ASO SAVINGS AND LOANS PLC.
Plot 266, FMBN Building, Cadastral Zone AO,
Central Business District, Abuja - Nigeria.
Tel: +234-9-461 1587, Fax: +234-9-461 1589

ASO
SAVINGS & LOANS PLC.
RC No. 283162

ANNUAL REPORT 2024

of the Directors and Audit Committee and Financial Statements with Independent Auditors' Report

...built around you

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CORPORATE HISTORY

ASO Savings & Loans PLC is a Primary Mortgage Institution (PMI) incorporated in Nigeria as a limited liability company on November 9, 1995.

We formally commenced business on January 2, 1997 and converted to a public limited company (PLC) on September 22, 2005.

We are regulated by the Central Bank of Nigeria under the Mortgage Institution Decree No. 53 of 1989 to carry out the business of mortgage banking in Nigeria.

Between November 2006 and January 2007, we transited from a majority government owned company to a majority privately owned company with government holding less than 16% of the company's equity and in the process acquired over 3,000 new shareholders.

We are listed on the floor of the Nigerian Exchange Limited (NGX) on April 25, 2008. As at December 2013, ASO had shareholders funds in excess of ₦5.3bn.

ASO
SAVINGS & LOANS PLC.
RC No. 283162

CORPORATE PROFILE

OUR VISION
To be the Mortgage Bank of Choice.

OUR MISSION
To build mutually profitable relationships anchored on a passion for excellence.

Corporate Head Office
Plot 266 FMBN Building, Cadastral Zone AO, Central Business District, Abuja.

Other branches
Please visit our website www.asoplc.com for the list and addresses of our various branches nationwide.

Financial/Performance Highlights

Metric	2024	2023	% Change
Gross Earnings	1,348,584	1,194,576	11.41998
Profit Before Tax	107,921	112,519	-4.26
Profit After Tax	82,859	89,132	-7.57
Customer Deposits	23,911,043	25,537,472	-6.8
Loans & Advances	8,926,324	9,190,676	-2.96
Shareholders' Fund	(59,558,583.00)	(51,061,564.00)	14.27
Total Assets	26,679,767	28,398,276	-6.44

NOTICE OF 18TH-27TH ANNUAL GENERAL MEETINGS

NOTICE IS HEREBY GIVEN that the 18th - 27th Annual General Meetings of ASO SAVINGS AND LOANS PLC (the Bank) will be held virtually on Monday, 30th June 2025 at 11:00am. The link for the live streaming will be made available on the Bank's Website, www.asoplc.com to transact the following business:

ORDINARY BUSINESS:

1. To receive and consider the Audited Financial Statements for the years ended 31st December 2015 – 2024 together with the Reports of the Directors, Auditors and Audit Committee thereon.
2. To re-elect Directors retiring by rotation.
3. To ratify the appointment of Directors.
4. To ratify the appointment of Sola Oyetayo & Co as the External Auditor of the Bank, successively for the years ended 31st December 2016 to 31st December, 2024 and to re-appoint Sola Oyetayo & Co as the External Auditor of the Bank for the financial year ending 31st December, 2025.
5. To authorize the Directors to fix the remuneration of the External Auditors.
6. Disclosure of the remuneration of Managers of the Bank.
7. To elect/re-elect Shareholders Representatives of the Statutory Audit Committee.

SPECIAL BUSINESS:

8. To approve the remuneration of Non-Executive Directors.
9. To authorize the Directors of the Bank, pursuant to Article 48 of the Bank's Article of Association, to raise additional capital for the Bank whether by way of rights issue, private placement, public offer, book building process or other methods, the issuance of corporate bonds in such size or volume, tranches, series or proportions, at such coupon or interest rates, within such maturity periods, and on such other terms and conditions including the provision of security for repayment as the Directors may deem fit or determine, subject to obtaining the approvals of the relevant regulatory authorities.
10. To authorize the Directors to enter into or execute any agreement, deeds, notices and any other documents as well as appoint and determine fees of such professional parties or advisers necessary for and/or incidental to effecting resolution 9 above and such further resolutions deemed necessary in furtherance thereof.
11. To authorize the Directors to increase the share capital by such size and in such manner as well as make such allotments necessary, consequent and/or incidental to effecting resolution

9 above and make any further necessary or incidental modification to the memorandum and articles of association or any other necessary document or platform in this regard.

12. To consider and if deemed necessary, in furtherance of resolution 9 above, pass the following as special resolutions:

a. "That the 14,741,733,802 (Fourteen Billion, Seven Hundred and Forty One Million, Seven Hundred and Thirty Three Thousand, Eight Hundred and Two Naira) ordinary shares of 50 Kobo each in the share capital of the Bank be consolidated at a ratio of three (3) existing shares into one (1) new share, resulting in 4,913,911,267 (Four Billion, Nine Hundred and Thirteen Million, Nine Hundred and Eleven Thousand, Two Hundred and Sixty Seven) ordinary shares of 50 Kobo each with same rights and restrictions as the existing shares prior to the consolidation".

b. "That the reduced share capital of N4,913,911,267 (Four Billion, Nine Hundred and Thirteen Million, Nine Hundred and Eleven Thousand, Two Hundred and Sixty-Seven Naira) divided into 9,827,822,535 (Nine Billion, Eight Hundred and Twenty-Seven Million, Eight Hundred and Twenty-Two Thousand, Five Hundred and Thirty-Five) ordinary shares of 50 kobo each pursuant to the resolution above be credited to the Bank's share reconstruction reserve account".

c. "That the Board of Directors be and are hereby authorized to take or direct as it may deem fit, all actions and steps that are considered necessary to give effect to the above resolutions 9 – 12 herein, including but not limited to engagement of necessary professional advisers, rounding adjustments to fractional shares, necessary alteration of the Memorandum and Articles of Association as well as all other steps and actions with the relevant regulatory bodies, courts or however required in furtherance of resolutions 9 – 12 herein".

Dated this 23rd Day of May, 2025
By Order of the Board

Akachukwu Okechukwu
Company Secretary/Legal Adviser
Plot 266 FMBN Building, Cadastral Zone AO, Central Business District, Abuja.

NOTES:

1. **Attendance and Voting by Proxy:**
A member entitled to attend and vote at this 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. A proxy form is enclosed. For the appointment to be valid, the proxy form must be duly completed and deposited at the Office of the Registrar, First Registrars & Investor Services Ltd, Plot 2 Abebe Village Road, Iganmu, Lagos not later than 48 hours prior to the date of the meeting.

2. **Online Accreditation/Attendance of Shareholders:**
Provision has been made for online attendance by Shareholders. The link will be available on the Bank's website via www.asoplc.com. In addition, a message containing a unique link to be utilized in attending the meeting will, not less than 48

hours prior to the meeting, be sent through SMS and E-mail addresses to all Shareholders who have supplied valid phone numbers and E-mail Shareholders in their records with the Registrars.

3. **Electronic version of the Annual Reports:**
   Electronic versions of the Annual Reports are available and can be downloaded at www.asoplc.com. Shareholders who have provided valid email addresses to the Registrar will receive the electronic version of the Annual Report via email.

4. **Closure of Register**
   The register of Members will be closed on Friday, 13th June, 2025.

5. **Re-election of Directors:**
   In accordance with the provisions of the Bank's Articles of Association, the specific Directors to retire by rotation at the Meetings have been disclosed in the Annual Reports of the respective financial years in which the Directors were due to retire by rotation. The retiring Directors, being eligible, have offered themselves for re-election. Their respective profiles are available on the Bank's website.

6. **Ratification of the appointment of Directors:**
   Since the last Annual General Meeting of the Bank, the following person has been appointed as Directors by the Board of Directors and will be presented at the Meeting for Shareholders ratification of her appointment:

a. Amb. Dr. Mrs. Maureen Tamuno – Non-Executive Director
   The profile of the aforementioned Board appointee is contained in the Bank's website and Annual Report.

7. **Statutory Audit Committee:**
   In line with S. 404 (6) of the Companies and Allied Matters Act (CAMA) 2020, any Shareholder may nominate a Shareholder for appointment to the Statutory Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least 21 (Twenty-One) days before the Annual General Meeting.

   All members of the Statutory Audit Committee should be financially literate and at least one of them must be a member of a professional body in Nigeria established by an Act of the National Assembly and also be knowledgeable in Internal Control processes.

   Thus, nominations to the Statutory Audit Committee should be accompanied by Curriculum Vitae (CV) of all the nominees.

8. **Questions from Shareholders:**
   Shareholders reserve the right to ask questions prior to, and at the Annual General Meeting. Such questions should be in writing and addressed to the Company Secretary and reach the Bank at its Head Office by electronic mail at corporatesecretariat@asoplc.com not later than Monday, 23rd June 2025.

9. **Profile of Directors:**
   The Profile of Directors are available on the Bank's website www.asoplc.com and Annual Reports.

CHAIRMAN'S STATEMENT 2024

Dear Shareholders, I welcome you once again to the Annual General Meeting for year 2024. ASO Savings and Loans Plc has remained resilient despite the poor economic growth witnessed by our country.

Inspite of the challenging environment, your bank progressed in its objective of being the mortgage bank of choice for Nigerians and we are taking key actions to deliver strong, stable and sustainable returns for Shareholders over time. Our mission rests on the belief that every Nigerian deserves a home and we are making efforts to provide competitive mortgages to eligible Nigerians and also provide continuous support to credible developers in order to make available affordable housing to Nigerians.

It is my pleasure to present the Annual Report of our Bank for the 2024 Financial Year. The year was eventful and marked by global as well as domestic macroeconomic developments, which impacted our business significantly. Ladies and gentlemen, the resilience of our Bank's business model enabled us to go through these economic storms. Permit me to highlight the major global and domestic events that impacted our business, while also pointing out the landmark achievements of our bank during the year.

GLOBAL ECONOMY

The global economy exhibited steady yet modest growth, which was characterized by stable but subdued global economic growth, with varying regional performances and challenges such as trade tensions and the need for structural reforms to bolster long-term development. The World Bank

reported a slightly lower global growth rate of 2.6% in 2024, projecting an average of 2.7% for 2025-2026. This rate is below the pre-pandemic average of 3.1%, indicating a global economy settling into a period of subdued expansion. Inflation rates showed signs of moderation globally, as the International Monetary Fund (IMF) projected a decline from 6.8% in 2023 to 5.9% in 2024, with advanced economies expected to reach their inflation targets sooner than emerging markets. However, persistent services inflation and trade tensions posed challenges to monetary policy normalization.

NIGERIAN ECONOMY

The nation's economy experienced moderate growth alongside significant challenges as the economy grew by 2.98% year-on-year in real terms during the first quarter, an improvement over the 2.31% growth recorded in the same period of 2023. Also, by the fourth quarter, Gross Domestic Product (GDP) growth accelerated to 3.84%, resulting in an annual growth rate of 3.4% for 2024, up from 2.7% in 2023. Inflation rose significantly, reaching 33.95% in May 2024, up from 22.41% in May 2023, which surge was primarily driven by increases in food prices, utilities, and transportation costs. Responding to this high inflation, the Central Bank of Nigeria raised its benchmark interest rate to 26.75% in July 2024 to combat surging inflation. Also, Nigeria earned approximately N50.88 trillion from crude oil sales with total crude and condensate production reaching 1.667 mbpd in December, 2024.

THE BANKING INDUSTRY

Nigerian banks achieved record profits in 2024, primarily driven by substantial foreign exchange revaluation gains following the Naira's devaluation. This financial success stood in contrast to other sectors that faced forex-related losses. In response to mandates from the Central Bank of Nigeria (CBN) to bolster capital bases by March 2026, Banks initiated efforts to raise capital through rights issues, mergers, or license downgrades. The new requirements set capital thresholds at N500 billion for international banks, N200 billion for national banks, and N50 billion for regional banks. This move aims to stabilize the banking sector amid economic challenges. Consequently, the sector experienced consolidation activities, including the collapse of Heritage Bank and subsequent mergers, reflecting efforts to strengthen financial positions and comply with regulatory reforms. In the first quarter of 2024, Nigeria's banking sector reported a Non-Performing Loan (NPL) ratio of 5.1% but the ratio further decreasing to 4.2% by September 2024, just as the CBN maintained a regulatory threshold, aiming for NPLs to remain below 5% of total loans.

ASO'S FINANCIAL PERFORMANCE

Your Bank recorded profit of N82.86 million in the year, a slight drop from the previous year's profit position of N89.13 million. The Bank's total assets decreased to N23.4 billion compared to N28.4 billion recorded in the previous year, 2023.

BOARD MATTERS AND CORPORATE GOVERNANCE

The Board witnessed the exit of an Independent Non-Executive Director, Daniel Dayo Kunle, who tendered his resignation from the Board, with effect from 5th February, 2024. Also, Amb. Dr. Mrs Maureen Tamuno was appointed as a Non-Executive Director representing the interests of Abuja Investments Company Ltd (AICL) on the Board, subject to the approval of the Central Bank of Nigeria (CBN). The approval of CBN has been sought and is still pending as at 31st December, 2024.

The Board continues to play a pivotal role in ensuring the effective governance, strategic direction and sustainable growth of the Company.

OUTLOOK

As we go into year 2025 with all the challenges and opportunities, it is projected that the economy will experience moderate growth, with forecasts indicating a real GDP increase of approximately 3.2% to 3.3%. The International Monetary Fund (IMF) estimates a 3.2% growth rate while PricewaterhouseCoopers (PwC) projects a slightly higher rate of 3.3%, attributing this to sustained policy reforms. Inflation is expected to decline but remain elevated. PwC forecasts a decrease to around 26% in 2025, influenced by tighter monetary policies

However, our strategic focus will be on leveraging technology for mortgage offerings, operational efficiency, continuous regulatory engagement for maximization of mortgage opportunities, key stakeholder collaboration including developers as well as international financial institutions, risk management system and cost optimization. We believe that the Bank is well positioned to implement these strategies for maximum results.

We appreciate our shareholders, customers and partners for their continued support as we go through the evolving mortgage landscape. With your backing and commitment to excellence, we are confident that year 2025 will be a year of continuous growth.

CONCLUSION

As we reflect on the achievements and challenges of 2024, we remain driven by a bold vision – to be a Mortgage Bank of choice in Nigeria. Despite an evolving economic and regulatory landscape, we have remained steadfast in our mission to improve access to affordable housing and expand financial inclusion across Nigeria.

As we look to 2025 and beyond, we will increase this momentum and build an even more agile and responsive mortgage institution. With the support of our dedicated staff, loyal customers, and valued shareholders, I am confident that we are well-equipped to seize emerging opportunities and deliver long-term value.

On behalf of the Board, I extend my sincere appreciation to all stakeholders for their continued trust and support. Together, we will build a stronger, more inclusive mortgage banking institution that contributes meaningfully to Nigeria's housing sector and overall economic development.
Thank you.

Abdul Kofarsauri
Chairman, Board of Directors

CHIEF EXECUTIVE OFFICER'S STATEMENT 2024

1. **Introduction:**
   It is with great pleasure and deep sense of responsibility that I present the Annual Reports and Financial Statements of ASO Savings and Loans Plc for the Financial Year ended 31st December, 2024.
   The year presented unique blend of challenges and opportunities for the Nigerian financial sector. For us, it was a year of strategic transformation as we took bold steps to align our operations with evolving market realities while investing in people, technology and partnerships that position us for sustainable growth.

   As we reflect on what we have attained and prepare for the opportunities ahead, I am delighted to share highlights of our business terrain, performance, strategic initiatives and outlook for the year ahead.

2. **Economic and Industry Overview**
   The 2024 financial year unfolded within a complex economic and regulatory environment. Nigeria's economy continued its gradual recovery, with GDP growth recorded in key sectors, particularly services and construction. However, elevated inflation levels, foreign exchange volatility, and sustained monetary tightening by the Central Bank of Nigeria (CBN) kept borrowing costs high throughout the year. These macroeconomic conditions directly impacted consumer purchasing power and constrained access to long-term financing.

The mortgage and housing finance industry faced a mixed landscape. While the demand for affordable housing continued to rise, access to long-term mortgage finance remained constrained by high funding costs, limited access to low-cost capital, and structural inefficiencies in the land administration system. Regulatory efforts to deepen financial inclusion and improve credit access—such as enhancements to the Mortgage Refinance Company framework and the ongoing digitization of land registries in some states offered some positive momentum.

Additionally, there was growing interest in public-private partnerships and alternative housing finance models aimed at bridging Nigeria's significant housing deficit, estimated at over 20 million units. Institutions that embraced digital transformation, customer-centric lending models, and innovative risk management practices were better positioned to navigate the volatility and meet the evolving needs of the market.

Against this backdrop, our bank stayed focused on delivering shareholder value by maintaining sound credit risk practices, optimizing our cost structure, and deepening our reach through customer-focused mortgage solutions. We also made key investments in technology and partnerships aimed at enhancing scale, efficiency, and long-term competitiveness and we remain committed to delivering sustainable returns while fulfilling our social mission of expanding homeownership across Nigeria.

3. **Our Performance**

The Bank recorded a profit of N82.86 million in the year, a slight drop from the previous year's profit position of N89.13 million in sustenance of the successive profitability trend recorded by the present Management. The Bank's total assets was N23.4 billion, a reduction from the N28.4 billion recorded in the previous year, 2023, largely arising from the Bank's divestiture of its non-core assets in line with the regulatory guidelines to free up capital, improve liquidity and enable investment in higher return opportunities.

The year was also characterized by various other management accomplishments including: assets recovery, significant reduction of obligations owed to counterparties, resuscitation of stalled and moribund projects, reduction in operational costs and development of critical technological products, amongst others.

4. **Strategic Initiatives and Innovations**

Within the 2024 Financial Year, Management sustained its strategic initiatives towards liquidity generation and sustainable visible growth in the business and operations of the Bank. Such initiatives include effective debt recovery drive, cost optimization, profitable partnerships on housing projects, technology innovations, strategic asset recovery and optimization as well as employee motivation.

Through these initiatives, Management was able to significantly reduce the Bank's legacy credit obligations, sustain profitability and grow the business of the Bank.

5. **Regulatory Compliance and Corporate Governance**

Our unwavering commitment towards regulatory compliance and institution of the best corporate governance was sustained within the year.

In acknowledgment of the milestones we had attained, the Nigerian Exchange (NGX) had expunged our Bank from the Companies classified under 'Delisting In Progress'. The Central Bank of Nigeria (CBN) had also lifted the 'Holding Action' restriction which it had placed on our Bank since 2016 and which had constrained the scope of our business activity.

Our financial reporting received a significant boost as we concluded and secured necessary regulatory approval for our legacy outstanding Financial Statements for the 2015 – 2022 Financial Years, while that of the 2023 Financial Year was concluded and submitted for regulatory approval within the year.

We had also sustained engagements and complied with needful renditions to other critical regulators such as the Financial Reporting Council of Nigeria (FRCN) and the Securities and Exchange Commission (SEC).
We have continued to strengthen our risk management framework, audit and control processes as well as relationship with our shareholders and other critical stakeholders, towards uphold the regulatory precepts and best practices in Corporate Governance.

6. **Outlook for 2025**

Our strategic focus for the 2025 Financial Year will be on key strategic initiatives centered on Financial Stability, Business Engagements, Digital and Operational Efficiency as well as Legal and Compliance Strategy.

We intend to ensure Financial Stability by embarking on a recapitalization drive, large scale deposit mobilization, asset monetization and increased revenue from mortgages. Our existing relationship with the Federal Mortgage Bank of Nigeria (FMBN), FCT Administration and other critical counterparties will be improved and leveraged towards sustainable growth of the Bank.
To ensure seamless service delivery to our customers, a more effective Core Banking Application will be adopted as we expand our digital products and services offerings and further improve on our cybersecurity framework.

We seek to conclude the integration process of our acquired Mortgage Bank, Union Homes Savings and

Loans Plc, and leverage on the enormous business combination synergy in value creation and delivery to our various stakeholders, while sustaining a string and proactive engagement with our regulators for strategic, operational and reputational benefits.

7. Conclusion

As we reflect on the progress made in 2024, I salute the resilience and dedication of our employees, support of our board, guidance of our regulators and the faith and confidence reposed in our brand by our customers and shareholders.

I remain confident in our ability to navigate the evolving landscape, deliver long term value and cement our position as the Mortgage Bank of choice in Nigeria.

Thank you.

Risikatu Ladi Ahmed
Managing Director/Chief Executive Officer

ASO Savings & Loans Plc

Corporate Information

Nature of business and principal activities	Primary Mortgage Institute (PMI)	
Date of Incorporation	9 November 1995	
Mortgage License Number	000310	
Directors	Abdul Kofarsauri	Chairman, Board of Directors
	Henry Semenitari	Non-Executive (Independent)
	Daniel Dayo Kunle	Non-Executive (Independent)
	Isiyaku Ismaila	Non-Executive
	Risikatu Ladi Ahmed	Managing Director/ CEO
	Enesi Makoju	Executive
Registered office	Plot 266 FMBN Building Cadastral Zone AO, Central Business District, Abuja.	
Country of incorporation and domicile	Nigeria	
Auditors	Sola Oyetayo & Co. (Chartered Accountants) 33 Ogunlowo Street Off Obafemi Awolowo Way Ikeja, Lagos Nigeria	
Bank registration number	283162	
Tax reference number	01249250-0001	

1. BACKGROUND

As a leading Mortgage Bank in Nigeria, we recognize that strong governance is the foundation of trust, with our stakeholders and within the financial industry. Our Corporate Governance framework is thus designed to uphold regulatory compliance, ethical decision making, transparency, accountability and risk management, reinforcing our dedication to creating long term value for our customers, shareholders, host communities and other critical stakeholders.

This Report highlights our Governance structure and practices, Risk management structures and processes, Reporting and Audit framework as well as our Business ethics and Sustainability framework within the 2024 Financial Year.

2. OUR GOVERNANCE STRUCTURE AND PRACTICES:

2.1. OUR SHAREHOLDERS:

Our Shareholders play a fundamental role in our Corporate Governance framework, providing oversight and strategic direction. As the ultimate owners of our Bank, our Shareholders exercise their rights through General Meetings, by appointing Directors as their delegates for ensuring that our Company is operated in line with the best systems and practices of Corporate Governance. The Shareholders also consider and approve our financial reports and further appoints External Auditors who provide assurance on the reliability of our financial reporting, promoting transparency and accountability. Major corporate strategy of our Bank such as recapitalization, key expansions and business, amongst others are similarly undertaken with the endorsement of our Shareholders.

Our Shareholders also approve the remuneration of our Directors and holds our Board accountable, ensuring transparency, strengthening governance practices and fostering long term sustainability of our Bank.

Our Bank holds our Shareholders in highest esteem, maintaining an Investors Relations help desk manned by dedicated and well-trained relationship managers for an effective resolution of shareholders enquiries and issues. We have also sustained an effective dissemination of information through Press Releases, Uploads on our Corporate Website and Social Media handles, Engagements with Institutional Shareholders as well as leadership of various Shareholders Associations amongst other means.

Our Board recognizes that our Annual General Meetings (AGMs) present a key platform for stewardship to our Shareholders. In line with our commitment at our last Annual General Meeting held on 13th July 2022 in which we presented our Audited Financial Statements for the 2013 & 2014 Financial Years, we had within the year concluded and secured necessary regulatory approvals for our 2015 – 2022 Financial Years Audited Accounts. Our inability to convene an Annual General Meeting (AGM) within this Financial Year was due to the delay in securing the necessary regulatory approval for our 2023 Financial Year Audited Accounts, which we intend to present to our Shareholders alongside the 2015 – 2022 Financial Years Audited Accounts. Nonetheless, we recognise the constructive use of Annual General Meetings (AGM) to communicate with the Shareholders and ensure their participation in decision making and we have intensified efforts to ensure such Meeting is convened within the earliest possible time in the succeeding year.

2.2. THE BOARD OF DIRECTORS:

2.2.1 Overview of our Board Structure:

Our Board is one-tier structured, comprising of Executive, Non-Executive and Independent Directors. Presiding over the affairs of our Board is our Board Chairman, a Non-Executive Director, responsible for providing leadership and strategic direction to the Board, ensuring effective governance and decision making. As the primary facilitator of Board proceedings, our Chairman promotes open discussions, consensus building and oversight of Management's execution of corporate strategy. He further ensures effective communication between the Board and Shareholders, upholding transparency, accountability and regulatory compliance. Our Non-Executive Directors act as a counterbalance to the influence of the Chairman or CEO on board decision making and also provide a wide range of skills, independent judgment and experience to the Board. Our Independent Non-Executive Directors, free from business or financial ties to the Bank, provide unbiased judgment, safeguarding shareholder interests and promoting transparency. The day-to-day business operations of the Company is delegated to the Executive Management headed by the Managing Director/CEO, who is distinct from the Chairman.

Our Board is diverse in composition with a balance of expertise, skills, perspectives and experiences drawn from various fields including Banking, Law, Accounting, Business Administration, Economics, Management Sciences, Public Sector and Finance. This composition promotes a robust and effective board interaction and effectively checks the possibility of dominance by an individual member. Sufficient care is also taken to ensure that potential Board members commit the necessary time and effort towards discharging their obligations. Appointment to the Board is based on merit and plans are in place for an orderly succession of members.

2.2.2 Developments within the 2024 Financial Year:

Within the Financial Year, our Board witnessed the exit of an Independent Non-Executive Director, Daniel Dayo Kunle, who tendered his resignation from the Board, with effect from 5th February 2024.

Within the year, the Board appointed Amb. Dr. Mrs. Maureen Tamuno as a Non-Executive Director representing the interests of Abuja Investments Company Ltd (AICL) on the Board, subject to the approval of the Central Bank of Nigeria (CBN). The approval of CBN has been sought and is still pending as at 31st December 2024.

2.2.3 Board Composition and Directors Profiles:

As at 31st December, 2024, the composition of our Board was as follows:

	NAME	STATUS
1	Abdul Kofarsauri;	Board Chairman
2	Henry Semenitari	Non-Executive (Independent)
3	Isiyaku Ismaila	Non-Executive
4	Risikatu Ladi Ahmed	Managing Director/CEO
5	Enesi Makoju	Executive

A. **Directors' Profiles:**

i) Abdul S. Kofarsauri – Board Chairman:

Abdul Kofarsauri holds an MBA from the University of Dundee UK. He has extensive experience in Banking and Finance in several Financial Institution in Nigeria, Ghana and the United Kingdom.

Abdul Kofarsauri attended several training courses and seminars in various banking and finance related courses: Insurance brokerage, Micro Credit & Public Finance, Energy/Economic Re-engineering, Interpersonal skills, Poverty Alleviation in Africa, Senior Management, Communication and Presentation, International Business Transactions, Window Suite and Lotus. He attended Harvard Business School Leadership for Senior Executives. He has also attended various management courses in Belgium, UK and South Africa.

He was a former board member of the Federal College of Agriculture Ondo State, Cocoa Research Institute of Nigeria, First Bank Trustee Limited and currently a board member of First Bank plc, Ghana.

ii) Henry Sementitari – Non-Executive (Independent):

Henry James Semenitari obtained his Bachelor of Science degree in Chemical Engineering from the University of Lagos in 1987 and a Master's in Business Administration (MBA) from International Graduate School of Management, University of Navara, Barcelona, Spain. He is an Alumnus of the Harvard Business School, Advance Management Programme (AMP173) in Boston, USA and Cambridge Judge Business School, Advanced Leadership Programme (ALP 1) Cambridge University, UK.

Mr Semenitari has over 28 years' work experience in various financial institutions including Unity Bank plc (Managing Director/CEO), First City Monument Bank plc (Executive Director), Afribank Nigeria plc, Continental Trust Bank Limited, ACB International Bank plc and United Bank for Africa plc, where he served in various senior managerial capacities. He is experienced in the development and implementation of major Banking Applications such as Micro Banker/Flexcube, Phoenix, Bank Master, Systems Application and Product, Globus and Finacle Banking Application with specialization in Integration of Business Process with Technology.

Mr Semenitari is a fully registered Engineer (R.29,331) and a member of the Council for the Regulation of Engineering in Nigeria (COREN). He is also a member of the Nigerian Society of Engineers (NSE). He is a fellow of The Institute of Credit Administration (FICA) of Nigeria. Currently, he serves as Group Chief Operating Officer at Ancestral Holdings Limited.

iii) Isiyaku Ismaila – Non-Executive:

Isiyaku Ismalia is a Chartered Accountant and is currently a Principal Partner Hairuji and Associates. He had a distinguished and meritorious career at the Federal Capital Territory Administration and FCT Internal Revenue Services from where he retired as Director of Treasury. Over the years, he has built up his managerial capacity in Halal Fountain Hotel Limited, TRI System Nigeria Limited and Habib Nigeria Bank Limited.

He has attended several courses, workshops and seminars in Nigeria, Sri Lanka, Malta, Rwanda, Malaysia, USA, UK, Switzerland and Singapore.

Isiyaku Ismalia is a Fellow of the Forensic and Investigative Auditor, African Business School, Association of National Accountants of Nigeria, Institute of Fraud Examiners, and Institute of Treasury Management, He is a senior member of Chartered Institute of Bankers of Nigeria, a member of Financial Reporting Council of Nigeria, Joint Tax Board of the Federation, Chartered Institute of Purchasing and Supply Management of Nigeria and a fellow, Chartered Institute of Taxation of Nigeria.

As part of his accomplishment, he was given several awards and commendations- Presidential Civil Service Merit Award, Distinguished Membership Award at the Nigeria College of Accountancy Alumni Association, Distinguished Membership Award (ANAN), Certificate of Honour by National Association of Nigerian Students (NANS), Commendation by HNBL for Achieving Deposit/ Profit Debt Recovery Target, Merit Award by CBN Clearing House Committee, Commendation for Recovery of Non-Performing Credit by HNBL, Commendation from HNBL for Foiling Fraud Attempt and Commendation from HNBL for Achieving Target.

He obtained a bachelor's degree in business administration and master's in international Affairs and Diplomacy at Ahmadu Bello University, Zaria. He further obtained Master of Public Policy and Administration at Bayero University and an Accounting Certification from the Nigeria College of Accountancy.

iv) <u>Risikatu Ladi Ahmed – Managing Director/CEO:</u>

Risikatu Ladi Ahmed is an experienced result-oriented Bank Executive with a consistent track record of exceeding goals and expectations in the banking business for almost 3 decades. She is a chartered director from the Insead Business School, Fontainebleau, and has a Certificate in Corporate Governance from the same Insead Business School. She was appointed MD/CEO of ASO Savings and Loans Plc on the 1st of May 2021 with a mandate to reposition the bank as a front liner in the Mortgage Banking Business. Being the first Female to be appointed as the Managing Director and Chief Executive Officer of ASO Savings and Loans Plc and one of those Nigerian Bank Female MDs breaking the ceiling as recognized by Women in Management, Business and Public Service (WIMBIZ). Risi has continued to provide strategic direction and market position for the Bank.

She holds a law degree (LLB) from the University of Maiduguri and was called to the Nigerian Bar Association in 1990. She also holds a Masters' degree in Law (LLM) from the University of Jos and a Post Graduate Diploma in Management from Abubakar Tafawa Balewa University, Bauchi. She is a graduate of the Advanced Management Program (AMP) from Wharton Business School, University of Pennsylvania, USA, and undertook Executive level education at Harvard Business School of Boston, USA an Alumna of Lagos Business School and Insead Business School, Fontainebleau.

Prior to her appointment as MD/CEO of ASO Savings and Loans Plc, she was an Executive Director in the bank between 2015 to 2021. She led the Corporate Services Directorate. Human capital, Employee relations and Supply Chain, Operations and Technology Group, Real Estate Inventory Management Group, and Institutional Banking Group. In the course of her career, she has provided executive leadership, strategic and operational leadership towards the attainment of strategic goals and aspirations.

Before her appointment with ASO Savings & Loans Plc, as an Executive Director in 2015, She worked at Diamond Bank Plc for 16 years between July 1999 to 2015 where she held various managerial and leadership positions. Her track record of excellent performance earned her several commendations and awards. Her banking experience started at Continental Merchant Bank Plc, Lagos where she did her National Youth Service Corps program and later proceeded to work with Savannah Bank Plc, from 1993 to 1999 before moving to Diamond Bank.

Risikatu is a change enabler of excellence and has demonstrated transformational leadership via her multiple high-level roles on different reputable platforms. She sits as a member of Governing Council of the Chartered Institute of Bankers of Nigeria (CIBN) from 2020 to date and also serving on many Committees of the Institute. Risi is a Fellow of the Chartered Institute of Bankers of Nigeria (FCIB), Fellow Institute of Credit Administration of Nigeria (FICA), Member Institute of Directors Nigeria (IoD), Member Nigerian Bar Association (NBA), Member International Federation of Women Lawyers (FIDA), and Member Association of Professional Women Bankers and Women in Management, Business and Public service (WIMBIZ).

Risikatu has been a keynote speaker in many banking related programs, she was one of the speakers in the CIBN-USA branch conference 2018, and 2nd Cate-Series program organized by the Chartered Institute of Bankers of Nigeria (CIBN) USA in November 2021.

With her diligently acquired achievements, Risikatu Ahmed has continued to pave the way for young Female and Male bankers alike and will continue to do so.

v) Enesi Makoju – Executive Director:

He is a highly experienced Finance expert with over 20 years banking experience with an emphasis on Real Estate and Mortgage Finance. He held several leadership positions in the following organizations, Citi Bank, FBN Merchant Bank and Family Homes Funds. Enesi obtained a BSc in Economics from the University of Ilorin in 1995, an MBA from the University of Nottingham in 2002 and an MSc in Major Program Management from the University of Oxford in 2011.

B. Profile of prospective Director:

As earlier stated, Amb. Dr. Mrs. Maureen Tamuno was within the year appointed by the Board, as a Non-Executive Director, subject to CBN approval. As at 31st December 2024, such appointment was pending with CBN for approval. Upon confirmation of her appointment by the apex Bank, she will be on the Board in such capacity, representing the interests of Abuja Investments Company Ltd (AICL).

i) Amb. Dr. Mrs. Maureen Tamuno:

Amb. Dr. Maureen Tamuno holds a Post Graduate Diploma in Management from the Abubakar Tafawa Balewa University as well as a Masters in Business Administration (MBA, Marketing) from same Institution. She subsequently bagged her PhD in Marketing from the Ebonyi State University. She has participated in Executive Program in Sustainable Business Strategy and Global Business at the Harvard Business School, Boston, United States.

Her over 33 years extensive experience commenced from the Private Sector where she held various positions across various Organizations including Reens Nigeria Limited, where she was the Chief Executive Officer/Managing Director for 5 years, before her appointment as a Board Member of Nigerian Airspace Management Agency in 2005.

Amb. Dr. Maureen Tamuno's foray into politics commenced in 2007 when she was elected as a member of the Rivers State House of Assembly for a term of 4 years. In 2011, she was elected as the Chairman, Ogu/Bolo Local Government Council of Rivers State. In 2021, she was appointed as the High Commissioner of the Federal Republic of Nigeria to Jamaica with concurrent accreditation to Belize, Haiti and Dominican Republic. She was also the Nigerian Permanent Representative to the International Seabed (ISA) within 2020 – 2023. She was appointed to her current position, as the Group Managing Director of Abuja Investments Company Ltd (AICL) in March 2024.

2.2.4 Duties of the Board:

The Board plays a pivotal role in ensuring the effective governance, strategic direction and sustainable growth of the Company. Our Directors are entrusted with key responsibilities that align with corporate governance best practices, regulatory compliance and shareholders' interests.

In discharge of these duties, the Board meets regularly per an annual calendar of Board Meetings agreed upon at the beginning of the year. It majorly undertakes these responsibilities through various Board Committees but nevertheless retains ultimate responsibility notwithstanding delegation to the Committees. The Company Secretary provides secretarial duties to the Board as well as assists the Board and Management in developing and implementing good Corporate Governance practices and culture.

The Board has, within the year, effectively discharged its primary duties as follows.

⇒ Overall strategic direction of the Company;
⇒ Effective oversight on the general activities of the Management team;
⇒ Institutionalization of sound Corporate Governance practices;
⇒ Effective management of the Company's risk management framework;
⇒ Oversight functions per effectiveness and adequacy of the Company's internal control system;
⇒ Ensuring the integrity of the financial reports and reporting system;
⇒ Ensuring legal, regulatory and ethical compliance;
⇒ Sound Investment and financing decisions, amongst others.

2.2.5. Committees of the Board:

The Board is assisted in the discharge of its functions by Four (4) Committees as follows: Board Risk Management and Investment Committee, Board Credit Committee, Board Corporate Governance and Nomination Committee and the Statutory Audit Committee.

These Committees are guided by their respective charters which define their mandates, compositions and working procedures. Membership is carefully drawn to provide the relevant skills and competencies required per each Committee's mandate. Although basically constituted by Board Members, attendance of relevant Senior Management staff may be required to assist with the deliberations. Independent external professional advice is also sought in deserving circumstances. The Company Secretary acts as Secretary to the Committees and is in attendance in all their meetings.

A. Board Risk Management and Investment Committee:

This Committee was set up to assist the Board in its determination and oversight of the risk profile, risk management framework and risk-reward strategy of the Company. Its mandate includes:

⇒ Reviewing periodic relevant reports to ensure the on-going effectiveness of the Company's risk management framework;
⇒ Overseeing the effective management of all risks faced by the Bank except credit risk;
⇒ Ensuring that the risk management framework is integrated into the day-to-day operations of the Bank while providing guidelines and standards for administering the acceptance and on-going management of key risks in the Bank;
⇒ Reviewing the processes for assessing and improving controls for the management of risk in the Bank;
⇒ Ensuring the Bank's information security policies, business continuity management and disaster recovery plans are comprehensive and adequate;
⇒ Monitoring compliance with established policies through periodic review of reports provided by management, statutory auditors and the supervisory authorities;
⇒ Overseeing the activities of Management regarding investment of the Bank's funds.

B. Board Credit Committee:

As a leading player in the Mortgage Banking industry, the Board Credit Committee plays a critical role in the core business functions of the Bank by overseeing our credit risk management framework, lending policies and overall credit portfolio. Its mandate includes:

⇒ Supervision of the effective management of credit risk in the Bank;
⇒ Approval of credit risk management policies, underwriting guidelines and standard proposals on the recommendation of the Management Committee;
⇒ Approval of credit risk appetite/tolerance, credit risk management strategy and target credit portfolio plan for the Bank;
⇒ Approval of the new credit products/processes designed within the year;
⇒ Approval of reassignment of credit approval authority on the recommendation of the Management Committee;
⇒ Approval of changes to the credit policy guidelines on the recommendation of the Management Committee;

⇒ Review of credit facility requests and recommendation of same to the Board for approval;
⇒ Review of credit risk reports submitted for its consideration.

C. Board Corporate Governance and Nomination Committee:

The Committee plays a vital role in ensuring strong leadership, ethical governance and sustainable business practices within our Bank. Its mandate includes the following:

⇒ Continuous development, review and assessment of the system of Corporate Governance in the Company as well as making appropriate recommendations to the Board in this regard;
⇒ Oversight function on recruitment of senior management staff within Assistant General Manager to General Manager Grade;
⇒ Advisory role to the Board on optimal Board size and structure, proposals and nominations for Board appointment, as well as screening of candidates recommended or head hunted for appointment to the Board;
⇒ Ensuring that the principle of competitiveness, transparency, fairness and openness is adhered to in the Bank's procurement process above Management Committee approval limits as well as monthly review of procurement reports;
⇒ Ensuring that the Bank complies with all laws and regulations in respect of Directors or Director-related party transactions
⇒ Recommending the approval of all employment contracts with Executive Directors;
⇒ Reviewing and recommending on succession plan for Senior Management staff and any proposed amendments for approval by the Board;
⇒ Review of the Company's compensation structure to maximize its effectiveness while ensuring competitiveness;
⇒ Review and approval of the Management succession plan policy;
⇒ Performing any other duties or responsibilities expressly delegated to the Committee by the Board from time to time;
⇒ Such general operations of ASO that are not covered by other Board Committees.

D. Statutory Audit Committee:

Although not created by the Board, this Statutory Committee draws significant composition and plays a critical role in assisting the Board by ensuring transparency, accountability and integrity in the Bank's financial reporting and risk management processes.

The Statutory Audit Committee is composed of representatives from the Board and Shareholders. The Executive Directors and relevant Management staff are usually in attendance to provide further details or explanations as may be required by the Committee. The Committee was chaired by a representative appointed by the Shareholders. The members generally possess the requisite financial expertise for an effective discharge of their duties.

As at 31st December, 2024, the Audit Committee was composed of the following 5 (Five) members in line with the Companies and Allied Matters Act 2020:

a) Ibrahim Oruma – Chairman/Shareholders Representative.
b) El-Amin Bello - Shareholders Representative.
c) Asiya Umar - Shareholders Representative.
d) Henry Sementari - Board Representative.
e) Isiyaku Ismaila - Board Representative.

The Committee's mandate is contained in their charter and includes the following responsibilities:

⇒ Assessing and ensuring the effectiveness of the internal and external audit process;
⇒ Reviewing the scope and planning of audit requirements for the year's audit as well as ensuring the effective co-ordination of audit exercises;
⇒ Reviewing the findings on Management letters in conjunction with the External Auditors and the responses to audit queries from Management;
⇒ Reviewing and maintaining the effectiveness of the Company's system of accounting and internal control;
⇒ Assisting in the oversight of the integrity of the Company's financial statements;
⇒ Making recommendations to the Board with regard to the retention and remuneration of the Company's Joint External Auditors, as well as reviewing and monitoring their independence and objectivity;
⇒ Ensuring compliance of the accounting and reporting policies of the Company with the legal requirements and ethical practices;
⇒ Reviewing the draft half year and annual financial statements prior to submission to the Board.
⇒ Reviewing and maintaining the integrity and effectiveness of the Company's whistleblowing system and processes.

The Committee was kept properly informed through quarterly Internal Audit reports presented at its Meetings by the Management, as well as various other reports and engagements as issues arise or at the request of the Committee. Although formal meetings are the heart of the Committee's work, the Committee Chairman and to a lesser extent, the other members have kept in touch on a continuing basis with the key people involved in relevant aspects of the Company's governance.

2.2.6. Board Remuneration:

Our Board remuneration system is designed to align with best corporate governance practices, industry standards and our Company's strategic objectives. It is a key component of the governance and incentive structure through which the Company promotes good performance and reinforces the Bank's operating and risk culture. Care was taken in ensuring that the remuneration level is sufficient to attract, retain and motivate individuals of a suitable calibre without paying more than is necessary for this purpose.

The remuneration of the Directors is recommended by the Corporate Governance & Nomination Committee, decided by the Board of Directors and approved by the Shareholders at the Company's General Meeting.

Non-Executive Directors are paid remuneration by way of Sitting Allowances provided for participation in Board and Committees meetings and Fixed Quarterly Fees. Travel Reimbursables are also provided to cover official travel expenses in deserving circumstances. The Company pays remuneration to its Managing Director and Executive Directors by way of salaries and perquisites. This remuneration package of the Executives also includes a variable performance related element.

Within the year there was no materially significant transaction between the Company and Directors that may have potential conflict with the interests of the Company. The details of Directors' remuneration are always disclosed in the Annual Report and approval of the Shareholders is always sought before any review of same. There is also a formal and transparent procedure for fixing the remuneration packages of Directors.

2.2.7. Performance Evaluation:

The Board acknowledges the importance of a formal and rigorous annual evaluation of its own performance as well as that of its Committees, Chairman and individual Directors. To ensure objectivity, the Board further recognises that the evaluation should be based on set key criteria and conducted by an independent external consulting firm.

The evaluation process is acknowledged to be a mechanism to improve Board effectiveness and accountability, with a view to optimizing its strengths and addressing shortfalls. It also assists the Board in decisions affecting appointment, removal and training of Directors.

2.2.8. Induction, Training and Continuing Education:

The Bank recognizes the importance of equipping the Board members with the necessary knowledge, skills, and insights to effectively discharge their duties. This ensures the Directors remain well-informed and up to date with emerging trends, regulations and best governance practices.

The Board has established an induction programme to familiarize new Directors with the Company's operations, strategic plan, senior management and business environment, as well as to induct them in their fiduciary duties and responsibilities. To this end, a customized Board Orientation Handbook was developed alongside other tailored reading materials, forming part of the induction process for the Board.

The Directors are also exposed to relevant, professional continuing education programmes in order to update their skills and knowledge and keep them abreast of developments in the Company's business and operating environment. These programmes are undertaken at the expense of the Company.

Furthermore, the Company has ensured that the Directors, especially Non-Executive Directors, have access to independent professional advice at the Company's expense, where they deem it necessary for an effective discharge of their responsibilities.

2.2.9. Relationship with Management:

A strong, transparent and collaborative relationship exists between our Board and Management to ensure effective governance, strategic execution and sustainable business growth. While the Board provides oversight, policy direction and strategic guidance, Management is responsible for the day-to-day operations and implementation of our Bank's objectives.

A structured delegation of authority is in place to ensure efficiency while maintaining accountability. Asides regulatory precepts and best practices in this regard, the Company maintains a codified Global Approval Limits policy document which clearly defines the fiscal responsibilities of the various Management authorities as well as the Board and its Committees.

Effective communication and engagement is maintained through the Board and Committees meetings. The Managing Director presents a comprehensive formal report on the overall activities of the Board at every sitting and further engages with the Board as a unit and individually on material issues as they arise, and upon request. Such engagements are also complemented by briefings from the Management Executive Committee members as well as the Company Secretary.

The directives of the Board to the Management at formal meetings and other engagements are carefully monitored to ensure Management accountability while a cohesive approach towards addressing critical issues affecting the Company has been sustained as a time-tested culture.

2.2.10. Board and Committees Meetings and Attendances:

Board and Committees meetings within the Financial Year were majorly held by physical convention. In instances where the meetings were held virtually, sufficient care was taken to ensure that virtual convention of these meetings did not adversely affect the standard of deliberations or general oversight functions of the Board.

Board and Committees papers were made available to the Board and Committees in good time to enable the members adequately to prepare for the meetings. The Papers include Minutes of the previous sitting, Agenda of the present sitting, Updates on Action Points from the previous sitting and other necessary documentations that will assist an effective deliberation of the meeting's Agenda.

Meetings held within the year witnessed a substantial level of attendances from the members. In the few situations of absences, the affected members had pre-informed the Board or Committee as well as discussed and shared opinion with the relevant Chairman on the various items constituting the meeting's agenda. Such members were also duly briefed on the outcome of the meetings.

A. Board Meetings Attendances:

A Schedule of the Meetings held within the year with the respective attendances are as follows:

S/N	NAMES OF BOARD MEMBERS	14TH FEB 2024	15TH MAY 2024	20TH AUG 2024	23RD OCT 2024	22ND NOV 2024	TOTAL ATTENDANCES
1	Abdul Kofarsauri (Chairman)	Present	Present	Present	Present	Present	5/5
2	Henry Semenitari	Present	Present	Present	Present	Present	5/5
3*	Daniel D. Kunle	N/A	N/A	N/A	N/A	N/A	N/A
4	Isiyaku Ismaila	Present	Present	Present	Absent	Present	4/5
5	Risikatu Ladi Ahmed	Present	Present	Present	Present	Present	5/5
6	Enesi Makoju	Present	Present	Present	Present	Present	5/5

*Daniel D. Kunle resigned from the Board, effective 5th February, 2024.

B. Board Risk Management & Investment Committee Meetings Attendances:

A Schedule of the Meetings held within the year with the respective attendances are as follows:

S/N	NAMES OF BOARD MEMBERS	13TH MAY 2024	19TH AUG 2024	29TH AUG 2024	24TH SEPT 2024	7TH OCT 2024	21ST OCT 2024	20TH NOV 2024	TOTAL ATTENDANCES
1	Henry Semenitari (Chairman)	Present	Present	Present	Present	Present	Present	Present	7/7
2	Isiyaku Ismaila	Present	Present	Present	Present	Present	Absent	Present	6/7
3*	Daniel D. Kunle	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
4**	Risikatu Ladi Ahmed	Present	Present	Present	Present	Present	Present	Present	7/7
5**	Enesi Makoju	Present	Present	Present	Present	Present	Present	Present	7/7

*Daniel D. Kunle resigned from the Board and by extension, the Committee effective 5th February, 2024.

**Risikatu Ladi Ahmed (Managing Director) and Enesi Makoju (Executive Director) were in attendance at the Committee meetings to complement the composition and assist its deliberations.

C. Board Credit Committee Meetings Attendances:

A Schedule of the Meetings held within the year with the respective attendances are as follows:

S/N	NAMES OF BOARD MEMBERS	14TH MAY 2024	20TH NOV 2024	TOTAL ATTENDANCES
1	Isiyaku Ismaila (Chairman)	Present	Present	2/2

2	Henry Sementari	Present	Present	2/2
3*	Daniel D. Kunle	N/A	N/A	N/A
4**	Risikatu Ladi Ahmed	Present	Present	2/2
5**	Enesi Makoju	Present	Present	2/2

*Daniel D. Kunle resigned from the Board and by extension, the Committee effective 5th February, 2024.

**Risikatu Ladi Ahmed (Managing Director) and Enesi Makoju (Executive Director) were in attendance at the Committee meetings to complement the composition and assist its deliberations.

D. Board Corporate Governance & Nomination Committee Meetings Attendances:

A Schedule of the Meetings held within the year with the respective attendances are as follows:

S/N	NAMES OF BOARD MEMBERS	13TH MAY 2024	11TH JUNE 2024	TOTAL ATTENDANCES
1	Henry Sementari (Chairman)	Present	Present	2/2
2	Isiyaku Ismaila	Present	Present	2/2
3*	Daniel D. Kunle	N/A	N/A	N/A
4**	Risikatu Ladi Ahmed	Present	Present	2/2
5**	Enesi Makoju	Present	Present	2/2

*Daniel D. Kunle resigned from the Board and by extension, the Committee effective 5th February, 2024.

**Risikatu Ladi Ahmed (Managing Director) and Enesi Makoju (Executive Director) were in attendance at the Committee meetings to complement the composition and assist its deliberations.

E. Statutory Audit Committees Meetings Attendances:

A Schedule of the Meetings held within the year with the respective attendances are as follows:

S/N	NAMES OF COMMITTEE MEMBERS	13TH FEB 2024	14TH MAY 2024	19TH AUG 2024	23RD OCT 2024	21ST NOV 2024	TOTAL ATTENDANCES
1	Ibrahim Oruma	Present	Present	Present	Present	Present	5/5
2	El-Amin Bello	Present	Present	Present	Present	Present	5/5
3	Asiya Umar	Present	Present	Present	Present	Present	5/5
4	Henry Sementari	Present	Present	Present	Present	Present	5/5
5*	Daniel D. Kunle	N/A	N/A	N/A	N/A	N/A	N/A
6**	Isiyaku Ismaila	N/A	N/A	Present	Absent	Present	2/3

* Daniel D. Kunle resigned from the Board, effective 5th February, 2024.

**Isiyaku Ismaila was at the Board meeting of 15th May, 2024 appointed as a Board Representative on the Statutory Audit Committee in replacement of Daniel D. Kunle who occupied same position prior to his resignation as a Director and by extension, a Board representative on the Committee.

2.3. THE MANAGEMENT:

The Management Team manages the day-to-day business operations of the Bank. To this end, the Management has set up the following Management Committees with defined mandate on specific aspects of the Bank's business and operations.

A. Executive Committee (EXCO): This is the highest decision-making organ of Management and is composed of the Executive Directors (Managing Director inclusive). The Company Secretary acts as the Secretary to the Committee. At the Management level, it sets the overall strategic direction of the Company and is the highest Management organ for deliberation, review and approval of critical decisions affecting the Bank.

B. The Management Committee (MC): The Committee meets every fortnight and is composed of senior executives manning various Groups and Divisions of the Company. The Committee sets bank wide deliverables for the respective business units, reviews updates on same at each sitting as well as take necessary strategic decisions as required for the achievement of the corporate objectives.

C. The Asset and Liability Committee (ALCO): This Committee reviews the Assets and Liabilities of the Bank and maps out strategies and action points for optimisation of same in line with the corporate objectives. The Committee sits on a weekly basis, monitors global and local developments affecting the Company's business, identifies the threats and opportunities and adapts he Bank's strategies accordingly.

D. Criticised Assets Committee (CAC): This Committee sits on a weekly basis to review the non-performing loans of the Bank and devise strategies on recovery. dditional text

E. Management Risk & Investment Committee (MRIC): The Committee reviews and approves prospective investments before the Company undertakes same. It guides the overall investment decisions of the Bank as well as monitors and sets the Company's risk management framework.

F. Management Credit Committee (MCC): The Committee amongst other functions, supervises the effective management of credit risk in the Bank, reviews credits facility requests as well as credit risk reports submitted for its consideration.

G. IT Steering Committee: The Committee assists Management with the implementation of the Bank's IT strategy. To this end, it reviews and approves the Bank's IT Plan and budget, recommends strategy for new technology and system, reviews and advises on IT risk and security issues, amongst various functions.

3. RISK MANAGEMENT:

3.1. Overview:

Risk is inherent in ASO's business and influences every aspect of decisions taken within the Bank. A thorough understanding of the risks the Bank faces and managing them appropriately would enhance the Bank's ability to make better decisions, deliver on objectives, and improve performance. The Bank's stakeholders make investments in the Bank with the expectation of various objectives including earning good returns, capital appreciation and long-term investment opportunities. To satisfactorily manage stakeholder expectations, the Bank must understand its risks, dimension them and manage them effectively. Risks associated with the Bank's activities can be stratified into credit risk, liquidity risk, operational risk, construction risk, reputational risk and market risk. Some identified risks cut across one or more of these risk categories.

ASO therefore recognizes and appreciates the role of effective risk-management practices as fundamental to its business activities and growth prospects as well as the need for an integrated, enterprise-wide approach to manage these risks to an optimal level. The overall tone of risk management in ASO is set by the Bank's Board of Directors in a manner that aims to be value-adding to shareholders as well as keeping the reputation of the Bank intact. The objectives of the Bank's risk management function include ensuring that risk-taking activities are consistent with the Bank's risk appetite, reducing volatility of the Bank's earnings, managing unexpected losses, maximizing opportunities and earnings potential. A robust risk management framework continues to thrive within ASO to enable the Bank make informed decisions with respect to exploiting opportunities and mitigating possible threats and vulnerabilities. The framework which is supported by an experienced risk management team is aligned with recent developments in the market, regulatory guidelines as well as the Basel II and III requirements.

3.2. Risk Management Appetite and Culture:

Risk appetite is an articulation and allocation of the risk capacity or substantial amount of risk the Bank is willing to accept in meeting its strategic objectives. ASO's risk appetite is expressed in terms of the level of variability of return it is ready to accept to achieve its desired level of result, bearing in mind the relationship between risk and return.

Risk culture is a representation and unified understanding of an organisation and its business purpose. It is typified by the system of values and behaviours present in an organization that shapes risk decisions of management and employees.

The Bank maintains a risk management philosophy that embraces a cautious but calculated and responsible approach towards taking risks. This is done by constantly evaluating the risks and rewards inherent in business transactions and targeting viable trade-offs. The Bank only takes on risk within its risk appetite and the Bank's board and management remain closely involved with risk initiatives above specified thresholds, with a focus on improving the Bank's capital.

The Bank's risk culture empowers staff at all levels in understanding and managing risks. The risk culture characterizes how the Bank considers its business objectives and enables risk managers to perform their duties professionally and independently without interference. This ensures that:

⇒ The Bank's management makes informed decisions by identifying and assessing the risks involved in our business;

⇒ Risk management is a shared responsibility and risk managers strive to achieve best practice in enterprise risk management;

⇒ The Bank does not indulge in products and businesses where associated risks cannot be assessed or managed.

3.3. Enterprise Risk Management in ASO:

The Board of Directors maintains overall responsibility for the establishment and oversight of the Bank's risk management policies via its specialized risk committees. These committees are responsible for monitoring risk policies, reviewing the Bank's activities and transactions in their specified areas and reporting regularly to the Board of Directors on their activities. At the board level, these include the Board Risk Management and Investment Committee and the Board Credit Committee. At management level, these include the Management Risk and Investment Committee and Management Credit Committee.

The ownership for risk management thus resides with the Board of Directors who devolve their expectations down to front line managers and staff via board and management committees as well as senior management. The risk management functions within the Enterprise Risk Management Group also act as a principal conduit for the transfer of risk management information both ways.

The risk governance structure comprises of three distinct lines of defense with board oversight delineated in the governance structure clearly cutting across all lines. These lines include:

1. Risk Management and Ownership – This group includes Senior Management who take responsibility for risks generated within their processes and market-facing functions who take responsibility for risks generated by their activities and transactions. They have primary responsibilities for risk management.
2. Risk Oversight – This group undertakes continuous risk assessment over the Bank's activities and processes, providing an independent monitoring and advisory function to ensure any key risks that have not been addressed by the first line of defense, are managed.
3. Assurance Functions – This group is responsible for providing an independent assurance of the Bank's activities and transactions and provides an independent assurance function to the Board of Directors through the Board Audit Committee on the adequacy, appropriateness and effectiveness of the Bank's overall risk management framework, policy and risk plan implementation.

Dedicated functions within the Enterprise Risk Management function as highlighted above are tasked with implementing the Bank's risk management and internal control pol at a strategic and tactical level using an integrated approach to risk management. Risk assessments are integrated with business planning and development at the strategic level and process and transaction reviews at the tactical level. This is to ensure that the myriad of risks faced by the Bank are approached at an enterprise-wide level improving the efficiency of the risk management function and leading to resource savings. These functions lie within the second level of defence and include:

⇒ Credit Risk Management;
⇒ Operational Risk Management;
⇒ Regulatory Compliance;
⇒ Real Estate Risk Management;
⇒ Remedial Management;
⇒ Internal Control and Compliance

A. Credit Risk Management:
Credit risk refers to the risk the Bank faces due to the failure of an obligor to repay principal or interest or both at a stipulated time or as agreed. Credit risk is compounded when collateral partly covers the Bank's exposure to the borrower or when the valuation of collateral is exposed to changes in market conditions. ASO recognizes that its main asset and major source of revenue is its loan portfolio and by extension, it becomes the greatest source of risk to the safety and soundness of the Bank. The Credit Risk Management function is responsible for monitoring the quality and performance of the credit portfolio as well as managing credit risks in the Bank's loan portfolio. The function is domiciled in the Credit Risk Management departments. Key responsibilities of the department include portfolio planning and monitoring, continuous review of the Bank's credit policies, credit analysis, administration and processing and mortgage insurance analysis and processing.

B. Operational Risk Management:
Operational risks arise as a result of inadequate or failed internal processes, people or systems from external events. When crystallized, these may lead to unplanned losses which could have a significant impact on the Bank's capital base. Operational risk in ASO is managed through a framework that recognizes the ownership of the risk by the business unit heads and an independent review by the audit function. A key element in the Bank's operational risk framework includes tools to measure and manage operational risk. In this regard, the Bank maintains a loss events database that ensures all operational risk losses and near misses are captured and reported to Executive Management and the Board on a periodic basis. The unit conducts Risk and Control Self-Assessments (RCSA) for critical functions to ensure that key operational risk embedded within the Bank's processes are appropriately mitigated either by controls or a shoring up of the Bank's capital as a last resort.

C. Regulatory Compliance:
The Bank's Compliance function is responsible for ensuring that the Bank complies with regulations applicable to its business and operations. These include anti-money laundering, conduct of business and countering terrorist financing. ASO's Compliance function is currently overseen by the Head of Operational Risk and Compliance who reports to the Group Head, Enterprise Risk Management with policy drive at the Board level driven by the Chief Compliance Officer. The function aims to continue promoting a culture of awareness to ensure that Bank staff understand key regulatory issues and updates with respect to know-your-customer requirements, money laundering and identifying suspicious transactions.

D. Real Estate Risk Management:

The Real Estate Risk Management Department is tasked with the responsibility of ensuring that the Bank's risk assets are adequately collateralized. The Department oversees construction projects to ensure that both cost and quality of these projects meets the Bank's specific standards. Project monitoring is instituted from initiation to completion stages to manage construction risks with respect to budget overrun, construction delays and quality issues. The Department also carries out assessments and commissions valuation reports that form a basis for the consideration of collaterals and the disbursement of loans.

E. Remedial Management:

The ability of any financial institution to recover non-performing loans can impact profitability and liquidity. The Remedial Management Department has the responsibility of managing identified delinquent accounts and instituting effective and practical approaches to recover these facilities. The Department maintains an excellent working relationship with law enforcement agencies and agents in its recovery processes and retains significant Management support in ensuring it surpasses its target year on year.

F. Internal Control and Compliance:

Internal controls are fundamental to ensure proper recording of transactions, without which financial data may become unreliable and mislead decision making. The Bank has an internal control system that identifies control weaknesses and provides measures to overcome the weaknesses identified. Internal Control and Compliance is the department tasked with implementing the Bank's control framework in line with the COSO framework; the fundamental philosophy guiding the Bank's internal control mechanism.

This framework has been used over the years to review the adequacy of the Bank's internal control platform. It also forms the basis for future amendments and changes to the internal control posture of the Bank. During the financial year, the Department further reviewed its guidelines, policies and procedures and revised its control system across the Bank's branches for improved efficiency in monitoring. The implementation of the automated internal control system (AICS) is proceeding according to plan and is aimed at better control efficiencies and cost reductions in running a successful policy oversight function. Optimised risk assessment and management is a further benefit of this automation.

G. Capital Management:

The Bank's objectives when managing capital are to safeguard the Bank's ability to continue as a going concern – safety, soundness and stability - in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal structure to reduce the cost of capital (through objective capital allocation, monitoring of capital utilization and monitoring of prudential ratios).

Capital management planning enables Management to make informed judgments about the appropriate amount and composition of capital needed to support the bank's business strategies across a range of potential scenarios and outcomes. Irrespective of how the Bank's capital planning process is oriented, it should aim at the sound practice of producing an internally consistent and coherent view of the Bank's current and future capital needs.

Every bank must hold adequate capital to ensure that it remains solvent even if it experiences an unusually large loss or other adverse outcomes from its business transactions and activities. The amount of capital that a bank must hold is therefore directly proportional to the level of risk that it faces. In keeping with the capital management objectives, the Bank ensures:

⇒ Adequacy of processes put in place for capital planning;
⇒ Prudent portfolio management;
⇒ Risk-return profiling of all business decisions tied to risk taking;
⇒ Objective capital assessment and risk appetite

Aside serving as a buffer against insolvency, the Bank's capital levels determine to a large extent, the degree of confidence that stakeholders (customers, investors, depositors and counterparties) would have in the Bank. Specifically, the Bank maintains a capital buffer to:

⇒ Absorb large unexpected losses;
⇒ Protect customers and other investors;
⇒ Support satisfactory credit rating.

To sustain a high level of confidence in its operations, the Bank has in place Board defined governing structures that ensure Management adheres to risk appetite and exposure levels defined in pursuing business objectives. It is important that a capital planning process reflects the input of different experts from across the Bank, including but not limited to staff from business, risk, finance and treasury departments. This ensures strong links between the capital planning, budgeting and strategic planning processes within the Bank. Collectively, these departments provide a view of the Bank's current strategy, the risks associated with that strategy and an assessment of how those risks contribute to capital needs as measured by internal and regulatory standards.

In achieving the objectives for which they were setup, the entities saddled with capital management co-ordinate to oversee and develop the capital plan, working to formulate a response to factors that might necessitate capital additions, such as:

⇒ Changes in regulatory requirements;
⇒ Growth in assets and liabilities (both on and off-balance sheet);
⇒ Changes in the Bank's risk profile;
⇒ Amount of operating or investment losses suffered; and
⇒ Bank's dividend payout policy.

In conformance with Central Bank of Nigeria imposed capital requirements and in keeping with industry best practice, the Bank maintains the following variants of capital:

1. Tier 1 capital, which includes ordinary share capital, share premium, retained earnings, translation reserve and minority interests after deductions for goodwill and intangible assets, and other regulatory adjustments relating to items that are included in equity but are treated differently for capital adequacy purpose
2. Tier 2 capital, which includes revaluation reserves for property, plant & equipment, general provisions, fair value reserves for available for sale securities, preference shares and subordinated term debt.

As a general matter, the credibility of a bank's capital planning can be questioned if the process does not adequately reflect material risks, some of which may be difficult to quantify. Banks, including ours, routinely quantify and hold capital against those risks that are specified in the minimum requirements or Pillar 1 of the Basel II/III regimes.

Banks with better practices have a comprehensive process in place to regularly and systematically identify, and understand the limitations of their risk quantification and measurement methods. In addition, banks seek to capture in their capital plans those risks for which an explicit regulatory capital treatment is not present, such as, but not limited to, positions that result in concentrated exposures to a type of counterparty or industry, reputational risk and strategic risk. This level of sophistication is the ultimate goal.

Above all, the Bank's strategy during the year, which was unchanged, continued with efforts to keep a strong capital base and to sustain future development of the business. The Bank recognizes the impact of the level of capital on shareholders' return and sought to maintain a balance between demands for higher returns for level of risk invested in and fiscal implications of requirements of a sound capital position brought about by regulations.

4. FINANCIAL REPORTING AND ACCOUNTABILITY:

4.1. Accountability and Reporting:

We acknowledge that the Company's financial statements are the principal way in which the Directors make themselves accountable to the shareholders. To this end, emphasis is laid on the integrity of the reports and full disclosures are made in line with the legal and regulatory requirements.

Within this Financial Year, efforts were intensified to ensure that our financial reporting is updated in line with the regulatory requirements and stakeholders' expectations. To this end, we had achieved a significant milestone towards regularization of our historical financial reporting shortfall by concluding and securing necessary regulatory approval of our 2015 – 2022 Financial Years Audited Accounts. Audit work has also been concluded on our 2023 Financial Year Audited Accounts. Same have been duly approved by our Audit Committee and Board and have been submitted to the Central Bank of Nigeria (CBN) for necessary regulatory approval. As at 31st December 2023, CBN was still reviewing the submitted 2023 Accounts.

We expect, at the earliest possible time within the succeeding year, to secure regulatory approval of our 2023 Audited Accounts as well as conclude our 2024 Audited Accounts and secure necessary approvals of same. We further expect to afterwards convene an Annual General Meeting (AGM) in which our 2015 – 2024 Financial Year Accounts will be presented to the Shareholders amongst other businesses.

4.2. Whistleblowing:

To further ensure accountability, the Company has a whistleblowing portal where staff can report genuine concerns about unethical behaviour, misconduct or misdemeanour in the organization. We have also established a formal whistleblowing procedure which amongst others, ensures that complaints are adequately investigated and whistle blowers protected.

4.3. Audit:

Critical to the integrity of our financial reporting is the assurance provided by Audit. The Company's Audit structure basically revolves around the Internal Auditors, External Auditors and Audit Committee.

A. <u>Internal Audit:</u>

We operate an effective risk based Internal Audit function focused on a disciplined approach to evaluation of risk management, control and governance. The Internal Audit unit reports directly to the Board through the Statutory Audit Committee but nevertheless maintains a direct line of communication with the MD/CEO, with an unrestricted access to the Board and Audit Committee Chairmen. Its purpose, authority and responsibilities are guided by an Audit Charter.

Internal Audit activities within the year were in line with an annual risk based internal audit plan approved by the Audit Committee. Within the year, the Internal Audit has remitted monthly audit reports to the MD/CEO and quarterly audit reports to the Audit Committee. Exceptions raised in these reports have been treated with utmost significance and regularizations were strictly monitored and followed up.

B. <u>External Audit:</u>

The External Auditors provide an independent opinion on the true and fair view of the financial statements of the Company to give assurance to the Shareholders and other Stakeholders on the reliability of the Financial Statements.

Sufficient care has been taken to ensure that the External Audit Firm hold no direct or indirect interests in the Company as could affect its independence and objectivity. To this end, the Firm and its partners hold no business interest or any relationship with the Company other than an auditor-client relationship.

The services of the Firm are strictly restricted to audit work. The representing partners are periodically rotated to guarantee independence without compromising continuity of the external audit process.

The Audit Firm of Sola Oyetayo & Co has continued to function as our External Auditors in line with its appointment in 2023 by our Audit Committee and Board. The new External Auditors will be duly presented to the Shareholders at the next Annual General Meeting.

5. RELATIONSHIP WITH OTHER STAKEHOLDERS:

We recognize that effective corporate governance extends beyond our Shareholders to include all stakeholders who contribute to and are affected by our operations. We further recognize that our success is built on strong, mutually beneficial relationship with a wide range of stakeholders including customers, employees, regulators, business partners and the communities in which we operate.

Our customers are at the heart of everything we do. We are committed to providing them with innovative financial products and high-quality services that meet their needs and exceed their expectations. Through continuous engagement, feedback mechanism and digital transformation, we ensure that our customers' needs are met efficiently, prioritizing customer trust and upholding the highest standards of data privacy and consumer protection.

Our employees are essential to our growth and success. We observe fair employment practice, encourages employee participation and actively promote continuous education and personal development of our employees. We regularly assess employee satisfaction with a view to maintaining a supportive and engaging work environment. The conditions of service are highly competitive and the Bank has also strived to keep staff motivation at the peak through various reward policies, while promoting a healthy work-life balance.

We maintain a constructive and transparent relationship with our regulators and consistently strive to comply with all applicable laws and regulations. Our governance framework is designed to align with regulatory expectations, and we actively participate in discussions and initiatives that aim to improve the mortgage banking industry and financial services sector.

We recognize the importance of our business partners in delivering value to our customers and achieving our corporate objectives. To this end, we engage with real estate developers, suppliers/vendors and other strategic partners based on the principles of fairness, ethical sourcing and mutual benefit.

Our Bank is committed to being a responsible corporate citizen, contributing to the social and economic well-being of the communities where we operate. Our Corporate Social Responsibility (CSR) initiatives are guided by our earnest quest to give back to the society and ensure our operations have a positive impact on the communities we serve.

6. ETHICS AND CORPORATE SOCIAL RESPONSIBILITY (CSR):

We continuously strive to operate an ethically driven business process that enhances maximisation of Stakeholders business. Establishment of professional business and ethical standards further underscores our values for the protection and enhancement of the reputation of the Company while promoting good conduct and investor confidence.

The Company is aware of its responsibilities towards all stakeholders and the society as a whole. To this end, we have within the year demonstrated a high level of corporate social responsibility. As part of our CSR activities within the year, we were amongst other initiatives, involved in partnership and sponsorship of Federal Capital Territory (FCT) Inter-Area Council Para-Athletics competition.

We will continue to conduct our business as a socially responsible citizen mindful that this would boost our brand recognition and consistently improve our stakeholders' satisfaction.

7. CONCLUSION:

As we pursue our vision of becoming the mortgage bank of choice in Nigeria, we recognize that strong corporate governance is essential to our success. Through ethical leadership, robust risk management and a commitment to operational excellence, we continue to build trust with our customers, investors and regulators. Looking ahead, we will continue to prioritize innovation, customer satisfaction, and financial sustainability, ensuring that we remain a trusted partner in homeownership and mortgage financing.

16 April 2025

Akachukwu Okechukwu
Company Secretary
FRC/2022/PRO/NBA/312604

ASO Savings & Loans Plc

Audit Committee Report

1. Members of the Audit Committee

The members of the audit committee are all independent non-executive directors of the Bank and include:

Name	Representative	Experience
Ibrahim Oruma	Shareholders Representative.	Chairman
El-Amin Bello	Shareholders Representative	Member
Asiya Umar	Shareholders Representative.	Member
Henry Semenitari	Board Representative.	Member
Isiyaku Ismaila	Board Representative.	Member

The committee is satisfied that the members thereof have the required knowledge and experience as set out in the Companies and Allied Matters Act 2020.

2. Meetings held by the Audit Committee

The audit committee performs the duties laid upon it by the Companies and Allied Matters Act 2020 by holding meetings with the key role players on a regular basis and by the unrestricted access granted to the external auditors.

3. External auditor

The committee satisfied itself through enquiry that the external auditors are independent as defined by the Companies and Allied Matters Act 2020 and as per the standards stipulated by the auditing profession. Requisite assurance was sought and provided by the Companies and Allied Matters Act 2020 that internal governance processes within the firm support and demonstrate the claim to independence.

The audit committee in consultation with executive management, agreed to the terms of the engagement. The audit fee for the external audit has been considered and approved taking into consideration such factors as the timing of the audit, the extent of the work required and the scope.

4. Financial statements

Following the review of the financial statements the audit committee recommend board approval thereof.

On behalf of the audit committee

15 April 2025

Ibrahim Oruma
Chairman Audit Committee
FRC/2013/NIM/00000003587

ASO Savings & Loans Plc

Statement of Directors' Responsibilities in Relation to the Financial Statements for the Year Ended December 31, 2024

The directors accept responsibility for the preparation of the Financial Statements that gives a true and fair view in accordance with IFRS Accounting Standards and in the manner required by the Companies and Allied Matters Act 2020 Financial Reporting Council of Nigeria (Amendment) Act, 2023, the Banks and Other Financial Institutions Act, (BOFIA), 2020 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 determines necessary to enable the preparation of financial statements that are free from material misstatements whether due to fraud or error.

The directors have assessed the Banks ability to continue as a going concern and have no reason to believe that the Bank will not remain a going concern for at least a year from the date of approval of the financial statements. .

16 April 2025

Signed on behalf of the Board of Directors By:

Risikatu Ladi Ahmed
Managing Director/CEO
FRC/2022/PRO/DIR/003/425244

Abdul Kofarsauri
Chairman
FRC/2023/PRO/DIR/003/128626

ASO Savings & Loans Plc. RC No. 283162

ASO Savings & Loans Plc

Statement of Corporate Responsibility for the financial statements

In line with the provision of S. 405 of CAMA 2020, we have reviewed the audited financial statements of the Bank for the year ended December 31, 2024 and based on our knowledge confirm as follows:

i. 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.

ii. 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 December 31, 2024.

iii. The bank's internal controls has been designed to ensure that all material information relating to the bank is received and provided to the Auditors in the course of the audit

iv. The bank's internal controls were evaluated within 90 days of the financial reporting date and are effective as of December 31, 2024.

v. That we have disclosed to the bank's Auditors and the Audit Committee the following information:

   a. there are no significant deficiencies in the design or operation of the bank's internal controls which could adversely affect the bank's ability to record, process, summarise and report financial data, and have discussed with the auditors any weaknesses in internal controls observed in the cause of the Audit

   b. there is no fraud involving management or other employees which could have any significant role in the bank's internal control

vi. There are no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of this audit, including any corrective actions with regard to any observed deficiencies and material weaknesses.

16 April 2025

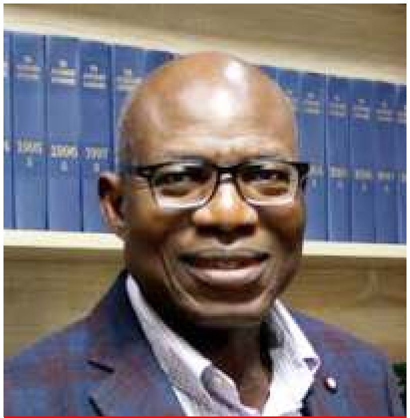
Risikatu Ladi Ahmed	Olugbenga Olaleru
Managing Director/CEO	Chief Financial Officer
FRC/2022/PRO/DIR/003/425244	FRC/2019/ICAN/00000019592

REPORT OF DIRECTORS

Directors as at 31st December, 2024

Abdul Kofarsauri
Board Chairman

Henry Sementitari
Independent Non-Executive



Daniel Dayo Kunle
Independent Non-Executive

Isiyaku Ismaila
Non-Executive

Risikatu Ladi Ahmed
Managing Director/CEO

Enesi Makoju
Executive

ASO Savings & Loans Plc

Directors' Report

The directors have pleasure in submitting their report on the financial statements of ASO Savings & Loan Plc for the year ended December 31, 2024.

1. Legal Form

The company is domiciled in Nigeria where it is incorporated as a private company limited by shares under the Companies and Allied Matters Act, 2020 and obtained Central Bank of Nigeria (CBN) approval to operate as a primary mortgage institution in 1995. The address of the registered office is set out on page 2.

2. Nature of business

ASO Savings & Loan Plc was incorporated in Nigeria with interests in the Primary Mortgage industry. The Bank operates in Nigeria..

There have been no material changes to the nature of the Bank's business from the prior year.

3. Review of financial results and activities

The financial statements have been prepared in accordance with IFRS Accounting Standards and the requirements of the Companies and Allied Matters Act 2020, Bank and Other Financial Institution Act 2020, Financial Reporting Council of Nigeria (Amendment) Act 2023. The accounting policies have been applied consistently compared to the prior year.

Full details of the financial position, results of operations and cash flows of the Bank are set out in these financial statements.

4. Directorate

The directors in office at the date of this report are as follows:

Abdul Kofarsauri	Chairman, Board of Directors
Henry Semenitari	Non-Executive (Independent)
Daniel Dayo Kunle	Non-Executive (Independent)
Isiyaku Ismaila	Non-Executive
Risikatu Ladi Ahmed	Managing Director/CEO
Enesi Makoju	Executive

DIRECTORS' INTERESTS IN SHARES

The direct and indirect interests of directors in the issued share capital of the Bank as recorded in the register of directors' shareholding and/or as notified by the directors for the purposes of sections 301 and 302 of the Companies and Allied Matters Act (CAMA 2020) and the listing requirements of the Nigerian Stock Exchange is as follows:

	31 December 2024	31 December 2024	31 December 2023	31 December 2023
	Indirect	Direct	Indirect	Direct
Olatunde Ayeni	3,068,181,817	589,818,181	3,068,181,817	589,818,181
Joshua Audu Maikori	4,283,227	Nil	4,283,227	Nil
Dr. Musa Ahmed Musa		1,972,533,790		1,972,533,790
Hassan Usman	21,266,000	Nil	21,266,000	Nil

Securities transactions by the Company's Directors:
The Company has adopted a Code of Conduct regarding Securities transaction by its Directors and has further confirmed that all of its Directors are in compliance with the required standard set out in the listing rules and other relevant statutory/regulatory requirements.

Free Float Declaration:
ASO Savings and Loans Plc with a free float value and percentage of N2,288,976,265.00 and 37.8% respectively as at 31st December 2024, is compliant with the Exchange's free float requirements for companies listed on the Main Board.

Complaints Management:
Our Bank has put in place a Complaints Management Policy Framework. This is accessible through our Company's website, www.asoplc.com.

The range analysis of the distribution of the shares of the Bank as at 31 December 2024 is as follows

RANGE	No. of Holders	Holders %	Units	Units %
1 - 1,000	463	5.46	300,852	-
1,001 - 5,000	1,194	14.09	4,418,409	0.03
5,001 - 10,000	1,037	12.23	8,782,446	0.06
10,001 - 50,000	2,758	32.54	90,436,185	0.61
50,001 - 100,000	1,227	14.48	105,263,775	0.71
100,001 - 500,000	1,219	14.38	299,994,399	2.04
500,001 - 1,000,000	246	2.9	199,093,844	1.35
1,000,001 - 5,000,000	225	2.65	535,743,526	3.63
5,000,001 - 10,000,000	25	0.29	203,208,988	1.38
10,000,001 - 50,000,000	53	0.63	1,426,846,812	9.68
50,000,001 - 100,000,000	9	0.11	729,671,100	4.95
100,000,001 - 500,000,000	13	0.15	2,486,611,142	16.87
50,000,0001 - 1,000,000,000	4	0.05	3,214,807,726	21.81
1,000,000,001 - 14,741,247,750	3	0.04	5,436,554,598	36.88
	8,476	100	14,741,733,802	100

5. Directors' interests in contracts

During the financial year, no contracts were entered into which directors or officers of the Bank had an interest and which significantly affected the business of the Bank.

6. Property, plant and equipment

There was no change in the nature of the property, plant and equipment of the Bank or in the policy regarding their use.

7. **Employment and Employees**

i) Employment of Disabled Persons

It is the policy of the Bank that there should be no discrimination in considering application for employment including those from disabled persons. All employees are given equal opportunities for self-development. As at 31 December 2024, there was no disabled person in the employment of the Bank.

ii) Health, Safety at Work and Welfare of Employees

The Bank enforces strict health and safety rules and practices at the work environment, which are reviewed and tested regularly.The Bank has retained Hospitals used by staff and immediate family members.

Fire prevention and fire-fighting equipment are installed in strategic locations within the Bank's premises, while occasional fire drills are conducted to create awareness amongst staff.

The Bank operates both a Bank Personal Accident and the Workmen's Compensation Insurance covers for the benefit of its employees. It also operates a contributory pension plan in line with the Pension Reform Act. Health and safety regulations are in force within the Bank's premises.

iii) Employee Involvement and Training

The Bank is committed to keeping employees fully informed as much as possible regarding the Bank's performance, progress and seeking.

8. **Donation and Charitable Gifts**

The Bank did not make contributions to charitable and non-political organisations during the year ended 31 December 2024 (31 December 2023: N0.1bn).

9. **Dividend**

The board of directors did not recommend the declaration of a dividend for the year.

10. **Acquisition of Own Shares**

The Bank did not acquire any of its shares during the year.

11. **Events after the reporting period**

The Director are not aware of any material event which occurred after the reporting date and up to the date of this report.

12. Going concern

The financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The Directors believe that the Bank has adequate financial resources to continue in operation for the foreseeable future and accordingly the financial statements have been prepared on a going concern basis. The Directors have satisfied themselves that the Bank is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The Directors are not aware of any new material changes that may adversely impact the Bank. The Directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the Bank.

We draw attention to the fact that at December 31, 2024, the Bank had accumulated losses of N. 117.55 billion and that the Bank's total liabilities exceed its assets by N. 59.56 billion

13. Auditors

Messrs. Sola Oyetayo & Co. (Chartered Accountants) have indicated their willingness to continue in office in accordance with Section 401 (2) of the Companies and Allied Matters Act, 2020.

Approval of financial statements

16 April 2025

Akachukwu Okechukwu
Company Secretary
FRC/2022/PRO/NBA/312604

Management's Report on the Assessment of Internal Control over Financial Reporting

The management of Aso Savings & Loans Plc is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, the Company's principal executive and principal financial officer, or persons performing similar functions, and effected by FCSL's Board of Directors, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the generally acceptable accounting principles (GAAP)..

ASO's Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records, that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorization of ASO Management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

However, because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Management has completed an assessment of the effectiveness of the Company's internal control over financial reporting as at 31 December 2023. In making the assessment, management used the "Internal control-integrated framework" (COSO 2013) promulgated by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

Based upon the assessment performed, management concluded that as at 31 December 2024 ASO's internal control over financial reporting was effective based upon the COSO 2013 framework. Additionally, based upon management's assessment, the Company determined that there were no material weaknesses in its internal control over financial reporting as of 31 December 2024.

The effectiveness of the Company's internal control over financial reporting as of 31 December 2024 has been audited by Sola Oyetayo & Co. an independent registered public accounting firm, as stated in their report, which appears herein.

16 April 2025

Risikatu Ladi Ahmed
Managing Director/CEO
FRC/2022/PRO/DIR/003/425244

Olugbenga Olaleru
Chief Financial Officer
FRC/2019/ICAN/00000019592

Certificate of Management's Assessment on Internal Control over Financial Reporting

We, (Managing Director) and (Chief Finance Officer) of Aso Savings & Loans Plc, certify that

a. We have reviewed the management's report on the assessment of internal control over financial reporting of Aso Savings & Loans Plc.

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

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

d. We:

   1. Are responsible for establishing and maintaining internal controls;
   2. Have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the company, is made known to us by others, particularly during the period in which this report is being prepared;
   3. Have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   4. Have evaluated the effectiveness of the company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.

e. We have disclosed, based on our most recent evaluation of the internal control system, to the company's auditors and the audit committee of the company's board of directors:

   1. There were no significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the company's ability to record process summarize and report financial information; and
   2. There were no fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control system.

f. We have identified, in the report, whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated this 16th day of April 2025

Risikatu Ladi Ahmed
Managing Director/CEO
FRC/2022/PRO/DIR/003/425244

Olugbenga Olaleru
Chief Financial Officer
FRC/2019/ICAN/00000019592

SOLA OYETAYO & CO.

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Lagos.
T +234 903 338 3028
e info@solaoyetayo.com
https://solaoyetayo.com
RC: KN-003392

Independent practitioner's report

To the Members of Aso Savings & Loans Plc

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

Our opinion

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

What we have performed

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

Basis for opinion

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

Definition and Limitations of Internal Control over Financial Reporting

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

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

Other matter

We also have audited, in accordance with the International Standards on Auditing, the financial statements of Aso Savings & Loans Plc and our report dated 17 April 2025 expressed an unqualified opinion.

Sola Oyetayo, FCA
FRC/2013//PRO/ICAN/004/00000000642
For : Sola Oyetayo & Co.
(Chartered Accountants)

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ASO SAVINGS & LOANS PLC.
RC No. 283162

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Independent Auditor's Report

To the Members of ASO Savings & Loans Plc

Report on the Audit of the Financial Statements

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of ASO Savings & Loan Plc as at December 31, 2024, and its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards, the requirements of the Companies and Allied Matters Act 2020, Bank and Other Financial Institutions Act 2020, and the Financial Reporting Council of Nigeria (Amendment) Act 2023

We have audited the Financial Statements of Aso Savings & Loans Plc comprising:

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the 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 International Code of Ethics for Professional Accountants (including International Independence Standards). i.e. the IESBA Code issued by the International Ethics Standards Board for Accountants. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

Material Uncertainty Related to Going Concern

We draw attention to Note 25 to the financial statements, which indicates that the Bank incurred a net profit of N.82.86 million during the year ended December 31, 2024 and, as of that date, the Bank's current liabilities exceeded its total assets by N.(59.56) billion. The note states that these events or conditions, along with other matters as set forth in Note 25 to the financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Bank's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, 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.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Key audit matter	How our audit addressed the key audit matter
Impairment of loans and advances – N6.68billion (2023:N6.61billion)	
The expected credit loss (ECL) on loans and advances to customers is considered a key audit matter due to the fact that the amount is material to the financial statements. The IFRS 9 'Financial Instruments' impairment methodology requires significant judgement in measuring expected credit loss (ECL). Therefore, significant judgement was exercised in the following areas: • the definition of default adopted by the company and determination of criteria used in assessing significant increase in credit risk (SICR); • determination of the key inputs used in determining the exposure at default (EAD); the 12- m o n t h probability of default (PD) and the Loss Given Default (LGD) which are key parameters used in the model; and • incorporation of macro-economic inputs and forwardlooking information into the ECL model. This is considered a key audit matter in the financial statements The gross total balance of loans and advances for the year ended December 31, 2024 was N15.60billion 2023:N15.80bllion) while the impairment allowance was N6.68billion (2023:N6.61billion)	We adopted a substantive approach in assessing the allowance for impairment made by the Bank. The following procedures were performed: • We checked that the company applied a default definition that is consistent with IFRS 9 qualitative default criteria and days past due indicator; • We evaluated the reasonableness of the Company's determination of significant increase in credit risk by checking that a lifetime ECL is recognised when credit risk has increased significantly (Stage 2), a lifetime ECL is recognised on impaired facilities (Stage 3) and a 12-month ECL (Stage 1) is recognised for facilities in Stage 1; • We reviewed the appropriateness of the exposure at default by checking whether relevant facility specific information have been incorporated in determining the EAD.; • We reviewed the reasonableness of the methodology used in modelling PD to assess its consistency with acceptable modelling techniques and, also testing the historical data inputs into the model for accuracy and completeness. • We evaluated the reasonableness of the Loss Given Default (LGD) by reviewing cash recoveries, collateral values along with assumptions and recovery rates; and

Key audit matter	How our audit addressed the key audit matter
	• We evaluated that the Company factored business cycle dependencies into ECL estimates by incorporating forward-looking information into the ECL parameters and checked the reasonableness of forward-looking information and multiple economic scenarios considered. We also checked the reasonableness of the scenario probability weight by performing independent computation and benchmarking scenario weights. We reviewed the IFRS 9 disclosures for reasonableness

Other Information

The Directors are responsible for the other information. The other information comprise Directors' Report, Statement of Corporate Responsibilities to the Financial Statements, Corporate Governance Report, Statement of Directors Responsibilities in relation to the Financial Statements, Report of the Audit Committee, Value Added Statement and Five-Year Financial Summary, but does not include the Financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the other sections of the Bank's Annual Report which are expected to be made available to us after that date.

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

Responsibilities of the Directors and those charged with governance for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards and the requirements of the Companies and Allied Matters Act 2020, Financial Reporting Council (Amendment) Act 2023, Bank and Other Financial Institutions Act 2020 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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.

Those charged with governance are responsible for overseeing the Bank financial reporting process.

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 judgement and maintain professional scepticism 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 Bank'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 any significant 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, actions taken to eliminate threats or safeguards applied.

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

Report on Other Legal and Regulatory Requirements

The Companies and Allied Matters Act 2020 and the Banks and Other Financial institutions Act 2020 require that in carrying out our audit we consider audit report of you on the following matters. We confirm that:

i. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

ii. The Bank has kept proper book of accounts, so far as appears from examination of those books and returns adequate for our audit have been received from branches not visited by us;

iii. The bank's statements of financial position and comprehensive income are in agreement with the books of accounts and returns;

iv. No penalty was paid in contravention of relevant circular issued by the Central Bank of Nigeria and the requirements of the Nigeria Stock Exchange is as disclosed in Note 27 to the financial statements

The information required by Central Bank of Nigeria Circular BSD/1/2004 on insider related credits is disclosed in note to the financial statements

Sola Oyetayo, FCA
FRC/2013//PRO/ICAN/004/00000000642
For : Sola Oyetayo & Co.
(Chartered Accountants)

INSTITUTE OF CHARTERED ACCOUNTANTS OF NIGERIA
ICAN
0673485

17 April 2025
Lagos, Nigeria

ASO Savings & Loans Plc

Statement of Profit or Loss and Other Comprehensive Income

	Note(s)	2024 N. '000	2023 N. '000
Interest income	2	1,342,618	1,156,139
Interest expense	3	(1,184,970)	(1,010,428)
Net interest Income		**157,648**	**145,711**
Net fee and commission income	4	5,966	38,437
Other income	5	292,313	215,884
Operating Income		455,927	400,032
Movement in credit loss allowances	6	(213,645)	(131,625)
Depreciation of property, plant and equipment	6	(25,571)	(32,099)
Personnel expenses	7	(933,955)	(932,722)
Gain on disposal of non-current asset held for sale	8	2,173,159	2,152,090
Other operating expenses	9	(1,347,994)	(1,343,157)
		(348,006)	(287,513)
Profit before taxation		**107,921**	**112,519**
Taxation	10	(25,062)	(23,387)
Profit for the year		**82,859**	**89,132**

The notes to the financial statements on pages 39 to 59 form an integral part of the financial statements.

ASO SAVINGS & LOANS PLC.
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ASO Savings & Loans Plc

Statement of Financial Position as at December 31, 2024

	Note(s)	2024 N. '000	2023 N. '000
Assets			
Cash and cash equivalents	11	915,956	250,551
Loans and advances	12	8,926,324	9,190,676
Other asset	14	4,513,234	8,375,881
Property, plant and equipment	15	2,375,343	2,046,583
Intangible assets		2,715	2,715
		16,733,572	19,866,406
Non-current assets held for sale	16	6,664,206	8,531,870
Total Assets		**23,397,778**	**28,398,276**
Equity and Liabilities			
Liabilities			
Balance with banks	17	13,170	13,170
Customers deposits	18	23,911,043	25,537,472
Borrowings	19	17,546,563	16,845,312
Current tax payable	20	49,124	34,375
Other liabilities	21	44,718,450	37,029,511
Total Liabilities		**86,238,350**	**79,459,840**
Equity			
Share capital	22	7,370,867	7,370,867
Reserves		47,335,922	47,404,019
Accumulated loss		(117,547,361)	(105,836,450)
		(62,840,572)	**(51,061,564)**
Total Equity and Liabilities		**23,397,778**	**28,398,276**

The financial statements and the notes on pages 23 to 62, were approved by the board of directors on the 16 April 2025 and were signed on its behalf by:

Risikatu Ladi Ahmed
Managing Director/CEO
FRC/2022/PRO/DIR/003/425244

Abdul Kofarsauri
Chairman
FRC/2023/PRO/DIR/003/128626

Additionally certified by:

Olugbenga Olaleru
Chief Financial Officer
FRC/2019/ICAN/00000019592

The notes to the financial statements on pages 39 to 59 form an integral part of the financial statements.

ASO Savings & Loans Plc

Statement of Changes in Equity

	Share capital	Regulatory Risk Reserve	Statutory reserve	Total reserves	Accumulated loss	Total equity
	N. '000	N. '000	N. '000	N. '000	N. '000	N. '000
Balance at January 1, 2023	**7,370,867**	**39,659,987**	**472,937**	**40,132,924**	**(86,106,482)**	**(38,602,691)**
Profit for the year	-	-	-	-	89,132	89,132
Other comprehensive income	-	-	-	-	-	-
Transfer between reserves	-	7,259,712	11,383	7,271,095	(7,271,095)	-
Prior year adjustments	-	-	-	-	(12,548,005)	(12,548,005)
Balance at January 1, 2024	**7,370,867**	**46,919,699**	**484,320**	**47,404,019**	**(105,836,445)**	**(51,061,559)**
Profit for the year	-	-	-	-	82,859	82,859
Transfer between reserves	-	(68,097)	-	(68,097)	68,097	-
Prior year adjustments	-	-	-	-	(11,861,872)	(11,861,872)
Balance at December 31, 2024	**7,370,867**	**46,851,602**	**484,320**	**47,335,922**	**(117,547,361)**	**(62,840,572)**
Note(s)	22	13				

The notes to the financial statements on pages 39 to 59 form an integral part of the financial statements.

ASO SAVINGS & LOANS PLC.
RC No. 283162

ASO Savings & Loans Plc

Statement of Cash Flows

	Note(s)	2024 N. '000	2023 N. '000
Cash flows from operating activities			
Profit / (Loss) before taxation		107,921	112,519
Adjustments for:			
Impairment losses		213,645	131,625
Depreciation		25,571	32,099
Gain on disposal of Investment property		(2,173,159)	(2,152,090)
Interest income		(1,342,618)	(1,156,139)
Interest expenses		1,184,970	1,010,428
Prior year adjustments		(11,861,872)	(12,548,005)
Change in operating assets and liabilities			
Net decrease in loans and advances		254,792	6,345,703
Other asset		3,392,153	(4,568,390)
Net decrease in customer deposit		(1,626,429)	(956,064)
Other liabilities		7,688,940	6,446,695
Cash used in operations		**(4,136,086)**	**(7,301,619)**
Interest received	23	1,352,178	2,718,704
interest paid	24	(1,203,015)	(1,010,034)
Tax paid		(10,313)	-
Net cash from operating activities		**(3,997,236)**	**(5,592,949)**
Cash flows from investing activities			
Purchase of property, plant and equipment	15	(354,330)	(3,191)
Sale of property, plant and equipment	15	25,849	-
Purchase of investment property		(1,914,238)	(908,243)
Sale of investment property		5,955,061	5,776,628

	Note(s)	2024 N. '000	2023 N. '000
(Purchase of) / Proceed from HTM Financial Assets		-	(205)
Sale of other asset		244,000	-
Net cash from investing activities		**3,956,342**	**4,864,989**
Cash flows from financing activities			
Cash inflow from borrowings		706,299	168,917
Net cash from financing activities		**706,299**	**168,917**
Total cash movement for the year		**665,405**	**(559,043)**
Cash at the beginning of the year		250,551	809,594
Total cash at end of the year	11	**915,956**	**250,551**

The notes to the financial statements on pages 39 to 59 form an integral part of the financial statements.

ASO Savings & Loans Plc

Notes to the Financial Statements

Corporate information

ASO Savings & Loan Plc ("the Mortgage Bank") is a public limited company incorporated and domiciled in Nigeria.

The address of the mortgage bank's registered office is Plot 266, FMBN Building, Cadastral Zone AO, Central Business District, Abuja. The Mortgage Bank was licensed to operate as a Mortgage institution in December 1996 and commenced operations in January 2007. It was converted to a Public Limited Bank on 22 September 2005 and its shares were listed in the Nigerian Stock Exchange on 25 April 2008.

The mortgage bank is principally engaged in mortgage banking. The financial statements for the year ended December 31, 2024 were authorised for issue in accordance with a resolution of the directors.

1. Summary of Material Accounting Policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

1.1 Basis of preparation

The financial statements of the mortgage bank have been prepared on the going concern basis in accordance with, and in compliance with, IFRS Accounting Standards issued and effective at the time of preparing these financial statements, the Companies and Allied Matters Act 2020 Banks and Other Financial Institutions Act 2020, Regulatory and Supervisory Guidelines for Primary Mortgage Institutions in Nigeria, the Financial Reporting Council of Nigeria (Amendment) Act 2023 and relevant Central Bank of Nigeria circulars.

The financial position have been prepared based on the order of liquidity.

a) Functional and presentation currency

These financial statements are presented in Nigerian Naira, which is the Mortgage Bank's functional currency. Except where indicated, financial information presented in Naira has been rounded to the nearest thousand.(N' 000)

b) Basis of measurement

The financial statements have been prepared on a historical cost basis except for Non-current assets held for sale which is measured at the lower of cost and fair value less cost to sell.

c) Use of estimates and judgements

The preparation of financial statements in line with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates

d) Fair value measurements

Financial assets and liabilities for which fair values are disclosed are listed below:

- Loans and advances
- Borrowings

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Bank.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Bank uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable input.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Bank determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Bank has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. The fair values determined closely approximate the carrying value.

The financial statements have been prepared on the historic cost convention, unless otherwise stated in the accounting policies which follow and incorporate the principal accounting policies set out below. They are presented in Nairas, which is the Bank's functional currency.

These accounting policies set out below have been applied consistently applied to all periods. presented in these financial statements.

1.2 Significant judgements and sources of estimation uncertainty

The preparation of financial statements in conformity with IFRS requires management, from time to time, to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Critical judgements in applying accounting policies

Management did not make critical judgements in the application of accounting policies, apart from those involving estimations, which would significantly affect the financial statements.

1.3 Property, plant and equipment

Property, plant and equipment are tangible assets which the Bank holds for its own use which are expected to be used for more than one year.

An item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the Bank, and the cost of the item can be measured reliably.

i) Recognition and measurement

The items of Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses. Initial measurement at cost includes all of the expenditure which is directly attributable to the acquisition or construction of the asset, including the capitalisation of borrowing costs on qualifying assets and adjustments in respect of hedge accounting, where appropriate. When significant parts of plant and equipment are required to be replaced at intervals, the entity depreciates them separately based on their specific useful lives

ii) Subsequent costs

Expenditure incurred subsequently for major services, additions to or replacements of parts of property, plant and equipment are capitalised if it is probable that future economic benefits associated with the expenditure will flow to the Bank and the cost can be measured reliably. Day to day servicing costs are included in profit or loss in the year in which they are incurred.

iii) Depreciation

Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the Bank. Leased assets are depreciated in a consistent manner over the shorter of their expected useful lives and the lease term. Depreciation is not charged to an asset if its estimated residual value exceeds or is equal to its carrying amount. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale or derecognised.

The useful lives of items of property, plant and equipment have been assessed as follows:

Item	**Depreciation method**	**Average useful life**
Buildings	Straight line	20years
Plant and machinery	Straight line	5 years
Furniture and office equipment	Straight line	5 years
Motor vehicles	Straight line	4 years
Computer equipment	Straight line	3 years

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

Impairment tests are performed on property, plant and equipment when there is an indicator that they may be impaired. When the carrying amount of an item of property, plant and equipment is assessed to be higher than the estimated recoverable amount, an impairment loss is recognised immediately in profit or loss to bring the carrying amount in line with the recoverable amount.

iv) Capital work in progress

Capital work in progress is not depreciated. Upon completion it is transferred to the relevant asset category

v) De-recognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its continued use or disposal. Any gain or loss arising from the derecognition of an item of property, plant and equipment, determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item, is included in profit or loss when the item is derecognised.

1.4 Financial instruments

Financial instruments held by the Bank are classified in accordance with the provisions of IFRS 9 Financial Instruments.

Broadly, the classification possibilities, which are adopted by the Bank, as applicable, are as follows:

Loans and advances at amortised cost

Classification

They have been classified in this manner because the contractual terms of these loans give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the Bank's business model is to collect the contractual cash flows on these loans.

Recognition and measurement

Loans and advances are recognised when the Bank becomes a party to the contractual provisions of the loan. The loans are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

The amortised cost is the amount recognised on the loan initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Impairment

Significant increase in credit risk

In assessing whether the credit risk on a loan has increased significantly since initial recognition, the Bank compares the risk of a default occurring on the loan as at the reporting date with the risk of a default occurring as at the date of initial recognition.

The Bank considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the counterparties operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information.

Irrespective of the outcome of the above assessment, the credit risk on a loan is always presumed to have increased significantly since initial recognition if the contractual payments are more than 30 days past due, unless the Bank has reasonable and supportable information that demonstrates otherwise.

By contrast, if a loan is assessed to have a low credit risk at the reporting date, then it is assumed that the credit risk on the loan has not increased significantly since initial recognition.

The Bank regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increases in credit risk before the amount becomes past due.

Definition of default

For purposes of internal credit risk management purposes, the Bank considers that a default event has occurred if there is either a breach of financial covenants by the counterparty, or if internal or external information indicates that the counterparty is unlikely to pay its creditors in full (without taking collateral into account).

Irrespective of the above analysis, the Bank considers that default has occurred when a loan instalment is more than 90 days past due unless there is reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write off policy

The Bank writes off a loan when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Loans written off may still be subject to enforcement activities under the Bank recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in statements of profit or loss.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default, taking the time value of money into consideration.

The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. The exposure at default is the gross carrying amount of the loan at the reporting date.

Lifetime ECL is measured on a collective basis in cases where evidence of significant increases in credit risk are not yet available at the individual instrument level. Loans are then grouped in such a manner that they share similar credit risk characteristics, such as nature of the loan, external credit ratings (if available), industry of counterparty etc.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

If the Bank has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Bank measures the loss allowance at an amount equal to 12 month ECL at the current reporting date, and visa versa.

An impairment gain or loss is recognised for all loans in profit or loss with a corresponding adjustment to their carrying amount through a loss allowance account. The impairment loss is included in other operating expenses in profit or loss as a movement in credit loss allowance (note 6).

Derecognition

Any gains or losses arising on the derecognition of a loan receivable is included in profit or loss in derecognition gains (losses) on financial assets at amortised cost.

Cash and cash equivalents

Cash and cash equivalents are stated at carrying amount which is deemed to be fair value.

Derecognition

Financial assets

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

Financial liabilities

The Bank derecognises financial liabilities when, and only when, the Bank obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Reclassification

Financial assets

The Bank only reclassifies affected financial assets if there is a change in the business model for managing financial assets. If a reclassification is necessary, it is applied prospectively from the reclassification date. Any previously stated gains, losses or interest are not restated.

The reclassification date is the beginning of the first reporting period following the change in business model which necessitates a reclassification.

Financial liabilities

Financial liabilities are not reclassified.

1.5 Tax

Income tax payable is calculated on the basis of the applicable tax law in the respective jurisdiction and it consists of Company Income Tax, Education tax, NITDEF tax and Nigeria Police Trust Fund levy. Company Income tax is assessed at a statutory rate of 30% of taxable profit. Education tax is computed as 2.5% of assessable profit, NITDEF tax is a 1% levy on Profit before tax of the Bank, and Nigeria Police Trust Fund Levy is 0.005% of Net profit.

Current income tax is recognised as an expense for the period except to the extent that current tax is related to items that are charged or credited in other comprehensive income or directly to equity. In these circumstances, deferred tax is charged or credit to other comprehensive income or to equity (for example, current tax on FVOCI).

Where the Bank has tax losses that can be relieved only by carrying it forward against taxable profits of future periods, a deductible temporary difference arises. Those losses carried forward are set off against deferred tax liabilities carried in the consolidated statement of financial position.

The Bank evaluates positions stated in tax returns; ensuring information disclosed are in agreement with the underlying tax liability, which has been adequately provided for in the financial statements. The Bank had determined that interest and penalties relating to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore are accounted for under IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

1.6 Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable, and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets and disposal groups are classified as held for distribution to owners when the entity is committed to distribute the asset or disposal group to the owners. This condition is regarded as met only when the distribution is highly probable and the asset (or disposal group) is available for immediate distribution in its present condition, provided the distribution is expected to be completed within one year from the classification date.

Non-current assets (or disposal groups) held for sale (distribution to owners) are measured at the lower of their carrying amount and fair value less costs to sell (distribute).

A non-current asset is not depreciated (or amortised) while it is classified as held for sale (held for distribution to owners), or while it is part of a disposal group classified as such.

Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale (distribution to owners) are recognised in profit or loss.

1.7 Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are recognised at par value and classified as 'share capital' in equity. Any amounts received from the issue of shares in excess of par value is classified as 'share premium' in equity. Dividends are recognised as a liability in the Bank in which they are declared.

1.8 Employee benefits

Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

Defined contribution plans

The Bank operates a defined contribution plan.

A defined contribution plan is a pension plan under which the Bank pays fixed contributions into a separate entity. The Bank has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. For defined contribution plans, the Bank makes contributions on behalf of qualifying employees to a mandatory scheme under the provisions of the Pension Reform Act.

The Bank has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available. For entities operating in Nigeria, the contribution by employees and the employing entities are 8% and 10% respectively of the employees' basic salary, housing and transport allowances. Entities operating outside Nigeria contribute in line with the relevant pension laws in their jurisdictions.

1.9 Revenue from contracts with customers

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Bank and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty

The following are specific accounting policy on revenue recognition for the Bank.

Interest income

Interest income and expense for all interest-bearing financial instruments, are recognised within 'interest income 'and 'interest expense' in the statement of profit or loss using the effective interest method. The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or liability (or, where appropriate, a shorter period) to the net carrying amount of the financial asset or liability. The effective interest rate is calculated on initial recognition of the financial asset and liability and is not revised subsequently.

Fees and commission

Fees and commission income (such as processing and management fees charged for assessing the financial position of the borrower, evaluating and reviewing guarantee, collateral and other security, negotiation of instruments' terms, preparing and processing documentation and finalising the transaction) and fees and commission expenses that are integral to the effective interest rate on a financial asset or liability are included in the measurement of the effective interest rate of financial assets or liabilities.. Other fees and commission income, including account servicing fees, placement fees, sales commission and syndication fees, are recognized as the related services are performed.

When a loan commitment is not expected to result in the draw-down of a loan, loan commitment fees are recognized on a straight-line basis over the commitment period.

Other fees and commission expense relates mainly to transaction and service fees, which are expensed as the services are received.

	2024 N. '000	2023 N. '000
2. Interest income		
Interest on loans and advances	1,298,749	1,155,132
Interest on cash and cash equivalents	43,869	1,007
	1,342,618	**1,156,139**
3. Interest expense		
Interest on deposit from customers	1,175,843	275,164
Interest on borrowings	9,127	735,264
	1,184,970	**1,010,428**
Interest on deposit from customers		
Interest expense - Corporate	1,132,001	228,024
Interest expense - Individual	43,842	47,140
	1,175,843	**275,164**
Interest on borrowings		
Interest to CBN- Financial accomodation	-	724,864
Interest to National Housing Fund	9,127	10,400
	9,127	**735,264**

	Note	2024 N. '000	2023 N. '000
4. Net fee and commission income			
Commission on turnover		377	1,035
Administrative and processing fees		4,071	866
Other fees and commissions		1,518	36,536
		5,966	**38,437**
5. Other income			
Gains (losses) on disposals, scrappings and settlements			
Gain on disposal of PPE		25,849	-
Other asset		22,464	15,745
Recoveries		244,000	200,139
		292,313	**215,884**
6. Operating profit			
Operating profit for the year is stated after charging (crediting) the following, amongst others:			
Depreciation and amortisation			
Depreciation of property, plant and equipment		25,571	32,099
Movement in credit loss allowances/(reversals)			
Trade and other receivables- write off		145,548	402,168
Loans and advances at amortised cost	12	68,097	(270,543)
		213,645	**131,625**
7. Personnel expenses			
Employee costs			
Salaries, wages and other benefits		911,933	911,606
Retirement benefit plans		22,022	21,116
		933,955	**932,722**

	2024 N. '000	2023 N. '000
Average number of persons employed during the year		
Administration	398	398

The table shows the number of employees (excluding directors) whose earnings during the year fell within the ranges shown below:

N.0 - N.150,000	165	165
N.150,001 - N.235,000	83	83
N.235,001 - N.325,000	61	61
N.325,001 - N.455,000	68	68
N.455,001 - N.580,000	9	9
N.580,001 and above	5	5
N.3,500,001 - N.4,500,000	2	2
Above N.4,500,000	5	5
	398	**398**

8. Gain on disposal of non-current asset held for sale

Gain on sale of investment	2,180,159	2,152,090
Investment property expenses	(7,000)	-
	2,173,159	**2,152,090**

9. Operating expenses

Auditors remuneration - external auditors	32,938	15,000
Bank charges	18,077	13,026
Consulting and professional fees	232,260	292,021
Debt recovery expense	25,452	22,215
Directors remuneration	46,168	10,127
Electricity & water	60,809	29,275
Entertainment	14,713	12,813
Insurance	4,059	150,854
Gift & donations	150	-
IT expenses	122,849	65,782

	2024 N. '000	2023 N. '000
Licencing	4,593	2,941
Magazines, books and periodicals	-	191
Marketing & advertising	251,211	253,718
Other expenses	19	-
Petrol and oil	97,076	90,463
Postage	1,340	926
Printing and stationery	5,237	4,975
Rent and rates	170,416	159,525
Repairs and maintenance	50,448	60,822
Security	98,975	72,649
Staff welfare	31,438	7,401
Subscriptions	7,732	7,269
Telephone and fax	8,111	7,460
Training	3,761	15,294
Industrial training fund	4,347	-
Travel - local	55,815	48,410
	1,347,994	**1,343,157**

10. Taxation

Major components of the tax expense

Current		
Local income tax - current period	25,062	23,387

11. Cash and cash equivalents

Cash on hand	3,563	551
Short-term deposits	912,393	250,000
	915,956	**250,551**

12. Loans and advances

Loans and advances are presented at amortised cost, which is net of loss allowance, as follows:

	2024 N. '000	2023 N. '000
12. Loans and advances (continued)		
Loan to corporate & other entities	15,279,969	15,291,451
Loan to individuals	1,208,968	1,384,183
Interest receivable	6,783,405	6,726,714
Interest in suspense	(7,669,030)	(7,602,779)
	15,603,312	15,799,569
Specific impairment	(6,671,909)	(6,604,238)
Collective impairment	(5,079)	(4,655)
	8,926,324	**9,190,676**

Classification of loans and advances by maturity profile

Within 12 months	1,296,987	1,390,682
Above 12 months	14,306,325	14,408,887
	15,603,312	**15,799,569**

Classification of loans and advances by category

Mortgage loans	1,605,695	1,692,803
Commercial real estate financing	3,748,268	3,748,768
Others	10,249,349	10,357,998
	15,603,312	**15,799,569**

Classification of loans and advances by Performance

Performing loan	352,513	247,458
Non-performing loan	15,250,799	15,552,111
	15,603,312	**15,799,569**

	2024 N. '000	2023 N. '000
Classification of Loans and Advances by Sector		
Real estate construction	5,353,963	5,441,571
Education	13,445	13,019
Healthcare	12,539	10,722
Others	10,223,365	10,334,257
	15,603,312	**15,799,569**

Classification of Loans and Advances by product line

Commercial Mortgage Equity Line of Credit	8,240,836	8,368,520
Commercial Mortgage	526,987	416,435
Commercial Real Estate	3,748,267	3,748,767
Consumer loans	10,189	10,363
Margin Loan	8,101	8,101
NHF Loans	351,040	395,981
Residential Line of Credit	1,911,036	1,911,235
Rental Advance	619	952
Retail Mortgage	440,695	586,802
Staff Loan	330,753	352,413
Rental Guarantee facility	34,789	-
	15,603,312	**15,799,569**

Movement in impairment allowances

2024	**2024**	**2023**	**Charge/(credit)**
Stage 1	2,815	3,925	(1,110)
Stage 2	2,266	730	1,536
Stage 3	6,671,909	6,604,238	67,671
	6,676,990	**6,608,893**	**68,097**

		2024 N. '000	2023 N. '000
2023	**2023**	**2022**	**Charge/(credit)**
Stage 1	3,925	8,066	(4,141)
Stage 2	730	1,154	(424)
Stage 3	6,604,238	6,870,216	(265,978)
	6,608,893	**6,879,436**	**(270,543)**

13. Statement of prudential adjustment

When CBN Prudential Provisions is greater than IFRS provisions; the excess provision should be transferred from the general reserve account to a "regulatory risk reserve". Where CBN Prudential Provisions is less than IFRS provisions, the excess provision should be transferred to the general reserve account from the non-distributable regulatory reserve to the extent of regulatory reserve previously recognized

As of December 31, 2024, the mandatory regulatory reserves decreased from N46.92 billion in 2023 to N46.85 billion in 2024. Consequently, an amount of N(0.07) billion was transferred to the regulatory reserve from the general reserve.

Figures in Naira		
Impairment Allowance as per IFRS 9 - Stage 2&3	(6,671,909)	(6,604,238)
Impairment Allowance as per IFRS 9 - Stage 1	(5,081)	(4,655)
	(6,676,990)	(6,608,893)
Loan Loss Provision as per CBN Guideline – Specific	53,526,180	53,526,180
Loan Loss Provision as per CBN Guideline – Collective	2,412	2,412
Required regulatory risk reserve at 31 December	**46,851,602**	**46,919,699**

Movement in regulatory risk reserve	**2024**	**2023**
At January 1	46,919,699	39,659,987
Transfer (to)/from Unappropritated Profit	(68,097)	7,259,712
At 31 December	**46,851,602**	**46,919,699**

	2024 N. '000	2023 N. '000
14. Other asset		
Restricted balances with FMBN	1,119	1,119
Account receivables	(88,150)	(88,750)
Prepayments	5,580	286
Estate development progress cost	5,513,025	9,254,106
Other receivables	(918,340)	(790,880)
Other non performing assets	12,261,573	12,261,573
	16,774,807	20,637,454
Specific impairment on other assets	(12,261,573)	(12,261,573)
	4,513,234	**8,375,881**

15. Property, plant and equipment

	2024			2023		
	Cost or revaluation	Accumulated depreciation	Carrying value	Cost or revaluation	Accumulated depreciation	Carrying value
Land	2,274,675	-	2,274,675	1,943,421	-	1,943,421
Buildings	262,264	(210,084)	52,180	262,264	(202,661)	59,603
Plant and machinery	85,511	(80,192)	5,319	85,511	(76,608)	8,903
Furniture and fixtures	554,525	(541,471)	13,054	553,444	(536,791)	16,653
Motor vehicles	291,693	(291,355)	338	318,375	(318,037)	338
IT equipment	740,115	(710,338)	29,777	718,120	(700,455)	17,665
Total	**4,208,783**	**(1,833,440)**	**2,375,343**	**3,881,135**	**(1,834,552)**	**2,046,583**

Reconciliation of property, plant and equipment - Bank

	Land	Building	Plant and machinery	Furniture & fixtures	Motor vehicles	IT equipment	Total
Cost							
At January 1, 2023	1,943,421	262,264	85,511	550,253	321,998	719,992	3,883,439
Additions	-	-	-	3,191	-	-	3,191
Disposals	-	-	-	-	(3,623)	(1,872)	(5,495)
At December 31, 2023	**1,943,421**	**262,264**	**85,511**	**553,444**	**318,375**	**718,120**	**3,881,135**
Additions	331,25	-	-	1,081	-	21,995	354,330
Disposals	-	-	-	-	(26,682)	-	(26,682)
At December 31, 2024	**2,274,675**	**262,264**	**85,511**	**554,525**	**291,693**	**740,115**	**4,208,783**
Depreciation							
At January 1, 2023	-	194,128	73,023	532,135	321,659	687,000	1,807,945
Disposals	-	-	-	-	(3,622)	(1,872)	(5,494)
Depreciation	-	8,533	3,585	4,655	-	15,326	32,099
At December 31, 2023	**-**	**202,661**	**76,608**	**536,790**	**318,037**	**700,454**	**1,834,550**
Disposals	-	-	-	-	(26,682)	-	(26,682)
Depreciation	-	7,423	3,584	4,681	-	9,883	25,571
At December 31, 2024	**-**	**210,084**	**80,192**	**541,471**	**291,355**	**710,337**	**1,833,439**

16. Non-current assets held for sale

Non-current assets held for sale	**2024**	**2023**
	N'000	**N'000**
Collaterised assets (properties)	6,664,206	8,531,870
Balance, beginning of year	8,531,870	11,248,165
Additions	1,914,238	908,243
Disposals	(3,781,902)	(3,624,538)
Balance, end of the year	**6,664,206**	**8,531,870**

17. Balance with banks

Current account with banks	13,170	13,170

18. Customers deposits

Heading		
Term deposits	3,872,682	4,121,725
Demand deposits	17,591,306	18,695,043
Savings	757,196	809,956
Corporate customers		
Term deposits	689,095	693,923
Current deposits	956,114	1,159,178
	23,866,393	25,479,825
Interest payable	44,650	57,647
	23,911,043	**25,537,472**

19. Borrowings

Held at amortised cost		
Financial accommodation from CBN	15,894,888	15,209,047
Interest payable to CBN	26,519	31,470
Loan from National Housing Fund	1,896,444	1,875,986
Interest payable to NHF	228,855	228,952
Loan from other banks	(500,143)	(500,143)
	17,546,563	**16,845,312**

20. Current tax

Opening balance	34,375	190,087
Provision for the year	25,062	23,387
(Over)/Under provision	-	(179,099)
	59,437	34,375
Payment	(10,313)	-
	49,124	**34,375**

	2024 N. '000	2023 N. '000
21. Other liabilities		
Financial instruments:		
Trade payables	11,945,329	16,646,754
Sale of Federal Government Houses	6,676,755	6,175,301
Deposit for shares	4,914,789	4,914,789
Accruals	1,593,391	1,587,951
Liability for defined contribution scheme	15,418	37,406
Liability for defined benefits plans	140,314	140,314
Sundry liabilities	19,424,206	7,251,868
Non-financial instruments:		
Deposit for properties by off-takers	8,248	275,128
	44,718,450	**37,029,511**
Financial instrument and non-financial instrument components of trade and other payables		
At amortised cost	44,710,203	36,754,383
Non-financial instruments	8,248	275,128
	44,718,451	**37,029,511**
22. Share capital		
Issued		
Ordinary shares (14,741,733,802units @ 50k per share)	7,370,867	7,370,867
23. Interest received		
Interest receivable brought forward	6,726,714	6,171,775
Interest in suspense brought forward	(7,602,779)	(5,485,275)
Interest income for the year	1,342,618	1,156,139
Interest receivable carried forward	(6,783,405)	(6,726,714)
Interest in suspense carried forward	7,669,030	7,602,779
	1,352,178	**2,718,704**

	2024 N. '000	2023 N. '000
24. Interest paid		
Interest payable brought forward	(318,069)	(317,675)
Interest expense for the year	(1,184,970)	(1,010,428)
Interest payable carried forward	300,024	318,069
	(1,203,015)	**(1,010,034)**

25. Going concern

The financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The Director believe that the Bank has adequate financial resources to continue in operation for the foreseeable future and accordingly the financial statements have been prepared on a going concern basis. The Director have satisfied themselves that the Bank is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The Directors are not aware of any new material changes that may adversely impact the Bank. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the Bank.

We draw attention to the fact that at December 31, 2024, the Bank had accumulated losses of N. 117.55 billion and that the Bank's total liabilities exceed its assets by N. 59.56 billion.

The ability of the Bank to continue as a going concern is dependent on a number of factors. The most significant of these is that the Director continue to procure funding for the ongoing operations for the Bank and that the subordination agreement referred to in note of these financial statements will remain in force for so long as it takes to restore the solvency of the Bank.

26. Financial instruments and risk management

Financial risk management

Overview

The Bank is exposed to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk (interest rate risk).

The board of directors has overall responsibility for the establishment and oversight of the Bank's risk management framework. The board has established the risk committee, which is responsible for developing and monitoring the Bank's risk management policies. The committee reports quarterly to the board of directors on its activities.

The Bank's risk management policies are established to identify and analyse the risks faced by the Bank, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Bank's activities.

The Bank audit committee oversees how management monitors compliance with the risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Bank. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee and the risk committee.

Credit risk

Credit risk is the risk of financial loss to the Bank if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Bank is exposed to credit risk on loans and advances, debt instruments at fair value through other comprehensive income net decrease in loans and advances, contract receivables, lease receivables, cash and cash equivalents, loan commitments and financial guarantees.

Credit risk for exposures other than those arising on cash and cash equivalents, are managed by making use of credit approvals, limits and monitoring. The Bank only deals with reputable counterparties with consistent payment histories. Sufficient collateral or guarantees are also obtained when necessary. Each counterparty is analysed individually for creditworthiness before terms and conditions are offered. The analysis involves making use of information submitted by the counterparties as well as external bureau data (where available). Counterparty credit limits are in place and are reviewed and approved by credit management committees. The exposure to credit risk and the creditworthiness of counterparties is continuously monitored.

Credit risk exposure arising on cash and cash equivalents is managed by the group through dealing with well-established financial institutions with high credit ratings.

Credit loss allowances for expected credit losses are recognised for all debt instruments, but excluding those measured at fair value through profit or loss. Credit loss allowances are also recognised for loan commitments and financial guarantee contracts.

In order to calculate credit loss allowances, management determine whether the loss allowances should be calculated on a 12 month or on a lifetime expected credit loss basis. This determination depends on whether there has been a significant increase in the credit risk since initial recognition. If there has been a significant increase in credit risk, then the loss allowance is calculated based on lifetime expected credit losses If not then the loss allowance is based on 12 month expected credit losses. This determination is made at the end of each financial period. Thus, the basis of the loss allowance for a specific financial asset could change year on year.

Management apply the principle that if a financial asset's credit risk is low at year end, then, by implication, the credit risk has not increased significantly since initial recognition. In all such cases, the loss allowance is based on 12 month expected credit losses. Credit risk is assessed as low if there is a low risk of default (where default is defined as occurring when amounts are 90 days past due). When determining the risk of default, management consider information such as payment history to date, industry in which the customer is employed, period for which the customer has been employed, external credit references etc. In any event, if amounts are 30 days past due, then the credit risk is assumed to have increased significantly since initial recognition. Credit risk is not assessed to be low simply because of the value of collateral associated with a financial instrument. If the instrument would not have a low credit risk in the absence of collateral, then the credit risk is not considered low when taking the collateral into account. Trade receivable and contract assets which do not contain a significant financing component are the exceptions and are discussed below.

Where necessary, the assessment for a significant increase in credit risk is made on a collective basis. Management typically adopt this approach when information relevant to the determination of credit risk is not available on an individual instrument level. Often, the only information available on individual instruments which could indicate an increase in credit risk, is "past due" information. It is typical that more forward-looking information is generally more readily available on a collective basis. Therefore, making the determination on a collective basis, helps to ensure that credit loss allowances are determined on the basis of lifetime expected credit losses before they reach the point of being past due. Forward looking, macro-economic information is applied on a collective basis when it is readily available without undue cost or effort. When loss allowances are determined on a collective basis, management determines the loss allowances by grouping financial instruments on the basis of shared credit risk characteristics.

For trade receivables and contract assets which do not contain a significant financing component, the loss allowance is determined as the lifetime expected credit losses of the instruments. For all other trade receivables, contract assets and lease receivables, IFRS 9 permits the determination of the credit loss allowance by either determining whether there was a significant increase in credit risk since initial recognition or by always making use of lifetime expected credit losses. Management have chosen as an accounting policy, to make use of lifetime expected credit losses. Management does therefore not make the annual assessment of whether the credit risk has increased significantly since initial recognition for trade receivables, contract assets or lease receivables.

Liquidity risk

The Bank is exposed to liquidity risk, which is the risk that the Bank will encounter difficulties in meeting its obligations as they become due.

The Bank manages its liquidity risk by effectively managing its working capital, capital expenditure and cash flows. The financing requirements are met through a mixture of cash generated from operations and long and short term borrowings. Committed borrowing facilities are available for meeting liquidity requirements and deposits are held at central banking institutions.

2024

		Carrying amount
Non-current liabilities		
Borrowings	19	17,546,563
Current liabilities		
Trade and other payables		44,710,203
		(62,256,766)

2023

		Carrying amount
Non-current liabilities		
Borrowings	19	16,845,312
Current liabilities		
Trade and other payables	21	36,754,383
		(53,599,695)

Interest rate risk

Fluctuations in interest rates impact on the value of investments and financing activities, giving rise to interest rate risk.

The debt of the Bank is comprised of different instruments, which bear interest at fixed interest rates.

27. Contraventions

During the year, the Bank contravened certain provisions of the Revised Guidelines for Primary Mortgage Banks in Nigeria, certain Central Bank of Nigeria circular and the requirements of Nigeria Stock Exchange as follows:

S/No	Ratio	Regulatory Maximum Limit	Regulatory Minimum Limit	Disclosed Penalties for Non-Compliance
1	Regulatory Capital	N/A	N5bn	Revocation of license
2	Liquidity Ratio	N/A	20%	Not expressly stated
3	Cash Reserve Ratio	N/A	2%	Not expressly stated
4	Capital Adequacy Ratio [CAR]	N/A	10%	Not expressly stated
5	Mortgage Assets to Total Assets Ratio	N/A	50%	Not expressly stated
6	Mortgage Assets to Loanable Funds Ratio	N/A	60%	Not expressly stated
7	Mortgage Assets in Residential Mortgages	N/A	75%	Not expressly stated
8	Real Estate Construction Finance to Total Assets	25%	N/A	Not expressly stated
9	Late submission of audited annual accounts			A fine of N300,000 for each month during which default occurs
10	Failure to publish annual accounts			A fine of N500,000 for non-publication and thereafter publish in a newspaper

28. Related parties

Relationships

Members of key management	Name Name

Key management personnel is defined as the Bank's executive and non-executive directors, including their family members and any entity over which they exercise control. Close members of family are those family members who may be expected to influence, or be influenced by that individual in their dealings with the Bank.

Compensation to directors and other key management		
Short-term employee benefits	-	161,875
Post-employment benefits - Pension - Defined contribution plan	-	7,729
	-	**169,604**

Other National Disclosure

ASO SAVINGS & LOANS PLC. RC No. 283162

ASO Savings & Loans Plc

Value Added Statement

	2024 N. '000	2024 %	2023 N. '000	2023 %
Value Added				
Value added by operating activities				
Revenue	1,342,618		1,156,139	
Bought - in materials and services	(359,804)		(201,495)	
Net fee & commission	5,966		38,437	
Other income	292,313		215,884	
Value Added	**1,281,093**	**100**	**1,208,965**	**100**
Value Distributed				
To Pay Employees				
Salaries, wages, medical and other benefits	933,955		932,722	
	933,955	**73**	**932,722**	**77**
To Pay Government				
Taxation	25,062		23,387	
	25,062	**2**	**23,387**	**2**
To be retained in the business for expansion and future wealth creation:				
Value reinvested				
Depreciation, amortisation and impairments	239,216		163,724	
	239,216	**19**	**163,724**	**14**
Value retained				
Profit for the year	82,860		89,134	
	82,860	**6**	**89,134**	**7**
Total Value Distributed	**1,281,093**	**100**	**1,208,967**	**100**

ASO SAVINGS & LOANS PLC. RC No. 283162

ASO Savings & Loans Plc

Five Year Financial Summary

	2024 N. '000	2023 N. '000	2022 N. '000	2021 N. '000	2020 N. '000
Statement of Financial Position					
Assets					
Cash & Cash Equivalents	915,956	250,551	809,594	2,687,640	263,880
Loan and advances	8,926,324	9,190,676	16,826,402	15,635,823	15,181,280
Other assets	4,513,234	8,375,881	3,807,491	5,782,773	6,706,880
Property, plant and equipment	2,375,343	2,046,583	2,075,494	1,688,146	1,689,661
Intangible assets	2,715	2,715	2,715	-	-
	16,733,572	19,866,406	23,521,696	25,794,382	23,841,701
Non current Assets held for sale	6,664,206	8,531,870	11,248,165	8,944,412	9,115,588
Total assets	**23,397,778**	**28,398,276**	**34,769,861**	**34,738,794**	**32,957,289**
Liabilities					
Balance with Banks	13,170	13,170	13,170	13,170	13,241
Customers' deposits	23,911,043	25,537,472	26,488,584	27,840,623	26,608,414
Borrowings	17,546,563	16,845,312	16,097,895	15,311,641	20,825,034
Current tax	49,124	34,375	190,087	170,698	169,623
Other liabilities	44,718,451	37,029,511	30,582,815	30,382,598	28,536,549
Total liabilities	**86,238,351**	**79,459,840**	**73,372,551**	**73,718,730**	**76,152,861**
Equity					
Share capital	7,370,867	7,370,867	7,370,867	7,370,867	7,370,867
Reserves	47,335,922	47,404,019	40,132,924	26,899,168	27,886,347
Accumulated loss	(117,547,362)	(105,836,450)	(86,106,481)	(73,249,971)	(78,452,786)
Total equity	**(62,840,572)**	**(51,061,564)**	**(38,602,690)**	**(38,979,936)**	**(43,195,572)**
Total equity and liabilities	**23,397,778**	**28,398,276**	**34,769,861**	**34,738,794**	**32,957,289**

ASO SAVINGS AND LOANS PLC
SHARE CAPITAL HISTORY

	Authorized Share Capital		Issued/Paid Up Share Capital		
Date	**Increase**	**Cumulative**	**Increase**	**Cumulative**	**Remarks**
09/11/95	-	40,000,000	16,000,000	16,000,000	Cash
21/08/96	-	40,000,000	4,125,000	20,125,000	Cash
27/10/98	-	40,000,000	10,000,000	30,125,000	Cash
31/03/99	110,000,000	150,000,000	6,139,000	36,264,000	Cash
31/03/00	-	150,000,000	11,092,000	47,356,000	Cash
31/03/01	-	150,000,000	6,958,661	54,314,661	Cash
04/02/02	-	150,000,000	52,924,969	107,239,630	Bonus
31/03/06	350,000,000	500,000,000	-	107,239,630	-
29/06/06	-	500,000,000	-	107,239,630	-
03/08/06	200,000,000	700,000,000	-	107,239,630	-
27/09/06	2,000,000,000	2,700,000,000	2,000,000,000	2,107,239,630	Cash/Private Placement
27/09/06	2,300,000,000	5,000,000,000	2,232,334,708	4,339,574,338	Cash/Private Placement
12/02/08	5,000,000,000	10,000,000,000	-	8,679,148,676	Stock Split to 50k par value
14/12/11	10,000,000,000	20,000,000,000	-	8,679,148,676	-
04/09/13	-	20,000,000,000	6,062,585,126	14,741,733,802	Cash/Rights Issue

As at 31st December, 2024, the Authorized Share Capital of the Company is **N10,000,000,000** comprising of **N20,000,000,000** ordinary shares of **50 Kobo** each while the fully paid-up Share Capital is **N7,370,866,901** made up of **14,741,733,802** ordinary shares of **50 Kobo** each.

PROXY FORM

18th – 27th Annual General Meeting of ASO Savings and Loans Plc to be held virtually on Monday, 30th June, 2025 at 11:00am

Please indicate with X in the appropriate Space how you wish your vote to be cast on the resolutions set out below

I/We…………………………………

……………………………………..

……………………………………..

……………………………………..

Being a member (s) of ASO SAVINGS AND LOANS PLC hereby appoint

……………………………………..

……………………………………

……………………………………..

or failing him/her, the Chairman of the meeting

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 30th June, 2025 and at any adjournment or reschedule thereof

Dated this … …………day

of………...............................2025

……………………………………

Shareholder's Signature

	RESOLUTIONS	FOR	AGAINST
1	To receive and consider the Audited Financial Statements for the Financial Years ended 31st December 2015 – 31st December 2024		
2	To re-elect Directors in place of those retiring by rotation from 2015 - 2024: a. Abdul S. Kofarsauri.		
	b. Henry Semenitari		
	c. Isiyaku Ismaila		
	d. Risikatu Ahmed		
	e. Maureen Tamuno		
3	To ratify the appointment of Director -. Maureen Tamuno		
4	To ratify the appointment of Sola Oyetayo & Co as the External Auditor of the Company, successively for the years ended 31st December 2016 to 31st December, 2024 and to re-appoint Sola Oyetayo & Co as the External Auditor of the Company for the financial year ending 31st December, 2025		
5	To authorize the Directors to fix the remuneration of the External Auditor		
6	To disclose the remuneration of Managers of the Company.		
7	To elect Shareholders Representatives of the Statutory Audit Committee		
8	To consider and if deemed fit, pass the following as an ordinary resolution: To approve the remuneration of Non-Executive Directors.		
9	To consider and if deemed fit, pass the following as ordinary resolutions: a. To authorize the Directors of the Company, pursuant to Article 48 of the Company's Article of Association, to raise additional capital for the Company whether by way of rights issue, private placement, public offer, book building process or other methods, the issuance of corporate bonds in such size or volume, tranches, series or proportions, at such coupon or interest rates, within such maturity periods, and on such other terms and conditions including the provision of security for repayment as the Directors may deem fit or determine, subject to obtaining the approvals of the relevant regulatory authorities.		
	b. To authorize the Directors to enter into or execute any agreement, deeds, notices and any other documents as well as appoint such professional parties or advisers necessary for and/or incidental to effecting resolution 9(a) above.		
	c. To authorize the Directors to increase the share capital by such size and in such manner as well as make such allotments necessary, consequent and/or incidental to effecting resolution 9(a) above and make any further necessary or incidental modification to the memorandum and articles of association or any other necessary document or platform in this regard.		
10	To consider and if deemed fit, pass the following as special resolutions: a. That the 14,741,733,802 (Fourteen Billion, Seven Hundred and Forty One Million, Seven Hundred and Thirty Three Thousand, Eight Hundred and Two Naira) ordinary shares of 50 Kobo each in the share capital of the Company be consolidated at a ratio of three (3) existing shares into one (1) new share, resulting in 4,913,911,267 (Four Billion, Nine Hundred and Thirteen Million, Nine Hundred and Eleven Thousand, Two Hundred and Sixty Seven) ordinary shares of 50 Kobo each with same rights and restrictions as the existing shares prior to the consolidation.		
	b. That the reduced share capital of ₦4,913,911,267 (Four Billion, Nine Hundred and Thirteen Million, Nine Hundred and Eleven Thousand, Two Hundred and Sixty-Seven Naira) divided into 9,827,822,535 (Nine Billion, Eight Hundred and Twenty-Seven Million, Eight Hundred and Twenty-Two Thousand, Five Hundred and Thirty-Five) ordinary shares of 50 kobo each pursuant to the resolution above be credited to the Company's share reconstruction reserve account.		
	c. That the Board of Directors be and are hereby authorized to take or direct as it may deem fit, all actions and steps that are considered necessary to give effect to the above resolutions 9 & 10 herein, including but not limited to engagement of necessary professional advisers, rounding adjustments to fractional shares, necessary alteration of the Memorandum and Articles of Association as well as all other steps and actions with the relevant regulatory bodies, courts or however required in furtherance of resolutions 9 & 10 herein		

NOTE:

1. This Form has been prepared to enable you to exercise your right to vote at the meeting. The proceedings will be accessible to all members virtually through the Link sent to the Shareholders' e-mail and made available on our website, www.asoplc.com.
2. Provision has been made on this form for the Chairman of the meeting to act as your proxy, but if you wish you may insert in the blank space on the form (marked) the name of any person whether a member of the Company or not who will attend the meeting and vote on your behalf instead of the Chairman of the meeting.
3. Please sign the proxy form and have it delivered at our registered office at Plot 266 FMBN Building, Central Business District, Abuja or with our Registrars, First Registrars & Investor Services Ltd at Plot 2, Abebe Village road, Iganmu, Lagos not less than 3 working days before the time of holding the Annual General Meeting.
4. If the shareholder is a corporate body, the proxy form should be signed by any duly authorized official and sealed with a common seal. In the case of joint holders, the signature of any one of them suffices but the names of all joint holders must be indicated.

ASO SAVINGS & LOANS PLC.
RC No. 238162

SHAREHOLDERS INFORMATION UPDATE FORM

Please complete this form and send to First Registrars & Investor Services Limited, Plot 2 Abebe Village Road Iqanmu, Lagos No 3 Jos Street. Opposite Sharon Ultimate Hotel, Area 3, Garki, Abuja or **ASO SAVINGS ANO LOANS PLC.** Plot 266. Cadastral Zone AO. Central Business District, Abuja.

Name:

RC number (Corporate Organizations Only):

Number of shares held at 50k each:

Email Address:

Telephone No(s):

Address:

Mailing Address (If different from the above):

Next of kin:

Bankers:

Account Number:

Shareholders signature 1. (Single Shareholder)

2 (Joint Corporate Account)

Note: if the shareholder is a corporate one, kindly impress company's seal or stamp

Affix Current Passport

(To be stamped by Bankers)

Write your name at the back of your passport photograph

FirstRegistrars
& INVESTOR SERVICES

E-DIVIDEND ACTIVATION FORM

Only Clearing Banks are acceptable

Instruction

Please complete all section of this form to make it eligible for processing and return to the address below.

This service costs N150.00 per approved mandate per company

The Registrar,
First Registrars & Investor Services Ltd.
2,Abebe Village Road,Iganmu
P. M. B. 12692 Lagos. Nigeria
Tel: 234-1-2799880, 2701078, 2701079.

I\We hereby request that henceforth, all my\our dividend Payment(s) due to me\us from my\our holdings in all the companies ticked at the right hand column be credited directly to my \ our bank detailed below:

Bank Verification Number

Bank Name

Bank Branch

Bank Address

Bank Account Number

Account Opening Date

Account Type (Tick) ☐ Current ☐ Savings

Shareholder Account Information

Surname First Name Other Names

Address :

City State Country

Previous Address (If any)

CHN (If any)

Mobile Telephone 1 Mobile Telephone 2

Email Address

Signature(s) Company's Seal

Joint\Company's Signatories

TICK	NAMES OF COMPANY	ACCOUNT NUMBER
	ABC TRANSPORT PLC	
	ACAP CANARY GROWTH FUND	
	AFRICAN DEVELOPMENT BANK BOND	
	AFRICAN PAINTS PLC	
	ARM DISCOVERY FUND	
	ARM AGGRESSIVE GROWTH FUND	
	ARM ETHICAL FUND	
	ASO-SAVINGS AND LOANS PLC	
	AUSTIN LAZ AND COMPANY PLC	
	BAYELSA STATE GOVERNMENT BOND	
	BANK PHB (KEYSTONE BANK LIMITED)	
	BOC GASES NIGERIA PLC	
	CADBURY NIGERIA PLC	
	CHAMS PLC	
	CORE INVESTMENT SCHEME (COINS)	
	CORE VALUE ACCOUNT (COVA)	
	CR SERVICES (CREDIT BUREAU) PLC	
	CROSS RIVERS STATE GOVT BOND	
	DAAR COMMUNICATIONS PLC	
	DEAP CAPITAL MANAGEMENT & TRUST PLC	
	DELTA STATE GOVT BOND	
	DUFIL PRIMA FOODS BOND	
	DV BALANCED FUND	
	FAMAD NIGERIA PLC	
	FBN FIXED INCOME FUND	
	FBN HERITAGE FUND	
	FBN MONEY MARKET FUND	
	FBN NIGERIA EUROBOND (USD) FUND	
	FBN NIGERIA SMART BETA FUND	
	FIDELITY BANK PLC	
	FIDELITY BANK PLC BOND	
	FORTIS MICROFINANCE BANK PLC	
	FRIESLANDCAMPINA WAMCO NIGERIA PLC	
	ELEME PETROCHEMICALS COMPANY COOPERATIVE INVESTMENT AND CREDIT SOCIETY LTD	
	JULI PHARMACY NIGERIA PLC	
	LAGOS STATE BOND 167.5 BILLION 2ND DEBT ISSUANCE PROGRAMME N80 BILLION 14.5% (SERIES 1 BOND)	
	LAGOS STATE GOVT BOND 167.5 BILLION 2ND DEBT ISSUANCE PROGRAMME N87.5 BILLION 13.5% (SERIES 2 BOND)	
	LAGOS STATE GOVT BOND (3RD) SERIES 2 TRANCHE 1 N46.37 BILLION	
	LAGOS STATE GOVT BOND (3RD) SERIES 2 TRANCHE 2 N38.77 BILLION	
	LAGOS STATE GOVT BOND (3RD) SERIES 2 TRANCHE 3 N6.91 BILLION	
	LAGOS STATE GOVT BOND (3RD) SERIES 2 TRANCHE 4 N5.336 BILLION	
	LEARN AFRICA PLC	
	LOTUS HALAL EQUITY EXCHANGE TRADED FUND	
	MRS OIL NIGERIA PLC	
	NIGERIA POLICE MORTGAGE BANK PLC	
	NIGERIAN BREWERIES PLC	
	OANDO PLC	
	ONDO STATE GOVT BOND	
	OYO STATE GOVT BOND	
	PARTNERSHIP INVESTMENT CO.PLC	
	PRESCO PLC	
	PRESTIGE ASSURANCE PLC	
	PZ-CUSSONS NIGERIA PLC	
	RAK UNITY PETROLEUM PLC	
	REDEEMED GLOBAL MEDIA COMPANY	
	STANBIC IBTC BANK PLC FLOATING RATE& FIXED RATE SUBORDINATED UNSECURED NOTES BOND TRANCHE A & B	
	STANBIC IBTC BOND FUND	
	STANBIC IBTC ETF 30 FUND	
	STANBIC IBTC ETF 40 FUND	
	STANBIC IBTC BALANCED FUND	
	STANBIC IBTC DOLLAR FUND	
	STANBIC IBTC ETHICAL FUND	
	STANBIC IBTC GUARANTEED INVESTMENT FUND	
	STANBIC IBTC HOLDINGS PLC	
	STANBIC IBTC IMAN FUND	
	STANBIC IBTC MONEY MARKET FUND	
	STANBIC IBTC NIGERIAN EQUITY FUND	
	STANDARD ALLIANCE INSURANCE PLC	
	UBA FIXED RATE SUBORDINATED UNSECURED NOTES BOND	
	UNION DIAGNOSTIC AND CLINICAL SERVICES PLC	
	UPDC REITS	
	VANTAGE BALANCED FUND (ACCUMULATED)	
	VANTAGE BALANCED FUND (INCOME)	
	VANTAGE GUARANTEED INCOME FUND	
	VALUEALLIANCE FUND	
	VETIVA FUND BOND	
	VETIVA GRIFFIN FUND	
	VETIVA S & P NIGERIAN SOVEREIGN BOND ETF	
	WEST AFRICAN ALUMINIUM PRODUCTS (WAAP)	
	ZAMFARA STATE BOND	