,017,224)	(34,678,241)
Increase in customers' current accounts	19	(59,095,931)	151,138,877
Increase in other funding - CACS	20	(1,868,835)	(1,149,285)
Increase/(decrease) in other liabilities	21	(27,510,417)	88,271,374
Increase in customers investment accounts	22	349,480,183	145,908,981
Increase in Mudarabah investment with other banks	22d	34,000,000	30,000,000
Tax paid	18	(696,380)	(822,117)
Net cash generated from operating activities		39,817,971	275,633,000
Investing activities			
Net movement in investment in Sukuk	7	(129,501,564)	(70,244,145)
Additions of property, plant & equipment	15	(8,633,262)	(13,374,495)
Disposal of property, plant & equipment	15	9,999,897	2,678
Additions to right of use assets	14a	(2,327,051)	(5,668,576)
Improvement on leasehold properties	16	(7,500,221)	(8,454,392)
Purchase of intangible assets	17	(5,853,266)	(2,747,793)
Net cash used in investing activities		(143,815,467)	(100,486,724)
Financing activities			
Increase in share capital	23	2,986,800	2,870,000
Sukuk issued	25	57,029,771	-
Tier 1 Sukuk profit distribution		3,816,360	1,715,438
Cash Dividend paid to equity holders	26	(1,823,992)	(1,758,882)
Profit equalization reserve	28	-	44,014
Payment for AGSMEIS reserves	28	(509,150.00)	-
Net cash used in financing activities		61,499,789	2,870,571
Increase/(decrease) in cash and cash equivalents		(42,497,707)	178,016,847
Cash and cash equivalents at beginning of the period		314,162,134	136,145,287
Cash and cash equivalents at the end of the period	5(ii)	271,664,427	314,162,134

The accompanying notes and other national disclosures form an integral part of these financial statements.

TAJBANK LIMITED
STATEMENT OF SOURCES AND USES OF CHARITY FUND
FOR THE YEAR ENDED 31 DECEMBER 2025

	31 December 2025	31 December 2024
	N'000	N'000
Sources of Charity Funds		
Opening balance	516	16,514
Non-permissible income	22,780	21,504
Total Sources of Charity funds	23,296	38,018
Uses of Charity funds		
Transfer/used for charity	(16,578)	(37,502)
Total uses of funds during the year	(16,578)	(37,502)
Balance at closing	6,718	516

**BANK LIMITED
TES TO THE FINANCIAL STATEMENTS
THE YEAR ENDED 31 DECEMBER 2025****Reporting entity**

TAJBank Limited (the “Bank”) is the second full fledged non-interest financial institution in Nigeria. The Bank was incorporated as a private limited liability company on 1 February, 2019 and obtained a license to carry on the business of non-interest banking. The Bank commenced operations on 2 December, 2019 with one branch in Kano state and the Federal Capital Territory. The Bank was issued a National Banking license by the Central Bank of Nigeria. The address of the Bank’s registered office is Plot 72, Ahmadu Bello Way, Central Business District, Abuja, Nigeria. These financial statements were approved and authorized for issue by the Board of Directors on March 2026. The Directors have the power to amend and issue the financial statements.

Basis of preparation**Statement of compliance with International Financial Reporting Standards**

The interim financial statements have been prepared in accordance with the requirements of International Financial Reporting Standards (IFRS) as issued by International Accounting Standards Board (IASB). For matters on which no IFRS Standard is applicable or IFRS conflicts with Shari’ah rules and principles, the Bank uses the relevant Financial Accounting Standard as issued by the Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI) and Shari’ah rulings as determined by the CBN Financial Regulation Advisory Council of Experts (FRACE) and the Advisory Committee of Experts (ACE) of the Bank.

Functional and presentation currency

The Bank presented its financial statements in its functional currency the Nigeria Naira. All financial information presented have been rounded to the nearest thousands of Naira (N’000) except where otherwise stated.

Basis of measurement

The Bank’s financial statements are to be prepared under the historical cost convention, and may be modified by their valuation of certain investment securities, property, plant and equipment. Financial statements are to be prepared mainly in accordance with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”). For matters that are peculiar to Islamic Banking and Finance, the Bank shall apply the Statement of Financial Accounting (“SFA”) and Financial Accounting Standards (“FAS”) issued by the Accounting and Auditing Organization for Islamic Financial Institutions (“AAOIFI”), Standards issued by the Islamic Financial Services Board (“IFSB”) and Circulars issued by the Central Bank of Nigeria (“CBN”) shall also be of guidance. Except for the following

- Financial assets/liabilities that are subsequently measured at amortised cost.
- Financial assets/ liabilities that are subsequently measured at fair value through profit or loss.
- Financial assets/liabilities that are subsequently measured at fair value through other comprehensive income.
- Equity investments are subsequently measured at fair value through profit or loss

Use of estimates and judgments

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and core assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised, if the revision affects only that year, or in the year of the revision and future years, if the revision affects both current and future years.

Information about significant areas of estimation uncertainties and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in this financial statements are described

Property, plant and equipment

The management’s estimate is used in determining the depreciation rates and useful lives of these assets at the end of the period. Further details of property, plant and equipment are disclosed in Note 15.

Impairment on financial assets

The measurement of the expected credit loss (ECL) allowance for financial assets measured at amortised cost and FVOCI is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses).

A number of significant judgements are also required in applying the accounting requirements for measuring ECL, such as

- i Determining criteria for significant increase in credit risk;
- ii Choosing appropriate models and assumptions for the measurement of ECL
- iii Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and associated ECL; and
- iv Establish groups of financial assets for the purposes of measuring ECL

Detailed information about the judgements and estimates made by the Bank are disclosed in note 38.

**TAJBANK LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****2.2 Use of estimates and judgments (continued)****Deferred tax assets**

Deferred tax assets are recognised for deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and level of future taxable profits, together with future tax planning strategies. Details of the Bank's recognised deferred tax assets and liabilities are as disclosed in note 18.

2.3 New and revised standards and interpretations

The accounting policies adopted are consistent with those of the previous financial period except as noted below which became effective 1 January 2025. Adoption of the standard did not result in changes in the amounts previously recognised in the financial statements. However the standard affected disclosures of the Bank.

a Standards and interpretations effective during the reporting period**i IAS 21 Lack of Exchangeability**

In August 2023, the Board issued Lack of Exchangeability. The amendment clarifies when a currency is exchangeable into another currency; and how a company estimates a spot rate when a currency lacks exchangeability. A currency is considered to be exchangeable into another currency when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations. The amendments note that an entity can use an observable exchange rate without adjustment or another estimation technique.

b Standards and interpretations issued/amended but not yet effective

The following standards have been issued or amended by the IASB but are to become effective for annual periods beginning on or after 1 January 2026:

Standard	Content	Effective date
IFRS 9 & IFRS 7	Classification and Measurement of Financial	1 January, 2026
IFRS 18	Presentation and Disclosure in financial statements	1 January, 2027
IFRS 19	Subsidiaries without Public Accountability	1 January, 2027

i Amendments to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments

In May 2024, the IASB issued 'Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)' to address matters identified during the post-implementation review of the classification and measurement requirements of IFRS 9 'Financial Instruments'. The Amendments may significantly affect how entities

account for the derecognition of financial liabilities and how financial assets are classified. The Amendments permit an entity to early adopt only the amendments related to the classification of financial assets and the related disclosures and apply the remaining amendments later

The Bank is currently evaluating the impact of this amendment on its financial statements.

ii IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the Board issued Presentation and disclosure in financial statement. The amendment sets out significant new requirement for how financial statements are presented, with particular focus on:

The statement of profit or loss, including requirements for mandatory sub-totals to be presented. IFRS 18 introduces requirements for items of income and expense to be classified into one of five categories in the statement of profit or loss

Aggregation and disaggregation of information, including the introduction of overall principles for how information should be aggregated and disaggregated in financial statements.

Disclosures related to management-defined performance measures (MPMs), which are measures of financial performance based on a total or sub-total required by IFRS Accounting Standards with adjustments made (e.g. 'adjusted profit or loss').

The Bank is currently evaluating the impact of this amendment on its financial statements.

ii IFRS 19 Subsidiaries without Public Accountability

In May 2024, the International Accounting Standards Board issued IFRS 19 Subsidiaries without Public Accountability: Disclosures. IFRS 19 permits some subsidiaries to apply IFRS Accounting Standards with reduced disclosure requirements. These entities apply the requirements in other IFRS Accounting Standards except for the disclosure requirements. Instead, these entities apply the requirements in IFRS 19. Other Standards have made minor consequential amendments to IFRS 19, including Amendments to the Classification and Measurement of Financial Instruments (issued May 2024) and Contracts Referencing Nature-dependent Electricity (issued December 2024).

The Bank is currently evaluating the impact of this standards on its financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies****a Transactions in foreign currencies**

The financial statements are presented in Nigerian Naira, which is the reporting currency in line with IAS 21 (Effects of foreign exchange) Transactions in foreign currencies are recorded in the books at the rate of exchange Monetary assets and liabilities denominated in foreign currencies are converted into Naira at the rate of exchange ruling at the balance sheet date. All differences are taken to the statement of income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated into Naira using the exchange rates as at the dates of the initial recognition. Non-monetary items measured at fair value in a foreign currency are translated into Naira using the exchange rates at the date when the fair value is determined. Exchange gains and losses on non-monetary items classified as “fair value through statement of income” are taken to the income statement and for items classified at “fair value through equity” such differences are taken to the statement of comprehensive income.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operations and translated at closing rate.

b Cash and cash equivalents

- i) Cash in hand
- ii) Balance held with Central Bank of Nigeria
- iii) Balance with banks in Nigeria and outside Nigeria
- iv) Demand deposit denominated in Naira and other foreign currencies

Cash equivalent are short term, highly liquid instruments which are:

- i) readily convertible into cash, whether in local and foreign currencies; and
- ii) so near to their maturity dates as to present insignificant risk of changes in value as a result of changes in

c Financial instruments**i Recognition and initial measurement**

All the financial assets and financial liabilities of the Bank are initially recognised on the trade date for regular way contracts, i.e., the date that the Bank becomes a party to the contractual provisions of the instrument. 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 liabilities carried at fair value through profit or loss are expensed in income statement at initial recognition.

ii Classification and measurement

Financial asset or 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 liabilities carried at fair value through profit or loss are expensed in

Financial assets are classified into one of the following measurement categories:

- those to be measured at amortised cost.
- those to be measured at fair value through other comprehensive income.
- those to be measured at fair value through profit or loss.

The classification depends on the Bank’s business model (i.e. business model test) for managing financial assets and the contractual terms of the financial assets cash flows (i.e. solely payments of principal and return – SPPI

Debt instruments**Amortised cost**

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

- i The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- ii The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and return 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 income statement when the asset is derecognised or impaired. Returns from these financial assets is determined using the effective rate of return (ERR) method and reported in income

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies (continued)****c Financial instruments (continued)****Amortised cost (continued)**

The amortised cost of a financial instrument is defined as the amount at which it was measured at initial recognition minus principal repayments, plus or minus the cumulative amortisation using the 'effective rate of return method' of any difference between that initial amount and the maturity amount, and minus any loss allowance. The effective rate of return method is a method of calculating the amortised cost of a financial instrument (or group of instruments) and of allocating the income or expense over the relevant period. The effective rate of return (ERR) is the rate that exactly discounts estimated future cash payments or receipts over the expected life of the instrument or, when appropriate, a shorter period, to the instrument's net carrying amount.

Business model assessment

The Bank 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:

- i 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 return revenue, maintaining a particular return 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;
- ii How the performance of the portfolio is evaluated and reported to management;
- iii 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;
- iv 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
- v 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 Bank's stated objective for managing the financial assets is achieved and

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Bank's original expectations, the Bank does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased

Assessment of whether contractual cash flows are solely payments of principal and return

The Bank assesses the contractual terms of financial to identify whether they meet the SPPI test. 'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are payments of principal or amortization of the premium/discount). 'Return' is the consideration for the time value of sales and mark up and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic financing risks and costs (e.g. liquidity risk and administrative costs), as well as profit margin.

The most significant elements of return within a financing arrangement are typically the consideration for the time value of sale and credit risk. To make the SPPI assessment, the Bank applies judgement and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the return rate

Financial liabilities

The Bank's holding in financial liabilities is in financial liabilities at fair value through profit or loss and financial liabilities at amortised cost. Financial liabilities are derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same financier on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the income statement.

i Financial liabilities at fair value through profit or loss

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

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

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies (continued)****Business model assessment (continued)****ii Financial liabilities at amortised cost**

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

Modifications of financial assets and financial liabilities**i Financial assets**

When the terms of a financial asset are modified, the Bank 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 as a separate line item in income statements as 'gains and losses arising from the

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 Bank recalculates the gross carrying amount of the financial asset as the present value of the renegotiated or modified contractual cash flows that are discounted at the financial asset's original effective rate of return (or credit-adjusted effective rate of return for purchased or originated credit-impaired financial assets). The amount arising from adjusting the gross carrying amount is recognised as a modification gain or loss in income statement as part of impairment charge for

ii Financial liabilities

The Bank 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 rate of return, is at least 10 per cent 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 income statement. 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 adjust the carrying amount of the liability and are

Offsetting of financial instruments

Financial assets and financial liabilities are only offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right and under Shari'ah framework to set off the recognized amounts and the Bank intends to either settle on a net basis, or to realize the asset and settle the

Impairment of financial assets

The Bank recognizes allowance for expected credit losses for all financing and other debt financial assets not held at FVPL, together with financing commitments and financial guarantee contracts, in this section all referred to as 'financial instruments'. Equity instruments are not subject to impairment under IFRS 9.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or LTECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12-month expected credit loss (12mECL).

The 12m ECL is the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. Both LTECLs and 12mECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of Loss allowances for accounts receivable are always measured at an amount equal to lifetime ECL. The Bank has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Based on the above process, the Bank groups its financing facilities into Stage 1, Stage 2, Stage 3 and POCI, as described below:

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies (continued)****Impairment of financial assets (continued)**

Stage 1: When financings are first recognised, the Bank recognises an allowance based on 12mECLs. Stage 1 financing also includes facilities where the credit risk has improved and the financing has been reclassified from

Stage 2: When a financing has shown a significant increase in credit risk since origination, the Bank records an allowance for the LTECLs. Stage 2 financing also includes facilities, where the credit risk has improved and the financing has been reclassified from Stage 3.

Stage 3: Financing considered credit-impaired. The Bank records an allowance for the LTECLs

POCI: Purchased or originated credit impaired (POCI) assets are financial assets that are credit impaired on initial recognition. POCI assets are recorded at fair value at original recognition and return is subsequently recognised based on a credit-adjusted ERR. ECLs are only recognised or released to the extent that there is a subsequent

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 lifetime 2 or stage 3 of the ECL bucket, the Bank 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 Lifetime ECL (Stage 2) to 12-month ECL (Stage 1). In addition to the 90 days probationary period above, the Bank 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

For financial assets for which the Bank has no reasonable expectations of recovering either the entire outstanding amount, or a proportion thereof, the gross carrying amount of the financial asset is reduced. This is considered a (partial) derecognition of the financial asset.

The calculation of ECLs

The Bank calculates ECLs based on probability-weighted scenarios to measure the expected cash shortfalls, discounted at an approximation to the expected profit rate. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

- PD: The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is
- EAD: The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including payments of principal and return, whether scheduled by contract or otherwise, expected draw downs on committed facilities, and accrued return from missed
- LGD: The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the financier would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

When estimating the ECLs, the Bank considers three scenarios (a base case, an upside and downside). Each of these is associated with different PDs, EADs and LGDs.

When relevant, the assessment of multiple scenarios also incorporates how defaulted financing are expected to be recovered, including the probability that the financing will cure and the value of collateral or the amount that might be received for selling the asset.

Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.

The mechanics of the ECL method are summarised below:

Stage 1: The 12mECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12months after the reporting date. The Bank calculates the 12mECL allowance based on the expectation of a default occurring in the 12 months following the reporting date. These expected 12-month default probabilities are applied to a forecast EAD and multiplied by the expected LGD and discounted by an approximation to the original ERR. This calculation is made for each of the four scenarios, as

Stage 2: When a financing has shown a significant increase in credit risk since origination, the Bank records an allowance for the LTECLs. The mechanics are similar to those explained above, including the use of multiple scenarios, but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an approximation to the original ERR

Stage 3: For financing considered credit-impaired, the Bank recognises the lifetime expected credit losses for these financing. The method is similar to that for Stage 2 assets, with the PD set at 100%.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies (continued)****Impairment of financial assets (continued)**

The mechanics of the ECL method are summarised below:

POCI: POCI assets are financial assets that are credit impaired on initial recognition. The Bank only recognises the cumulative changes in lifetime ECLs since initial recognition, based on a probability-weighting of the four scenarios, discounted by the credit-adjusted ERR.

Financing commitments and letters of credit: When estimating LTECLs for undrawn financing in cash flows if the financing is drawn down, based on a probability-weighting of the four scenarios commitments, the Bank estimates the expected portion of the financing commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls. The expected cash shortfalls are discounted at an

Forward looking information

The Bank's expected credit losses for each stage and the assessment of significant increases in credit risk considers information about past events and current conditions as well as reasonable and supportable forecasts of future events and economic conditions. The estimation and application of forward-looking information requires In its ECL models, the Bank relies on a broad range of forward looking information as economic inputs, such as:

- GDP growth
- Unemployment rates
- Exchange rate
- House price indices
- Inflation
- Crude Oil prices

To evaluate a range of possible outcomes, the Bank formulates three scenarios: a base case, an upward and a downward scenario

The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material.

Definition of default and credit impaired financial assets

The Bank considers a financial asset to be in default when:

- it is established that due to financial or non-financial reasons the customer is unlikely to pay its financing obligations to the Bank in full without recourse by the Bank to actions such as realising security (if any is held);
- the customer is past due 90 days or more on any material financing obligation to the Bank

In assessing whether a customer is in default, the Bank considers indicators that are

- qualitative - e.g. material breaches of covenant;
 - quantitative - e.g. overdue status and non-payment on another obligation of the same customer/customer group to the banks; and
 - based on data developed internally and obtained from external sources
- iv** Disappearance of an active market for a security because of financial difficulties
- v** Others include death, insolvency, breach of covenants, etc.

Inputs into the assessment of whether a financing exposure is in default and their significance may vary over time to reflect changes in circumstances.

Renegotiated financing facilities

Where possible, the Bank seeks to restructure/reschedule financing facilities rather than to take possession of collateral. This may involve extending the payment arrangements and the agreement of new conditions. Management continually reviews renegotiated facilities to ensure that all future payments are highly expected to When the terms of a financial asset are renegotiated or modified or an existing financial asset is replaced with a new one due to financial difficulties of the finance customer, then an assessment is made of whether the financial asset should be derecognized and ECL are measured as follows:

- If the expected restructuring will not result in derecognition of the exiting asset, then the expected cash flows arising from the modified financial asset are included in calculating the cash shortfalls from the existing asset.
- If the expected restructuring will result in derecognition of the existing asset, then the expected fair value of the new asset is treated as the final cash flow from the existing financial asset at the time of its derecognition.

This amount is included in calculating the cash shortfalls from the existing financial asset. The cash shortfalls are discounted from the expected date of derecognition to the reporting date using the original effective profit rate of the existing financial asset.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies (continued)****Impairment of financial assets (continued)****Presentation of allowance for ECL in the statement of financial position**

Financing allowances for ECL are presented in the statement of financial position as follows

- Financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- Financing commitments and financial guarantee contracts: generally, as a provision;
- Where a financial instrument includes both a drawn and an undrawn component, and the Bank cannot identify the ECL on the financing commitment component separately from those on the drawn component: the Bank presents a combined loss allowance for both components. The combined amount is presented as a deduction from the gross carrying amount of the drawn component. Any excess of the loss allowance over the gross amount of the drawn component is presented as a provision; and

Presentation of allowance for ECL in the statement of financial position (continued)

- Debt instruments measured at FVOCI: no loss allowance is recognised in the statement of financial position because the carrying amount of these assets is their fair value. However, the loss allowance is disclosed and is recognised in the fair value reserve

Collateral valuation

To mitigate its credit risks on financial assets, the Bank seeks to use collateral, where possible. The collateral comes in various forms, such as cash, securities, letters of credit/guarantees, real estate, receivables, inventories, other non-financial assets and credit enhancements such as netting agreements. The Bank's accounting policy for collateral assigned to it through its financing arrangements under IFRS 9 is the same as it was under IAS 39. Collateral, unless repossessed, is not recorded on the Bank's statement of financial position.

However, the fair value of collateral affects the calculation of ECLs. It is generally assessed, at a minimum, at inception and re-assessed on a quarterly basis. However, some collateral, for example, cash or securities relating to margining requirements, is valued daily.

To the extent possible, the Bank uses active market data for valuing financial assets held as collateral. Other financial assets which do not have readily determinable market values are valued using models. Non-financial collateral, such as real estate, is valued based on data provided by third parties such as mortgage brokers, or

Collateral repossessed

The Bank's policy is to determine whether a repossessed asset can be best used for its internal operations or shall be sold. Assets determined to be useful for the internal operations are transferred to their relevant asset category at the lower of their repossessed value or the carrying value of the original secured asset. Assets for which selling is determined to be a better option are transferred to assets held for sale at their fair value (if financial assets) and fair value less cost to sell for non-financial assets at the repossession date in, line with the Bank's policy.

Write-off

After a full evaluation of a non-performing exposure, in the event that either one or all of the following conditions apply, such exposure is recommended for write-off (either partially or in full):

- continued contact with the customer is impossible
- recovery cost is expected to be higher than the outstanding debt
- amount obtained from realisation of credit collateral security leaves a balance of the debt
- It is reasonably determined that no further recovery on the facility is possible

All credit facility write-offs require endorsement by the Board Investment Committee, as defined by the Bank. Credit write-off approval is documented in writing and properly initialed by the Board Investment Committee

A write-off constitutes a derecognition event. The write-off amount is used to reduce the carrying amount of the financial asset. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Bank's procedures for recovery of amount due. Whenever amounts are recovered on previously written-off credit exposures, such amount recovered is recognised as income on a cash basis only

d Property plant and equipment

The Bank recognizes items of property, plant and equipment at the time the cost is incurred. They are stated at historical cost less accumulated depreciation and accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or are recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the asset will flow to the Bank and the cost of the asset can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Construction cost in respect of offices is carried at cost as work in progress. On completion of construction, the related amounts are transferred to the appropriate category of fixed assets. Payments in advance for items of fixed assets are included as Prepayments in Other Assets and upon delivery are reclassified as additions in the appropriate category of property and equipment.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies (continued)****Depreciation**

Depreciation is to be provided on a straight-line basis to write off the cost of asset over their estimated useful life. The annual rate which should be applied consistently over time are as follows:

Motor vehicle	(6 years)
Furniture and fittings	(6 years)
Equipment	(6 years)
Computer Equipment- General	(6 years)
Computer software	(10 years)
Freehold Buildings	(50 years)
Other Depreciable Assets	(2 years)
Leasehold building	over the expected life of the lease
Right of use assets	Lower of lease term or the useful life for the specified class of
Leasehold improvement	over the expected life of the lease

Property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from it use. Gain and losses are recognised in the income statement.

Depreciation is charged when the assets are available for use irrespective of whether they are put to use. Assets that are subject to depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell. Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in the statement of income for the year.

e Intangible assets

Software licenses acquired by the Bank are stated at cost less accumulated amortization and accumulated impairment loss (if any). Expenditure incurred on internally developed software is recognized as an asset when the Bank is able to complete the software development and use it in such a manner that it will be able to generate economic benefit to the Bank, and that the cost to complete the development can reliably be Internally developed software cost that is capitalized includes cost directly attributable to developing the software, and is amortized over the useful economic life of the software.

Amortization is recognized in the income statement on a straight line basis over the estimated useful life of the software.

f Inventory

Inventory of stationery and consumables held by the Bank are to be stated at the lower of cost and net realizable value in line with IAS 2. When inventories become old or obsolete, an estimate is to be made of their net realizable value. For individually significant amounts, this estimation is to be performed on an individual basis. For amounts that are not individually significant, collective assessment shall be made and allowance applied according to the inventory type and degree of ageing or obsolescence based on historical selling

g Islamic financing and investing contracts

The Bank engages in Shari'ah compliant Islamic banking activities through various Islamic financial instruments such as Ijarah, Murabahah, Mudarabah, Musharakah, Istisna' and Wakalah.

i Ijarah

The Bank shall comply fully with the requirements of Shari'ah in recognition and measurement of Ijarah financing. The periodic lease rentals receivable are treated as rental income during the period they occur and charge thereon is included in operating expenses while initial direct cost incurred are written off to the income

ii Murabahah receivables from banks

These are interbank commodity murabahah transactions. The Bank arranges a murabahah transaction by buying a commodity (which represents the object of the murabahah) and then resells this commodity to the beneficiary mushtari/buyer (after computing a profit margin). The sale price (cost plus the profit margin) is paid either lump sum at maturity or in installments by the mushtari/buyer over the agreed period. Murabahah receivables from banks are stated net of deferred profits and provision for impairment, if any.

iii Murabahah receivables from customers

Customer Murabahah receivables consist of deferred sales transaction agreements and are stated net of deferred profits, any amounts written off and provision for impairment, if any. Promise made in the murabahah to the purchase orderer is obligatory upon the customer and the Bank can claim damages to the exact amount of loss suffered

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies (continued)****g Islamic financing and investing contracts (continued)****iv Musharakah**

Musharakah contracts represents a partnership between the Bank and a customer whereby each party contributes to the capital in equal or varying proportions to establish a new project or share in an existing one, and whereby each of the parties becomes an owner of the capital on a permanent or declining basis and shall have a share of profits or losses. These are stated at the fair value of consideration given less any amounts

v Istisna'

Istisna' contract is a sale of specified items to be manufactured or constructed, with an obligation on the part of the manufacturer or builder to deliver them to the customer upon completion.

vi Wakalah

A contract between the Bank and a customer whereby one party (the principal: the Muwakkil) appoints the other party (the agent: Wakil) to invest certain funds according to the terms and conditions of the Wakalah for a fixed fee or a specified percentage ratio or linked to a known benchmark in addition to any profit exceeding the expected profit as an incentive for the Wakil for the good performance. Any losses as result of the misconduct or negligence or violation of the the terms and conditions of the Wakalah are borne by the Wakil

vii Sukuk

Certificates which are equal in value and represent common shares in the ownership of a specific physical asset (leased or to be leased either existing or to be constructed in future), or in the ownership of cash receivables of selling an existing-owned asset, or in the ownership of goods receivables, or in the ownership of the assets of Mudarabah or Musharakah business. In all these cases, the Sukuk holders shall be the owners of their common shares in the leased assets, or in the cash receivables, or the goods receivable, or in the assets of the Musharakah or the Mudarabah. These comprise asset backed and asset based, Shari'ah compliant trust

viii Qard hasan

This is a non profit credit facility whereby the customer receives funds for a period of time with an understanding that the same amount shall be repaid at the end of the agreed period.

h Income recognition

The Bank recognised income on Shari'ah compliant Islamic banking activities through various Islamic financial instruments such as Ijarah, Murabahah, Mudarabah, Musharakah, Istisna' and Wakalah.

i Ijarah

Ijarah income is recognized on a time-apportioned basis, over the lease term. Accrual of income is suspended when the Bank believes that the recovery of these amounts may be doubtful.

ii Murabahah

Where the income is quantifiable and contractually determined at the commencement of the contract, income is recognized on a time-apportioned basis over the period of the contract based on the principal amounts outstanding. Accrual of income is suspended when the Bank believes that the recovery of these amounts may

iii Musharakah

Income on Musharakah contracts is recognized when the right to receive payment is established or on distribution by the Musharek.

iv Wakalah

Estimated income from Wakalah is recognised on an accrual basis over the period, adjusted by actual income when received. Losses are accounted for on the date of declaration by the agent.

v Sukuk

Income is accounted for on an accrual basis based on the terms of the Sukuk.

vi Fees and commission income

Unless included in the effective rate of return calculation, fees and commissions are recognised on an accruals basis (i.e. when earned) as the service is provided. Fees and commissions not integral to effective rate of return arising from negotiating, or participating in the negotiation of, a transaction from a third party, such as the acquisition of facilities, 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.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies (continued)****h Income recognition (continued)****vii Dividend**

Dividends from investments in equity securities are recognized when the right to receive the payment is established. This is usually when the dividend has been declared.

vii Non-credit related fee income

This is recognized at the time the services have been performed and delivered or the transaction has been completed.

ix Sale of property under development

Where property is under development and agreement has been reached to sell such property when construction is complete, the Bank considers whether the contract comprises:

- Contract to construct a property; or
- Contract for the sale of completed property

Where a contract is judged to be for the construction of a property, revenue is recognized using the percentage of completion method, as construction progresses. The percentage of work completed is measured based on the costs incurred up until the end of the reporting period as a proportion of total costs.

Where the contract is judged to be for the sale of a completed property, revenue is recognized when the significant risks, rewards and control of ownership of the property are transferred to the buyer.

Revenue from rendering of services is recognized when the services are rendered.

xii Revenue from sale of goods

Revenue from sales of goods is recognized when the significant risks, rewards and control of ownership of the goods have passed to the buyer and the amount of revenue can be measured reliably.

xiii Bank's share as a mudarib

The Bank's share as a mudarib for managing the equity of investment account holders is accrued based on the terms and conditions of the related mudarabah agreements whereas, for off balance sheet equity of investment accounts, mudarib share is recognized when distributed.

i Expense recognition**a Profit on mudarabah payable (banks and non-banks)**

Profit on this payable is accrued on a time-apportioned basis over the period of the contract based on the expected profit over the principal amounts outstanding.

b Return on equity of investment account holders

Return on equity of investment account holders is based on the income generated from jointly financed assets after deducting Mudarib share and is accrued based on the terms and conditions of the underlying Mudarabah agreement. Investors' share of income represents income generated from assets financed by investment account holders net off allocated administrative expenses and provisions. The Bank's share of profit is deducted from the investors' share of income before distribution to investors.

j Taxation**a Current income taxation**

Income tax is the amount of income tax payable on the taxable profit for the period determined in accordance with current statutory rate. Income tax payable on profits, based on the applicable tax law, is recognized as an expense in the period in which the related profits arise. All taxes related issues including deferred tax are treated in accordance with IAS 12 (Income taxes).

b Deferred taxation

Provision for deferred taxation is made by the liability method and calculated at the current rate of taxation on the temporary differences between the net book value of qualifying fixed assets and their corresponding tax written down value in accordance with IAS 12 (Income taxes). The principal temporary differences arise from depreciation of property, plant and equipment, provisions for pensions and other post-retirement benefits, provisions for Investment losses and tax losses carried forward. The rates enacted or substantively enacted at the balance sheet date are used to determine deferred income tax.

Deferred tax assets are recognized where it is probable that future taxable profit will be available against which the timing differences can be utilized.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies (continued)****k Investment****i Investment securities**

Investment securities are initially measured at fair value plus, in case of investment securities not at fair value through profit or loss, incremental direct transaction costs and subsequently accounted for depending on their classification as amortised cost, fair value through profit or loss or fair value through other comprehensive income.

ii Investments in subsidiaries

Investments in subsidiaries are reported at cost less any impairment (if any).

A subsidiary not consolidated but is classified as 'held for sale' if it is available for immediate sale in its present condition and its sale is highly probable. A sale is 'highly probable' where: there is evidence of management commitment; there is an active programme to locate a buyer and complete the plan; the asset is actively marketed for sale at a reasonable price compared to its fair value; the sale is expected to be completed within 12 years of the date of classification; and actions required to complete the plan indicate that it is unlikely that there will be significant changes to the plan or that it will be withdrawn.

l Employee benefits**i Defined contribution plans**

A defined contribution plan is a pension plan under which the Bank pays fixed contributions to a separate entity. The rate of contribution by the Bank and its employee is 10% and 8% respectively of basic salary, housing and transport allowance in line with the new Pension Reform Act, 2014. The Bank has no legal or constructive obligations to pay further contributions membership of the scheme is automatic upon resumption of duty with the Bank. The Bank has no further payment obligations once the contributions have been paid to Pension Fund. The Bank's liabilities in respect of the defined contribution are to be charged to statement of profit or loss for the year in which they become payable. Payments are made to Pension Fund Administrator (PFA) are financially independent of the Bank.

ii Termination Benefits

Termination benefits will be payable whenever an employee's employment is terminated before the normal retirement date or whenever an employee accepts voluntary redundancy in exchange for these benefits. Such benefits shall also include any other relevant expenses like (Repurchase, Financing and Others) that may incur on

m Provisions

A provision is recognised if, as a result of a past event, the Bank has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows, at a pre-tax rate, that reflects current market assessments of the time value of money

n Financial guarantees and financing commitments

Financial guarantees are contracts that require the Bank to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument. Financial guarantee liabilities are initially recognised at their fair value, and the initial fair value is amortised over the life of the financial guarantee. After initial recognition, guarantee contracts are subsequently

i The amount of the loss allowance, and

ii The amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of IFRS 15.

Financial guarantees, principally consisting of letters of credit are included within other liabilities.

Financing commitments are firm commitments to provide credit under pre-specified terms and conditions. The Bank recognises a provision in accordance with IAS 37 if the contract was considered to be onerous.

Transactions that are not currently recognized as assets or liabilities in the balance sheet, but which nonetheless give rise to credit risks, contingencies and commitments are reported off balance sheet. Such transactions included letters of credit, bid bonds, guarantees, acceptances, trade related contingencies such as documentary credits etc.

Outstanding and unexpired commitments at period end in respect of these transactions are to be shown by way of

o Financing**i Murabahah and due to banks**

This represents funds received from banks on the principles of murabahah contracts and are stated at fair value of consideration received less amounts settled.

ii Murabahah and due to non-banks

These are stated at fair value of consideration received less amounts settled. Profit paid on financing contract is recognized in the statement of income for the year.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies (continued)****p Fiduciary activities**

The Bank acts as trustee in its capacity as a Mudarib when managing the equity of investment account holders. Equity of investment account holders is invested in mudarabah and due from banks, sukuk and financing contracts with customers. Equity of investment account holders is carried at fair value of consideration received less amounts settled. Expenses are allocated to investment accounts in proportion of average equity. Income is allocated proportionately between equity of investment account holders and owners' equity on the basis of the average balances outstanding during the year and share of the funds invested. Equity and assets of restricted investment account holders are carried off-balance sheet as they are not assets and liabilities of the Bank.

q Segment reporting

The Bank prepares its segment information based on geographical and business segments as primary and secondary reporting segments, respectively in accordance with IFRS 8 (Operating segments).

A business segment is a bank of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns different from those of segments operating in other economic environments.

The Bank has appointed the Management committee charged with the responsibility of allocating resources and assessing performance as the Chief Operating Decision Maker as required under IFRS 8. The CODM is reviewed and advised by the Board for decisions on significant transactions and or events.

r Customer deposit

The Bank is required to maintain specific records for all the classes of deposits.

The average daily balances for a particular month of all the classes of deposits will be used in the computation of the profitability of the Bank.

The average daily balances of each Investment Account holder depositor will also be the basis for the distribution of profits to the depositor.

All deposits accepted by the Bank shall only be utilised in the provision of finances, investment in securities, inter-bank placements and other business prescribed by CBN that complies with the Shari'ah requirement. All division must ensure that all investments complying with the Shari'ah.

s Investment property

An Investment Property is an investment in land or buildings held primarily for generating income or capital appreciation and not occupied substantially for use in the operations of the Bank. A piece of property is treated as an investment property if it is not occupied substantially for use in the operations of the Bank, an occupation of more than 15% of the property is considered substantial.

The initial recognition is to be at its cost price while for subsequent measurement the Bank adapted the fair value model which carry the investment properties in the balance sheet at their market value and revalued periodically on a systematic basis at least once in every three years in accordance in (IAS 40). Investment

When there is a decline in value of an investment property, the carrying amount of the property is written down to recognize the loss. Such a reduction is charged to the statement of income. Reductions in carrying amount are reversed when there is an increase, following a revaluation in accordance with the Bank's policy, in the value of the investment property, or if the reasons for the reduction no longer exist.

An increase in carrying amount arising from the revaluation of investment property is credited to owners' equity as revaluation surplus. To the extent that a decrease in carrying amount offsets a previous increase, for the same property that has been credited to revaluation surplus and not subsequently reversed or utilized, it is charged against that revaluation surplus rather than the statement of income.

An increase on revaluation which is directly related to a previous decrease in carrying amount for the same property that was charged to the income statement is credited to income statement to the extent that it offsets the previously recorded decrease.

Investment properties are disclosed separate from the property and equipment used for the purposes of the business in line with IAS 40 (Investment Properties).

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies (continued)****t Share capital and reserves****i Share issue cost**

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

ii Dividend on ordinary shares

Dividends on the Bank's ordinary shares are recognised in equity when approved by the Bank's shareholders. Dividends for the period that are declared after the end of the reporting period are dealt with in the period in which they are declared. The dividend shall be declared after all regulatory requirements fulfilled.

iii Share premium

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

iv Statutory reserve

The banking regulations in Nigeria require the Bank to make an annual appropriation to a statutory reserve. As stipulated by Section 15(1) of the Banks and Other Financial Institutions Act 2020, an appropriation of 30% of profit after tax is made if the statutory reserve is less than the paid-up share capital and 15% of profit after tax if the statutory reserve is greater than the paid-up share capital.

iv AGSMIES reserve

The AGSMIES reserve is maintained to comply with the Central Bank of Nigeria (CBN) requirement that all licensed banks set aside 5% of their annual profit after tax for equity investments in permissible activities.

v Retained earnings

Retained earnings comprise the undistributed profits from previous periods which have not been reclassified to any specified reserves.

vi Regulatory risk reserve

The regulatory risk reserve represents the difference between the impairment on financing and investments determined using the prudential guidelines issued by the Central Bank of Nigeria compared with the expected credit loss model used in determining the impairment loss allowance under IFRSs.

Where the financing loss impairment determined using the prudential guidelines is greater than the financing loss impairment determined using the expected credit loss model under IFRSs, the difference is transferred to regulatory risk reserve. When the prudential provisions is less than IFRS provisions, the excess charges resulting is transferred from the regulatory risk reserve to retained earnings to the extent of the non-distributable reserve previously recognised. This reserve is not available for distribution to shareholders.

u Earnings per share

The Bank presents basic earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Bank by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss that is attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding for effects of all dilutive potential ordinary shares.

v Investment risk reserve (IRR)

This is the amount appropriated by the Bank out of income of investment account holders, after allocating the Mudarib share, in order to cater against future losses for investment account holders.

w Profit equalisation reserve (PER)

PER refers to the amount appropriated out of the total gross income to mitigate the undesirable fluctuation of income and to maintain a certain level of returns to the depositors. This amount shall be appropriated from Mudarabah income by the Bank before allocating its own share (Mudarib profit portion).

PER is shared by both the investors and the Bank and hence can be appropriated from and written back to the total gross income in deriving the distributable income. PER is reflected under the other liabilities on the statement of financial position.

x Leases

The Bank assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Bank applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Bank recognizes lease liabilities to make lease payments and right-of-use

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****3 Accounting policies (continued)****yi Right-of-use assets**

The Bank recognizes 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 obligations recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Bank is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life or the lease term. Right-of-use assets are subject to impairment.

yii Lease Liabilities

The Bank recognizes lease liability at the commencement date of the lease (i.e., the date the underlying asset is available for use). The lease liability is initially measured at the present value of lease payments and subsequently increased by finance costs and reduced by lease payments made. The Bank applies the recognition exemptions for short-term leases and leases of low-value assets. Lease payments for such contracts are expensed to profit or loss as incurred.

yiii .Right-of-Use Assets

The Bank's ROU assets primarily relate to branch offices,

Carrying amounts of ROU assets:

Class of Asset	2025 (₦'000)	2024 (₦'000)
Land and Buildings	10,770,159	11,416,317
Total ROU Assets	10,770,159	11,416,317

Movements in ROU assets:

Opening balance	11,416,317
Additions during the period	51,747
Reclassification during the period	(333,900)
Depreciation charge	(364,005)
Disposal/termination of leases	-
Closing balance	10,770,159

yiv Lease Liabilities

The Bank's lease liabilities are secured by the related leased assets.

Maturity Analysis of Lease Liabilities (Undiscounted)

Not later than 1 year	-
Later than 1 year but not later than 5 years	-
Later than 5 years	5,102,412
Total undiscounted lease liabilities	5,102,412

Carrying amount of lease liabilities (discounted): **4,768,512**

Profit or Loss Impact

yv Depreciation expense on ROU assets	364,005
Finance charge on lease liabilities	-
Expense relating to short-term leases:	-
Expense relating to low-value asset leases:	-
Total cash outflow for leases during the period:	333,900

yvi Significant Judgements & Assumptions

Lease Term: In determining the lease term, the Bank considered extension and termination options reasonably certain to be exercised.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

	31 December 2025	31 December 2024
	N '000	N '000
4 Cash and balances with Central Bank of Nigeria		
Cash in hand	7,781,686	11,610,436
Current account with CBN	128,097,283	65,379,700
Cash reserve requirement	98,359,662	158,199,800
E- Naira CBN account	9,978	9,978
	226,466,923	223,589,478
Closing balance	234,248,609	235,199,915

The Bank is required to maintain statutory reserve deposits (as prescribed by the CBN) and are not available for use in the Bank's day-to-day operations. Cash in hand constitutes the aggregate cash balances in the vaults of the Bank branches.

5 Due from banks and other financial institutions		
Balances with banks within Nigeria:		
Current balances with banks	1,392,858	13,763,369
	1,392,858	13,763,369
Balances with banks outside Nigeria:		
Current account balances with banks	36,022,960	65,198,850
	36,022,960	65,198,850
Closing balance	37,415,818	78,962,220

i The balances held with banks within Nigeria substantially represent amounts available for the day to day operations of the Bank and the balance outside Nigeria is for corresponding transaction.

ii Cash and cash equivalents for the purposes of the statements of cash flows include the following :

Cash	7,781,686	11,610,436
Due from Central Bank of Nigeria	226,466,923	223,589,478
Due from other banks	37,415,818	78,962,220
Closing balance	271,664,427	314,162,134

6 Interbank receivables		
Interbank Mudarabah	29,000,000	-
Accrued profit receivables	2,400,340	-
Closing balance	31,400,340	-

**NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 DECEMBER 2025**

	31 December 2025	31 December 2024
	N '000	N '000
7 Investment in Sukuk		
Opening balance	114,206,267	60,113,576
Addition during the year	206,252,500	105,800,000
Disposal/Redemption	(111,915,000)	(51,707,309)
	208,543,767	114,206,267
Corporate and State Sukuk		
Opening balance	909,329	909,329
Addition during the year	7,228,400.00	-
Redemption	(166,465)	(55,474)
Gross investment in Sukuk	216,515,031	115,060,123
Premium	39,989,313	17,583,289
Rental receivable	8,030,394	2,389,762
Closing balance	264,534,738	135,033,174
<p>During the year, the Bank invested N206.25 Billion in Sukuk issued by the Federal Government of Nigeria (FGN) through secondary market. The rental payment is semi-annual while the principal redemption is a bullet payment on maturity 10 years tenor which are mostly due in 2031-2033 at an average return of 17.27%.</p> <p>The Bank also invested \$5 million in the International Islamic Sukuk Management Sukuk at an expected return rate of 4%</p>		
8 Investment in Real Estate & Halal Investment Trust		
Opening balance	378,436	378,436
Addition during the year	-	-
	378,436	378,436
Halal Investment Trust		
Opening balance	2,500,000	-
Addition during the year	20,000,001	2,500,000
	22,500,001	2,500,000
Accrued profit on investment	1,434,589	240,061
Closing balance	24,313,026	3,118,497
<p>During the year, the Bank invested N20.00 Billion in AVA Trustees Limited Private Halal investment Trust issued by AVA Trustees Limited through offer for subscription. Profit payment is distributions to unitholders at 90% of net income.</p>		
9 Mudarabah Financing, net		
Mudarabah Financing	1,370,000	620,000
Closing balance	1,370,000	620,000
10 Murabahah receivables, net		
Murabahah corporate	383,457,245	251,037,519
Murabahah home	378,570	916,820
Murabahah Retail	20,024,771	8,365,939
Murabahah CBN DCRR	2,462,211	3,105,696
Murabahah- CBN CACS	713,812	1,146,578
Murabahah CBN RSSF	1,825,284	2,184,038
Gross receivable	408,861,893	266,756,590
Allowance for impairment	(9,260,946)	(4,477,185)
Deferred profit	(67,109,084)	(24,756,315)
Closing balance	332,491,863	237,523,091

**NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 DECEMBER 2025**

	31 December 2025	31 December 2024
11 Istisna' receivables, net	N '000	N '000
Istisna' receivable	2,988,292	2,437,721
Istisna' receivable - CBN DCRR	1,162,775	1,359,435
Istisna' receivable - CBN RSSF	2,504,726	2,783,028
Gross receivable	6,655,793	6,580,185
Allowance for impairment	(128,579)	(73,408)
Deferred profit	(844,331)	(995,706)
Closing balance	5,682,883	5,511,071
12 Ijarah muntahiyah bittamleek, net		
Ijarah muntahiyah bittamleek - Retail	1,064,938	1,044,011
Ijarah muntahiyah bittamleek - Corporate	42,480,938	22,448,695
Ijarah of Service - CBN CACS	37,626	67,178
Ijarah of Service	6,446,253	2,828,942
Gross investment in Ijarah	50,029,755	26,388,825
Ijarah accrued profit	5,314,269	3,110,993
Allowance for impairment	(275,595)	(157,343)
Deferred profit (Ijarah)	(782,681)	(254,849)
Closing balance	54,285,748	29,087,626
13 Inventory financing		
Inventory financing	130,216,031	53,105,197
Inventory accruals	3,411,500	3,378,000
Closing balance	133,627,531	56,483,197
14 Other assets		
Branch development	20,240,801	27,600,750
Prepayment	1,491,899	2,395,028
Account receivables	139,756,568	77,258,778
Settlement suspense	(470,598)	10,926,828
Inventory (card & others)	681,331	501,393
Closing balance	161,700,001	118,682,777
14: Right of use assets		
Opening balance	13,025,772	7,357,196
Acquisitions	2,660,951	5,668,576
Adjustment*	(333,900)	-
Closing balance	15,352,823	13,025,772
Amortisation		
Opening balance	1,609,455	898,948
Amortisation	3,063,648	710,507
Closing balance	4,673,103	1,609,455
Carrying amounts		
Closing balance	10,679,720	11,416,317

The amount represents lease payments wrongly added to Right of use assets.

* The amount represents an adjustment arising from a reassessment of lease payment previously added to Right of use assets.

**NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 DECEMBER 2025**

15	Property, Plant and Equipment									
	Freehold Land	Freehold Building	Office Equipment	Motor Vehicle	Furnitures and Fixtures	Computer Equipment	Other Depreciable asset	Fixed Assets WIP	Total	
Cost	N' 000		N' 000	N' 000	N' 000	N' 000	N' 000	N' 000	N' 000	
Balance at 1 January, 2024	675,293	3,569,953	4,497,481	2,144,151	1,322,279	3,603,183	52,561	2,085,795	17,950,695	
Additions	(547,043)	151,031	4,663,395	1,542,673	1,608,944	1,672,457	174,660	4,108,377.64	13,374,495	
Reclassification			16,254		-	(16,254)		-	-	
Disposal		-		(11,340)		-		-	(11,340)	
Balance at 31 December 2024	128,250	3,720,983	9,177,131	3,675,484	2,931,223	5,259,386	227,221	6,194,173	31,313,851	
Balance at 1 January, 2025	128,250	3,720,983	9,177,131	3,675,484	2,931,223	5,259,386	227,221	6,194,173	31,313,851	
Additions (Note 15.1)	-	1,616,758	4,728,448	2,863,806	2,070,981	1,682,649	234,569	(4,321,349)	8,875,862	
Reclassification (Note 15.2)	-	-	64,489	(237,430)	(671)	16,929	(85,917)		(242,600)	
Disposal	-	-	(4,397,386)	(2,615,638)	(2,558,928)	(2,879,252)	-		(12,451,204)	
Balance at 31 DECEMBER 2025	128,250	5,337,741	9,572,682	3,686,222	2,442,605	4,079,712	375,873	1,872,824	27,495,909	
Depreciation										
Balance at 1 January 2024	-	111,616	980,977	448,649	225,269	1,136,238	18,939	-	2,921,689	
Charge for the year	-	(1,464)	1,009,018	456,988	393,214	714,880	32,349	-	2,604,985	
Disposal	-	-	-	(8,663)	-	-	-	-	(8,663)	
Balance at 31 December 2024	-	110,153	1,989,995	896,975	618,483	1,851,118	51,288	-	5,518,012	
Balance at 1 January 2025	-	110,153	1,989,995	896,975	618,483	1,851,118	51,288	-	5,518,012	
Charge for the year	-	80,347	1,458,453	507,156	418,188	749,499	100,694		3,314,337	
Adjustment	-		(464)	(24,350)	(9)	(229)	-		(25,052)	
Disposal	-	-	(602,451)	(601,096)	(588,533)	(659,227)	-	-	(2,451,307)	
Balance at 31 DECEMBER 2025	-	190,500	2,845,533	778,685	448,129	1,941,162	151,981	-	6,355,990	
Carrying amounts										
Balance at 31 December 2024	128,250	3,610,830	7,187,136	2,778,509	2,312,740	3,408,268	175,933	6,194,173	25,795,839	
Balance at 31 DECEMBER 2025	128,250	5,147,241	6,727,149	2,907,537	1,994,476	2,138,550	223,892	1,872,824	21,139,919	

15.1 The amount in Fixed Assts WIP represents net movement to other classes of assets

15.2 The balance of N242,600 represent transfer to other class of assets outside the Plant, Property and Equipment

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

			31 December 2025	31 December 2024
16 Leasehold improvement				
Cost			N '000	N '000
Opening balance			10,286,254.00	1,831,861
Addition			9,607,781.00	8,454,392
Reclassifications			(2,107,560.00)	
Closing balance			17,786,475.00	10,286,254
Amortisation and impairment losses				
Opening balance			736,371.90	431,576
Amortisation			727,746.00	304,796
Closing balance			1,464,118.00	736,372
Carrying amounts				
Closing balance			16,322,357.00	9,549,882
17 Intangible assets				
	Software (WIP)	Software	Total	31 December 2024
	31 December 2025	31 December 2025	31 December 2025	
Cost	N'000	N'000	N'000	N'000
Opening balance	1,897,364	4,863,746	6,761,110	4,013,316
Addition	607,091	5,246,174	5,853,265	2,747,793
Reclassification	(1,594,068)	1,594,068	-	-
Closing balance	910,387	11,703,988	12614375	6,761,109
Amortisation and impairment losses				
Opening balance	-	1,026,155	1,026,155	634,992
Amortisation	-	711,929	711,929	391,162
Closing balance	-	1,738,084	1738084	1,026,155
Carrying amounts				
Closing balance	910,387	9,965,904	10876291	5,734,955

**NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 DECEMBER 2025**

	31 December 2025	31 December 2024
	N '000	N '000
18 Income tax		
18a Current tax payable		
Opening balance	731,291	866,449
Charged for the year	1,773,776	661,988
	2,505,067	1,528,437
Prior year's under provision	-	24,971
Less: payment	(696,380)	(822,117)
Closing balance	1,808,687	731,291
18b Tax expense		
Company income tax	1,266,983	387,702
Development levy tax/Education tax	506,793	13,012
Information technology levy	-	181,656
Police trust fund levy	-	908
NASENI	-	45,414
Windfall Levy	-	33,295
	1,773,776	661,988
Prior year's under provision	-	24,971
Deferred tax expenses (Reversal)/origination of temporary differences	(507,977)	(791,145)
Closing balance	1,265,799	(104,186)
18c Deferred tax movement		
Opening balance	(379,906)	411,239
Deferred tax expenses(origination/(reversal))	(507,977)	(791,145)
Closing balance	(887,883)	(379,906)
18d Reconciliation of tax expense and the accounting profit		
Accounting profit before tax	31,561,874	18,165,623
Tax calculated at the rate of 30%	9,468,562	5,449,687
Non-deductible expenses for tax purpose	1,524,613	1,254,964
Tax exempted income	(9,914,349)	(6,520,032)
Balancing charge	1,437,498	-
Deductible Expenses	(235,755)	(54,497)
Development/Educational tax levy	(506,793)	13,012
NITDEF tax levy	-	181,656
Police trust fund levy	-	908
NASENI	-	45,414
Windfall Levy	-	33,295
Prior year's under provision	-	24,971
Minimum Tax	-	387,702
Income tax reversal due to minimum tax	-	(43,374)
Capital allowance utilised	-	(86,748)
Origination and reversal of temporary deferred tax	(507,977)	(791,145)
Income tax expense	1,265,799	(104,186)
18e Deferred tax analysis by source		
Analysis of deferred tax according sources:		
Property, plant & equipment	3,853,055	3,802,891
Impairment loss	(1,341,478)	-
Unutilised capital allowance	(3,399,460)	(4,182,796)
Closing balance	(887,883)	(379,906)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

	31 December 2025	31 December 2024
	N '000	N '000
18 Income tax		
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Charged for the year		661,988
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Closing balance	(887,883)	(379,906)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

	31 December 2025	31 December 2024
19 Customers' current and qard saving account	N '000	N '000
Analysis by type of account		
Current account	259,382,726	319,016,880
Qard saving account	34,299,362	33,761,140
Closing balance	293,682,088	352,778,019
20 Other financing		
Central Bank of Nigeria - Non Interest Intervention	5,690,764	7,559,599
Closing balance	5,690,764	7,559,599

This represents the fund received under the Central Bank of Nigeria (CBN) Commercial Agriculture Credit Scheme for non-interest intervention using the Murabahah and Istisna' financing mode. The aim is to provide concessionary funding for agriculture so as to promote commercial agricultural enterprises in Nigeria. The funds are received from the CBN at 2%, and disbursed at 9% to the beneficiary. The profit rate on the facility is 9% per annum inclusive of all related charges associated with the financing and the profit distribution ratio between the CBN as fund provider and the Bank is in the ratio of 2:7. The maximum tenor of the facility is seven years.

The Real Sector Support Facility (RSSF): The Central Bank of Nigeria, as part of the efforts to unlock the potential of the real sector to engender output growth, productivity and job creation has established a N300 billion Real Sector Support Facility (RSSF). The facility is targeted at large enterprises and startups in manufacturing, agricultural value chain and selected service subsectors. The funds are received from the CBN at 2%, and disbursed at 9% to the beneficiary. The profit rate on the facility is 9% per annum inclusive of all related charges associated with the financing and the profit distribution ratio between the CBN as fund provider and the Bank is in the ratio of 2:7. The maximum tenor of the facility is seven years.

21 Other liabilities		
Accounts payable	150,270,740	175,083,528
Other tax liabilities	933,163	1,031,682
Profit payable to mudarabah account holders	505,067	257,669
Due to charity	6,718	516
Deposit for shares	5,020,000	3,707,600
Sundry creditors	523,183	961,938
Accrued audit and professional fees	43,000	22,395
Lease liability	4,768,512	5,102,412
	162,070,383	186,167,740
Impairment allowance on contingents	1,408,296	1,004,992
Closing balance	163,478,679	187,172,732

(a) Movement in impairment on contingents during the year ended is as follows

Opening balance	1,004,992	841,257
Charge/(reversal) for the year ended	403,304	163,735
Closing balance	1,408,296	1,004,992

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

	31 December 2025	31 December 2024
	N '000	N '000
22 Equity of investment account holders		
Mudarabah investment accounts (Current account)	243,303,107	413346.2867
Mudarabah investment accounts (Saving account)	229,581,469	148,248,632
Mudarabah term deposit (note 22a)	189,670,486	164,412,902
Profit equalisation reserve (note 22b)	291,354	291,354
Investment risk reserve (note 22c)	240,349	240,349
Closing balance	663,086,765	313,606,582
22a Analysis of Mudarabah term deposit maturity by product		
MTD 30 days	80,407,696	71,489,099
MTD 60 days	36,189,375	33,411,199
MTD 90 days	36,447,867	36,874,816
MTD 180 days	24,821,821	15,106,430
MTD 181-365 Days	11,803,727	7,531,356
Closing balance	189,670,486	164,412,902
22b Profit equalization reserve		
Balance at 1 January	291,354	117,400
Amount apportioned from distributable income	-	173,954
Closing balance	291,354	291,354
<p>The Bank allocates in its Profit equalization reserve (PER) an amount up to 1% out of the total gross distributable income before distribution to the Investment Account Holders (IAH), in order to maintain a certain level of return on investment for investment account holders and to increase owners' equity. This is done based on the profit sharing ratio agreed upon with</p>		
22c Investment risk reserve		
Balance at 1 January	240,349	95,946
Amount apportioned from income to investment account holde	-	144,403
Closing balance	240,349	240,349
<p>The Bank allocates in its Investment risk reserve (IRR) an amount up to 1% of the profit available for distribution amongst the pool's depositors after deduction of Mudarib share in every profit year, in order to cater against future losses for investment account holders.</p>		
22d Mudarabah investment from other Banks and Other Financial Institutes		
Mudarabah investment	64,000,000	30,000,000
Closing balance	64,000,000	30,000,000

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

23 Owners' Equity	31 December 2025	31 December 2024
Share capital		
(i) Issued and fully paid share capital	N'000	N'000
18,239,918,919 Ordinary shares of N1.00 each (31 Dec 2024: 15, Addition	18,239,919	15,571,000
	2,470,216	2,668,919
Closing balance	20,710,135	18,239,919

The Bank during the period issued additional shares of 2,470,216,140 units of ordinary shares at a nominal value of N1 per ordinary shares.

The holders of ordinary shares are entitled to receive dividends and each shareholder is entitled to vote at the Shareholders' general meetings. All ordinary shares rank equally.

24 Share premium		
Opening balance	996,921	795,840
Movement	516,584	201,081
Closing balance	1,513,505	996,921

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

25 Tier 1 Sukuk	SPV ("the Issuer")	Date of Issuance	Indicative Profit rate	Callable year		
1st Issue	TAJ Sukuk Programme SPV Plc	25 August 2022	15% per annum paid semi-annually	After a minimum year of 5 Years	11,359,989	11,359,989
2nd Issue	TAJ Sukuk Programme SPV Plc	19 June 2025	20.5% per annum paid semi-annually	After a minimum year of 5 Years	57,029,771	-
					68,389,760	11,359,989

Tier 1 Mudarabah Sukuk issued is a perpetual security, callable after a minimum year of 5 Years and 2 years thereafter, this constitutes direct, unsecured, subordinated obligations (senior only to share capital) of the Bank subject to the terms and conditions of the Mudarabah Agreement. The Tier 1 sukuk are listed on the Nigerian Exchange Limited/ FMDQ Securities Exchange Limited callable by the Bank after the "First Call Date" or any profit payment date thereafter subject to certain redemption conditions.

The issue proceeds of Tier 1 sukuk are invested by way of Mudarabah with the Bank (as Mudarib) on an unrestricted co-mingling basis, by the Bank in its general business activities carried out through the Mudarabah Common pool.

Distributable Profit from the underlying investments, projects, and/or assets shall accrue from the date the issuer receives the Mudarabah capital contribution and is payable bi-annually in arrears in the form of profit payment from the Bank provided such payments would not adversely affect the liquidity position or other commitments ranked higher in priority.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

26	Retained earnings	31 December 2025	31 December 2024
		N'000	N'000
	Opening balance	8,654,432	6,036,745
	Net profit for the year	30,296,075	18,269,809
	Risk regulatory reserve	(1,998,454)	(7,498,806)
	Statutory reserve	(9,088,822)	(5,480,943)
	AGSMEIS reserve	(1,514,804)	(913,490)
	Cash/scrip Dividend	(1,823,992)	(1,758,882)
	Closing balance	24,524,434	8,654,433

27	Regulatory risk reserve		
	Opening balance	9,950,190	2,451,385
	Appropriation against retained earnings	1,998,454	7,498,806
	Closing balance	11,948,644	9,950,191

The regulatory risk reserves warehouses the difference between the allowance for impairment losses on financing and investments based on Central Bank of Nigeria prudential guidelines compared with the expected credit loss model used in calculating the impairment under IFRSs.

28	Other reserves		
(a)	Statutory reserve		
	Opening balance	10,455,560	4,974,618
	Appropriation against retained earnings	9,088,822	5,480,943
	Closing balance	19,544,382	10,455,560

The Bank and Other financial Institution Act, 2020 require banks to make an annual appropriation to a statutory reserve. As stipulated by S.15(1) of the Act, 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.

(b)	Agriculture small and medium enterprises investment scheme		
	Opening balance	1,431,562	518,071
	Charged	(509,150)	-
	Appropriation against retained earnings	1,514,804	913,490
	Closing balance	2,437,216	1,431,562

In April 2017, the Central Bank of Nigeria issued guidelines to govern the operations of the Agriculture Small and Medium Enterprises Investment Scheme (AGSMEIS), all Deposit Money Banks (DMBs) are required to set aside 5% of their annual Profit after tax (PAT).

(c)	Profit equalization reserve		
	Opening balance	161,667	117,652
	Amount apportioned from distributable income	-	44,014
	Closing balance	161,667	161,667

The Bank allocates in its Profit equalization reserve (PER) an amount up to 1% out of the total gross distributable income before distribution to the Investment Account Holders (IAH), in order to maintain a certain level of return on investment for investment account holders and to increase owners' equity. This is done based on the profit sharing ratio agreed upon with depositors or investors.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

	31 December 2025	31 December 2024
29 Income from financing contracts		
Murabahah transactions	N '000	N '000
Profit on Murahabah -retail	93,315	98,919
Profit on Murahabah -corporate	60,200,217	33,816,593
Profit on Murahabah - CBN CACs	14,982	47,929
Profit on Murahabah - CBN DCRR & RSSF	263,657	276,948
Murahabah LC income	-	223,828
Total profit from Murahabah transactions	60,572,171	34,464,216
Ijara transactions		
Profit on Ijarah of service	-	58
Profit on Ijarah of service -retail	1,631,183	576,701
Profit on Ijarah service - retail (POS)	1,297	1,035
Profit on Ijarah muntahiyah bittamleek - retail	297,746	230,154
Profit on Ijarah muntahiyah bittamleek - corporate	10,437,940	4,069,395
Profit on Ijarah muntahiyah bittamleek -CBN CACS	45	1,437
Total profit from ijarah transactions	12,368,211	4,878,780
Istisna' transactions		
Profit on Istisna' - corporate	533,857	516,170
Profit on Istisna' - DCRR & RSSF	242,288	270,702
Total profit from Istisna' transactions	776,145	786,872
Total income from financing contracts	73,716,527	40,129,868
30 Income from investment activities		
Sukuk-rental	27,073,086	13,389,462
Sukuk premium expenses	(4,080,572)	(1,536,530)
Net Sukuk income	22,992,514	11,852,933
Profit on interbank Mudarabah	4,040,080	650,058
Income from real estate investment	26,949	15,983
Income from Halal Trust investment	1,645,390	240,061
Income on inventory financing	15,815,967	10,454,649
Inventory expenses	-	(70,787)
Income from investment activities	44,520,900	23,142,898
Income from other financing activities		
Wakalah commission	775,415	706,735
Profit on Sukuk sales	10,055,316	9,880,507
Treasury Trading Income	171,394	1,188,945
Total income from other financing activities	11,002,125	11,776,188
Total income from investment activities	55,523,025	34,919,086
31 (i) Return on equity investment account holders /Sukukholders		
Profit paid to Mudarabah account holders	36,621,350	22,391,654
Profit paid to Sukukholders on Sukuk issued	6,575,664	1,712,117
Profit from paid to mudarabah account holders/Sukukholders	43,197,014	24,103,771
(ii) Bank's shares on financing and investment activities		
Total income from financing	129,239,552	75,048,954
Less: profit paid to investment account holders/sukukholders	(43,197,014)	(24,103,771)
Bank's share as equity investor/mudarib	86,042,538	50,945,183

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

	31 December 2025	31 December 2024
32 Impairment charge	N'000	N'000
Impairment charge on Murabahah finance	(4,853,755)	(1,299,758)
Impairment charge on Ijarah finance	(118,252)	(77,611)
Impairment charge on Istisna' finance	(55,171)	22,145
Impairment charge on off balance sheet item	(403,304)	(163,735)
Closing balance	(5,430,482)	(1,518,959)
33 Fees and commission		
Banking services	890,381	1,169,616
E-business income	2,146,192	1,030,878
Income on agent transactions	286,556	291,028
Closing balance	3,323,129	2,491,522
35 Staff costs		
Salaries	10,132,057	7,160,015
Staff pension	373,604	265,059
Training and seminar expenses	470,508	193,749
Other staff expenses	3,329,054	2,305,835
Closing balance	14,305,223	9,924,659
36 Depreciation and amortisation		
Depreciation of property, plant & equipment	3,289,285	2,604,985
Amortisation of leasehold improvement	727,746	304,796
Amortisation of intangible assets	711,930	391,162
Closing balance	4,728,961	3,300,943

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

	31 December 2025	December 2024
	N'000	N'000
# General and administrative expenses		
Advertising and marketing	903,688	1,556,212
Telephone expenses	1,213	677
Bank charges	307,047	431,612
E-Business transaction	3,021,542	1,630,889
Printing and stationery	630,518	322,869
Repair and maintenance	549,852	399,405
Service contract	3,074,040	1,893,452
Travelling - local and foreign	1,263,924	1,168,235
Postage and courier charges	187,171	108,889
Right of use assets (amortisation)	3,063,648	710,507
Premises expenses	841,530	617,299
Security guards	514,972	313,866
IT related expenses	2,160,816	1,052,730
Advisory Committee of Experts and Directors' expenses	586,553	465,508
Takaful Insurance	193,384	110,712
Audit fees and expense	60,407	29,072
Professional fees	1,114,110	445,682
Vehicles repairs	389,585	211,631
Licences	1,787,325	1,593,668
Treasury expenses	6,363,949	3,121,206
NDIC premium	3,074,988	1,950,000
Subscriptions	255,180	176,939
Fuel and Diesel expenses	1,202,941	978,054
Donation	2,483	6,042
Office cleaning	587,168	369,604
Other operating expense	1,201,093	861,763
Closing balance	33,339,127	20,526,521

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025****38 Credit quality****38 (a) Statement of prudential adjustment****Prudential Adjustment for the period ended 31 December 2025**

In compliance with the provisions under the revised Prudential Guidelines issued by the Central Bank of Nigeria, which became effective 1 July, 2010, addresses the variance between the impairment allowance under prudential guidelines and the expected credit loss model required by IFRS 9.

Paragraph 12.4 of the revised Prudential Guidelines for Deposit Money Banks in Nigeria stipulates that Banks would be required to make provisions for loans as prescribed in the relevant IFRS Standards when IFRS is adopted. However, Banks would be required to comply with the following:

Provisions for financing recognized in the profit and loss account should be determined based on the requirements of IFRS. However, the IFRS provision should be compared with provisions determined under prudential guidelines and the expected impact/changes in general reserves should be treated as follows:

- Prudential Provisions is greater than IFRS provisions; the excess provision resulting therefrom should be transferred from the general reserve account to a "regulatory risk reserve".
- Prudential Provisions is less than IFRS provisions; IFRS determined provision is charged to the statement of comprehensive income. The cumulative balance in the regulatory risk reserve is thereafter reversed to the general reserve account.

As at December 2025, the difference between the Prudential provision and IFRS impairment was N7.81 billion for the Bank (December 2024: N5.81billion). This requires transfer of N1.998 billion from retained earnings to regulatory risk reserves as disclosed in the statement of changes in equity. These amounts represent the difference between provisions for credit and other known losses as determined under the prudential guidelines issued by the Central Bank of Nigeria (CBN) and impairment reserve as determined in line with IFRS 9 as at the year end.

The non-distributable reserve should be classified under Tier 1 core capital

Statement of prudential adjustments

	31 December 2025	31 December 2024	Total
	N'000	N'000	N'000
Total impairment allowance per IFRS 9	15,652,990	8,969,783	6,683,207
Total impairment per Prudential guidelines	23,461,636	14,779,974	8,681,662
Risk regulatory reserve closing balance	7,808,646	5,810,191	1,998,454

38 (b) Carrying value of financing and investment assets

	Risk assets summary - 31 December 2025				Impairment summary - 31 December 2025				Carrying Amount
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Murabahah financing	347,603,587	42,355,794	18,672,059	408,631,440	4,467,679	8,420,088	1,584,115	14,471,882	394,159,558
Ijarah financing	41,145,983	8,828,981	285,243	50,260,207	132,977	90,720	14,262	237,959	50,022,248
Istisna'	4,909,706	1,612,633	133,452	6,655,791	21,150	41,713	6,673	69,536	6,586,255
Mudarabah	1,370,000	-	-	1,370,000	8,102	-	-	8,102	1,361,898
	395,029,276	52,797,408	19,090,754	466,917,438	4,629,908	8,552,521	1,605,050	14,787,479	452,129,959
Off balance sheet item	95,537,793	-	-	95,537,793	865,511	-	-	865,511	94,672,282
Balance at 31 December 2025	490,567,069	52,797,408	19,090,754	562,455,231	5,495,419	8,552,521	1,605,050	15,652,990	546,802,241

**NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 DECEMBER 2025**

	Risk assets summary - 31 December 2024				Impairment summary - 31 December 2024				Carrying Amount
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Murabahah financing	238,576,203	20,141,210	8,039,181	266,756,594	1,993,851	5,434,820	409,772	7,838,443	258,918,151
Ijarah financing	18,292,342	7,805,694	290,786	26,388,822	176,384	69,396	14,539	260,320	26,128,502
Istisna'	5,000,981	1,566,235	12,968	6,580,184	23,078	36,207	648	59,933	6,520,251
Murdarabah financing	620,000	-	-	620,000	2,113	-	-	2,113	617,887
	262,489,526	29,513,139	8,342,935	300,345,600	2,195,426	5,540,423	424,960	8,160,809	292,184,791
Off balance sheet item	122,781,282	-	-	122,781,282	808,974	-	-	808,974	121,972,308
Balance at 31 December 2025	385,270,808	29,513,139	8,342,935	423,126,882	3,004,400	5,540,423	424,960	8,969,783	414,157,099

38 (c) Reconciliation of impairment charge

The following table reconciles the impairment loss allowance charged on financing assets and financing commitments and guarantee contracts determined in accordance with IFRS 9 as at 31 December 2025.

31 December 2025

	Stage 1	Stage 2	Stage 3	OKL	TOTAL
	N'000	N'000	N'000	N'000	N'000
Balance at 1 January 2025	3,004,400	5,540,423	424,960	-	8,969,783
Impairment charged during the	2,024,093	2,447,499	958,890	-	5,430,482
Transfer between stages	-	-	-	-	-
Write back/recoveries during th	-	-	-	-	-
Balance at 31 December 2025	5,495,419	8,552,521	1,605,050	-	15,652,990

31 December 2024

	Stage 1	Stage 2	Stage 3	OKL	TOTAL
	N'000	N'000	N'000	N'000	N'000
Balance as at 1 January 2024	1,745,329	1,730,485	718,157	-	4,193,971
Impairment charged during the	508,770	938,225	71,963	-	1,518,959
Transfer between stages	-	-	-	-	-
Write back/recoveries during th	-	-	-	-	-
Balance at 31 December 2024	3,004,400	5,540,423	424,960	-	8,969,783

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

39 Financing and investment analysis	31 December 2025 N'000	31 December 2024 N'000
(i) By Security		
Legal Mortgage	292,578,271	227,542,985
All Asset Debenture	66,985,714	25,654,621
Domiciliation of Contract Proceeds	761,747	1,165,414
Domiciliation of Account Receivables	54,175,549	627,380
Cash	12,874,778	12,436,590
Domiciliation of Salaries and Allowances	1,405,807	2,091,277
Deed of Sublease	400,129	640,957
Irrevocable Standing Payment Order (ISPO)	9,121	24,234
Negative Pledge	1,617,508	1,125,085
Equitable Mortgage	304,318	613,030
Mortgage Debenture	14,576,572	18,076,053
Trust Receipt or Warehouse Warrants	21,227,924	10,347,974
Closing balance	466,917,438	300,345,600
(ii) By product		
Ijarah of service - Retail	4,825	8,629
Ijarah of service - Corporate	6,441,428	2,820,313
CBN DCRR	3,624,985	9,432,198
Ijarah, mutahiyah bi tamleek (Retail and corporate)	43,545,876	23,492,703
CBN CACS	751,437	1,287,145
Murabahah Retail	20,024,771	9,282,758
Murabahah Corporate	383,835,814	250,964,133
Istisna'	2,988,292	2,437,721
Mudarabah	1,370,000	620,000
CBN RSSF	4,330,010	-
Closing balance	466,917,438	300,345,600
(iii) By sector		
Agriculture	28,848,809	19,015,184
Construction	87,347,438	28,530,468
Education	1,949,727	1,213,101
General	17,542,587	12,764,038
General Commerce	63,359,763	55,654,565
Human health and social work activities	1,526,945	5,413,129
Information and communication	1,701,599	561,816
Manufacturing	50,745,048	55,875,745
Oil and Gas	75,795,573	51,821,449
Professional, Scientific and Technical activities	2,411,351	167,668
Mining and Quarrying	6,482,213	5,417,179
Real Estate	86,043,064	38,263,234
Transportation and Storage	36,502,294	23,010,940
Power & Renewable Energy	6,661,027	2,637,084
Closing balance	466,917,438	300,345,600
(iv) By Business Unit		
Corporate	448,404,080	289,191,691
Retail	18,513,358	11,153,909
Closing balance	466,917,438	300,345,600
(v) By tenor		
≤ 3 Months	85,480,841	7,550,118
> 3 Months ≤ 6 Months	46,904,760	118,394,355
> 6 Months ≤ 1 Year	73,547,497	83,798,622
> 1 Year ≤ 2 Years	50,385,252	30,267,872
> 2 ≤ 3 Years	138,226,533	31,265,653
> 3 ≤ 5 Years	72,009,430	20,975,487
> 5 Years	363,154	8,093,493
Closing balance	466,917,467	300,345,600
(vi) By performance		
Performing	452,965,905	288,576,344
Non Performing:	-	-
Substandard	1,722,069	4,564,584
Doubtful	6,194,545	4,352,735
Lost	6,034,919	2,851,938
Closing balance	466,917,438	300,345,600

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

40 Related parties transactions

In the ordinary course of its activities, the Bank has no exposures that are related to its Directors. The Bank however follows a strict process before granting such credits to its Directors. The requirements for creating and managing this category of risk assets include the following amongst others:

- (i) Related parties: Parties are considered to be related if one party has the ability to control the other party or exercise influence over the other party in making financial and operational decisions, or one other party controls both. The definition includes investment as well as key management personnel.
- (ii) Transaction with key management personnel: The Bank's key management personnel, and persons connected with them, are also considered related parties. The definition of key management includes the close members family of key personnel and any entity over which key management exercise control. Close family members are those who may be expected to influence, or be influenced by that individual in their dealings with TAJBank Limited.

The table below is an analysis of the insider related credits

		31 December 2025	
Name	Relationship with the Bank	N'000	Classification
Jameel Muhammad Sadis	Shareholder / Non Executive Director	259,943	Performing
Hamid Abubakar Joda	Managing Director	209,455	Performing
Sherif Audu Idi	Executive Director	190,674	Performing
Key Management personnel	Employee	175,169	Performing
Closing balance		835,241	
		31 December 2024	
Name	Relationship with the Bank	N'000	Classification
Bedmod Integrated Farms Limited	Shareholder / Non Executive Director	73,386	Performing
Jameel Muhammad Sadis	Shareholder / Non Executive Director	263,850	Performing
Hamid Abubakar Joda	Managing Director	243,833	Performing
Sherif Audu Idi	Executive Director	221,869	Performing
Usama Saleh	Employee	64,250	Performing
Kabir Muhammad Muhammad	Employee	61,372	Performing
Melissa Sebastian Adesina	Employee	38,777	Performing
Aminu Habu Alkassim	Employee	7,335	Performing
Babatunde Boladele Odumosu	Employee	5,087	Performing
Olusola Adewale Fajimi	Employee	6,903	Performing
Key Management personnel	Employee	380,900	Performing
Closing balance		1,367,562	

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

41 Significant shareholding (5% & above)	31 December 2025		31 December 2024	
	Holdings	%	Holdings	%
H & S Investment Ltd	6,424,000,000	31.02%	6,424,000,000	35.22
Nura Manu Soro	2,236,486,411	10.80%	1,560,810,811	8.56
Lawal Garba	2,150,000,000	10.38%	2,150,000,000	11.79
Zindabad Limited	1,454,000,000	7.02%	-	-
Winslow Logistic Limited	1,126,500,000	5.44%	926,500,000	5.08
Adama Beverages Ltd	1,100,000,000	5.31%	1,100,000,000	6.03
Inverness wealth Management Ltd	1,100,000,000	5.31%	1,100,000,000	6.03
Closing balance	15,590,986,411	75.28%	13,261,310,811	72.70

42 Earnings per share**Basic earnings per share**

Basic earnings per share of 146.29 kobo (2024: 100.16 kobo) is based on the profit N30.296 billion attributable to shareholders with ordinary shares of 20,710,135,059

	31 December 2025	31 December 2024
	N'000	N'000
Profit attributable to ordinary shareholders		
Profit for the year	30,296,075	18,269,809
Profit attributable to ordinary shareholders	30,296,075	18,269,809
Weighted average number of ordinary shares	In Thousand	In Thousand
Issued ordinary shares	20,710,135	18,239,919
Weighted average number of ordinary shares at closing	20,710,135	18,239,919
Basic and diluted earnings per share (kobo)	146.29 kobo	100.16 kobo

There have been no transaction during the period which caused dilution of the earnings per share.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

43 Information regarding directors

	31 December 2025	31 December 2024
	N'000	N'000
Emoluments		
Fees:		
Chairman	40,000	20,000
Other directors	35,000	15,000
Emolument as executives	459,016	373,184

No. of Directors excluding the Chairman with gross emoluments within the following ranges were:

N	N	Number	Number
1,000,000 -	2,000,000	-	-
2,000,001 -	5,000,000	-	-
5,000,001 -	above	12	12

44 Information regarding employees

The number of employees excluding Directors in receipt of emoluments excluding allowances in the following ranges were:

N	N	Number	Number
500,000 -	5,000,000	224	224
5,000,001 -	10,000,000	310	310
10,000,001 -	Above	561	226
		833	760

Number of persons employed as at the end of the year were:

	Number	Number
Executive directors	2	2
Management	103	82
Non -management	728	676
	833	760

45 Contingencies and commitments

(i) Litigation

Litigation is a common occurrence in the banking industry due to the nature of the business undertaken. The Bank has proper controls and policies for managing legal claims. Once professional advice has been obtained and the amount of loss reasonably estimated, the Bank makes adjustments to account for any adverse effects which the claims may have on its financial standing.

The Bank, in its ordinary course of business, is presently involved in 13 litigation suits (31 December 2024: 11 litigation suits). All the 13 cases were instituted against the Bank (31 December 2024: 9) and none was instituted by the Bank (31 December 2024: 2).

The Directors are of the opinion that, based on currently available information and advice of counsel, none of the aforementioned cases is likely to have a material adverse effect on the financial position of the Bank and are not aware of any other pending or threatened claims and litigations. No provision has been made for the year ended 2025.

(ii) contingent liabilities

In the normal course of business, the Bank enters into various types of transactions that involve undertaking certain commitments such as Bid security, guarantees and other financial commitments.

	31 December 2025	31 December 2024
	N'000	N'000
Advanced payment guarantees	16,163,791	45,942,874
Bank guarantees	18,889,806	9,670,905
Bid Security	3,956,139	837,068
Others	56,509,946	66,330,435
Closing balance	95,519,682	122,781,282

(ii) Capital commitments

There were no capital commitments at the end of the reporting ending of 31 December 2025.

(iii) Guarantees and other financial commitments

The Directors are of the opinion that all known liabilities and commitments which are relevant in assessing the Bank's financial position, financial performance and cash flows have been taken into account in the preparation of these financial statements.

TAJBANK LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**46 Contravention of CBN/NDIC guidelines**

As at 31 December, the Bank did contravene the CBN guidelines

	31 December 2025 N'000	31 December 2024 N'000
Penalty paid in respect of 2024 CBN AML CFT CPF Examination	313,000	
Penalty paid in respect of sale of oil proceeds		5,000
Penalty paid in respect of second factor authentication		2,000
Failure to put in place PEP monitoring mechanisms		4,000
	313,000	11,000

47 Capital Adequacy Ratio

The Bank presents details of its regulatory capital resources in line with the Central Bank of Nigeria's guidance on Pillar I capital requirements.

	31 December 2025 N'000	31 December 2024 N'000
Regulatory capital		
Tier 1 capital		
Share capital	20,710,135	18,239,919
Share premium	1,513,505	996,921
Sukuk issued	68,389,760	11,359,989
Retained earnings	24,524,434	8,654,433
Statutory reserve	19,544,382	10,455,560
AGSMEIS reserves	2,437,216	1,431,562
Profit equalization reserve	161,667	161,667
	137,281,099	51,300,051
Less: Deferred tax assets	887,883	379,906
Intangible assets	10,876,291	5,734,955
Total qualifying Tier 1 capital	125,516,925	45,185,190
Tier 2 capital		
Qualifying other reserves	-	-
Other comprehensive income	-	-
Total qualifying Tier 2 capital (100% of total qualifying Tier 1 capital)	-	-
Total qualifying capital	125,516,925	45,185,190
Risk - weighted assets:		
Credit risk	288,227,644	323,340,082
Operational risk	250,551,622	34,450,617
Market risk	63,686,082	99,572,244
Total risk-weighted assets	602,465,347	457,362,943
Risk-weighted capital adequacy ratio	20.83%	9.880%

48 Comparatives

Certain comparative figures have been presented to conform with current year presentation.

49 Non audit services

During the period, the auditors Messrs Ahmed Zakari & Co did not performed any non audit services.

50 Events after the reporting period

There were no significant events after the reporting year, which could have had any material effect on the financial statements that have not been adequately provided for or disclosed in the financial statement.

Other National disclosures

**STATEMENT VALUE ADDED
FOR THE YEAR ENDED 31 DECEMBER 2025
OTHER NATIONAL DISCLOSURES**

	31 December		31 December	
	2025	2025	2024	2024
	N'000	%	N` 000	%
Gross income from financing, investing transactions and fees	132,562,681		77,540,476	
Return on equity of investment account holders	(43,197,014)		(24,103,771)	
Bank's share as a mudarib	89,365,667		53,436,705	
Impairment allowance	(5,430,482)		(1,518,959)	
	83,935,185		51,917,746	
Bought in goods and services	(33,339,127)		(20,526,521)	
Value added	50,596,058	100%	31,391,225	100%
Distribution				
Employees				
Salaries and benefits	14,305,223	28%	9,924,659	31.62%
Government				
Taxation	1,265,799	3%	(104,186)	-0.33%
Retained in the Bank				
Replacement of property and equipment / intangible assets	4,728,961	9%	3,300,943	10.52%
Profit/(loss) for the year	30,296,075	60%	18,269,809	58.20%
Total value added	50,596,058	100%	31,391,225	100%

Value added represents the additional wealth which the Bank has been able to create by its own and employees efforts.

TAJBank Limited

Plot 72, Ahmadu Bello Way
Central Business District, Abuja, Nigeria.

FINANCIAL SUMMARY

	31 December 2025	31 December 2024	31 December 2023	31 December 2022	31 December 2021
	N'000	N'000	N'000	N'000	N'000
Assets					
Cash and balances with Central Bank of Nigeria	234,248,609	235,199,915	110,882,290	34,874,339	18,790,704
Due from banks and other financial institutions	37,415,818	78,962,220	25,262,997	11,200,425	15,707,792
Interbank receivables	31,400,340	-	3,006,473	262,258	3,127,228
Investment in sukuk	264,534,738	135,033,174	64,789,028	35,302,042	9,260,624
Investment in Real Estate	24,313,026	3,118,497	378,436	-	-
Mudarabah Financing,net	1,370,000	620,000			
Murabahah receivables, net	332,491,863	237,523,091	124,348,133	65,315,451	31,728,733
Istisna' receivables, net	5,682,883	5,511,071	7,270,933	4,288,397	1,633,623
Ijarah muntahiyah bittamleek,net	54,285,748	29,087,626	13,156,394	8,631,230	3,180,897
Inventory financing	133,627,531	56,483,197	58,969,450	20,395,010	5,756,278
Other assets	161,700,001	118,682,777	84,004,536	20,553,329	13,611,860
Right of use assets	10,679,720	11,416,317	6,458,248	-	-
Property, plant and equipment	21,139,919	25,795,839	15,029,006	8,254,074	5,767,595
Leasehold improvement	16,322,357	9,549,882	1,400,285	1,105,258	706,425
Intangible assets	10,876,291	5,734,955	3,378,324	1,838,735	1,385,987
Deferred tax asset	887,883	379,906	-	-	297,887
Total assets	1,340,976,727	953,098,465	518,334,533	212,020,549	110,955,633
Liabilities					
Customers' current and qard saving deposits	293,682,088	352,778,019	201,639,142	116,075,711	54,720,817
Other financing	5,690,764	7,559,599	8,708,884	7,283,183	2,447,853
Other liabilities	163,478,679	187,172,732	97,185,917	22,578,843	24,325,121
Tax payable	1,808,687	731,291	866,449	557,974	50,206
Deferred tax liabilities	-	-	411,239	107,127	-
Total liabilities	464,660,218	548,241,641	308,811,631	146,602,839	81,543,997
Equity of investment account holders					
Mudarabah investment account holders	663,086,765	313,606,582	167,697,602	45,882,263	18,367,169
Mudarabah investment from other Banks and Other Financial Institutes	64,000,000	30,000,000			
Total equity of investment account holders	727,086,765	343,606,582	167,697,602	45,882,263	18,367,169
Equity					
Share capital and share premium	22,223,640	19,236,840	16,366,840	14,055,840	9,702,000
Sukuk issued	68,389,760	11,359,989	11,359,989	-	-
Reserves	58,616,344	30,653,413	14,098,472	5,479,607	1,342,467
Total equity	149,229,744	61,250,242	41,825,301	19,535,447	11,044,467
Total equity and liabilities	1,340,976,727	953,098,465	518,334,533	212,020,549	110,955,633
Summarized statement of profit or loss and other comprehensive income					
	31 December 2025	31 December 2024	31 December 2023	31 December 2022	31 December 2021
	N'000	N'000	N'000	N'000	N'000
Gross earnings	132,562,681	77,540,476	43,156,504	17,322,679	7,236,248
Return on equity of investment account holders	(43,197,014)	(24,103,771)	(10,338,779)	(1,679,378)	(576,288)
Impairment charges	(5,430,482)	(1,518,959)	(3,183,861)	(692,395)	(172,014)
	83,935,185	51,917,746	29,633,864	14,950,906	6,487,946
Operating expenses and administrative expenses	(52,373,311)	(33,752,123)	(18,320,941)	(9,869,567)	(4,859,013)
Net profit before tax	31,561,874	18,165,623	11,312,924	5,081,338	1,628,933
Income tax expense	(1,265,799)	104,186	(1,129,929)	(962,988)	(361,719)
Net profit for the period	30,296,075	18,269,809	10,182,995	4,118,351	1,267,215
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the period	30,296,075	18,269,809	10,182,995	4,118,351	1,267,214
Earnings per share					
Basic and diluted earnings per share (kobo)	146.29 kobo	100.16 kobo	65.4 kobo	31.06 kobo	13.11 kobo

NOTICE OF ANNUAL GENERAL MEETING OF TAJBANK LTD RC:1558365

NOTICE IS HEREBY GIVEN that the 7th Annual General Meeting of TAJBank Ltd will hold virtually on Thursday, 2nd July 2026 at 11:00am to transact the following business:

Ordinary Business:

1. To lay before the members for approval, the Audited Financial Statements of the Bank for the period ended 31st December 2025 together with the reports of the Directors, Auditors, Audit Committee and Advisory Committee of Experts thereon;
2. To declare a dividend;
3. To re-elect Directors;
4. To reappoint Ahmed Zakari & Co. as External Auditors of the Bank and authorize the Directors to fix their remuneration;
5. To re-elect Members of the Audit Committee;

Special Business

SPECIAL NOTICE IS HEREBY GIVEN of the intention to propose the following resolutions as an Ordinary Resolution:

6. To fix the Directors' annual remuneration fees at ~~N~~40million per annum for the Chairman and ~~N~~35million per annum for every other Non-Executive Director.
7. That Dr. Nura Manu Soro be and is hereby removed from the Board of Directors of TAJBank Ltd with immediate effect pursuant to Section 288 of the Companies and Allied Matters Act, 2020.

Notes:

Proxy

A Member of the Bank entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Bank. For the appointment to be valid, a proxy form must be completed, stamped, and deposited at the Head Office of the Bank, Plot 72, Ahmadu Bello Way, Central Business District, Abuja not less than 48 hours before the time fixed for the meeting.

Attendance: All members are encouraged to attend the meeting.

Removal of Director: The Special business for the removal of Dr. Nura Manu Soro as a director is included in the Notice in accordance with the requirements of Section 288 of the Companies and Allied Matters Act, 2020, which mandates special notice for such a resolution. The Special Notice for the removal of the above-named Director was served on the Bank by some Shareholders.

TAJBank Limited

Plot 72, Ahmadu Bello Way

Central Business District, Abuja, Nigeria.

The Director has made written representations to the Bank in respect of the proposed resolution for his removal, copies of which are hereby attached.

By Order of the Board

A handwritten signature in black ink, appearing to read 'A. Usman Toli', is written over a light blue rectangular background.

Amina Usman Toli

Company Secretariat

TAJBank Ltd

Plot 72, Ahmadu Bello Way

Central Business District Abuja

Federal Capital Territory

PROXY FORM

7th Annual General Meeting of TAJBank Ltd “the Bank” to be held virtually on Thursday, 2nd July 2026 at 11:00a.m.

I/We _____ being a member/members of the Bank hereby appoint _____ or failing him/her _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Bank to be held on Thursday 2nd July 2026, and at any adjournment thereof.

RESOLUTION	FOR	AGAINST	RESOLUTION	FOR	AGAINST
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ORDINARY BUSINESS	SPECIAL RESOLUTION			
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ORDINARY BUSINESS:	<input type="checkbox"/>	<input type="checkbox"/>	To fix the Directors’ annual remuneration fees at ₦40 million per annum for the Chairman and ₦35 million per annum for every other Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>
1. To lay before the members for approval, the Audited Financial Statements of the Bank for the period ended 31st December 2025 together with the reports of the Directors, Auditors, Audit Committee and Advisory Committee of Experts thereon.	<input type="checkbox"/>	<input type="checkbox"/>	That Dr. Nura Manu Soro be and is hereby removed from the Board of Directors of TAJBank Ltd with immediate effect pursuant to Section 288 of the Companies and Allied Matters Act, 2020.	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a dividend.	<input type="checkbox"/>	<input type="checkbox"/>			
3. To re-elect Directors.	<input type="checkbox"/>	<input type="checkbox"/>			
4. To reappoint Ahmed Zakari & Co. as External Auditors of the Bank and authorize the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>			
5. To re-elect Members of the Audit Committee.	<input type="checkbox"/>	<input type="checkbox"/>			

IMPORTANT NOTES:

- Please mark the appropriate box with an “X” to indicate how you wish your vote to be cast on the resolution set above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.
- A member of the Company is entitled to attend and vote at the Annual General Meeting of the Company. He/She/It is also entitled to appoint a proxy to attend and vote instead of him/ her/it, and in this case, the above instruction is required for the appointment of a proxy. A proxy need not be a member of the Company.
- It is a requirement under the Stamp Duties Act that any instrument of proxy to be used for voting by a person entitled to vote at any meeting of shareholders must be stamped in accordance with the provisions of the Stamp Duties Act.

TAJBank Limited

Plot 72, Ahmadu Bello Way
Central Business District, Abuja, Nigeria.

ADMISSION CARD:

Seventh Annual General Meeting to be held on Thursday, July 2nd, 2026, virtually at 11:00a.m.

Name of Shareholder (in Block Capitals):

Surname: _____ First Name: _____

Shareholder's Account No: _____ Number of Shares: _____

Name of Proxy: _____