2022 ANNUAL REPORT

Group Annual Report & Financial Statements

SCAN ME

PEOPLE

TECHNOLOGY

SERVICE

Contents

01

Directors, Officers and Professional Advisers

Directors

Jim Ovia, CFR.	Chairman
Prof. Chukuka Enwemeka**	Non-Executive Director
Mr. Jeffrey Efeyini**	Non-Executive Director
Mr. Chuks Emma Okoh*	Non-Executive Director
Mr. Gabriel Ukpeh	Non-Executive Director/Independent
Engr. Mustafa Bello	Non-Executive Director
Dr. Al-Mujtaba Abubakar, MFR	Non-Executive Director/Independent
Dr. Omobola Ibidapo-Obe Ogunfowora	Non-Executive Director/Independent
Dr. Peter Olatunde Bamkole*	Non-Executive Director/Independent
Dr. Ebenezer Onyeagwu	Group Managing Director/CEO
Dr. Adaora Umeoji,OON****	Deputy Managing Director
Mr. Umar Shuaib Ahmed***	Executive Director
Dr. Temitope Fasoranti	Executive Director
Mr. Dennis Olisa***	Executive Director
Mr. Henry Oroh	Executive Director
Mrs Adobi Nwapa*	Executive Director
Mr. Akindele Ogunranti*	Executive Director

*Appointed to the Board effective 12 April 2022
**Retired from the Board effective 1 July 2022
***Retired from the Board effective 28 December 2022
****Retired from the Board effective 24 February 2023

COMPANY SECRETARY	Michael Osilama Otu
REGISTERED OFFICE	Zenith Bank Plc Zenith Heights Plot 84/87, Ajose Adeogun Street, Victoria Island, Lagos
AUDITOR	PricewaterhouseCoopers (PwC) Chartered Accountants Landmark Towers, 5B Water Corporation Road Victoria Island, Lagos
REGISTRAR AND TRANSFER OFFICE	Veritas Registrars Limited (formerly Zenith Registrars Limited) Plot 89 A, Ajose Adeogun Street, Victoria Island, Lagos

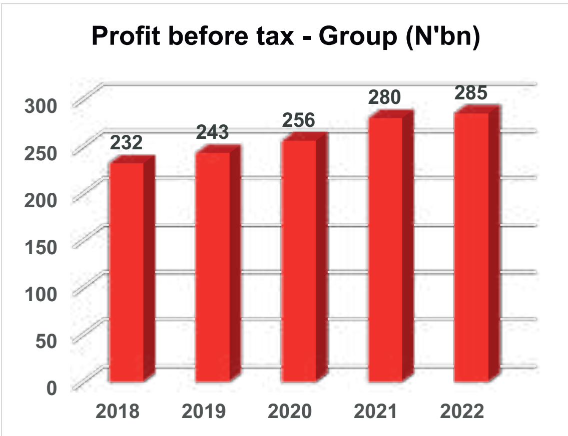
Results at a Glance/ Key Performance Indices

Financial Highlights

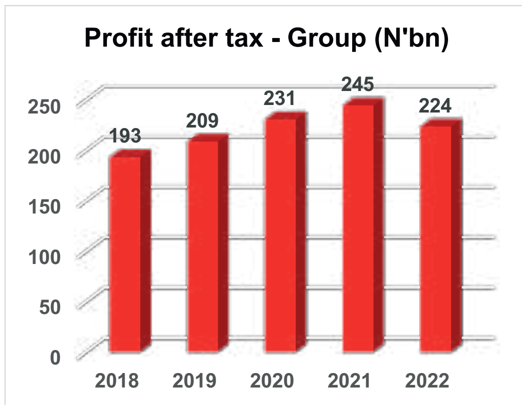
In millions of Naira	31-Dec-22	31-Dec-21	% Change
Income statement Highlights			
Interest and similar income	540,166	427,597	26%
Net interest income	366,627	320,804	14%
Impairment charge	(123,252)	(59,932)	106%
Operating income	624,342	569,907	10%
Operating expenses	(339,692)	(289,533)	17%
Profit before tax	284,650	280,374	2%
Profit after tax	223,911	244,558	-8%
Earnings Per Share (N)	7.14	7.78	-8%
Balance sheet Highlights			
Gross loans and advances	4,123,966	3,501,878	18%
Customers' deposits	8,975,653	6,472,054	39%
Total assets	12,285,629	9,447,843	30%
Shareholders' fund	1,378,940	1,279,662	8%
Key ratios			
Return on average equity (ROAE)	16.8%	20.4%	-18%
Return on average assets (ROAA)	2.1%	2.7%	-22%
Net Interest Margin (NIM)	7.3%	6.7%	9%
Cost of funds	1.9%	1.5%	27%
Cost of risk	3.2%	1.9%	68%
Cost-to-income	54.4%	50.8%	7%
Liquidity ratio	75.0%	71.6%	5%
Loan to deposit ratio	45.9%	54.1%	-15%
Capital adequacy ratio (CAR)	1.93%	21.0%	-6%
Non-performing loans	4.30%	4.19%	-53%

Group Financial Highlights

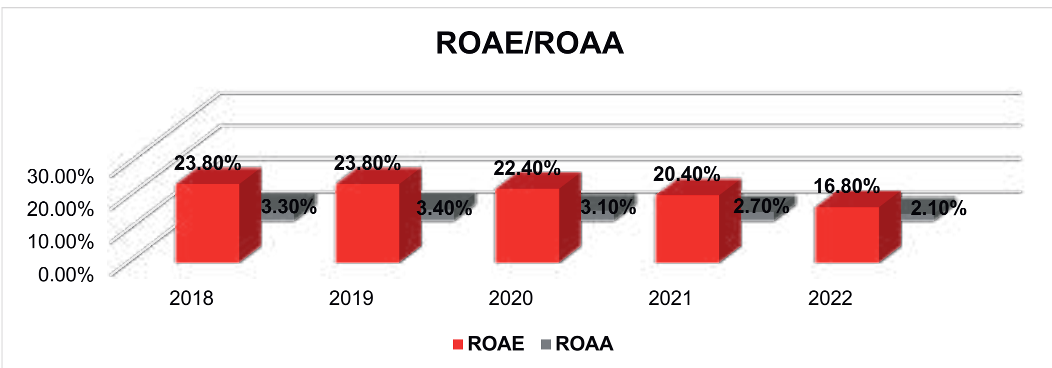
Marginal growth of 2% in PBT attributable to significant impairment charge on the back of debt restructuring programme in Ghana.



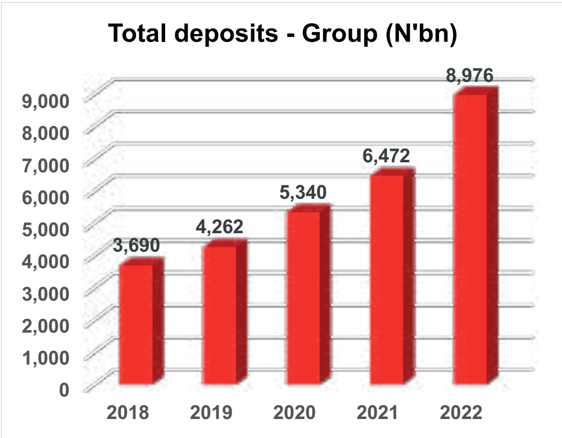
Profit after tax dropped by 8% due to increase in income tax expense from the Nigerian operations.



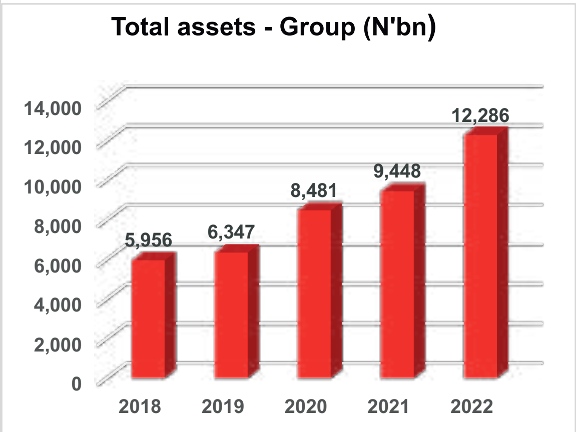
Return on Average Equity (RoAE) and Return on Average Asset (RoAA) dropped year-on-year on the back of drop in profit after tax (PAT), increased shareholders' funds and total assets.



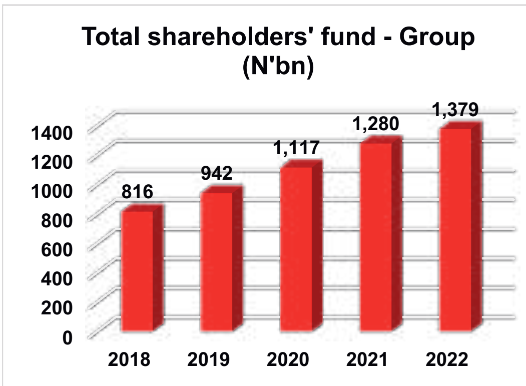
Total deposits grew by 39% (N2,504bn) reflecting public confidence in the Zenith brand. The funding mix was also rebalanced towards more stable retail deposits.



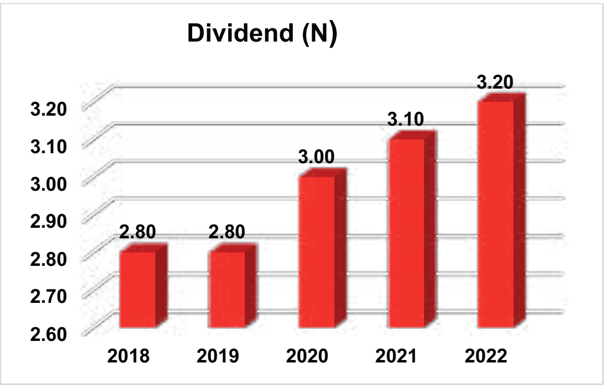
Total assets grew by 30% (N2,838bn) to close at N12.3trn enhancing the Group's revenue generating capacity.



Shareholders' funds grew year-on-year by 8% to N1,379bn providing adequate buffer for business expansion.



Consistent growth in dividend per share reflecting the Group's ability to deliver superior returns to shareholders.



Group Financial Highlights

	FYE 2022	FYE 2021	GROWTH
Number of Customers	28,987,074	18,698,586	55%
Number of Cards Issued	21,832,175	14,743,191	48%
Number of active POS Terminals	233,024	163,398	42%
Agents	93,271	75,827	23%
Number of ATM Terminals	2,108	2,086	1%
Number of Branches	446	443	1%

ON-BOARDING CHANNELS

- ZiVA
- USSD (*966*0*#)
- Zenith Mobile App
- www.zenithbank.com
- Zenith Bank ATMs
- Zenith Bank Branches
- Zenith Bank Agents

SHARE HOLDINGS

Number of Shareholders

645,562

PRODUCT INNOVATIONS

- QR Solutions
- Virtual Debit Card
- ZiVA on WhatsApp (07040004422)
- Emergency USSD Code (***966*911#**)
- Biometric ATM operations

SOCIAL MEDIA FOLLOWING

- 6,500,365
- 583,444
- 1,557,522
- 227,916
- 32,642,530 (views)

The Bank and its Subsidiaries

Zenith Bank Plc. (Parent)
Established: 1990
Branches: 396
2022 FYE PBT: ₦294.1Bn
Total deposits: ₦7,435Bn
Total assets: ₦10,571Bn
ROE: 21%
Staff strength: 6,704

Zenith Pension
Established: 2005
Branches: 2
Zenith ownership: 99%
2022 FYE PBT: ₦8.7Bn
Custody assets: ₦6,266Bn
Total assets: ₦28Bn
ROE: 25%
Staff strength: 113

Zenith Nominee
Established: 2018
Branches: 1
Zenith ownership: 99%
2022 FYE PBT: ₦267M
Custody assets: ₦514Bn
Total assets: ₦2.3Bn
ROE: 7%
Staff strength: 7

Gambia
Established: 2009
Zenith ownership: 99.96%
Branches: 7
2022 FYE PBT: ₦1.6Bn
Total deposits: ₦24Bn
Total assets: ₦34Bn
ROE: 17%
Staff strength: 149

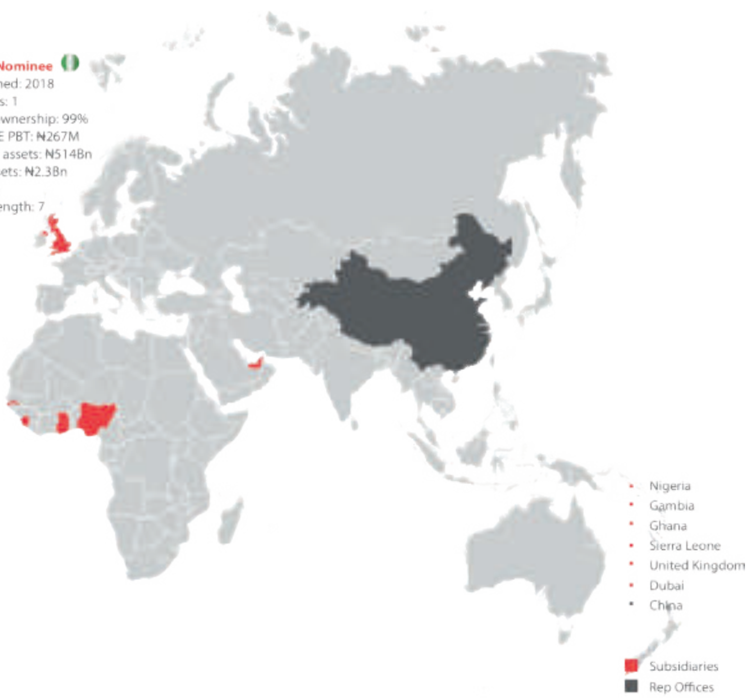
Ghana
Established: 2005
Zenith ownership: 99.42%
Branches: 30
2022 FYE PBT: ₦(27.8Bn)
Total deposits: ₦389Bn
Total assets: ₦446Bn
ROE: -29%
Staff strength: 701

Sierra Leone
Established: 2008
Zenith ownership: 99.99%
Branches: 7
2022 FYE PBT: ₦2.8Bn
Total deposits: ₦24Bn
Total assets: ₦31Bn
ROE: 32%
Staff strength: 139

United Kingdom
Established 2007
Zenith ownership: 100%
Branches: 2
2022 FYE PBT: ₦20.5Bn
Total deposits: ₦1,303Bn
Total assets: ₦1,446Bn
ROE: 13%
Staff strength: 137

UAE
Branch of Zenith UK
Established 2016
1 branch

China
Representative Office
Established 2011



People
01

At Zenith Bank , Our people are our most valuable asset. we attract, motivate and retain a highly talented pool of people from diverse backgrounds.

Technology
02

Technology is the core of the business strategy of Zenith Bank. We depoly global best innovative technology infrastructure.

Service
03

For us at Zenith Bank, the customer is the reason we are in business, and this is not a mere mantra. Exceptional service delivery is at the centre of our operations.

Introduction

Zenith Bank Plc has continued to win accolades both on the local and international fronts. Zenith Bank was recently named the Bank of the year by The Banker, Financial Times of London.

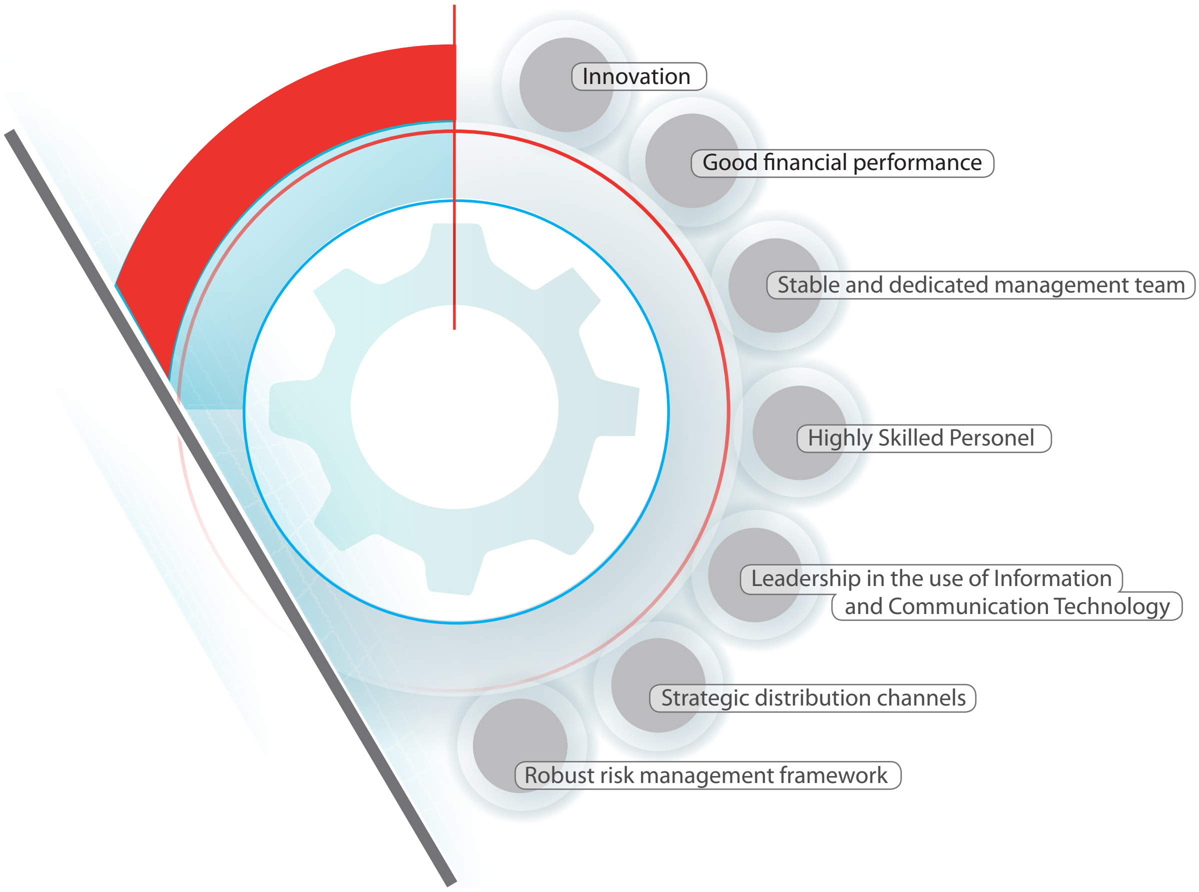
Zenith Bank is an international bank with operations in the United Kingdom, United Arab Emirates and three other West African countries apart from Nigeria, namely: Ghana, Sierra Leone, and The Gambia. In Nigeria, we have a strong franchise and reputation anchored on three pillars: people, technology, and service.

Within thirty-two years of its existence, Zenith Bank has demonstrated resilience irrespective of the business/economic cycle and witnessed growth in virtually all areas. Its growth is driven principally by strategic business focus and a robust risk management framework. The group has a stable and experienced management team that is well positioned for strong execution, leading to significant market share opportunities. The combined intellectual capital and dedication of the staff, Management and Board have shaped Zenith Bank into the world-class institution that it is today.

Over the years the Zenith Bank brand has become synonymous with leadership in the use of Information and Communication Technology (ICT) in banking and general innovation in the Nigerian banking industry.

The Bank has efficiently deployed its competitive edge of excellent customer services, size, brand name, branch network and customer reach, stable management as well as motivated workforce, strong capital and liquidity base in order to effectively compete in the Nigerian banking landscape. Today, Zenith Bank is easily associated with the following attributes in the Nigerian banking industry:

Corporate Profile & Strategy



Our Vision

"To build the Zenith brand into a reputable international financial institution recognized for innovation, superior customer service and performance while creating premium value for all stakeholders".

01

Our Mission

" establish a presence in all major economic and financial centres in Nigeria, Africa and indeed all over the world; creating premium value for all stakeholders".

02

Our Value

- Integrity
- Professionalism
- Excellence
- Ethics
- Commitment
- Transparency
- Service

03

Business Focus

Zenith Bank Group is a customer centric, innovation and technology enabled financial services organisation that is geared towards surpassing its customers' expectations. Zenith has clearly defined its strategic business focus and that forms basis of resource allocation.

The Group operations are managed through the following:

- Core business segments
- Operations outside Nigeria
- Operations in other sectors

a) Core Business Segments

The Bank's core business segments provide a broad range of banking products and services to both corporate and retail customers.

These business activities are conducted through the following business units:

- Institutional and Investment Banking
- Corporate Banking
- Commercial/SMEs
- Retail Banking
- Public Sector Banking

Institutional and Investment Banking

The Institutional and Investment Banking Unit (the "IIBU") manages the Group's business relationship with other banks, financial institutions, multilateral agencies, securities houses, insurance companies, asset management companies and other non-bank finance companies, private equity and venture funds. The IIBU also assists individuals, corporations, and governments in raising capital by underwriting and/or acting as the client's agent in the issuance of securities as well as assisting companies in mergers and acquisitions processes.

The unit through its Treasury sub unit provides ancillary services such as market- marking, derivatives trading, fixed income instruments, foreign exchange, commodities and equity securities and manages the group's correspondent banking relationships. The Treasury sub-group works closely with branches and various business focus groups as well as corporate customers and pension funds to deliver currency and fixed income solutions tailored specifically for their requirements. The

Treasury sub-group focuses on creating wealth while mitigating interest rate and foreign exchange risks for the Zenith Group and its customers. It offers the Group's customers a broad array of money market and foreign exchange services that enable them to carry out their business operations locally and internationally. The Treasury sub-group's activities are carried out through subsidiary four units: the Liability and Deposit Management Unit, Bonds Trading Unit, Foreign Currency Trading Unit and the Correspondent Banking Unit.

Corporate Banking

The Group's Corporate Banking business unit offers a wide variety of services to multinationals, large local conglomerates and corporate clients. The unit is focused on providing superior banking services and customized banking products to the top tier of the market. It is primarily focused on attracting, building and sustaining strong enduring relationships with its target market through the provision of innovative solutions together with excellent customer services to meet clients' banking needs.

It also looks at promoting the businesses of these corporate clients through the provision of services to the various stakeholders within the value chain of these corporate clients. This is aimed at building long-term relationships and partnership with our clients.

Corporate Profile & Strategy

Within Corporate Banking, industry specific desks or sub-units exist to facilitate the efficient and effective management of the relationships with the unit's corporate customers. These sub-units include;

i) Transport and Aviation,
ii) Conglomerates
iii) Breweries & Beverages
iv) Oil and Gas
v) Power, Infrastructure and Construction.
vi) Telecommunications and Fintechs

Commercial/SMEs

The Commercial/SME unit focuses on all small, medium and micro enterprises (MSMEs), and other commercial businesses which also includes all unincorporated entities (such as societies, clubs, churches, mosques etc).

It offers loans and advances in the form of overdrafts, import finance lines, term loans and leases to the customers especially those involved in the sales and distribution of fast moving consumer good items and key distributors to major manufacturing companies. Credit facilities offered by the unit are priced higher than those extended to corporate or institutional banking customers in order to compensate for the relatively higher risk.

The Group offers a wide range of generic banking services and products to meet the needs of the customers in this sub-sector. These include various lending and deposit products such as working capital lines (overdraft, invoice discounting, invoice/contract financing, stock financing, etc), lease finance lines, Bonds and Guarantee lines, current account, domiciliary accounts and fixed deposit accounts. Ancillary services rendered to this sub-sector include; local drafts issuance, local inter/intra bank funds transfers payroll services, bill payments, safe custody, duty/tax payments and remittances and so on. The group aims to build a value chain synergy between this sub-sector and the corporate banking clients thereby promoting businesses across the various business units.

SME grow my business

The Group's MSME business has continued to grow on the upward trajectory.

MSMEs remain the growth engine of any developing economy especially, contributing significantly to the Nigerian GDP. MSMEs therefore provide a huge base to deliver value innovation and offer compelling propositions and engagements for business growth and contribute more to National Development.

To achieve these and thereby fulfill this renewed commitment to support smaller businesses, the bank is collaborating with service providers, digital and technology companies in partnerships that focus on addressing the major challenges of this sector providing digital skills and sector-based trainings, offering business solutions and tools that help businesses find customers and build loyalty, access to business loans in a swifter manner as well as earn savings from discounted business expenses.

These in addition to the adoption of our **customized SME card**, enrollment on our electronic channels of **Zenith Mobile App, Corporate Internet Banking** and **e-collection solutions** gradually sets the tone for small businesses to commence own digital transformation, at their pace.

Also, within the year, leveraging on our partnership with Google, Zenith Bank trained 590 SME business owners in two separate cohorts on different subjects including – business growth strategies; digital marketing; increasing your sales, effective financial planning and pitching for success and certificates were duly awarded. In another collaborative efforts with Google, we visited 10 Universities within the year, where final year students were taught the act of entrepreneurship, brand building and how to own and run a successful enterprise and staying productive online In partnership with VISA, we launched the Zenith Bank SME Visa Business Card, a customized card solution embedded with several offerings including Business Expense Management, Card Controls features and other merchant solution offerings.

Within the year, we also launched our SME Arena, an avenue where platform owners and solution providers can showcase their various offerings to Zenith SME Business communities. We hope to build the SME Arena into a huge market place to serve as a catalyst to achieve the Bank's objective as a leading SME Bank in Nigeria.

Retail Banking

The Group's strategic objective is to become the leading retail bank in Nigeria. To this end, our key strategic drivers are; customer engagement and value innovation. The Group provides retail banking products and services through its extensive branch network and ever widening array of digital channels driven by cutting edge technology. The Group's retail strategy includes categorizing the retail market into two major broad segments namely; PRESTIGE (rich and affluent) and WAVE (retail affluent, core middle, and mass).

These two broad segments drive the Group's design of retail deposits products and services which range from standard to specialized savings, current, domiciliary and investment accounts.

Specialized products include the Zenith Children Accounts (ZECA), Individual Current and Savings Accounts, Easysave Classic and Premium Accounts (financial inclusion customers), Aspire Savings Accounts (tertiary institution students), Timeless Accounts (senior citizens) and Platinum and Gold Current Accounts (high net worth individuals) etc.

Also, the Group offers a wide range of digital products and services such as internet banking, mobile banking services (mobile app), *966 EazyBanking, Zenith Scan to Pay, EazyMoney etc. Furthermore, the Group offers other channels such as ATMs, cards and POS terminals which have been designed to meet the ever-changing needs of the retail segment of the banking industry.

In addition, the Group offers credit products including personal loans, advances, mortgages, asset finance, and credit cards through our traditional channels.

The Group recognizes that attracting, winning and retaining this segment of customers is through the development of customer value propositions (CVPs) unique to each customer sub-segment. To ensure effective delivery of these CVPs through branches as well as through digital channels, the Group employs advanced analytics to identify micro segments and customer spending patterns. Also, in order to maximize customer acquisition, customer growth and customer retention, the Group constantly carries out environmental scanning and closely monitors key trends in the retail industry.

The Bank has deployed agency banking services across the 36 states as well as 774 Local Government Areas of the federation to ensure the bank has a touch point at every location in the country. The Bank has on-boarded about 93,257 agents as at 31st December 2022. This is to service mostly customers who might not be able to visit a bank branch because of distance. These agents provide access to basic financial services such as account opening, cash-in, cash-out, bills payments and electronic transfers.

Also, the Group collaborates with selected Fintechs and Micro Finance Banks to make the Group's innovative products and services available to their customers and vice versa.

The Group regularly reviews its retail strategies to ensure efficient execution with a view to tracking key retail performance metrics on the journey to becoming the leader in the retail space in an ever-changing banking landscape.

The Group will continue to leverage on cutting edge technology to deliver best in class retail products and services that will be adapted to the digital demands of retail customers. The Group will also continue to enable market leading capabilities, developing best-in-class digital products and solutions as well as increasing speed to market supported by agility of innovation.

Public Sector Banking

The Public Sector Group (PSG) provides services to meet the banking needs of all tiers of government (Federal, State and Local Governments), ministries, departments and agencies, The focus of the PSG business is all institutions operating under the auspices of Government, including those within the executive, legislative and judiciary branches, and at the Federal, State and/or Local Government levels. Some of the products and services offered to the public sector include revenue collection schemes, cash management, deposit and investment, electronic payroll

Corporate Profile & Strategy

systems, offshore remittances and foreign exchange and project finance.

b) Operations outside Nigeria

The Group's overseas subsidiaries carry out banking operations, providing traditional banking products and services tailored to meet the needs of those customers who are either located in countries where the subsidiaries are based or who have a business presence in such locations. Each of the Group's overseas subsidiaries act as intermediary between the financially surplus and deficit units in their locations, offering a wide range of products and services to attract deposits and extend loans and advances. The Group's overseas subsidiaries include the following:

Zenith Bank UK Limited

Zenith Bank UK Limited ("Zenith UK") leverages on trade and investment flows between Nigeria and Europe to intermediary banking services which include post shipment finance, back-to-back letters of credit, standby letters of credit and contract guarantees. Zenith UK also provides facilities for working capital and capital expenditure directly to Nigerian borrowers through participation in syndicated loans. The subsidiary acts as the contact point for correspondent banking relationships with Nigerian and other West African banks by providing facilities for letter of credit confirmation and treasury products.

The operational mandate of Zenith UK also enables it to source deposits from institutions such as parastatals, corporate and institutional counterparties to support its funding needs. Through effective treasury management, Zenith UK trades in fixed income instruments which include government and institutional bonds and certificates of deposit. Zenith UK also has a wealth management unit which is dedicated to offering long-term investment advisory and wealth management solutions to its customers.

Zenith Bank West African Subsidiaries

Zenith Bank (Ghana) Limited, Zenith Bank (Sierra Leone) Limited and Zenith Bank (The Gambia) Limited make up our West African subsidiaries. They provide comprehensive trade services to major global corporations and medium sized enterprises operating in the region. With the support of the parent company and Zenith UK which operate an account with Citigroup, the West African subsidiaries have both a global reach and local market knowledge which allows them to provide high quality importing and exporting intermediary services to to their respective customers. Solutions are customized to each subsidiary's customers' needs, integrating letters of credit and other trade finance alternatives or products for an end-to-end trade proposition.

The West African subsidiaries source deposits from retail, corporate and institutional customers to support their respective funding needs. Each subsidiary also lends to customers in different sectors of their respective economies, through term loans, short term overdrafts, trade finance facilities and bonds and guarantees. Investment in fixed income instruments such as treasury bills, government and corporate bonds also form part of the banking activities carried out by each of the West African subsidiaries.

c) **Operations in other sectors**

The Group's Pension Custodian services business is conducted through Zenith Pension Custodians Limited ("Zenith Pensions") which offers pension management and custodian services to pension funds administrators (PFAs). As at 31 December 2022, total funds under its custody amounted to approximately N6,266 trillion. Zenith Pensions has 132 funds under its custody. The main service offerings provided by Zenith Pensions include; collecting pension contributions, paying beneficiaries from their respective retirement saving accounts, safe keeping of assets, managing real estate assets of the funds under its custody and the settlement of transactions in financial investments such as equities, bonds, and treasury bills. Zenith Pensions also provides administrative and record-keeping services to the funds under its custody on a day-today basis.

Zenith Nominees Limited provides nominees, trustees, administrators, and executorship services for non-pension assets. It started operations in 2018. As at 31 December 2022, total funds under its custody amounted to approximately N514 billion

Strategic objectives and service delivery

The strategic objectives of Zenith Bank remains the continuous improvement of its capacity to meet the customers' changing and increasing banking needs as well as sustain high quality growth in a volatile business environment through:

- Strategic and continuing investment in branch network expansion to reach out to existing and potential customers where digital technology alone is not adequate to meet this.
- Increasing investment in technology infrastructure that brings banking services to all nooks and crannies of the nation with the use of agents ensuring our banking services can reach the last mile.
- Continuous investment and deployment of state of the art technology and ICT platform
- Continue to seek, employ and retain the best personnel available
- Continuous investment in training and re- training of our personnel
- Maintain and reinforce our core customer service delivery charter
- Sustain strong profitability and ensure adequate Return on Equity (ROE)
- Remain conservative but innovative
- Sustain strong balance sheet size with adequate liquidity and capital base
- Sustain our brand and premium customer services
- Cautious and synergistic global expansion
- Remain customer service focused
- Continuous emphasis on use of technology as a competitive tool
- Maintain strong risk management and corporate governance practices Locally, branches will continue to be located at commercial business districts in all the state of the federation, taking into consideration the existence of the following:
- Commercial activities, enough to ensure that the branch breaks even within a year.
- Synergistic loop based on business line (i.e. ensuring that the branches are located in areas having similar business lines to facilitate needed synergy).
- Convenience to our customers.

Our international outlook will focus on consolidating our presence in our selected African and European markets while we continue to evaluate opportunities in other markets as well.

The key strategies that will be used to drive our vision and mission are as follows:

1. Continue to deliver superior and tailor- made service experience to all our customers at all times
2. Continue to develop deeper and broader relationship with all clients and strive to understand their individual and industry peculiarities with a view to developing specific solutions for each segment of our customer base
3. Continue to expand our operations by adding new distribution channels especially in the digital space
4. Consolidate our leadership as a banking service provider in Nigeria by continuing to build on long standing relationships, capabilities and the strength of our brand and reputation to drive our international business network expansion
5. Continually enhance our processing and systems platforms to deliver new capabilities and improve operational efficiencies and achieve economies of scale.

Corporate Profile & Strategy

6. Maintain strong risk management and corporate governance culture
7. Ensure proper pricing of our products and services
8. Increase our market share of retail banking customers and deploy our E-business tools and enhanced customer service
9. Develop compelling customer value proposition (CVP) for our various customer segments that ensures we can optimize our average revenue per customer.
10. Continuous investment in technology infrastructure that is essential to support our growing retail customer base and further strengthen our existing payment platforms to increase digital banking and respond appropriately to the cashless policy necessitated by the naira redesign.
11. Increasing corporate finance activities to boost fee income.
12. Leveraging on our existing branch network to drive our product delivery and deposit liability growth.
13. Leveraging on our understanding of specific trade and correspondent banking requirements to drive business relationships with banks and financial institutions in the West African sub region to encourage them to use our foreign subsidiaries for businesses they are currently transacting with other banks.
14. Generating more foreign exchange to support our trade business by focusing on non-oil export customers' business in view of the Central Bank of Nigeria's initiative to generate $200 billion from non-oil exports in three to five years.
15. Continue its leadership of the corporate banking business in its chosen territories, ensuring our customers receive best-in-class services and maximize returns of all stakeholders.
16. Our foreign subsidiaries will target companies that currently have trade partners in Nigeria and other locations where we have presence across the globe and process their trade transactions through the Zenith Bank network. This approach is aimed at encouraging cross border marketing and the routing of a portion of their international trade transactions through the Group. The idea is to demonstrate to the local companies that their relationship with Zenith Bank in their country and dealing with Zenith Bank in another country will be mutually beneficial.

    "Our Strategic Plan is part of a process of our development, and attempts to engender a commitment to continuous improvement, by focusing and harnessing the energies of everyone in the group. We believe that the concepts of strategic readiness, life-long learning and community engagement encourage and support quality in all aspects of the Bank's performance."
17. Investment in core banking infrastructure and other banking systems infrastructure to position the bank for the future as it expands and grows its business across the commercial and retail segments.
18. The lending businesses in all our subsidiaries will focus primarily on international and export trade transactions. It will involve discounting international trade bills for companies and also providing short-term credits to financial institutions that use the bank as their correspondent bank.

During the year the Bank hosted its second edition of the Zenith Bank Tech fair on the 22nd and 23rd November 2022, with the theme, "Future Forward 2.0". The major objective of the tech fair is to provide global and local technology brands the platform to showcase their leading and disruptive technologies. The Technology fair comprised of 3 major events namely, presentations and discussions by participants, tech exhibitions, and hackathon (christened "Zecathon").

Market and business strategy

The strategic objectives of the Group in the next five years include:

- to be amongst and remain one of the top tier banks in Africa in terms of profitability, balance sheet size, risk assets quality, financial stability, and operational efficiency.
- Exploring viable market entry/expansions into European and Sub-saharan African markets to further provide a bridge/platform for consummating our existing customers' transactions across Africa and Europe while also acquiring new customers in the new geographical regions.
- Creating a digital one-stop payment ecosystem that can service the payments and collection needs of our teaming MSMEs in the Sub-Saharan African markets.
- The Group will look to strengthen its retail banking business by consolidating on its retail banking transformation exercise which has significantly grown its retail banking revenue, deposit liabilities and risk assets and continue to obtain a significant share of the retail banking industry in Nigeria.
- Improving its capacity to meet its customers' changing and increasing banking needs as well as sustain high quality growth despite the volatile business environment.

Enhancing the Group's internal operating systems to reduce costs

The Group expects to continue its drive to deploy the latest innovations in banking technology in order to maintain its position at the forefront of the changing banking landscape in Nigeria. In addition, the Group will aim to enhance its systems and internal procedures, in order to be able to improve its levels of customer service by delivering improved operational capabilities and efficiencies, whilst at the same time achieving economies of scale.

The Group's increased deployment of digital channels and agency banking means more customers are able to carry out banking transactions without visiting its branches, thereby reducing operating costs. From an internal operating perspective, the Group has automated most of the operational activities, such as cheque confirmation and clearing processes, account opening processes, credit administration process and internal audit processes. These automated processes have started yielding results in the form of reduced turnaround times in all operational activities as well as a reduction in operating costs.

In addition to the above, other strategies that have been adopted to streamline our cost include:

Business Locations

As at 31 December 2022, the geographical spread of the Group's business locations is as follows:

Geographical Locations	Branches	Cash Centres	Non-Banking Operations
Federal Republic of Nigeria	396	155	3
Republic of Ghana	30	10	-
United Kingdom	2	-	-
Sierra Leone	7	1	-
The Gambia	7	7	-
China Representative Office	1	-	-
Total	**443**	**173**	**3**

Corporate Profile & Strategy

As shown above, the Group also has 188 off- site locations, strategically located in various commercial centres around Nigeria and the African countries in addition to its network of branches. These off-site locations comprise small business offices such as kiosks/cash offices and are located in the airports, university campuses, large shopping malls or the premises of core customers of the Group. These off-site locations only offer deposit taking services and would eventually diminish in number as the CBN fully implements several cashless policies such as the e Naira launched in October 2021. However, we expect an increase in e-centres where various electronic transactions can be consummated as well as agents for its financial inclusion customers.

ATM network

The Group has a total of 2,108 ATM at strategic locations such as airports, university campuses, large shopping malls and premises of large manufacturing firms employing large numbers of workers. Due to collaboration and shared services arrangements which the Bank has with other banks, ATM cards issued by the Bank are accepted by the ATM machines of other institutions.

Collaborating with training companies to redesign our training needs into an electronic format that allows it to be deployed electronically to all our staff (by so doing de-emphasizing classroom and physical trainings) and thereby improving efficiency and lowering training costs, power and energy costs. The Bank also collaborates with other card issuing agencies to offer internationally recognised cards, such as MasterCard, Visa and Verve, in different currencies to their customers.

Distribution Channels

Other distribution channels which the Group uses include electronic and digital channels which offers products and services, including electronic fund transfers at points of sale (POS), telephone banking, internet banking, visa telebanking, mobile banking, agency banking and the Group's call centres. Furthermore, in addition to being able to use its branches, ATMs and the network of third party ATMs available throughout Nigeria under arrangements between the Bank and third party vendors, the Group's customers are currently entitled to use the Bank's card products to pay for goods and services at trade service outlets throughout Nigeria and also online shopping. The Group has invested significantly in software which enables electronic product platforms to interface with core banking applications, hardware to enable data storage and to improve processing speed and in training of its IT staff. [The Group has also developed electronic delivery systems in order to implement multiple delivery channels to its customers, including its ATM networks, on mobile devices and over the internet.] The Group's range of internet and mobile banking products and services offer customers services such as collections and remittances of bills (including utility bills), real time internet banking, purchase of mobile phone airtime, funds transfers, cheque requisitions and confirmations, balance enquiries, transfer of/ receipt of funds between Visa Credit Cards and Prepaid Cards, and statement services.

Specific electronic products offered by the Group include:

- **Zenith Scan to Pay** – This is a quick response (QR) code solution which involves customers scanning merchants QR displayed in their stores or on their websites using a smart device.

- ***966*911#** – This is a distress code to be dialed by Zenith customers to automatically block their accounts where customers' smart phones has been stolen or privacy details have been compromised.

- ***966*60#** – This allows you to perform other self service. These include retrieve card PIN, Block Cards, manage card less withdrawal, select preferred USSD account to debit, perform transaction above N100k via USSD subject to signing an indemnity, activate agent banking activities i.e cash in and cash out and perform USSD on POS.

- **USSD on POS** – This allows customers to make payments at merchant stores using *966# EazyBanking even without their payment cards (debit, credit, prepaid)

- **Corporate i-Bank** - a secure online solution that allows corporate customers to carry- out banking transactions on the internet.

- **Zenith Payroll (Branch i-Bank)** – automates the [end-to-end] payroll process of the Group's customers which eliminates the manual processes involved in the generation of monthly payroll while also remitting funds electronically to staff accounts. The platform provides, database backup, payroll reports, customization option, secure payment authorization and salary payments.

- **Xpath** (Customised Branch Collections) allows customers to collect or receive remittance from their key distributors and customers through any branch of the Group. The platform also enables customers to capture specific information relating to their account. Other features of the product include the provision of electronic receipts, PIN Vending and direct integration.

- **Internet Banking** - a real-time solution that provides customers with access to their account 24 hours a day, 7 days a week via the internet.

- **GlobalPay** - a convenient, flexible and secure platform for receiving payments through the internet. This platform accepts multi-currency transactions and also provides online transaction monitoring capabilities; and Electronic Multicard – this product enables merchants to receive payments from customers when they use a bank card issued either by the Group or another institution recognised by the Group on this platform. The platform provides additional benefits to customers as it enables merchants to accept payment after banking hours, provides online transaction monitoring, can be customised to capture specific data and provides an alternative mode of payment.

- **The Zenith Bank Virtual Card** - The Zenith Bank Virtual Card is specifically designed for web transactions and

can be used to shop online (accepted locally and internationally), pay bills and subscriptions etc. The Zenith Bank virtual card can be used over Internet Banking and the USSD platform (*966#).

- **Visa Telebanking** – this innovative offering on the bank's website allows customers to transfer/receive funds between Visa Credit and Prepaid Cards. It provides real time option for funds transfer between different parties and allows you to use your Visa Card account online.

- ***966# EazyBanking** - is a convenient, fast, secure, and affordable way to access your bank account 24 hours a day, 7 days a week through your mobile phone without internet data and is available to all individual account holders with any phone that runs on the GSM platform and runs with debit cards.

- **Aspire Lite** is a new product specifically designed for customers who are between 16 - 25years and are willing to open an Aspire account but unable to provide the necessary documents (valid ID/Admission letter/school ID).

- **Wallet on CEVA** is an additional service to agency banking platform. Customers without BVN are allowed to open wallet and perform banking transactions. The services are available are; withdrawal on wallet, and deposit on wallet at agent locations. As an industry leader in Digital Finance, the Bank launched the Zenith Intelligent Virtual Assistant (ZiVA), an upgraded Mobile App and the 'Pay with Transfer on POS' in response to the markets demands and the ever changing lifestyles of our customers.

Corporate Profile & Strategy

- **The Zenith Intelligent Virtual Assistant (ZiVA)**

enables banking services to be offered on WhatsApp, and subsequently across other social media platforms. It leverages artificial intelligence to provide transactional and support services to customers of the bank such as bills payment, funds transfer, account opening, balance check, dispute log and other value-added services. ZiVA is designed for existing and prospective individual account holders, who today have adopted the WhatsApp platform as preferred destination for online banking services. It is a reliable, convenient, and more "personal" medium of performing basic banking transactions, on their mobile devices. The launch is a response by the bank to banking on social media.

- **The Zenith Mobile App** was more recently upgraded to include features that make banking more interactive, intuitive, seamless, exciting, and productive. Life really has become mobile. The market keeps experiencing a significant movement in terms of volume of transactions on the mobile applications. The mobile have become an everyday necessity, and banks are constantly raising the bars.

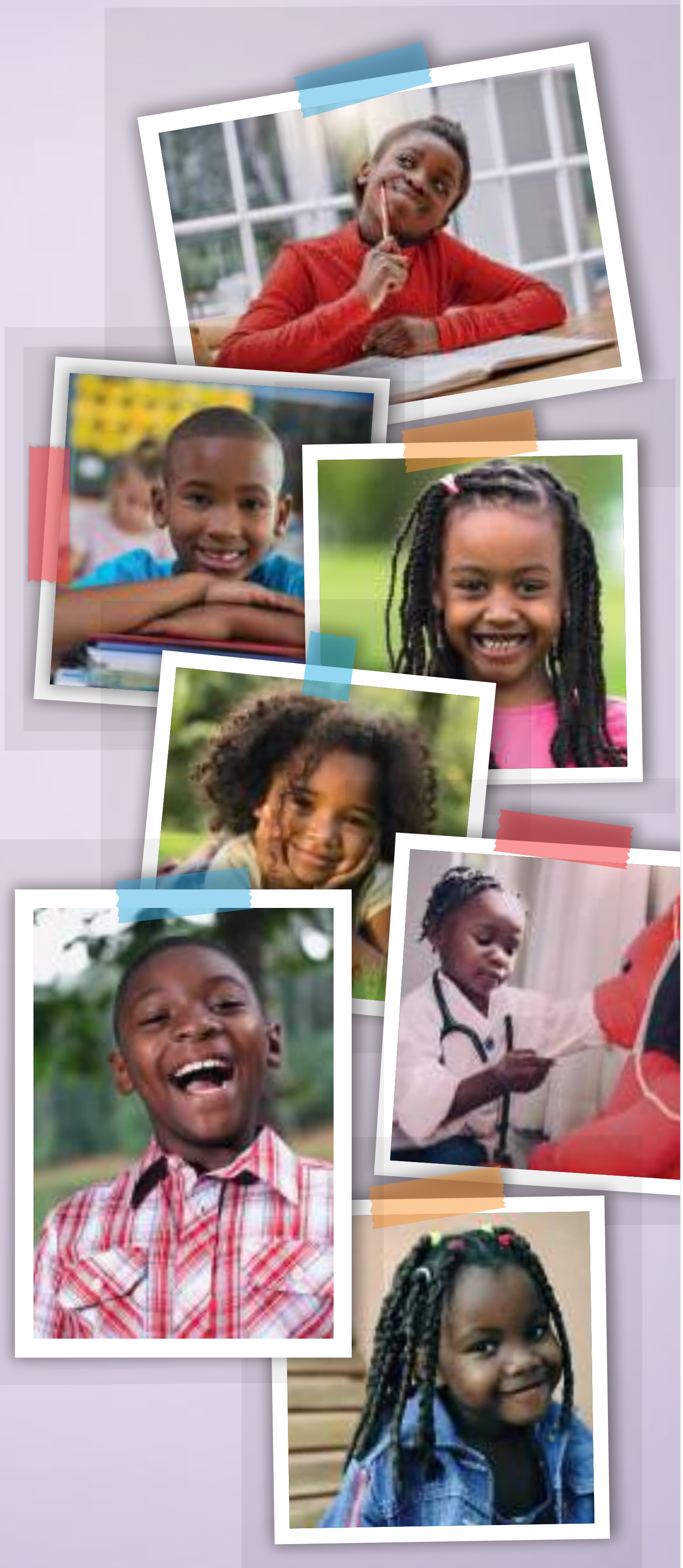
Most of the mobile banking applications have become full-fledged and service mobile banking powerhouses. They provide many of the same banking services as a brick and mortar bank without the long queues and long waits.
The enhanced Zenith Mobile boast of Customers Personal finance manager (PFM), editable profile page, forex calculator and a lifestyle page amongst other interesting and exciting new features.

- **Pay with Transfer on POS'** terminal is an industry first, pioneered by the Bank in 2021. This leverages the advantage in the market today where customers have adopted transfers as a faster means of making payments for goods and services, person to person and person to business. The POS typically today allows for only card payments on the terminals.

- **SME Arena** is a one stop shop for business owners to enjoy product and services, discounted offerings from selected partners from SME Arena

- **SME Business Card** is a debit card that help SMEs distinguish personal expenses from business expenses. It also offers discounted prices at select merchant locations.

- **Net Pos 2-in-1** is a portable dual function android device that acts as a mobile phone and means of card payment collections for SMEs. However, this service enables transfers to the POS and a receipt is generated afterwards as proof of payment, thus eliminating dispute situations of non-receipt or confirmation of payment for goods and services at merchant's locations. This service is cardless and contactless payment, keeping with the realities of our time which the COVID 19 pandemic has thrown at the market.



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty-Second Annual General Meeting of Zenith Bank Plc will hold virtually via www.zenithbank.com/32AGM at 9.00 a.m. on Tuesday the 2nd day of May, 2023 to transact the following business:

ORDINARY BUSINESS

1. To present and consider the Bank's Audited Accounts for the financial year ended 31st December, 2022, the Reports of the Directors, Auditors and Audit Committee thereon.

2. To declare a final dividend.

3. To approve the appointment of the following Directors:

   (a) Peter Olatunde Bamkole as Independent Non-Executive Director

   (b.) Mr. Chuks Emma Okoh as Non-Executive Director

   (c.) Mrs. Adobi Stella Nwapa as Executive Director

   (d.) Mr. Anthony Akindele Ogunranti as Executive Director

   The appointment of the Directors have been approved by the Central Bank of Nigeria.

   The Profile of the aforementioned Directors are available in the Annual Report and also on the Bank's website at www.zenithbank.com.

4. To re-elect the following Directors who retire by rotation at this meeting

   (i) Dr. Omobola Ibidapo-Obe Ogunfowora

   (ii) Mr. Gabriel Ukpeh

   (iii) Dr. Temitope Fasoranti

5. To authorize the Directors to fix the remuneration of the Auditors.

6. To disclose the remuneration of Managers of the bank.

7. To elect members of the Audit Committee.

SPECIAL BUSINESS

8. That Dr. Al-Mujtaba Abubakar, MFR, who has attained the age of 70 years since the last general meeting be re-elected as an Independent Non-Executive Director of the bank.

9. To consider and if thought fit, to pass the following as ordinary resolution:

   "That the remuneration of the Directors of the Bank for the year ending December 31, 2023 be and is hereby fixed at N30 million only" for each Director.

   Dated this 31st day of March, 2023.

NOTES:

1 . PROXY:

A member of the company entitled to attend and vote at the general meeting is entitled to appoint a proxy in his stead. All instruments of proxy should be completed, stamped and deposited at the office of the Company's Registrars, Veritas Registrars Limited, 89A, Ajose Adeogun Street, Victoria Island, Lagos State not later than 24 hours before the time of holding the meeting. Additionally, Shareholders may nominate any of the Directors as proxy.

Note however that a proxy need not be a member of the company.

2 Virtual Meeting Link

Further to the signing into law of the Business Facilitation (Miscellaneous Provisions) Act, which allows public companies to hold meetings electronically, this AGM would be held virtually. The Virtual Meeting Link for the Annual General Meeting which will be live-streamed at www.zenithbank.com/32AGM, will also be available on the Company's website at www.zenithbank.com and other social media platforms for the benefit of Shareholders.

3. Closure of Register of Members

The Register of Members and Transfer Books of the Company will be closed on April 17th, 2023, to enable the Registrar prepare for the payment of dividend.

4. Dividend Warrants

If approved, dividend warrants for the sum of N2.90K for every share of 50K (bringing the total dividend for the financial year ended December 31, 2022 to N3.20K) will be paid via e-mandate on the 2nd May, 2023, to shareholders whose names are registered in the register of members at the close of business on the 14th day of April, 2023. Shareholders are advised to forward particulars of their account details to the Registrar to enable direct credit of their dividend on same day. Note however, that holders of the Company's Global Depository Receipts listed on the London Stock Exchange will receive their dividend payments after the local payment date.

5. Audit Committee

In accordance with Section 404(6) of the Companies and Allied Matters Act, 2020, any shareholder may nominate another shareholder for appointment to the Audit Committee.

Such nomination should be in writing and should reach the Company Secretary at least 21 days before the Annual General Meeting.

6. Rights of Shareholders/Securities' Holders to ask Questions

Shareholders/Securities' Holders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such questions must be submitted to the Company on or before the 28th day of April, 2023.

7. Unclaimed Dividend Warrants and Share Certificates

Shareholders are hereby informed that a number of share certificates and dividend warrants have been returned to the Registrars as "unclaimed". A list of all unclaimed dividend will be circulated with the Annual Report and Financial Statements. Any member affected by this notice is advised to write to or call at the office of the Bank's Registrars, Veritas Registrars Limited, Plot 89A, Ajose Adeogun Street, Victoria Island, Lagos during normal working hours.

8. E-Dividend

Notice is hereby given to all shareholders to open bank accounts for the purpose of dividend payment in line with the Securities and Exchange Commission (SEC) directives.

Detachable application forms for e-dividend and e-bonus are attached to the Annual Report to enable all shareholders furnish the particulars of their bank accounts/CCS details to the Registrars as soon as possible.

9. Profile of Directors

The profile of all Directors are available for viewing on the bank's website, www.zenithbank.com.

This Notice supercedes our earlier Notice on this.

By Order of the Board

MICHAEL OSILAMA OTU, ESQ.
Company Secretary/General Counsel
Plot 87, Ajose Adeogun Street
Victoria Island, Lagos

Awards

Bank CEO of the Year
BusinessDay Newspaper

Bank of the Year, Nigeria
The Banker

Best Corporate Governance 'Financial Services' Africa
Ethical Boardroom

Best Commercial Bank, Nigeria
International Banker

Best Innovation in Retail Banking, Nigeria
International Banker

To all our esteemed **Customers and Shareholders**, your continuous support, patronage and loyalty to the Zenith Brand made the achievement of the awards possible in 2022.

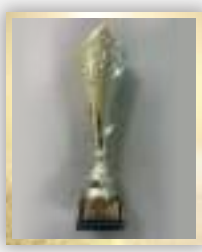
thank you!

Biggest Bank in Nigeria by Tier-1 Capital
The Banker

Best Bank in Nigeria
Global Finance

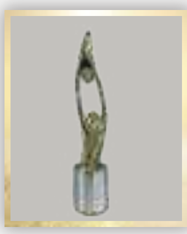
Best Corporate Governance, Nigeria
World Finance

Best Commercial Bank, Nigeria
World Finance

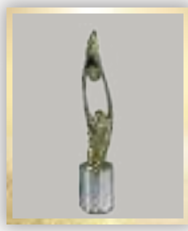


Bank of the Year
New Telegraph Newspaper

Retail Bank of the Year
BusinessDay Newspaper



Best Company in Technology for Development
SERAS Awards



Best Company in Work Place Practice
SERAS Awards

JIM **OVIA**, *CFR*
Founder and Chairman

Dear Esteemed Shareholders, Guests, and Ladies and Gentlemen,

I am delighted to welcome you to the 32nd Annual General Meeting of our Bank and to present to you the Annual Report and Financial Statements for the Financial year ended December 31st, 2022.

Before I proceed, I want to express my sincere appreciation to all of you for your continued unwavering loyalty and commitment to our Bank. Your continued support has been instrumental to the Bank's sterling performance since its inception.

The year 2022 was challenging in many respects, with significant global and domestic economic developments that impacted our business in several ways. However, Zenith Bank responded well, adapting our strategies to leverage available opportunities while creating value for all our stakeholders. Against this background, I will review the economic and financial environment within which our Bank operated during the fiscal year under review.

MACROECONOMIC REVIEW

The Nigerian economy continued to maintain a positive growth trend in 2022, albeit at a slower pace than in 2021, since exiting recession in 2020. According to the National Bureau of Statistics (NBS), Gross Domestic Product (GDP) grew by 3.10 per cent in 2022, lower than the 3.40 per cent recorded in 2021. Specifically, GDP grew by 3.11 per cent in Q1 2022, 3.54 per cent in Q2 2022, 2.25 per cent in Q3 2022, and 3.52 in Q4 2022. The slower pace of growth is attributable to the base effects of the recession and the challenging economic conditions that have impeded productive activities.

Available statistics from the NBS show that the non-oil sector, comprising Telecommunication, Trade, and Agriculture, which grew by 4.84 per cent, was the major driver of the positive growth recorded in 2022. This rate was higher by 0.4 percentage points compared to the 4.44 growth rate recorded in 2021. In real terms, the non-oil sector contributed 94.33 per cent to the nation's GDP in 2022, higher than the 92.76% reported in 2021. The oil sector, on the other hand, contracted by 19.22 per cent, indicating a decrease of 10.92 percentage points relative to the 8.30 per cent recorded in 2021. The performance of the sector was affected by the lingering impact of muted domestic oil production, which stood at an average daily output of 1.34 million barrels per day (mbpd), lower than the average daily production of 1.50 mbpd recorded in 2021. The sector contributed 5.67 per cent to the total real GDP in 2022, down from the 7.24 per cent recorded in 2021. Aggregate GDP stood at NGN199,336,043.78 million in nominal terms in 2022, higher than the NGN173,527,662.34 million recorded in 2021.

In 2022, the Consumer Price Index (CPI), which measures inflation, showed an upward trend. This was caused by disruptions in the supply of food products, increased import costs due to persistent currency depreciation, ongoing conflicts in eastern Europe, and a general increase in production costs due to high energy prices. According to the National Bureau of Statistics (NBS), the headline index steadily rose to 21.47 per cent in November 2022 before easing to 21.34 per cent in December 2022. The index averaged 18.85 per cent in 2022 compared to 16.95 per cent recorded in 2021. Although headline inflation showed signs of moderation in December 2022, it remained significantly above the growth-aiding threshold of 6-9 per cent set by the Central Bank of Nigeria (CBN) and reached multi-decade highs in many other countries. To rein in inflation and maintain price stability globally, central banks across economies embarked on a rapid and synchronised tightening of monetary conditions not seen over the past five decades. On the domestic front, the Monetary Policy Committee (MPC) of the CBN raised the benchmark interest rate, Monetary Policy Rate (MPR), four consecutive times to 16.5 per cent. The committee also increased the Cash Reserve Requirement (CRR) by 500 basis points to 32.5 per cent. These hikes were aimed at reducing the negative real interest rate gap and inflationary pressure. However, other monetary policy parameters were held constant, with the asymmetric corridor around the MPR retained at +100/-700 basis points and the Liquidity Ratio (LR) maintained at 30 per cent.

Despite significant fluctuations, global oil prices experienced a second straight year of gains in 2022. U.S. West Texas Intermediate (WTI) and Brent crude oil averaged \$95.73/b and \$100.61/b, respectively. The first half of the year saw a price surge as Russia's invasion of Ukraine disrupted global crude flows, with Brent reaching its highest price since 2008 at \$139.13/b. However, central bank interest rate hikes in the second half of the year caused prices to cool down and raised concerns about a recession. Brent gained about 10 per cent for the year, following a 50 per cent increase in 2021, while U.S. WTI rose nearly 7 per cent in 2022, after a 55 per cent gain in the previous year.

The foreign exchange market continued to experience pressure in 2022. This was largely due to the high demand for dollars, a rising global inflation rate, and a decline in forex inflow from foreign capital flows, remittances, and oil exports. As of December 2022, the exchange rate stood at NGN461.1/\$1 at the Investors' and Exporters' (I&E) Window, while banks continued to sell foreign currencies to retail customers following the ban of Bureau De Change (BDC) Operators by the Central Bank of Nigeria (CBN). To manage demand pressure and maintain exchange rate stability, the CBN continued to implement its managed-floating exchange rate regime with regular interventions in the foreign exchange market.

Consequently, Nigeria's foreign exchange reserves significantly depleted in 2022, according to data from the Central Bank of Nigeria (CBN). The country's foreign reserves closed at \$37.08 billion, having declined by \$3.44 billion from \$40.52 billion at the beginning of the year.

Slower forex inflow from foreign capital flows, remittances, and oil exports contributed to the decline in Nigeria's stock of foreign reserves.

During the year under review, the Federation Account Allocation Committee (FAAC) disbursed NGN11.69 trillion as allocations to the three tiers of government. This figure represents a 43.6% increase compared to the NGN8.14 trillion shared in the preceding year, attributable to improved government oil and non-oil revenue receipts.

Despite dire macroeconomic conditions and global volatility, the Nigerian Exchange (NGX) closed 2022 with a positive return. For investors in the Nigerian stock market, 2022 represents an improvement over 2021 in terms of nominal price appreciation. Specifically, the All-Share Index (ASI) appreciated by 19.98%, rising from 42,716.44 index points at the start of the year to 51,251.06 index points by year-end. Market capitalisation also recorded a 25.20 per cent appreciation, closing at NGN27.915 trillion, up from NGN22.297 trillion at the start of the year. During the year, the market faced challenges such as foreign investors' exit due to scarcity of foreign exchange and aggressive hikes in the Monetary Policy Rate (MPR), among others.

FINANCIAL RESULTS

The year 2022 presented several challenges for operators in the Nigerian banking industry due to various supervening factors in the global and domestic environment. However, despite these challenges, we were able to leverage inherent opportunities within the business environment to record a performance that further attests to our resilience as a brand. The result is a manifestation of the remarkable financial health of the Bank and the Group.

The Group's gross earnings grew by 24 per cent from NGN 765.56 billion in 2021 to NGN 945.55 billion in 2022. Profit-Before-Tax (PBT) rose by 2 per cent from NGN 280.37 billion in 2021 to NGN 284.65 billion in 2022, while Profit-After-Tax (PAT) fell by 8 per cent from NGN 244.56 billion in 2021 to NGN 223.91 billion in 2022. Total deposits were NGN 8.97 trillion for the year ended December 31st, 2022, representing a 38.7 per cent increase over the previous year's figure of NGN 6.47 trillion. During the same period, the Bank's total assets grew by 30 per cent from NGN 9.45 trillion to NGN 12.28 trillion, while shareholders' funds rose by 7.76 per cent from NGN 1.28 trillion to NGN 1.38 trillion.

DIVIDEND

At Zenith Bank, we remain committed to consistently delivering superior returns to our highly esteemed shareholders by ensuring that a significant portion of our profit is set aside for you. Despite the macroeconomic headwinds, we declared and paid an interim dividend of 30 kobo per share in the course of the 2022 financial year. We hereby propose a final dividend of NGN 2.90 per share. If approved, this will bring the total dividend for the year ended December 31st, 2022, to NGN 3.20 per share.

THE BOARD OF DIRECTORS

In 2022, Zenith Bank appointed Mrs. Adobi Stella Nwapa and Mr. Anthony Akindele Ogunranti as Executive Directors, while Mr. Peter Olatunde Bamkole and Mr. Chuks Emma Okoh were appointed as Independent Non-Executive Directors and Non-Executive Director, respectively. These appointments were approved by the Central Bank of Nigeria (CBN) effective April 12th, 2022. Meanwhile, two Executive Directors, Mr. Ummar Shuaib Ahmed and Mr. Dennis Olisa retired from the Board on December 28th, 2022, following the expiration of their tenure.

INVESTMENT IN TECHNOLOGY

Zenith Bank remains committed to setting the pace in financial technology. As such, we have invested significantly in new technologies and digital solutions, in line with our commitment to creating value for our esteemed customers through innovative products and solutions that cater to their diverse needs.

CORPORATE SOCIAL RESPONSIBILITY

Zenith Bank is committed to building a more balanced, fairer, and inclusive economy, which is why we continue to internalise sustainability principles in our business operations and investment decisions, in line with global best practices. In 2022, we made considerable progress in this regard, bearing in mind our role in accelerating the achievement of the United Nations Sustainable Development Goals (SDGs).

Our Corporate Social Responsibility initiatives are targeted at health, education, women and youth empowerment, sports development, and public infrastructure enhancement. In the course of the year, we invested NGN1.671 billion in these focus areas across the country. We believe that institutions' social investments, contributions to inclusive economic growth and development, as well as improvements in the physical environment, all constitute the balanced scorecard. As a testament to our achievements in this aspect, Zenith Bank won the awards for "Best Company in Technology for Development" and "Best Company in Workplace Practice" at the 2022 Sustainability, Enterprise, and Responsibility Awards (SERAs).

MACROECONOMIC OUTLOOK

The outlook for the domestic and global economy remains uncertain amid the heightened global recession risk. The Nigerian economy is expected to continue to grow through 2023 but at a subdued pace. The World Bank expects a 2.9 per cent expansion, while the CBN forecasts a 3.03 per cent growth rate. Headwinds to growth remain persistent high inflation, perennial scarcity of Premium Motor Spirit (PMS), high energy prices, the rising cost of debt servicing, and deteriorating fiscal balances, among others. The Federal Government of Nigeria (FGN) 2023 budget has an aggregate expenditure estimate of NGN21.83 trillion, representing a 27 per cent increase compared to the NGN17.13 trillion budget for the 2022 fiscal year. The budget is predicated on crude oil production estimate of 1.69 million barrels per day, an exchange rate of NGN435.57/$1, real GDP growth of 3.75 per cent, and an inflation rate of 17.16 per cent. The budget deficit is estimated at about NGN11.34 trillion and will be financed mainly by new borrowings totalling NGN8.80 trillion, NGN206.18 billion from Privatization Proceeds, and NGN1.77 trillion drawdowns on loans secured for specific development projects.

On the global front, the outlook of the global economy in the short to medium-term remains clouded by uncertainties associated with lingering headwinds from the Russia-Ukraine conflict and the residual impact of the COVID-19 pandemic. Also, the growth outlook is dampened by tightening global financial conditions with elevated shocks to foreign capital flows, the high level of corporate and public debt with a heightened risk of a global financial meltdown, and the high level of inflation across several economies. Overall, the economic prospect in 2023 remains that of cautious optimism.

APPRECIATION

The year 2022 was a challenging but successful year for us as a Bank. Our superior performance recorded in the year was made possible by the collective efforts of all our stakeholders. I am grateful to our customers for their steadfast loyalty, our staff and Management for their dedication and commitment, and our Board for continually guiding the Bank along the path of sustained growth and prosperity. I welcome you to the 2023 financial year with the firm assurance of continued excellent performance by our Bank.
Thank you.

JIM OVIA, CFR
Founder and Chairman

DR. EBENEZER **ONYEAGWU**
Group Managing Director/Chief Executive Officer

Dear shareholders, I am pleased to welcome you to the 32nd Annual General Meeting of our Bank.

The global economy was beset by a range of challenges in 2022 that disrupted growth expectations. These included rising food and energy costs due to the Russia-Ukraine conflict, the sentiments associated with election cycles, and monetary policy tightening. As a result, the International Monetary Fund (IMF) estimated global economic growth of 3.4 per cent in 2022, down 45.2 per cent from 6.2 per cent in 2021.

On the domestic front, the Nigerian economy maintained a positive trajectory in 2022, albeit at a slower pace, after exiting recession in 2020. The National Bureau of Statistics (NBS) reported that Gross Domestic Product (GDP) grew by 3.10 per cent in 2022, a decline of 8.8 per cent from the 3.4 per cent growth recorded in 2021. Economic performance was hampered by weak oil inflationary pressures, production, insecurity, and flooding that inhibited agricultural productivity in several states of the federation. Additionally, tightening global financial conditions and recession fears limited the flow of investment into key sectors of the economy.

One of the macroeconomic challenges the Central Bank of Nigeria (CBN) had to respond to in 2022 was maintaining price stability, with the inflation rate climbing to 21.34 per cent as at December 2022. The inflation was caused by a disruption in food production activities, the Russia-Ukraine conflict, and an uptick in importation costs. The Monetary Policy Committee (MPC) of the CBN raised the Monetary Policy Rate (MPR) four consecutive times to 16.5 per cent while increasing the Cash Reserve Requirement (CRR) by 500 basis points to 32.5 per cent. In a bid to rein in spiralling inflation, the CBN increased the interest rates on its intervention loans to 9 per cent from 5 per cent. The CBN also redesigned the Naira and updated cash withdrawal limits to gain control of currency in circulation and deepen the nation's cashless policy.

Amidst the headwinds to growth in the past year, we remained dedicated to creating value for our customers through our innovative suite of products and services. We supported clients across various sectors of the economy to weather the uncertain business environment while enabling them to achieve their growth ambitions. Our services played a vital role in stabilising small businesses, helping them with post pandemic recoveries and positioning them for growth. Additionally, our interventions provided a platform for businesses to network and access emerging opportunities. The Bank successfully held its 7th Annual Export Seminar, a flagship platform for canvassing and initiating trade policies while facilitating engagement between the key stakeholders in the Non-oil Export Sector. The Zenith Bank Tech Fair 2022, themed Future Forward 2.0, featured enriching presentations, panel discussions, the Zecathon, and exhibitions. The Bank is committed to incubating and mentoring the laureates that come through its digital entrepreneurship initiatives to ensure their growth.

All the success we recorded in the past financial year was only possible with the synergy between our people, technology infrastructure, and innovative services. Our highly talented team is committed to sustained innovative initiatives for continued value creation for our customers. We are relentless in delivering excellent services, which is one of the Bank's hallmarks. Zenith Bank believes that technology is an enabler of business, both for us and our clients. Consequently, we are making robust investments in our technology infrastructure to make it fit for the future. We are implementing a migration to a new enterprise software architecture as part of our digital transformation initiative as we strive to maintain our leadership in the digital financial services space. Through our investments in technology, we are confident that we will maintain our ability to innovate and deepen our overall digital payments suite and offerings, creating omni channels for digital service delivery.

As a testament to our outstanding accomplishments in 2022, Zenith Bank received several domestic and international awards and recognition. These awards include Bank of the Year, Nigeria (The Banker); Biggest Bank in Nigeria by Tier-1 Capital (The Banker); Best Bank in Nigeria (Global Finance Magazine); Best Commercial Bank, Nigeria (World Finance); Best Corporate Governance, Nigeria (World Finance); Best Commercial Bank, Nigeria (International Banker); Best Corporate Governance Financial Services Africa (Ethical Boardroom); Bank of the Year (New Telegraph Newspaper); Best Company in Technology for Development (SERAs); and Best Company in Work Place Practice – SERAs.

As a leading financial institution, we remain committed to addressing the challenges confronting society, as espoused in the Sustainable Development Goals of the United Nations and the Paris Agreement. The Bank has integrated sustainability principles and standards into its business operations and investment decisions because we subscribe to the principle of the Triple Bottom Line: People, Planet, and Profit. We strongly believe that businesses should strive to deliver positive social, environmental, and economic impact. We are poised to deepen our sustainable banking practices and commitments.

The outlook for the global economy and Nigeria is cautiously optimistic despite concerns about the trajectory of the Russia-Ukraine conflict and the risk of a global financial contagion due to financial fragilities in the United States and Switzerland. In its January 2023 World Economic Outlook Update report, the International Monetary Fund (IMF) noted that the global outlook is less gloomy than its October 2022 forecast, representing a turning point, with growth bottoming out and inflation declining. The IMF expects that global growth will slow from 3.4 per cent in 2022 to 2.9 per cent in 2023 due to efforts to rein in inflation and the Russia-Ukraine conflict, which are expected to weigh on economic activities. Against this backdrop, the IMF projects that the Nigerian economy will grow by 3.2 per cent in 2023, up by 0.2 per cent from its October 2022 forecast. The Nigerian economy is also expected to benefit from robust commodities trade and dynamic consumer goods and services markets in 2023, although there are downside risks, including high inflation, power supply challenges, and deteriorating fiscal balances.

Overall, we are optimistic about the future, and Zenith Bank is well-positioned to take advantage of emerging growth opportunities. We will continue to make the necessary investments and sustain our sound risk management and corporate governance practices that have given us an edge as we create enduring value for all our stakeholders.

Thank you.

DR. EBENEZER ONYEAGWU
Group Managing Director / CEO

Download the Zenith e-Token App to conveniently generate one-time transaction authentication codes, just like with a hardware token.

The Zenith e-Token app can be downloaded by visiting the Google Play Store and Apple App Store, or by clicking or scanning the QR Code below.

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Board of Directors

JIM **OVIA**, *CFR*
Founder and Chairman

Jim Ovia, CFR is the founder and chairman of Zenith Bank Plc, one of Africa's largest banks with over $26.64 billion in assets and shareholders' funds of US$2.99 billion as at December, 2022. Zenith Bank is a global brand listed on the London Stock Exchange and the Nigerian Stock Exchange. In addition to major operations in Nigeria and other West African countries, the Bank has sizeable operations in London and Dubai.

Jim Ovia, CFR is the founder and chancellor of James Hope University Lekki, Lagos which was recently approved by the National Universities Commission (NUC) to offer postgraduate degrees in business courses. James Hope University will commence academic activities in September 2023.

Through his philanthropy – the Jim Ovia Foundation – he has shown the importance he accords good education. In support of the Nigerian youth, Jim Ovia Foundation offers scholarships to indigent students through the Mankind United to Support Total Education (MUSTE) initiative. Most of the beneficiaries of Jim Ovia Foundation scholarship are now accountants, business administrators, lawyers, engineers, doctors etc.

He is the author of "Africa Rise And Shine", published by ForbesBooks. The book which encapsulates Zenith Bank's meteoric rise, details the secrets of success in doing business in Africa.

He is an alumnus of the Harvard Business School (OPM), University of Louisiana (MBA), and Southern University, Louisiana, (B.Sc. Business Administration).

Jim Ovia, CFR is a member of the World Economic Forum Community of Chairpersons, and a champion of the Forum's EDISON Alliance.

In recognition of Jim Ovia's contributions to the economic development of Nigeria, in 2011 the Federal Government of Nigeria honoured him with Commander of the Order of the Niger, CON.

Also, in 2022, the Federal Government of Nigeria honoured him with Commander of the Federal Republic, CFR.

DR. EBENEZER **ONYEAGWU**

Group Managing Director/Chief Executive Officer

Dr. Ebenezer Onyeagwu was appointed Group Managing Director/CEO of Zenith Bank Plc on the 1st of June 2019. He is a seasoned banker and an astute financial strategist with over three decades of banking experience. He is an alumnus of Auchi Polytechnic, Delta State University Nigeria, the University of Oxford, England and Salford Business School, University of Salford, Manchester, United Kingdom. At the University of Oxford, he obtained a Postgraduate Diploma in Financial Strategy and a certificate in Macroeconomics while he received a Masters Degree in Financial Services Management from the University of Salford. He also holds an MBA from Delta State University, Abraka. He undertook extensive executive-level education in Wharton Business School of the University of Pennsylvania, Columbia Business School of Columbia University, the Harvard Business School of Harvard University in the United States. In March 2023, the University of Nigeria, Nsukka – Nigeria's first indigenous university, honoured him with the Doctor of Business Administration degree during the 50th convocation ceremony of the university.

Before joining Zenith Bank Plc, he worked at Citizens International Bank Limited between 1991 and 2002. He joined Zenith Bank Plc in 2002 as a Senior Manager in the Internal Control and Audit Group of the bank. His professionalism, competence, integrity and commitment to the objectives of the bank saw him rise swiftly between 2003 and 2005, first, as Assistant General Manager, then Deputy General Manager, and eventually, General Manager of the bank. In these capacities, he handled strategies for new business and branch development, management of risk assets portfolios, treasury functions, strategic top level corporate, multinationals and public institutional relationships, among others. He was appointed Executive Director of the bank in 2013, responsible for Lagos and South-South Zones as well as strategic groups/business units of the bank, including Financial Control & Strategic Planning, Treasury & Correspondent Groups, Human Resources Group, Oil & Gas Group, and Credit Risk Management Group.

Dr. Onyeagwu was named Deputy Managing Director of the bank in 2016. In that capacity, he deputised for the Group Managing Director and Chief Executive Officer with direct oversight of the bank's Financial Control and Strategic Planning, Risk Management, Retail Banking, Institutional and Corporate Banking Portfolios, Information Technology Group, Credit Administration, and Treasury & Foreign Exchange Trading. Dr Onyeagwu is the Chairman of Zenith Pensions Custodian Limited and Zenith Nominees Limited. He is also on the Board of Zenith Bank (UK) Limited, FMDQ Holdings Plc and Lagos State Security Trust Fund (LSSTF). Dr. Onyeagwu is a member of the International Monetary Conference (IMC), Wall Street Journal CEO Council, and member of the African Trade Gateway Advisory Council of the Africa Export-Import Bank (Afreximbank). He also served on the board of Zenith Bank Ghana Limited, Zenith General Insurance, Zenith Securities Limited, Zenith Assets Management Company, Zenith Medicare Limited, and Africa Finance Corporation (AFC).
Dr. Onyeagwu is a Fellow (FCA) of the Institute of Chartered Accountants of Nigeria (ICAN), a Fellow of Nigerian Institute of Management (NIM), The Chartered Institute of Bankers of Nigeria (CIBN), Institute of Credit Administrators (ICA) and Senior Associate Member, Risk Management Institute of Nigeria (RIMAN).

DAME (DR.) ADAORA **UMEOJI,** *OON*
Deputy Managing Director

With over 20 years of cognate banking and broad executive management experience, Dame (Dr.) Adaora Umeoji, OON rose through the ranks to her current position.

She is an alumnus of Harvard Business School; she holds a Bachelor's degree in Sociology from the University of Jos, a Bachelor's degree in Accounting and a first-class honours in Law from Baze University Abuja. She also holds a Master of Laws from the University of Salford, United Kingdom, and a Master in Business Administration (MBA) from the University of Calabar. She is a graduate of the Advanced Management Program (AMP) from Harvard Business School, a graduate of the Global Banking Program from Columbia Business School and holds a doctorate in Business Administration from Apollos University, USA. Her dissertation was on inspirational leadership and her findings have been recognized as a major contribution to leadership and people management.

She attended the strategic thinking and management programme at Wharton Business School, USA, and holds a Certificate in Economics for Business from the prestigious MIT Management Sloan School and a Certificate in Leading Global Businesses from Harvard Business School, USA.

She is a fellow of notable professional bodies including the Chartered Bankers Institute of London, the Chartered Institute of Bankers of Nigeria, the Institute of Credit Administration, the Institute of Certified Public Accountants of Nigeria, the Institute of Chartered Meditators & Conciliators, and the Institute of Chartered Secretaries & Administrators of Nigeria, among others. She has presented lead papers at major academic conferences and symposia. She was a keynote speaker at the Zenith Global Economic Forum held in New York City, USA where she delivered a thought-provoking lecture on Financing Growth Drivers in the Nigerian Economy.

Dame (Dr.) Adaora Umeoji, OON has at different times participated in high-level Bankers' meetings with impactful contributions towards the advancement of the banking industry, national economic growth and development. She has delivered several motivational speeches at strategic sessions aimed at mentoring youths and managers, especially banking professionals.

Beyond banking, Dame (Dr.) Adaora Umeoji, OON supports research and learning on inspirational leadership, mentorship, talent development, collaboration, change and adaptability, strategic thinking, innovation and creativity, amongst others.

She promotes the Pink Breath Cancer Care Foundation which supports several healthcare programs within the six geopolitical zones of Nigeria.

She has won numerous awards for excellence and creativity in management. Her contribution towards improving humanity has been recognized by various organizations including the Nigerian Red Cross.

As a result of her passion for promoting professionalism in the banking industry and improving the well-being of the less privileged, Dr. Adaora Umeoji, OON founded the Catholic Bankers Association of Nigeria (CBAN), a platform she uses to promote ethical banking and service to humanity.

Dame (Dr.) Adaora Umeoji, OON is a Peace Advocate of the United Nations (UN-POLAC), a Lady of the Order of Knights of St. John International (KSJI), and was recently awarded a Papal Knight of the Order of St. Sylvester by His Holiness Pope Francis.

In 2022, the Federal Government of Nigeria honoured her with Officer of the Order of the Niger, OON, as a recognition of her contributions to nation-building.

GABRIEL **UKPEH**
Non-Executive Director

Mr. Ukpeh is an internationally acclaimed consultant in business strategy, risk management, process re-engineering and financial services, who was, until recently, a Senior Partner and Risk Quality Leader for Africa at PricewaterhouseCoopers (PwC).

He is a fellow of the Institute of Chartered Accountants of Nigeria with over thirty five (35) years experience in Financial Audit and Reporting, as well as a member of the Institute of Taxation of Nigeria.

A graduate of accounting, he holds Graduate Diploma in Business Administration from the University of Warwick, Coventry, United Kingdom. He obtained a Master of Science (M.Sc) Degree in Contemporary Accounting from the Leeds Metropolitan University, UK in 2009.

He worked with PwC, an International Business auditing and consulting firm for over thirty five (35) years, and as a Partner for over 20 years led, directed, planned and managed the audit, accounting, and consulting assignments for numerous financial institutions, multinationals and local companies, including most major banks in Nigeria.

ENGR. MUSTAFA **BELLO**
Non-Executive Director

Engr. Mustafa Bello graduated with B.Engr. (Civil Engineering), from the Ahmadu Bello University (ABU), Zaria in 1978 with Second Class Upper Division and won the Shell prize for best project and thesis for Faculty of Engineering in 1978.

He served in the Directorate of Quartering and Engineering Service (Nigerian Army) between 1978 / 1979 and later joined the Niger State Housing Corporation between 1980 and 1983 as a Senior Civil Engineer.

He served as a cabinet Minister of the Federal Republic of Nigeria as the Federal Minister of Commerce between 1999 and 2002. He was subsequently appointed Executive Secretary/ Chief Executive Officer of the Nigerian Investments Promotion Commission (NIPC) between November 2003 and February 2014.

He is currently the Chairman of Invest-in-Northern Nigeria Limited, a special purpose vehicle for the economic and social transformation of the Northern Nigerian Economy.

He has been involved in several projects in Nigeria including CAC on-line project in 2002, developed WTO consistent Trade Policy for the Federal Republic of Nigeria etc.

He has attended several conferences, missions and meetings and represented the Federal Government of Nigeria.

DR. AL-MUJTABA **ABUBAKAR,** *MFR*
Non-Executive Director

Dr. Al-Mujtaba Abubakar is currently the Managing Director of Apt Pensions Funds Managers Limited.

He is a graduate of the Leeds Polytechnic, UK. He is a renowned Chartered Accountant and a Fellow of the Institute of Chartered Accountants of Nigeria.

Dr. Abubakar has extensive and tremendous experience in the financial services industry, audit and consulting. He worked with the firm of Akintola Williams Deloitte between January 2000 and November 2008, and rose to become the Partner and Board Member of West Africa sub-region. Prior to this, he had served on the Board of several financial institutions in Nigeria.

He has attended several management and leadership training programmes and conferences both within and outside the country.

He brings to the Board of the bank tremendous track record in Risk Management, Credit & Marketing, Auditing and very outstanding leadership skills.

In 2022, the Federal Government of Nigeria honoured him with Member of the Federal Republic.

Dr. OMOBOLA **IBIDAPO-OBE OGUNFOWORA**
Non-Executive Director

Dr. Omobola Ibidapo-Obe Ogunfowora, a Legal Practitioner and Corporate Governance Practitioner, graduated LLB (Hons) from the Cardiff Law School, United Kingdom and obtained LLM from the same University.

She obtained a Master's degree (MRes) from the Queen Mary University of London, United Kingdom in 2010 and subsequently advanced to the Middlesex University, London, United Kingdom for her Doctorate degree and graduated with PhD in Competition Law.

Dr. Ibidapo-Obe Ogunfowora was a Law Lecturer at the University of Lagos, Nigeria where she lectured at the Department of Commercial and Industrial Law.

She has been a Legal Counsel with Olusola Ibidapo-Obe & Co., Legal Practitioners for almost two decades and also a Dispute Resolution Compliance Specialist with Ombudsman Services, United Kingdom.

She had previously worked as a Research Assistant with the Lagos State Judiciary between February 2003 and August 2004.

She is a Non-Executive Director with Barton Schools, Lagos, Nigeria, where she is responsible for overseeing the long term development of the schools and provide strategic advisory services to ensure sustainability of the schools.

Dr. Ogunfowora is a Corporate Governance Practitioner.

DR. PETER OLATUNDE **BAMKOLE**
Independent Non-Executive Director

Dr. Peter Olatunde Bamkole graduated with B.Sc (Hons) Mechanical Engineering from the University of Greenwich, London, United Kingdom in 1984, holds an Executive MBA from IESE Spain/Lagos Business, Lagos (1999) and a PhD in Entrepreneurship and Innovation from International School of Management, Paris in 2022.

Dr. Bamkole joins the Board of Zenith Bank Plc with robust experience spanning several sectors including oil and gas, public utilities, and executive education.

He worked as in African Petroleum Plc between 1985 and 1986 as a Technical Sales and Services Engineer, north and with Elf Oil Nigeria now Total Nigeria Plc between October 1986 and April 1996.

He also served as an Assistant General Manager with Lagos State Water Corporation between 1996 and 2002. Dr. Bamkole has been with the Pan-Atlantic University since January 2003 where he served as the pioneer Director of the Enterprise Development Centre of the University. He was appointed the Chief Operating Officer of Pan-Atlantic University in January, 2023.

He is currently serving in the following capacities:

- Advisory Board Chair of International Breweries Foundation.
- Board Chair of Nigeria Climate Innovation Center.
- BOT Chair, Global Entrepreneurship Network, Nigeria.
- Board member of AIFA Reading Society.
- Member, Lagos State Science, Research and Innovation Council (LASRIC).
- Board Member, Novare Real Estate Companies in Nigeria

CHUKS EMMA **OKOH**
Non-Executive Director

Mr. Okoh graduated from the University of Nigeria, Nsukka, (BSc) in 1987 with several academic laurels to his credit including the overall best graduating student in Accounting.

He is a Fellow of the Institute of Chartered Accountants of Nigeria (FCA) with over thirty (30) years cognate experience in the Banking industry & Telecommunications sector.

Mr. Okoh has varied experience spanning the areas of Finance, Internal Audit, Risk Management, Compliance, Operations & Strategic Management.

He comes with deep insight and has distinguished himself in various leadership roles and is a recipient of several Service Excellence & Exceptional Performance awards from the financial services sector and the telecommunication sector.

Mr. Okoh has attended various management development programmes at renowned educational Institutions including Cranfield University School of Management, UK and INSEAD, France.

He is an Alumnus of the prestigious Wharton Business School, University of Pennsylvania, USA and Lagos Business School.

DR. TEMITOPE **FASORANTI**
Executive Director

Dr. Temitope Fasoranti is a seasoned banker with over three decades of experience in the Nigerian financial services industry. He is an alumnus of the Obafemi Awolowo University (OAU) Ile-Ife, where he received a Bachelor's Degree in Economics (1988), a Master's Degree in Economics (1991) and a Doctor of Philosophy Degree (PhD) in Economics.

He worked in FBN Merchant Bankers from 1991 to 1997 before joining Zenith Bank in 1997. Prior to his appointment as Executive Director in December 2017, he was a General Manager/Group Zonal Head overseeing several branches and zones in Lagos State, including Ikeja Zone, Apapa Zone, Ilupeju Zone, and South-West region. He also served as the Group Head of strategic business units in the head office, including Oil & Gas, Conglomerate Group, and Agriculture Desk.

Dr. Fasoranti's experience spans Treasury Management, Corporate Finance, Corporate Banking, Risk Management and Retail Banking. He is also vastly experienced in managing Fintech relationships, with competences in cards, electronic banking and payment systems.

He currently oversees Retail Marketing, Trade Services, Credit Risk and Management Group, Research, Card Services, Contact Centre, Digital Marketing, Diaspora Banking, ESettlement and a host of core marketing groups. He is responsible for driving the Bank's Retail and Fintech strategy.
He has also received executive-level education and attended several international courses and programmes, including Changing The Game: Negotiation and Competitive Decision Making (Harvard Business School), Creating and Leading High-Performance Teams (The Wharton School, Pennsylvania, USA), and Developing Strategy for Value Creation (London Business School).

Dr. Fasoranti is a member of the Nigerian Economic Society (NES), Nigerian Institute of Management (NIM), the Institute of Credit Administration, and an honorary member of the Chartered Institute of Bankers of Nigeria (CIBN).
He sits on the board of Zenith Pensions Custodian Limited. And was recently appointed a member of the MasterCard Africa Leadership Council.

HENRY **OROH**
Executive Director

Henry Oroh holds a Bachelor's Degree in Accounting from the University of Benin, Edo State and an MBA from the Lagos State University as well as an LLB Degree from the University of London. He is a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN) and an honorary member of the Chartered Institute of Bankers (CIBN), Nigeria.

He has over two decades of banking experience. He began his banking career in 1992 at Citibank where he served for seven (7) years in Operations, Treasury and Marketing.

He joined Zenith Bank in February 1999 and has worked in various Groups and Departments within the Zenith Group Office. His expertise spans Operations, Information Technology, Treasury, Marketing, including the Manufacturing, Food and Beverages, Pharmaceuticals, Oil and Gas, Public Sector, Consumer, as well as Corporate Banking and Business Development.

In April 2012, he was seconded to Zenith Bank Ghana Limited as an Executive Director and became the Managing Director/ Chief Executive in February 2016, where he successfully spearheaded the phenomenal growth of the Zenith Brand both within the Ghana market and the West African sub-region.

Henry has attended several Leadership Programmes and Executive Management Courses at the Harvard Business School, Columbia Business School, New York, University of Chicago, University of Pennsylvania, HEC Paris, JP Morgan Chase, UK and the Lagos Business School.

He brings to the Board of Zenith Bank Plc strong competencies in Credit & Marketing, Operations, Information Technology, Treasury and impressive Leadership skills.

ADOBI **NWAPA**
Executive Director

Mrs. Adobi Stella Nwapa holds a Bachelor's Degree (BA) in History from Imo State University, a Master's in Public Administration (MPA) from Strayer University, Houston-Texas, a Master's in Business Administration (MBA) from Jack Welch Management Institute and an honorary doctorate in Business Administration (DBA) from Abia State University. She has attended several local and international courses and programmes, including Leading Change and Organisational Renewal (Harvard Business School), Key Executive Programme (Harvard Business School), World Finance/Winning Negotiation Strategies (HSM Americas), Developing Strategies for Value Creation (London Business School) and the Senior Management Programme (Lagos Business School).

She is a Fellow of several institutes, including the Institute of Management Consultants (IMC), the Institute of Credit Administration (ICA), the Institute of Chartered Management Accountants (ICMA) and the Institute of Management Specialists (IMS), United Kingdom. She is also a member of the Nigeria Institute of Management (NIM) and an honorary member of the Chartered Institute of Bankers (HCIB).

Mrs. Nwapa comes to the board of Zenith Bank Plc with over thirty years' cognate experience in banking, being a pioneer staff of the Bank since 1990. She has held several senior management positions in the Bank, including business development and branch and zonal management, and treasury. Until her appointment as Executive Director, she was General Manager and Group Zonal Head of Ikoyi Zone as well as Group Head of Diaspora Banking.

ANTHONY AKINDELE **OGUNRANTI**
Executive Director

Mr. Ogunranti Akindele is a consummate professional banker with expertise across Banking Operations, Corporate, Commercial, Retail and Branch Banking, Multilaterals, Power & Infrastructure, Oil & Gas, Public Sector, Structured Trade & Project Finance, as well as General Management.

He holds a B.Sc. (Hons) in International Relations from the Obafemi Awolowo University, Ile-Ife, an MBA in Marketing, and M.Sc. in Banking and Finance, University of Ibadan. He has attended the Moody's Credit Academy, UK, the Executive Development Program (EDP), Wharton Business School, USA and the Leading Change and Organizational Renewal Program (LCOR) at Harvard Business School, USA.

Mr. Ogunranti joined Zenith Bank Plc in 2004 as a Senior Manager and has held various leadership positions in the bank. He was General Manager Corporate Banking; Power and Infrastructure Sector; Apapa and Ikeja Zones. Prior to his appointment as Executive Director, he served as the MD/CEO, Zenith Bank Ghana Limited, where he led the Bank to achieve outstanding results. Under his leadership, the bank received several laurels and awards, notable among which was the Bank of the Year 2020 and the Best Bank in Ghana 2021. He was also a two-time winner of the CEO of The Year Award (Banking Category) in Ghana.

He is currently a member of the Board of Africa Finance Corporation (AFC), and was until his appointment a Member of the Executive Committee of the Ghana Association of Bankers (GAB) and a Member of the Governing Council, of the National Banking College, Ghana. He was also conferred with the Distinguished Alumnus Award 2021, by the Obafemi Awolowo University, Ile-Ife.

He is an Honorary Senior Member of Chartered Institute of Bankers of Nigeria (HCIB), Honorary Fellow Chartered Institute of Credit Management, Ghana (FCICM) and a Member Nigeria Institute of Management (MNIM).

Directors' Report for the Year Ended 31 December, 2022

The directors present their report on the affairs of ZENITH BANK PLC ("the Bank"), together with the financial statements and the independent auditor's report for the year ended 31 December 2022.

1. Legal form

The Bank was incorporated in Nigeria under the Companies and Allied Matters Act as a private limited liability company on 30 May,1990. It was granted a banking licence in June 1990, to carry on the business of commercial banking and commenced business on June 16, 1990. The Bank was converted into a Public Limited Liability Company on 20 May 2004. The Bank's shares were listed on the floor of the Nigerian Stock Exchange on 21 October 2004. In August 2015, the Bank was admitted into the premium Board of the Nigerian Stock Exchange. The Bank is also listed on the London Stock Exchange.

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

2. Principal activities and business review

The principal activity of the Bank is the provision of banking and other financial services to corporate and individual customers. Such services include obtaining deposits from the public, granting of loans and advances, corporate finance and money market activities.

The Bank has six subsidiary companies namely, Zenith Bank (Ghana) Limited, Zenith Pensions Custodian Limited, Zenith Bank (UK) Limited, Zenith Bank (Sierra Leone) Limited, Zenith Bank (The Gambia) Limited and Zenith Nominees Limited. During the year, the Bank opened three new branches and no branch was closed.

As at 31 December 2022 the Group had 446 branches, 166 cash centers; 2,108 ATM terminals; 233,024 POS terminals and 21,832,175 cards issued to its customers. (31 December 2021: 443 branches, 188 cash centers, 2,086 ATM terminals, 163,398 POS terminals and 14,743,191 cards issued).

3. Operating results

Gross earnings of the Group increased by 23.5% and profit before tax increased by 1.5% . Highlights of the Group's operating results for the period under review are as follows:

	31-Dec-22	31-Dec-21
	N' Million	**N' Million**
Gross earnings	**945,554**	**765,558**
Profit before tax	284,650	280,374
Income tax expense	(60,739)	(35,816)
Profit after tax	223,911	244,558
Non- controlling interest	(139)	156
Profit attributable to the equity holders of the parent	**224,050**	**244,402**
Appropriations		
Transfer to statutory reserve	35,419	44,686
Transfer to credit risk reserve	73,458	19,580
Transfer to retained earnings and other reserves	115,173	180,136
	224,050	**244,402**
Basic and diluted earnings per share (Naira)	7.14	7.78

4. Dividends

The Board of Directors, pursuant to the powers vested in it by the provisions of section 426 of the Companies and Allied Matters Act (CAMA 2020) of Nigeria, proposed a final dividend of N2.90 per share which in addition to the N0.30 per share as interim dividend amounts to N3.20 per share (2021: Interim dividend of N0.30 per share), final dividend of N2.80 and a total dividend per share of N3.10 from the retained earnings account as at 31 December 2022. This will be presented for ratification by the shareholders at the next Annual General Meeting.

Payment of dividends is subject to witholding tax rate of 10% in the hands of qualified recipients.

5. Directors' shareholding

The direct and indirect interests of directors in the issued share capital of Zenith Bank Plc 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:

Interests in shares		Number of Shareholding			
		31 December, 2022		31 December, 2021	
Director	Designation	Direct	Indirect	Direct	Indirect
Jim Ovia, CFR.	Chairman / Non-Executive Director	3,546,199,395	1,528,304,916	3,546,199,395	1,525,904,916
Prof. Chukuka Enwemeka	Non-Executive Director**	127,137		127,137	-
Mr Jeffrey Efeyini	Non Executive Director**	541,690	-	541,690	-
Mr. Chuks Emma Okoh	Non-Executive Director*	102,697	-	-	-
Mr Gabriel Ukpeh	Non Executive Director	32,660	-	32,660	-
Engr. Mustafa Bello	Non Executive Director / Independent	-	-	-	-
Dr Al-Mujtaba Abubakar, MFR	Non Executive Director / Independent	-	-	-	-
Dr Omobola Ibidapo-Obe Ogunfowora	Non Executive Director / Independent	-	-	-	-
Dr Peter Olatunde Bamkole	Non Executive Director / Independent	-	-	-	-
Dr Ebenezer Onyeagwu	Group Managing Director	82,176,078	-	65,062,844	-
Dr Adaora Umeoji, OON.	Deputy Managing Director****	68,873,169	1,710,123	68,873,169	1,710,123
Mr Umar Shuaib Ahmed	Executive Director***	19,082,031		14,077,343	
Dr Temitope Fasoranti	Executive Director	13,075,000		11,075,000	
Mr Dennis Olisa	Executive Director***	16,770,000		14,125,000	
Mr Henry Oroh	Executive Director	9,964,127		9,964,127	
Mrs Adobi Nwapa	Executive Director*	11,008,206		8,449,206	
Mr Akindele Ogunranti	Executive Director*	2,764,005		764,005	

* Appointed to the Board effective 12 April 2022

**Retired from the Board effective 1 July 2022

***Retired from the Board effective 28 December 2022

****Retired from the Board effective 24 February 2023

Directors' Report for the Year Ended 31 December, 2022

The indirect holdings relate to the holdings of the director in the underlisted companies:

- Jim Ovia, CFR: (Institutional investors Ltd, Lurot Burca Ltd, Jovis Nigeria Ltd, Veritas Registars Ltd, Quantum Zenith Securities Ltd)
- Adaora Umeoji, OON: (Palais Vendome Limited)

6. Directors' Remuneration

The Bank ensures that remuneration paid to its Directors complies with the provisions of the Code of Corporate Governance issued by its regulators.

In compliance with Section 34(5) of the Code of Corporate Governance for Public Companies as issued by Securities and Exchange Commission, the Bank makes disclosure of the remuneration paid to its directors as follows:

Type of package Fixed	Description	Timing
Basic Salary	- Part of gross salary package for Executive Directors only. Reflects the banking industry competitive salary package and the extent to which the Bank's objectives have been met for the financial year.	Paid monthly during the financial year.
Other allowances	- Part of gross salary package for Executive Directors only. Reflects the banking industry competitive salary package and the extent to which the Bank's objectives have been met for the financial year.	Paid at periodic intervals during the financial year.
Productivity bonus	-Paid to executive directors only and tied to performance of the line report. It is also a function of the extent to which the Bank's objectives have been met for the financial year.	Paid annually in arears.
Director fees	- Paid annually on the day of the Annual General Meeting ('AGM') to Non-Executive Directors only.	Paid annually on the day of the AGM.
Sitting allowances	- Allowances paid to Non-Executive Directors only, for attending Board and Board Committee Meetings.	Paid after each Meeting.

7. Changes on the Board

The following changes to the board occured during the year.

(i) Mr. Chuks Emma Okoh, FCA was appointed as non-executive director, effective 12 April 2022
(ii) Mr. Peter Olatunde Bamkole was appointed Independent non-executive director, effective 12 April 2022
(iii) Mrs. Adobi Nwapa and Mr Akindele Ogunranti were appointed as executive directors, effective 12 April 2022
(iv) Prof. Chukuka Enwemeka and Mr Jeffrey Efeyini retired from the Board effective 1 July 2022
(v) Mr. Umar Shuaib Ahmed and Mr Dennis Olisa retired from the Board with effect from 28 December,2022
(vi) Engr. Mustapha Bello was reclassified from INED to NED with effect from 19 December 2022.

8. Directors' interests in contracts

For the purpose of section 303(1) and (3) of Companies and Allied Matters Act of Nigeria, (CAMA 2020), all contracts with related parties during the year were conducted at arm's length. Information relating to related parties transactions are contained in Note 38 to the financial statements.

9. Acquisition of own shares

The shares of the Bank are held in accordance with the Articles of Association of the Bank. The Bank has no beneficial interest in any of its shares.

10. Property and equipment

Information relating to changes in property and equipment is given in Note 26 to the financial statements. In the opinion of the directors, the market value of the Group's property and equipment is not less than the value shown in the financial statements.

11. Shareholding analysis

The shareholding pattern of the Bank as at 31 December 2022 is as stated below:

Share range	No. of Shareholders	Percentage of Shareholders	Number of holdings	Percentage Holdings (%)
1-10,000	540,735	83.7619 %	1,594,624,498	5.08 %
10,001 - 50,000	79,892	12.3756 %	1,652,248,795	5.26 %
5,001 - 1,000,000	23,183	3.5911 %	3,968,693,955	12.64 %
1,000,001 - 5,000,000	1,341	0.2077 %	2,745,286,982	8.74 %
5,000,001 - 10,000,000	174	0.0270 %	1,227,788,415	3.91 %
10,000,001 - 50,000,000	170	0.0263 %	3,688,327,472	11.75 %
50,000,001 - 1,000,000,000	65	0.0101 %	11,691,005,260	37.24 %
Above 1,000,000,000	2	0.0003 %	4,828,518,410	15.38 %
	645,562	**100 %**	**31,396,493,787**	**100 %**

The shareholding pattern of the Bank as at December 31, 2021 is as stated below:

Share range	No. of Shareholders	Percentage of Shareholders	Number of holdings	Percentage Holdings (%)
1-10,000	539,921	83.8432 %	1,595,654,831	5.08 %
10.001 - 50.000	79,676	12.3727%	1,644,838,601	5.24 %
50.001 - 1.000.000	22,690	3.5235 %	3,846,174,546	12.25 %
1,000,001 - 5,000,000	1,252	0.1944 %	2,625,604,697	8.36 %
5,000,001 - 10,000,000	184	0.0286 %	1,276,980,061	4.07 %
10,000,001 - 50,000,000	168	0.0261 %	3,610,190,362	11.50 %
50.000.001 - 1.000.000.000	72	0.0112 %	11,968,532,279	38.12 %
Above 1,000,000,000	2	0.0003 %	4,828,518,410	15.38 %
	643,965	**100 %**	**31,396,493,787**	**100 %**

12. Substantial interest in shares

According to the register of members as at 31 December, 2022, the following shareholders held more than 5% of the issued share capital of the Bank.

Jim Ovia, CFR	3, 546,199,395	11.29 %

According to the register of members at 31 December 2021, the following shareholders held more than 5% of the issued share capital of the Bank.

Jim Ovia, CFR	3, 546,199,395	11.29 %

Directors' Report for the Year Ended 31 December, 2022

13. Donations and charitable gifts

The Bank made contributions to charitable and non-political organisations amounting to N1,671 million during the year ended 31 December 2022 (31 December 2021: N4,372 million).

The beneficiaries are as follows:

	31 December 2022 N' Million
Various charity organizations	522
Various state government infrastructure/security trust funds	331
Various educational institutions	171
Various sport organizations	159
Various conferences and seminars	63
Various health/medical initiatives	54
2022 Microsoft office secured productive enterprise	22
CFA society of Nigeria	20
Ikorodu peace initiative	20
Shared agency network expansion facility(SANEF)	11
FINTECH association of Nigeria	10
University of Lagos alumni association	8
Nigerian content development management board	8
Nigerian bar association	5
Other donations individually below N5million	267
	1,671

14. Events after the reporting period

On 14 February 2023, the Group exchanged N123.6bln (GHS 2,675,754,659) of its existing Government of Ghana bonds for a series of new bonds with maturity dates commencing from 2027 to 2038 under the Ghana Domestic Debt Exchange Programme. The new bonds were successfully settled on the 21st of February 2023 and have been allotted on the Central Securities Depository. The effect of the exchange on impairment of the existing bonds at 31 December 2022 was duly recognised in the consolidated financial statements. See disclosure in note 4.1

15. Group's strategy against the impact of Covid-19

The Group has considered the impact of Covid-19 on its business operations and has put in place appropriate safeguards to minimize negative impact of Covid-19 pandemic on its business.
The Group continues to make adjustments to the way and manner in which it renders banking and other financial services to its customers in order to cope with the challenges posed by the Covid-19 pandemic. Critical areas of the bank's business and operation which are closely monitored via-a-vis the threat of posed Covid-19 are;

a. Protection of the bank's cash flow,

b. Protection of the bank's human resources and, c. Enhancement of the digital & electronic platforms of the bank to facilitate fast and seamless banking services to its customers.

Protection of the Group's Cash flow

In order to protect the cashflow of the Group and prevent a drop in the Group's earnings, profit and asset quality, the Group has adopted the following strategies:

- Continuous engagement and monitoring of the bank's customers in key sectors in order to understand their business progression and recovery in the post pandemic era.

- Engaging of the bank's customers in key sectors of the economy to better understand their current challenges and provide effective and bespoke actions to alleviate their hardships while preserving shareholders' funds.

- Continuous adoption of a complete and integrated approach to risk management that is driven from the Board level to the operational activities of the bank.

- Continuous review of the bank's loan book in order to closely monitor all assets and liabilities classes and ensure that the bank has sufficient liquidity to meet its financial obligations.

- Developing and testing several stress scenarios to assess the bank's liquidity,capital adequacy and earning capacity in a period of post pandemic economic recovery.

- Update to the bank's Expected Credit Loss (ECL) model in order to appropriately captures forward looking macro-economic indices which incorporates effects of covid-19.

In updating its ECL model, the Group leveraged on guidance from the International Accounting Standard Board (IASB) and the Financial Reporting Council of Nigeria (FRCN) circular "Covid-19 and its impact on the financial reporting of entities in Nigeria, guidance for preparers of financial statements during Covid-19 period".

Protection of the Group's Human Resources

The Group has put in place measures to protect its employees, customers and other stakeholders of the bank. Some of the measures are:

- Setting a clear direction and communicating this effectively to all staff and other stakeholders in accordance with our Business Continuity Plan (BCP). The Group continues to encourage electronic self-services for our traditional banking services,while most meetings are held virtually except in exceptional situations.

- Constant review and strengthening of the Group's Business Continuity Plan (BCP) to reflect the current and potential impacts of Covid- 19 pandemic.

The Group also continues to encourage flexible working condition among its employees. Consequently, the Group has made significant investment in IT infrastructure that facilitates remote working condition. To complement this, the group increased investment in IT and Cyber Security infrastructure to enable it meet the increasing digital needs of our customers while protecting its organization and customers from all cyber security threats.

Enhancement of the Digital & Electronic Platforms of the Group

The Group continues to enhance the capabilities of its digital and electronic banking channels. This is to ensure seamless processing of the huge volumes of digital transactions being processed on the bank's channels.

Directors' Report for the Year Ended 31 December, 2022

16. Disclosure of customer complaints in financial statements for the year ended 31 December 2022

Description	Number		Amount claimed		Amount refunded	
In millions of Naira	31-Dec-22	31-Dec-21	31-Dec-22 N'm	31-Dec-21 N'm	31-Dec-22 N'm	31-Dec-21 N'm
Pending complaints brought forward	166,314	83,899	57,515	62,988	13	13
Received Complaints	475,499	307,537	17,577	35,227	1,982	-
Resolved Complaints	472,016	225,122	43,253	40,700	22,373	7,012
Unresolved Complaints	**169,797**	**166,314**	**31,839**	**57,515**	-	-

17. Human resources

(i) Employment of disabled persons

The Group maintains a policy of giving fair consideration to the application for employment made by disabled persons with due regard to their abilities and aptitude. The Group's policy prohibits discrimination against disabled persons in the recruitment, training and career development of its employees. In the event of members of staff becoming disabled, efforts will be made to ensure that their employment continues and appropriate training arranged to ensure that they fit into the Group's working environment.

(ii) Health, safety and welfare at work

The Group enforces strict health and safety rules and practices at the work environment, which are reviewed and tested regularly. The COVID-19 pandemic also presented an opportunity for the Group to enhance its health and safety protocols in all its operating locations. The Group has retained Hospitals use by staff and immediate family members.

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

The Group operates both a Group 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.

(iii) Employee training and development

The Group ensures, through various fora, that employees are informed on matters concerning them. Formal and informal channels are also employed in communication with employees with an appropriate two-way feedback mechanism.

In acordance with the Group's policy of continuous development, training facilities are provided in well-equipped training centres. These are complemented by on-the-job training.

{iv) Gender analysis of staff

The average number of employees of the Bank during the year by gender and level is as follows:

a. Analysis of total employees

	Gender Number			Gender Percentage	
	Male	Female	Total	Male	Female
Employees	3,378	3,322	6,700	50%	50%
	3,378	**3,322**	**6,700**	**50%**	**50%**

b. Analysis of Board and top management staff

	Gender Number			Gender Percentage	
	Male	Female	Total	Male	Female
Board members					
(Executive and Non-executive directors)	10	3	13	77%	23%
Top management staff (AGM-GM)	65	30	95	68%	32%
	75	**33**	**108**	**69%**	**31%**

c. Further analysis of board and top management staff

	Gender Number			Gender Percentage	
	Male	Female	Total	Male	Female
Assistant general managers	42	21	63	67%	33%
Deputy general managers	15	8	23	65%	35%
General managers	8	1	9	89%	11%
Board members (Non-executive directors)	6	1	7	86%	14%
Executive directors (excluding MD and DMDs)	3	1	4	75%	25%
Deputy managing director	-	1	1	-%	100%
Managing director/CEO	1	-	1	100%	-%
	75	**33**	**108**	**69 %**	**31 %**

18. Auditors

The auditors, Messrs. Pricewaterhousecoopers, having satisfied the relevant corporate governance rules on their tenure in office, have indicated their willingness to continue in office as auditors to the Bank. In accordance with section 401 (2) of the Companies and Allied Matters Act of Nigeria 2020, therefore, the auditors will be reappointed at the next annual general meeting of the Bank without any resolution being passed.

By order of the Board

Michael Osilama Otu (Esq.)
Company Secretary
January 26, 2023
FRC/2013/MULTI/00000001084

Statement of Corporate Responsibility for the Financial Statements for the Year Ended 31 December 2022

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 31 December 2022 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 31 December 2022.

(iii) The bank's internal controls has been designed to ensure that all material information relating to the bank and its subsidiaries 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 31 December 2022.

(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.

26 January 2023

Mukhtar Adam, PhD
Chief Financial Officer
FRC/2013/MUL TI/00000003196

Dr. Ebenezer Onyeagwu
Group Managing Director / CEO
FRC/2013/ICAN/00000003788

02

Governance & Sustainability

Corporate Governance Report for the Year Ended 31 December 2022

1. Introduction

Zenith Bank conducts its business in line with the highest level of Corporate Governance and best practice. The Group's governance practices which is replicated across its subsidiary companies are constantly reviewed to ensure that we keep pace with global standards as well as changes occasioned by the dynamics in the business environment.

2 The Directors and other key personnel

During the period under review, the Directors and other key personnel of the Bank complied with the following Codes of Corporate Governance, which the Bank subscribes to:

(a) The Central Bank of Nigeria (CBN) issued Code of Corporate Governance for Banks and Discount Houses in Nigeria 2014.

(b) The Securities and Exchange Commission (SEC) issued Code of Corporate Governance for public companies.

(c) The National Code of Corporate Governance for Public Companies which became effective in January, 2019.

In addition to the above Codes, the Bank complies with relevant disclosure requirements in other jurisdictions where it operates.

3. Shareholers

The Bank has a diverse shareholding structure with no single ultimate individual shareholder holding more than 12% of the bank's total shares.

4. Board of directors

The Board has the overall responsibility for setting the strategic direction of the Bank and also oversight of senior Management. It also ensures that good Corporate Governance processes and best practices are implemented across the Bank and the group at all times.

The Board of the Bank consists of persons of diverse discipline and skills, chosen on the basis of professional background and expertise, business experience and integrity as well as knowledge of the bank's business.

Directors are fully abreast of their responsibilities and knowledgeable in the business and are therefore able to exercise good judgment on issues relating to the Bank's business. They have on the basis of this acted in good faith with due diligence and skill and in the overall best interest of the company and relevant stakeholders during the period of review.

The Board has a Charter which regulates its operations. The Charter, recently reviewed, has been forwarded to the Central Bank of Nigeria in line with the CBN Code of Corporate Governance.

5. Board structure

The Board is made up of a Non-Executive Chairman, Six (6) Non-Executive Directors and Six (6) Executive Directors including the GMD/CEO. Four (4) of the Non-Executive Directors are Independent Directors, appointed in compliance with the Central Bank of Nigeria (CBN) circular on Appointment of Independent Directors by Banks.

The Group Managing Director/Chief Executive is responsible for the day to day running of the Bank and oversees the group, assisted by the Executive Committee (EXCO). EXCO comprises the Executive Directors, Deputy Managing Director, as well as the Group Managing Director/Chief Executive as its Chairman.

6. Responsibilities of the Board

The Board is responsible for amongst others:

a) reviewing and approving the Bank's strategic plans for implementation by management;

b) review and approving the Bank's financial Statements;

c) reviewing and approving the Bank's financial objectives, business plans and budgets, including capital allocations and expenditures;

d) monitoring corporate performance against the strategic plans and business, operating and capital budgets;

e) implementing the Bank's succession planning;

f) approving acquisitions and divestitures of business operations, strategic investments and alliances and major business development initiatives;

g) approving delegation of authority for any unbudgeted expenditure;

h) setting the tone for and supervising the Corporate Governance Structure of the Bank, including corporate structure of the Bank and the Board and any changes and strategic plans of the Bank and the Group;

i) Assessing its own effectiveness in fulfilling its responsibilities, including monitoring the effectiveness of individual directors.

The membership of the Board during the year is as follows:

Board of Directors

Name	Position	Date of Appointment
Jim Ovia, CFR	Chairman	April 2, 2014
Prof. Chukuka Enwemeka	Non-Executive Director	June 23, 2010**
Mr Jeffrey Efeyini	Non-Executive Director	June 23, 2010 **
Mr Chuks Emma Okoh	Non-Executive Director	April 12, 2022*
Mr Gabriel Ukpeh	Independent Non Executive Director	February 24, 2016
Engr. Mustafa Bello	Non-Executive Director	December 29, 2017
Dr Al-Mujtaba Abubakar, MFR	Independent Non Executive Director	August 1, 2019
Dr Omobola Ibidapo-Obe Ogunfowora	Independent Non Executive Director	June 30, 2021
Dr Peter Olatunde Bamkole	Independent Non Executive Director	April 12, 2022*
Dr Ebenezer Onyeagwu	Group Managing Director/ Chief Executive Officer	April 24, 2013
Dr Adaora Umeoji, O0N	Deputy Managing Director	October 9, 2012****
Mr Umar Shuaib Ahmed	Executive Director	October 19, 2016***
Dr Temitope Fasoranti	Executive Director	December 29, 2017
Mr Dennis Olisa	Executive Director	December 29, 2017***
Mr Henry Oroh	Executive Director	August 1, 2019
Mrs Adobi Nwapa	Executive Director	April 12, 2022*
Mr Akindele Ogunranti	Executive Director	April 12, 2022*

* Appointed to the Board effective 12 April 2022

**Retired from the Board effective 1 July 2022

***Retired from the Board effective 28 December 2022

****Retired from the Board effective 24 February 2023

The Board meets at least every quarter but may hold extra-ordinary sessions to address urgent matters requiring the attention of the Board.

7. Roles of Chairman and Chief Executive

The roles of the Chairman and Chief Executive are separate and no one individual combines the two positions. The Chairman's main responsibility is to lead and manage the Board to ensure that it operates effectively and fully discharges its legal and regulatory responsibilities. The Chairman is responsible for ensuring that Directors receive accurate, timely and clear information

Corporate Governance Report for the Year Ended 31 December 2022

to enable the Board take informed decisions and provide advice to promote the success of the Bank. The Chairman also facilitates the contribution of Directors and promotes effective relationships and open communications between Executive and Non-Executive Directors, both inside and outside the Boardroom.:

The Board has delegated the responsibility for the day-to-day management of the Bank to the Group Managing Director/Chief Executive Officer, who is supported by Executive Management. The Group Managing Director executes the powers delegated to him in accordance with guidelines approved by the Board of Directors. The Executive Management is accountable to the Board for the development and implementation of strategies and policies. The Board regularly reviews group performance, matters of strategic concern and any other matter it regards as material.

8. Director Nomination Process

The Board Governance Nomination and Remuneration Committee is charged with the responsibility of leading the process for Board appointments and for identifying and nominating suitable candidates for the approval of the Board.

With respect to new appointments, the committee identifies, reviews and recommends candidates for potential appointment as Directors.

In identifying suitable candidates, the Committee considers candidates on merit against objective criteria and with due regard to diversity on the Board, including gender as well as the balance and mix of appropriate skills and experience.

Shareholding in the Bank is not a criterion for the nomination or appointment of a Director. The appointment of Directors is subject to the approval of the shareholders and the Central Bank of Nigeria.

9. Induction and continuous training

Upon appointment to the Board and to Board Committees, all Directors receive an induction tailored to meet their individual requirements.

The induction, which is arranged by the Company Secretary, may include meetings with senior management staff and key external advisors, to assist Directors in acquiring a detailed understanding of the Bank's operations, its strategic plan, its business environment, the key issues the Bank faces, and to introduce Directors to their fiduciary duties and responsibilities.

The Bank attaches great importance to training its Directors and for this purpose, continuously offers training and education from onshore and offshore institutions to its Directors, in order to enhance their performance on the Board and the various committees to which they belong.

10. Board Committees

The Board carries out its oversight functions using its various Board Committees. This makes for efficiency and allows for a deeper attention to specific matters for the Board.

Membership of the Committees of the Board is intended to make the best use of the skills and experience of non-executive directors in particular.

The Board has established the various Committees with well defined terms of reference and Charters defining their scope of responsibilities in such a way as to avoid overlap or duplication of functions.

The Committees of the Board meet quarterly but may hold extraordinary sessions as the business of the Bank demands.

The following are the current standing Committees of the Board:

10.1. Board credit committee

The Committee is currently made up of seven (7) members comprising four (4) non-Executive Directors and three (3) Executive Directors of the Bank. The Board Credit Committee is chaired by a non-Executive Director who is well versed in credit matters. The Committee considers loan applications above the level of Management Credit Committee. It also determines the credit policy of the Bank or changes therein.

The membership of the Committee during the period is as follows:

Mr. Gabriel Ukpeh - Chairman
Engr. Mustafa Bello
Mr. Chuks Emma Okoh
Dr. Al- Mujtaba Abubakar, *MFR*
Dr. Ebenezer Onyeagwu
Dame (Dr) Adaora Umeoji, *OON*
Dr. Temitope Fasoranti

Terms of reference

- To conduct a quarterly review of all collateral security for Board consideration and approval;
- To recommend criteria by which the Board of Directors can evaluate the credit facilities presented from various customers;
- To review the credit portfolio of the Bank;
- To approve all credit facilities above Management approval limit;
- To establish and periodically review the Bank's credit portfolio in order to align organizational strategies, goals and performance;
- To evaluate on an annual basis the components of total credit facilities as well as market competitive data and other factors as deemed appropriate, and to determine the credit level based upon this evaluation;
- To make recommendations to the Board of Directors with respect to credit facilities based upon performance, market competitive data, and other factors as deemed appropriate
- To recommend to the Board of Directors, as appropriate, new credit proposals, restructure plans, and amendments to existing plans;
- To recommend non-performing credits for write-off by the Board;
- To perform such other duties and responsibilities as the Board of Directors may assign from time to time.

10.2. Staff Welfare, Finance and General Purpose Committee

This Committee is made up of Eight (8) members: four (4) non Executive Directors and four (4) Executive Directors. It is chaired by a nonexecutive Director. The Committee considers large scale procurement by the Bank, as well as matters relating to staff welfare, discipline, staff remuneration and promotion.

The membership of the Committee during the period is as follows:

Mr. Chuks Emma Okoh – Chairman
Mr. Gabriel Ukpeh
Dr.. Omobola Ibidapo-obe Ogunfowora
Dr.Peter Olatunde Bamkole
Dr. Ebenezer Onyeagwu
Dr. Adaora Umeoji
Mr. Henry Oroh
Mrs.Adobi Stella Nwapa

Terms of reference

- Approval of large scale procurements by the Bank and other items of major expenditure by the Bank;
- Recommendation of the Bank's Capital Expenditure (CAPEX) and major Operating Expenditure (OPEX) limits for consideration by the Board;
- Consideration of management requests for branch set up and other business locations;
- Consideration of management request for establishment of offshore subsidiaries and other offshore business offices;
- Oversight responsibility with respect to the Bank and its subsidiary companies relating to material and strategic financial matters, including those related to investment policies and strategies, merger and acquisition transactions, financings, and structure including debts and equity securities, and credit agreements;
- Consider the Group's financial risk management and major insurance program
- Overall tax planning activities and related developments;
- Consider the ratings from Credit rating agencies.
- Consideration of the dividend policy of the Bank and the declaration of dividends or other forms of distributions and recommendation to the Board;
- Consideration of capital expenditures, divestments, acquisitions, joint ventures and other investments, and other major capital transactions;
- Consideration of senior management promotions as recommended by the GMD/CEO;
- Review and recommendations on recruitment, promotion, and disciplinary actions for senior management staff;
- To discharge the Board's responsibility relating to oversight of the management of the health and welfare plans that cover the company's employees;
- Review and recommendation to the Board, salary revisions and service conditions for senior management staff, based on the recommendation of the Executives;
- Oversight of broad-based employee compensation policies and programs;

Corporate Governance Report for the Year Ended 31 December 2022

10.3. Board risk management Committee

The Board Risk Management Committee has oversight responsibility for the overall risk assessment of various areas of the Bank's operations and compliance.

The Chief Risk Officer , the chief information security officer and the Chief Inspector have access to this Committee and make quarterly presentations for the consideration of the Committee. Chaired by Engr. Mustapha Bello (a Non-Executive Director), the Committee's membership comprises the following:

Engr. Mustapha Bello – Chairman
Dr. Peter Olatunde Bamkole
Dr.Omobola Ibidapo-Obe Ogunfowora
Dr. Al-Mujtaba Abubakar, *MFR*
Mr. Umar Shuaib Ahmed*
Dr. Ebenezer Onyeagwu
Mr. Dennis Olisa*
Mr.Anthony Akindele Ogunranti

*Retired from the board effective 28 December 2022

Terms of reference

- The primary responsibility of the Committee is to ensure that sound policies, procedures and practices are in place for the risk-wide management of the Bank's material risks and to report the results of the Committee's activities to the Board of Directors;
- Design and implement risk management practices, specifically provide ongoing guidance and support for the refinement of the overall risk management framework and ensuring that best practices are incorporated;
- Ensure that management understands and accepts its responsibility for identifying, assessing and managing risk;
- Ensure and monitor risk management practices, specifically determine which enterprise risks are most significant and approve resource allocation for risk monitoring and improvement activities, assign risk owners and approve action plans;
- Periodically review and monitor risk mitigation progress and periodically review and report to the Board of Directors:

(a) the magnitude of all material business risks;

(b) the processes, procedures and controls in place to manage material risks; and
(c) the overall effectiveness of the risk management process;

- To ensure the implementation of the approved cyber security policies, standards and delineation of cybersecurity responsibilities.
- To ensure that cybersecurity processes are conducted in line with the business requirements, applicable laws and regulation.
- To engage the Chief Information Security Officer (CISO) whose duties includes amongst others – responsibility for the implementation of approved cybersecurity policies and standards as well as to focus on the Bank-wide cybersecurity activities and the mitigation of cybersecurity risks in the Bank.
- Facilitate the development of a comprehensive risk management framework for the Bank and develop the risk management policies and processes and enforce its compliance;
- To perform such other duties and responsibilities as the Board of Directors may assign from time to time.

10.4. Board audit and compliance Committee

The Committee comprises Non-Executive Directors only and is chaired by - Dr. Al-Mujtaba Abubakar, who is well experienced and knowledgeable in financial matters. The Chief Inspector and Chief Compliance Officer have access to this Committee and make quarterly presentations for the consideration of the Committee.

The Committee's membership comprises the following:

Dr. Al-Mujtaba Abubakar – Chairman
Mr. Gabriel Ukpeh
Engr. Mustafa Bello
Dr.Peter Olatunde Bamkole
Dr. Omobola Ibidapo-Obe Ogunfowora

Committee's terms of reference

The Board Audit and Compliance Committee have the following responsibilities as delegated by the Board of Directors:

- Ascertain whether the accounting and reporting policies of the Bank are in accordance with legal requirements and acceptable ethical practices;
- Review the scope and planning of audit requirements;
- Review the findings on management matters (Management Letter) in conjunction with the external auditors and Management's responses thereon;

- Keep under review the effectiveness of the Bank's system of accounting and internal control;
- Make recommendations to the Board with regard to the appointment, removal and remuneration of the external auditors of the Bank
- Authorize the internal auditor to carry out investigations into any activities of the Bank which may be of interest or concern to the Committee;
- Assist in the oversight of compliance with legal and other regulatory requirements, assessment of qualifications and independence of the external auditors and performance of the Bank's internal audit function as well as that of the external auditors;
- Ensure that the internal audit function is firmly established and that there are other reliable means of obtaining sufficient assurance of regular review or appraisal of the system of internal control in the Bank;
- Oversee management's processes for the identification of significant fraud risks across the Bank and ensure that adequate prevention, detection and reporting mechanisms are in place
- On a quarterly basis, obtain and review reports by the internal auditor on the strength and quality of internal controls, including any issues or recommendations for improvement, raised during the most recent control review of the Bank;
- Discuss and review the Bank's unaudited quarterly and annual financial statements with management and external auditors to include disclosures, management control reports, independent reports and external auditors' reports before submission to the Board, in advance of publication
- Meet separately and periodically with management, the internal auditor and the external auditors, respectively;
- Review and ensure that adequate whistle - blowing procedures are in place and that a summary of issues reported is highlighted to the Board, where necessary;
- Review with external auditors, any audit scope limitations or problems encountered and management responses to them;
- Review the independence of the external auditors and ensure that they do not provide restricted services to the Bank;
- Appraise and make recommendation to the Board on the appointment of internal auditor of the Bank and review his/her performance appraisal annually;
- Review the response of management to the observations and recommendation of the Auditors and Bank regulatory authorities;
- Agree Internal Audit Plan for the year annually with the Internal auditor and ensure that the internal audit function is adequately resourced and has appropriate standing within the Bank;
- Review quarterly Internal Audit progress against Plan for the period and review outstanding Agreed Actions and follow up
- To develop a comprehensive internal control framework for the Bank and obtain assurances on the operating effectiveness of the Bank's internal control framework;
- To establish management's processes for the identification of significant fraud risks across the Bank and ensure that adequate prevention, detection and reporting mechanisms are in place;
- To work with the Internal Auditor to develop the Internal Audit Plan for the year and ensure that the internal audit function is adequately resourced to carry out the plan;
- To review periodically the Internal Audit progress against Plan for the year and review outstanding Agreed Actions and follow up;
- To review the report of the Chief Compliance Officer as it relates to Anti-Money Laundering policies of the Bank and other law enforcement issues;
- The Chief Inspector and the Chief Compliance Officer makes quarterly presentation to the Committee, in addition to reporting to the Group Managing Director. The Chief Inspector and the Chief Compliance Officer also have unrestricted access to the Chairman of the Committee;.
- To perform such other duties and responsibilities as the Board of Directors may assign from time to time.

10.5. Board governance, nomination and remuneration Committee

The Committee is made up of six (6) Non-Executive Directors and one of the Non-Executive Directors chairs the Committee.

The membership of the Committee is as follows:

Dr.Omobola Ibidapo-Obe Ogunfowora – (Chairman)
Engr. Mustafa Bello
Mr. Gabriel Ukpeh
Dr. Al-Mujtaba Abubakar *MFR*
Dr. Peter Olatunde Bamkole
Mr. Chuks Emma Okoh

Corporate Governance Report for the Year Ended 31 December 2022

Committe's terms of reference

- To determine a fair reasonable and competitive compensation practices for Executive officers and other key employees of the Bank which are consistent with the Bank's objectives;
- Determining the quantum and structure of compensation and benefits for Non-Executive Directors;Executive Directors and senior management of the Group;
- Ensuring the existence of an appropriate remuneration policy and philosophy for Executive Directors, Non-Executive Directors and staff of the Group;
- Review and recommendation for Board ratification, all terminal compensation arrangements for Directors and senior management;
- Recommendation of appropriate compensation for Non-Executive Directors for Board and Annual General Meeting consideration;
- Review and approval of any recommended compensation actions for the Company's Executive Committee members, including base salary, annual incentive bonus, long-term incentive awards, severance benefits, and perquisites;
- Review and continuous assessment of the size and composition of the Board and Board Committees, and recommend the appropriate Board structure, size, age, skills, competencies, composition, knowledge, experience and background in line with needs of the Group and diversity required to fully discharge the Board's duties;
- Recommendation of membership criteria for the Group Board, Board Committees and subsidiary companies Boards;
- Identification at the request of the Board of specific individuals for nomination to the Group and subsidiary companies Boards and to make recommendations on the appointment and election of New Directors (including the Group MD) to the Board, in line with the Group's approved Director Selection criteria;
- Review of the effectiveness of the process for the selection and removal of Directors and to make recommendations where appropriate;
- Ensuring that there is an approved training policy for Directors, and monitoring compliance with the policy;
- Review and make recommendations on the Group's succession plan for Directors and other senior management staff for the consideration of the Board;
- Regular monitoring of compliance with Group's code of ethics and business conduct for Directors and staff;
- Review the Group's organization structure and to make recommendations to the Board for approval;
- Review and agree at the beginning of the year, of the key performance indicators for the Group MD and Executive Directors;
- Ensure that the Group has a succession policy and plan in place for the Chairman of the Board, the MD/CEO and all other EDs, NEDs, and Senior Management positions to ensure leadership continuity in the Group;
- Review and makerecommendations on the recruitment, promotions and disciplinary actions for Executive Management level personnel;
- Ensure that board evaluation reports of subsidiaries are formally discussed and documented as a way of radiating sound governance practices across the Group;
- Ensure annual review or appraisal of the performance of the Board is conducted. This review/appraisal covers all aspects of the Board's structure, composition, responsibilities, individual competencies, Board operations, Board's role in strategy setting, oversight over corporate culture, monitoring role and evaluation of management performance and stewardship towards shareholders etc;.

10.6. Audit Committee of the Bank

The Committee is established in line with section 404(2) (CAMA 2020). The Committee's membership consists of three (3) representatives of the shareholders elected at the Annual General Meeting (AGM) and two (2) Non-Executive Directors. The Committee is chaired by a shareholder's representative. The Committee meets every quarter, but could also meet at any other time, should the need arise. The Chief Inspector, the Chief Financial Officer, as well as the External Auditors are invited from time to time to make presentation to the Committee.

All members of the Committee are financially literate.

The membership of the Committe is as follows:

Shareholders' representative

Mrs. Adebimpe Balogun – (Chairman)
Prof (Prince) L.F.O Obika
Mr. Michael Olusoji Ajayi

Non-Executive Directors / Director's Representatives
Dr. Al-Mujtaba Abubakar
Engr. Mustafa Bello

Committe's terms of reference

- To meet with the independent auditors, chief financial officer, internal auditor and any other Bank executive both individually and/or together, as the Committee deems appropriate at such times as the Committee shall determine to discuss and review;
- The Bank's quarterly and audited financial statements, including any related notes, the Bank's specific disclosures and discussion under "Managements Control Report" and the independent auditors' report, in advance of publication;
- The performance and results of the external and internal audits, including the independent auditor's management letter, and management's responses thereto;
- The effectiveness of the Bank's system of internal controls, including computerized information systems and security; any recommendations by the independent auditor and internal auditor regarding internal control issues and any actions taken in response thereto; and, the internal control certification and attestation required to be made in connection with the Bank's quarterly and annual financial reports;
- Such other matters in connection with overseeing the financial reporting process and the maintenance of internal controls as the committee shall deem appropriate;
- To prepare the Committee's report for inclusion in the Bank's annual report;
- To report to the entire Board at such times as the Committee shall determine.

10.7. Executive committee (EXCO)

The EXCO comprises the Group Managing Director, Deputy Managing Director as well as all the Executive Directors. EXCO has the GMD/CEO as its Chairman. The Committee meets weekly (or such other times as business exigency may require) to deliberate and take policy decisions on the effective and efficient management of the Bank. It also serves as a first review platform for issues to be discussed at the Board level.
EXCO's primary responsibility is to ensure the implementation of strategies approved by the Board, provide leadership to the Management team and ensure efficient deployment and management of the Bank's resources. Its Chairman is responsible for the day-to-day running and performance of the Bank.

10.8. Other Committee

In addition to the afore-mentioned committees, the Bank has in place, other standing management committees. They include:

a) Management Committee (MANCO)
b) Assets and Liabilities Committee (ALCO)
c) Management Global Credit Committee(MGCC)
d) Risk Management Committee (RMC)
e) Information technology (IT) steering committee
f) Sustainability Steering Committee (SSC)
g) Information Security Steering Committee

a) Management Committee (MANCO)

The Management Committee comprises the senior management of the Bank and has been established to identify, analyze, and make recommendations on risks arising from day-to-day activities. They also ensure that risk limits as contained in the Board and Regulatory policies are complied with. Members of the management committee make contributions to the respective Board Committees and also ensure that recommendations of the Board Committees are effectively and efficiently implemented. They meet weekly and as frequently as the need arises

b) Assets and Liabilities Committee (ALCO)

The ALCO is responsible for the management of a variety of risks arising from the Bank's business including market and liquidity risk management, loan to deposit ratio analysis, cost of funds analysis, establishing guidelines for pricing on deposit and credit facilities, exchange rate risks analysis, balance sheet structuring, regulatory considerations and monitoring of the status of implemented assets and liability strategies. The members of the Committee include the Group Managing Director, Executive Directors, the Treasurer, the Head of Financial Control, Group Head, Risk Management Group and a representative of the Assets and Liability Management Unit. A representative of the Asset and Liability Management Department serves as the secretary of this Committee.

The Committe meets weekly and as frequently as the need arises.

c) Management Global Credit Committee(MGCC)

The Management Global Credit Committee is

Corporate Governance Report for the Year Ended 31 December 2022

responsible for ensuring that the Bank complies with the credit policy guide as established by the Board. The Committee also makes contributions to the Board Credit Committee. The Committee can approve credit facilities to individual obligors not exceeding in aggregate a sum as pre-determined by the Board from time to time. The Committee is responsible for reviewing and approving extensions of credit, including one-obligor commitments that exceed an amount as may be determined by the Board. The Committee reviews the entire credit portfolio of the Bank and conducts periodic assessment of the quality of risk assets in the Bank. It also ensures that adequate monitoring of performance is carried out. The secretary of the committee is the Head of the Credit Administration Department.

The Committee meets weekly or such other times depending on the number of credit applications to be considered. The members of the Committee include the Group Managing Director, the Executive Directors and all divisional and group heads.

d) Risk Management Committee (RMC)

This Committee is responsible for regular analysis and consideration of risks other than credit risk in the Bank. It meets [at least once in a month or as the need arises] to review environmental and other risk issues and policies affecting the Bank and recommend steps to be taken. The Committee's approach is entirely risk based. The Committee makes contributions to the Board Risk Management Committee and also ensures that the Committee's decisions and policies are implemented. The members of the Committee include the Group Managing Director, two Executive Directors, the Chief Risk Officer and all divisional and group heads.

e) Information Technology (IT) steering committee

The Information Technology (IT) Steering Committee is responsible for amongst others, development of corporate information technology (IT) strategies and plans that ensure cost effective application and management of resources throughout the organization.

Membership of the committee is as follows:

1. The Group Managing Director/Chief Executive Officer;
2. Two (2) Executive Directors;
3. Head of Treasury
4. Head of Trade Services
5. Marketing Groups Representatives
6. Chief Inspector;
7. Chief Risk Officer;
8. Chief Compliance Officer
9. Chief Information Security Officer (CISO)
10. Head of IT;
11. Head of Infotech - Software;
12. Head of Infotech - Enginering;
13. Head of Card Services;
14. Group Head of Operations
15. Group Head of IT Audit;
16. Head of e-Business
17. Head of Investigation

The committee meets monthly or as the need arises.

f) Sustainability Steering Committee (SSC)

This Committee is responsible for regular analysis and review of sustainable Banking policies and practices within the Bank to ensure compliance with globally acceptable economic, environmental and social norms.

The Bank, recognizing that every institution is as strong as the strength of its relationship and that the ability to nurture existing relationships and develop new ones will invariably play a significant role in the financial stability of the organization. Therefore, the Bank believes that an organization must forge a closer relationship with its stakeholders, including customers, employees, local communities, suppliers, among others, to ensure triple bottom line profit.

The Committee present quarterly reports to the Board Risk Management Committee and also ensures that the Committee's decisions and policies are implemented. The members of the Committee include representatives from various marketing and operations departments and groups within the Bank as well as the CSR and Research Group.

g) Information Security Steering Committee

The information security steering committee is responsible for the governance of the cybersecurity programme. The Committee is also responsible for providing oversight and ensure alignment between information security strategy and company objectives. Assessing the adequacy of resources and funding to sustain and advance successful security programs and practices for identifying, assessing, and mitigating cybersecurity risks across all business functions. The Committee review company policies pertaining to information security and cyberthreats, taking into account the potential for external threats, internal threats, and threats arising from transactions with trusted third parties and vendors. Review of privacy and information security policies and standards and review the ramifications of updates to policies and standards as well as establish standards and procedures for escalating significant security incidents to the ISSC, Board, other steering committees, government agencies, and law enforcement agencies, as appropriate.

MEMBERSHIP OF THE COMMITTEE

The Information Security Steering Committee shall be comprised of:

1. Group Managing Director / CEO
2. Executive Directors
3. Chief Information Officer
4. Chief Inspector
5. Chief Risk Officer(CRO)
6. Chief Financial Officer(CFO)
7. Head of InfoTech - Software
8. Head of InfoTech – Engineering
9. Group Head Retail
10. Chief Information Security Officer(CISO)
11. Head of IT Audit
12. Information Security Officer
13. Head of Risk Management
14. Head of Card Services
15. Representatives of Marketing Group

11. Policy on trade in the Bank's securities

The Bank has in place a policy on trading on the Bank's Securities by Directors and other key personnel of the Bank. This is to guide against situations where such personnel in possession of confidential and price sensitive information deal with Bank's securities in a manner that amounts to insider trading.

12 Relationship with shareholders

Zenith Bank maintains an effective communication with its shareholders, which enables them understand our business, financial condition and operating performance and trends. Apart from our annual report and accounts, proxy statements and formal shareholders' meetings, we maintain a rich website (with suggestion boxes) that provide information on a wide range of issues for all stakeholders.

Also, a quarterly publication of the Bank and group performance is made in line with the disclosure requirements of the Nigeria Stock Exchange. The Bank has an Investors Relations Unit which holds regular forum to brief all stakeholders on operations of the Bank.

The Bank also, from time to time, holds briefing sessions with market operators (stockbrokers, dealers, institutional investors, issuing houses, stock analysts, mainly through investors conference) to update them with the state of business. These professionals, as advisers and purveyors of information, relate with and relay to the shareholders useful information about the Bank. The Bank also regularly briefs the regulatory authorities, and file statutory returns which are usually accessible to the shareholders.

13. Directors remuneration policy

The Bank's remuneration policy is structured taking into account the environment in which it operates and the results it achieves at the end of each financial year. It includes the following elements:

Non-Executive Directors

- Components of remuneration is annual fee and sitting allowances which are based on levels of responsibilities.
- Directors are also sponsored for training programmes that they require to enhance their duties to the Bank.
- During the year under review, in addition to other programmes ,all Directors attended the CFT/AML training programme to keep them abreast of recent trends in CFT and money laundering.

Executive Directors

The remuneration policy for Executive Directors considers various elements, including the following:

- Fixed remuneration, taking into account the level of responsibility, and ensuring this remuneration is competitive with remuneration paid for equivalent posts in Banks of equivalent status both within and outside Nigeria.
- Variable annual remuneration linked to the Zenith Bank financial results. The amount of this remuneration is subject to achieving specific quantifiable targets, aligned directly with shareholders' interest.

Corporate Governance Report for the Year Ended 31 December 2022

MONITORING COMPLIANCE WITH CORPORATE GOVERNANCE

Chief Compliance Officer

The Chief Compliance Officer monitors compliance with money laundering requirements and the implementation of the Code of Corporate Governance of the Bank. He reports to the Board through the the Executive compliance officer(ECO).

The Chief Compliance Officer and the Company Secretary forward regular returns to the Central Bank of Nigeria on all whistle-blowing reports and also on corporate governance compliance.

Whistle Blowing Procedures

The Bank has a whistle-blowing procedure that ensures anonymity for whistle-blowers. The Bank has a direct link on the Bank's website, provided for the purpose of whistle-blowing.

Internally, the Bank has a direct link on its intranet for dissemination of information, to enable members of staff report all identified breaches of the Bank's Code of Corporate Governance. All reports are investigated and necessary sanctions applied for breache.

Codes of Coduct

The Bank has a Code of Professional Conduct for Employees and third parties, which all members of staff as well as vendors and contractors subscribe to upon assumption of duties signing onto transactions with the Bank. The Bank also has a Code of Conduct for Directors.

14. Foreign Subsidiaries Governance Structure

The Bank as at 31 December 2022 has four (4) foreign subsidiaries, two (2) local subsidiaries and one (1) representative office. Their activities are governed by the foreign subsidiaries governance structure put in place by the Group Head Office to ensure efficient and effective operations. The framework establishes the scope, method of performance management, periodic reviews and feedback mechanism for operating within the local laws in their jurisdiction.

The activities of the subsidiaries are closely monitored by Zenith Bank Plc using the following strategies:

Liaison and Oversight Function

The Foreign Subsidiaries Department is charged with the responsibility of overseeing the growth and implementation of the Bank's global expansion strategy into new territories/ regions. The Department serves as an interface between the Bank and its offshore subsidiaries. It also provides guidance on how to optimize synergy within the Group. Reports from the Group is presented to the Board at its quarterly meetings.

Representation on the Subsidiary Board

Zenith Bank Plc exercises control over the subsidiaries by maintaining adequate representation on the Board of each subsidiary. The representatives are chosen on the basis of professional competencies, business experience and integrity as well as knowledge of the Bank's business.

The Board of Directors of the subsidiaries are responsible for reviewing and approving the strategic plans and financial objectives as well as monitoring the corporate performance against these objectives.

Local Board and Board Committee

To ensure that the activities of the subsidiaries reflects the same values, ethics, controls and processes, Zenith Bank Plc is represented by at least one (1) non-executive director in the local board and board committee of each foreign subsidiary. These directors provide effective oversight function over each subsidiary and ensure that there is consistency with the strategic direction of the Bank. They also act as a link with the parent board at the Group Head Office in Nigeria.

Subsidiary Board Committees

The Subsidiary Board meets at least every quarter and exercises oversight function on the business of each location through the following committee structure.

- Board Credit Committee which is charged with the responsibility of considering the approval of new loans and renewal of existing ones above the threshold set for the Management Credit Committee. It also determines the credit policy or changes therein.
- Board Risk Management Committee which has oversight responsibility for the overall risk management of various areas of the Bank's operations and compliance. This includes advising the Board on risk-related matters arising from its business.
- Board Audit and Compliance Committee is responsible for the review of accounting and reporting policies to ensure compliance with regulatory and financial reporting requirements. The Board, through the committee exercise

oversight on the Compliance and AML/CFT activities of the Bank. Overall, it monitors the effectiveness of the Bank's system of internal control to safeguard its assets for shareholders.

- Board Governance, Nomination and Remuneration Committee (BGNRC) saddled with the responsibility of determining a fair, reasonable and competitive renumeration structure for senior management of the Bank as well as administering the Governance structure for the Bank.
- Board Staff Welfare, Finance & General Purpose Committee has the responsibility of approving large scale procurements by the Bank, as well as matters relating to staff welfare, discipline, staff remuneration and promotion.

Management of Subsidiaries

Zenith Bank Plc appoints one of its senior management staff to act as the Managing Director of each subsidiary. Other key staff are seconded to assist the managing director in the supervision of critical departments of the Bank.

The objective of this management structure is to ensure that the core values and principles of the Zenith Bank brand are instilled seamlessly across its offshore subsidiaries. It also offers the Group an opportunity to adopt a uniform culture of best practices in the area of corporate governance, technology, controls and customer service excellence.

Monthly and Quarterly Reports

The subsidiaries furnish Zenith Bank Plc with monthly and quarterly reports on their business and operational activities. These reports covers the subsidiaries' financial performance, risk assessment, regulatory and compliance matters amongst others. The reports are analyzed and presented to Executive Management and the Group Board of Directors for decision making and fulfilment of its oversight function.

Group Performance & Strategy Review/Budget Session

The Managing Directors and senior management team of the respective Subsidiaries of the Bank attend the annual Group's Performance & Strategy Review/Budget Session during which their performances are analyzed and recommendations made towards achieving continuous improvement in financial, social and environmental performance. The annual budget of the subsidiaries are discussed at this session. This session also serves as a forum for sharing business ideas, tapping into identified synergy within the Group and disseminating information on relevant best practices that could enhance our sustained growth in the Banking landscape.

Annual Internal Control Audit

The Internal Control & Audit Department of Zenith Bank Plc carries out an annual audit of each of the offshore subsidiaries in line with the Group's Annual Audit Programme. This audit exercise covers all operational areas of the subsidiaries and the outcome is discussed with Executive Management at the home office for timely intervention on identified lapses. It is important to note that this exercise is distinct from the daily operations audit carried out by the respective internal audit unit within the subsidiaries

Annual Loan Review/Audit

This audit is carried out by the Loan Review & Monitoring Unit of Zenith Bank Plc. The core areas of concentration during this audit exercise include asset quality assessment, loan performance, review of security pledged, loan conformity with credit policy, documentation check and review of central liability report among others

Group Compliance Function

Zenith Bank Plc is committed to complying with regulatory requirements in all locations where it operate. To this end, The Bank's Compliance Group monitors ongoing developments in the regulatory environment of each location where it operates and ensuring compliance with same. This include conducting periodic compliance checks on each subsidiary annually to ascertain compliance with local banking laws and regulations.

Report of External Auditors

In line with global best practices and regulatory guidelines, the Bank undertake review of Management letters from external Auditors on periodic audit of the subsidiary companies. This is to ensure that all exceptions are complied with and for implementation of the Auditors' recommendations.

15. Complaints Management Policy

The Bank has put in place a complaints management policy framework to resolve complaints arising from issues covered under the Investments and Securities Act, 2007 (ISA). This can be found on the Bank's website.

Corporate Governance Report for the Year Ended 31 December 2022

16. Schedule of board and board committees meeting held during the period

The table below shows the frequency of meetings of the Board of directors, board committees and members' attendance at these meetings during the year under review.

Directors	Board	Board credit committee	Finance & general purpose committee	Board governance, Nomination and remuneration committee	Board risk management committee	Board audit and Compliance committee
Attendance / Number of Meetings	7	4	4	4	4	4
Jim Ovia, *CFR*	7	N/A	N/A	N/A	N/A	N/A
Mr. Jeffrey Efeyini**	4	2	N/A	2	2	2
Prof. Chukuka S.Enwemeka**	4	2	2	N/A	2	N/A
Mr.Gabriel Ukpeh	7	4	4	4	N/A	4
Engr.Mustafa Bello	7	2***	N/A	4	4	4
Dr. Al-Mujtaba Abubakar, *MFR*	7	4	N/A	4	4	4
Dr. Omobola Ibidapo-Obe Ogunfowora	7	N/A	4	2 **	2 **	4
Mr Peter Bamkole*	4	N/A	2	2	2	2
Mr Chuks Emma Okoh*	4	2	2	2	N/A	N/A
Dr. Ebenezer Onyeagwu	7	4	4	N/A	4	N/A
Dr.Adaora Umeoji, *OON*	7	4	4	N/A	N/A	N/A
Mr. Umar Shuaib Ahmed ***:	7	N/A	N/A	N/A	4	N/A
Dr. Temitope Fasoranti	7	4	N/A	N/A	N/A	N/A
Mr. Dennis Olisa****	7	N/A	N/A	N/A	4	N/A
Mr. Henry Oroh	7	N/A	4	N/A	N/A	N/A
Mrs Adobi Nwapa*	4	N/A	0	N/A	N/A	N/A
Mr. Akindele Ogunranti*	4	N/A	N/A	N/A	2	N/A

Note:

* - Appointed to the Board effective 12 April,2022

** - Retired from the Board with effect from July 1,2022

*** - Reconstitution of Board Committees, effective July 2022

**** - Retired from the Board with effect from 28 December, 2022

N/A - Not Applicable (Not a Committee member)

Dates for Board and Board Committee meetings held within the year to 31 December 2022

Board meetings	Board credit committee meeting	Finance and general purpose committee	Board risk and audit committee meeting	Board audit and compliances committee meeting	Board governance, nominations and remuneration committee	Audit committee meeting of the bank
27-Jan-22	26-Jan-22	25-Jan-22	25-Jan-22	25-Jan-22	25-Jan-22	25-Jan-22
09-Mar-22						
06-Apr-22						
28-Apr-22	27-Apr-22	27-Apr-22	26-Apr-22	26-Apr-22	26-Apr-22	26-Apr-22
28-Jul-22	27-Jul-22	26-Jul-22	26-Jul-22	26-Jul-22	26-Jul-22	27-Jul-22
21-Oct-22	19-Oct-22	19-Oct-22	19-Oct-22	19-Oct-22	19-Oct-22	19-Oct-22
28-Dec-22						

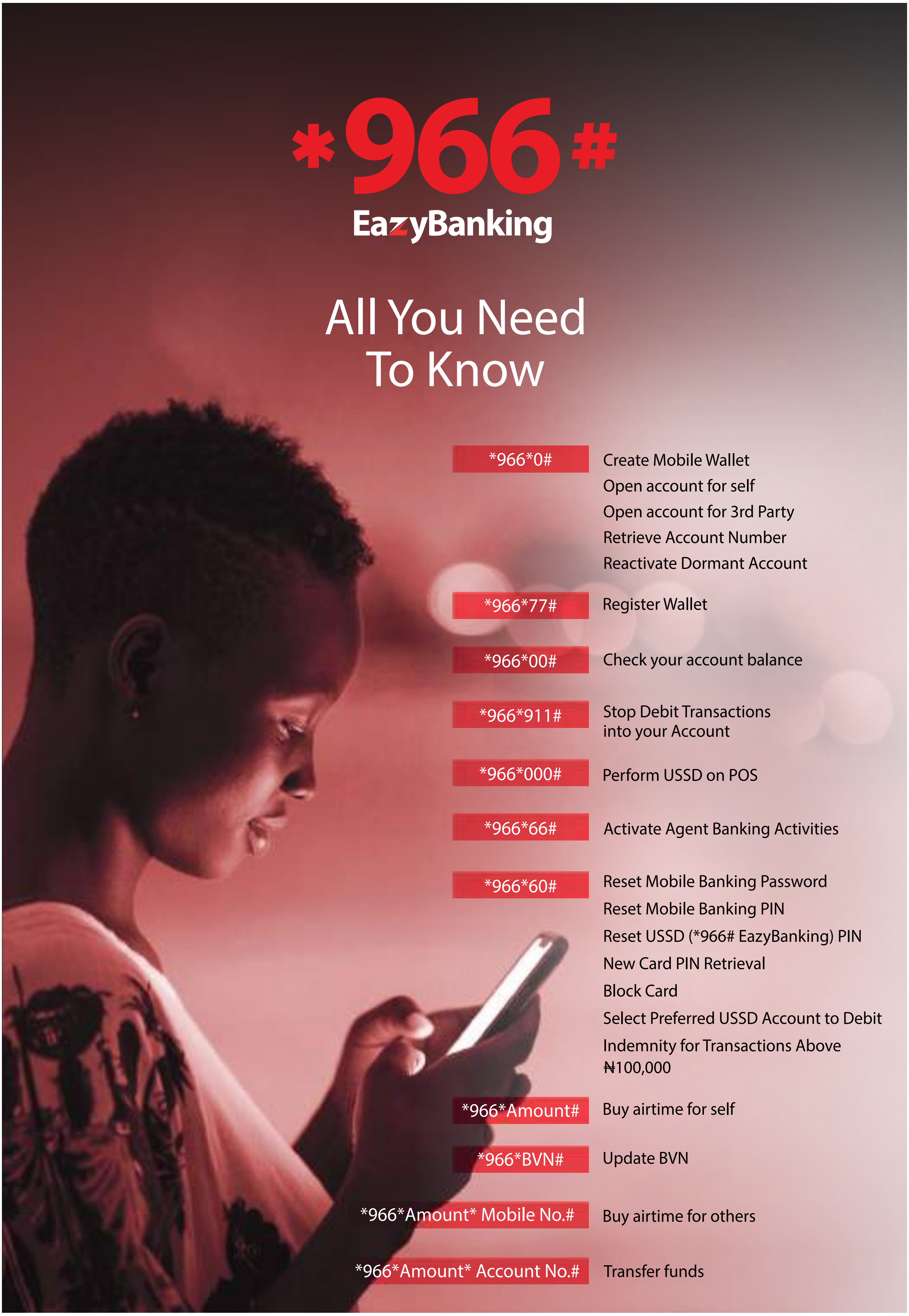
17. Audit Committee

The table below shows the frequency of meetings of the audit committee and members' attendance at these meetings during the year under review.

Number of meetings held during the year:

Members	Number of Meetings attended
Mrs. Adebimpe Balogun (SR)	4
Prof. (Prince) L.F.O Obika (SR)	4
Mr. Michael Olusoji Ajayi (SR)	4
Engr. Mustafa Bello (INED)*	4
Dr. Al-mujtaba Abubakar (NED)*	3
Mr. Gabriel Ukpeh (INED)*	1

SR - Shareholders representative
INED- Independent Non-Executive Director
NED- Non-Executive Director
* Changes arising from AGM Resolution


*966#
EazyBanking
All You Need To Know
*966*0#
Create Mobile Wallet
Open account for self
Open account for 3rd Party
Retrieve Account Number
Reactivate Dormant Account
*966*77#
Register Wallet
*966*00#
Check your account balance
*966*911#
Stop Debit Transactions into your Account
*966*000#
Perform USSD on POS
*966*66#
Activate Agent Banking Activities
*966*60#
Reset Mobile Banking Password
Reset Mobile Banking PIN
Reset USSD (*966# EazyBanking) PIN
New Card PIN Retrieval
Block Card
Select Preferred USSD Account to Debit
Indemnity for Transactions Above ₦100,000
*966*Amount#
Buy airtime for self
*966*BVN#
Update BVN
*966*Amount* Mobile No.#
Buy airtime for others
*966*Amount* Account No.#
Transfer funds

Report of the Independent Consultant to the Board of Directors of Zenith Bank PLC. On their Appraisal for the Year Ended 31 December 2022.

In compliance with the guidelines of Section 2.8.3 of the Central Bank of Nigeria (CBN) Revised Code of Corporate Governance for Banks in Nigeria Post Consolidation ("the CBN Code") and Section 14.1 of the Nigerian Code of Corporate Governance 2018 ("NCCG"), Zenith Bank Plc. ("Zenith Bank" or "the Bank") engaged KPMG Advisory Services to carry out an appraisal of the Board of Directors ("the Board") for the year ended 31 December 2022. The CBN Code mandates an annual appraisal of the Board with specific focus on the Board's structure and composition, responsibilities, processes and relationships, individual director competencies and respective roles in the performance of the Board.

We have performed the procedures agreed with Zenith Bank in respect of the appraisal of the Board in accordance with the provisions of the CBN Code and the NCCG. These procedures, which are limited in scope but sufficient for the Board's objectives in line with the Codes, are different in scope from an external audit. Consequently, no opinion is expressed by us on the activities reported upon.

Our approach to the appraisal of the Board involved a review of the Bank's Board papers and minutes, key corporate governance structures, policies and practices. This included the review of the corporate governance framework and representations obtained from questionnaires and interviews with members of the Board and Senior Management.

On the basis of our review, the Bank's corporate governance practices are largely in compliance with the key provisions of the Codes of Corporate Governance mentioned above. A specific recommendation has been proffered to assist in enhancing the Bank's governance disclosure. This has been articulated and included in our detailed report to the Board.

Olumide Olayinka
Partner and Head Advisory
FRC/2013/ICAN/00000000427
17 February 2023

Corporate Responsibility
& SUSTAINABLE BANKING PRACTICES

Within thirty-two years, Zenith Bank has consistently demonstrated resilience irrespective of the business/economic cycle and has witnessed growth in all areas. This growth has been driven primarily by a strategic business focus and a conservative business model. The group boasts of a stable and experienced management team that is well-positioned for strong execution, leading to significant market share opportunities.

For this year's report, we have adopted a dynamic approach that seeks to incorporate as many existing and emerging ESG frameworks and reporting guidelines that apply to a business of our kind, locally and globally. While maintaining fundamental alignment with the GRI Standards, we have included many other frameworks in the report. These include Sustainable Development Goals (SDGs), the Nigerian Sustainable Banking Principles, the Nigerian Exchange - Sustainability Disclosure Guidelines, UN Women's Empowerment Principles, and partly the Sustainability Standards Board (ISSB) Sustainability Reporting Guidelines. The report highlights our progress, challenges, and aspirations as we continue to advance our journey as sustainable finance leaders.

Sustainability Strategy and Management

Our sustainability journey began over a decade and a half ago and has remained a vital aspect of our corporate identity, significantly defining our business model and strategy. We have been leading in shaping and adopting sustainability regulations and frameworks within our industry and the broader corporate space. We are committed to upholding the highest possible sustainability standards and practices.

At Zenith Bank, we understand that the sustainability of our operations is directly related to the sustained value we create for our people, investors, and society. We strive to be a trusted partner that is better, simpler, and faster in meeting the needs of our stakeholders, thereby creating long-term value for our employees, investors, customers, suppliers, regulators, the community, and the environment. As a member of the United Nations Global Compact (UNGC), we are committed to driving progress towards the achievement of the Sustainable Development Goals (SDGs) of the United Nations. We recognise that we have a critical role to play, through our operations, in promoting sustainable development.

In line with the SDGs, Zenith Bank is committed to improving the socioeconomic conditions of the communities where we do business. Our social initiatives are geared towards eradicating extreme poverty, encouraging skills development and capacity building, creating employment, and supporting the government's efforts to achieve inclusive growth and development, in line with the development priorities of the Federal Government of Nigeria as communicated in economic development plans and policies.

Ethical Leadership

At Zenith Bank, we set high standards for accountability, transparency, integrity, compliance, service delivery, and ethical behaviour in line with our mission: to build the Zenith brand into a reputable international financial institution recognised for innovation, superior performance, and creation of premium value for all stakeholders. Our governance structures, corporate standards, and business principles ensure that sustainability is integrated into everything we do.

We are committed to strong ethical business conduct and leadership to strengthen our culture of accountability and honest dealings with all our stakeholders. The Bank's Ethical Code, Code of Business Conduct, Employee Handbook, and other relevant internal policies and procedures underpin our stance on promoting a culture of accountability, honesty, and ethical conduct. Zenith Bank promotes a workplace where employees feel empowered to speak up and report any concerns regarding unethical behaviour.

Our commitment to ethical governance and an inclusive workplace starts at the top. Our directors and top executives come from diverse cultural, professional, and educational backgrounds. The collective experience and knowledge of our top management and board members add a wide range of skills and qualifications towards the stewardship of the Bank's business, culture, and strategy.

Local Communities and Social Investments

Investing in local communities is a significant aspect of Zenith Bank's commitment to society. We support a wide range of activities within our areas of operation across the 36 states of Nigeria, focusing on initiatives that will improve the quality of life, including that of the vulnerable and disadvantaged. We identify community needs through engagement, physical assessments, and national emergencies to define our contributions and make lasting impacts on people's lives, empowering communities and settling immediate needs.

Corporate Responsibility & Sustainabl Banking Practices

Zenith Bank invested NGN1.671 billion in Corporate Social Responsibility (CSR) in 2022, representing about 0.75% of our Profit After Tax (PAT). We remain one of the largest spenders on social investment in the Nigerian corporate space. Our CSR endeavours focus on the Sustainable Development Goals (SDGs) of the United Nations and include security, healthcare, education and skills development, sports development, youth & women empowerment, and public infrastructure development.

Security: Security is a fundamental need of our communities, and in 2022, we invested NGN331 million in our various partnerships with local communities, federal, state and local governments, and other relevant agencies to preserve public peace and ensure a crime-free environment. Zenith Bank won awards for achievements in this area of sustainability.

Sports: In 2022, Zenith Bank invested approximately NGN159 million in sports development, supporting initiatives such as title sponsorship of the Zenith Bank Delta State Principal's Cup, Zenith Bank Headmasters' Cup, and various Zenith Tennis Championships held at Ikoyi Club and Lagos Country Club.

Health: We continue to champion SDG3 (Good Health and Well-being), and in 2022, Zenith Bank invested about NGN54 million towards various medical interventions for low-income individuals faced with various life-threatening medical conditions.

Education: In reaffirmation of our commitment to the development of the nation's education sector, Zenith Bank expended approximately NGN171 million towards educational initiatives in 2022. Our investments in the education sector include donations to the educational endowment fund of St. Saviour's School, Ikoyi, and the 2022 Microsoft Office Specialist World Championship sponsorship. Zenith Bank continues to pay great attention to championing SDG4 (Quality Education).

Risk Management Framework

Zenith Bank recognises the importance of a robust risk management framework to ensure resilience and business continuity and preemptively identify, assess, and mitigate risks inherent in its business processes. The risk management function of the Bank aligns with best practices standards and includes policies, procedures, processes, internal controls, tools, capabilities, and decision-making methods that ensure the mitigation of risks and compliance with extant regulations. Zenith Bank has made significant progress in its Environmental, Social, and Governance (ESG) policies and practices, which have had a tremendous impact on its customers' businesses, including suggestions for corrective action plans and Environmental Impact Assessment (EIA) certification. The Bank has enhanced its credit process by ensuring all credit undergoes ESG assessment, and it conducts enhanced due diligence on its credit customers to ensure compliance with E&S conditions in their offer letters. Zenith Bank is committed to continually improving its risk management function by training and educating its employees on ESG investing on an ongoing basis to develop their competency in ESG risk practices and promote sustainable investment.

Environmental Sustainability and Carbon Footprint Management

Zenith Bank is dedicated to managing its environmental impact and supporting transition to a low-carbon economy. The Bank's operational strategy aligns with global sustainability goals, including the 2015 Paris Climate Agreement, Task Force on Climate-Related Financial Disclosures (TCFD), and Sustainable Development Goal 13 (Climate Action). Zenith Bank continuously monitors, reviews, and sets environmental targets to manage its carbon footprint and overall environmental impact. The Bank has implemented eco-friendly practices, such as seeking alternative energy sources and adopting a resource efficiency approach, to achieve its targets while tracking its Greenhouse Gas (GHG) emissions. The Bank's environmental and social risk management system includes assessing prospective and ongoing projects for E&S risks before approval, prioritising reducing GHG emissions through improved energy efficiency, sourcing carbon-efficient assets, optimising digital solutions, reducing business trips, and minimising emissions by third parties. Zenith Bank is committed to achieving net-zero greenhouse emissions by 2050 and will continue to explore opportunities to reduce its environmental impact and adopt carbon-friendly technologies in its operations.

Our Workforce

Zenith Bank is proud to have a diverse and inclusive workplace fostering collaboration, innovation, and growth. Our workforce is made up of a mix of young aspiring professionals, established leaders, and experts in their respective fields. We value this mix of talents and are committed to attracting the best brains within the Nigerian labour market. As of December 31, 2022, our total active workforce (both permanent and temporary staff) stood at 9,040 of which 53.96% were female, and 46.04% were male. We believe that having a diverse and inclusive workforce promotes representation of a wide range of voices and perspectives, leading to better decision-making, innovation, and overall business success. In recognition of our efforts, the Bank was awarded the Best Company in Workplace Practice at the 2022 SERAS Awards.

Human Rights

Zenith Bank is committed to respecting human rights and upholding the best practices on labour standards, as outlined by the UN Global Compact, United Nations Principles on Business

Corporate Responsibility & Sustainabl Banking Practices

and Human Rights, and the United Nations Environment Programme Finance Initiative (UNEP-FI). We strongly condemn discrimination against employees or third parties based on age, gender, religion, ethnic group, disability, or political views. We do not condone any form of child labour or forced labour in our business operations. Our employees receive training on human rights, and we have a platform for reporting and investigating cases of human rights violations. We also consider human rights aspects in our supply chain and financing activities by conducting E&S impact assessments on our financed projects, ensuring that they have no human rights violations. The community members in financed project areas can report any violation of human rights through the designated public liaison office and other available channels. In 2022, 75% of our employees received training on human rights.

Women Empowerment

At Zenith Bank, we are dedicated to creating a business environment that is free of gender bias and promotes the participation of women in economic and business activities. To this end, we offer the Z-Woman Business Package, designed to address the unique needs of women-owned businesses. The package provides loans of up to NGN10 million at low-interest rates, free digital skills training, and free exhibition stands at Zenith Bank events, among other benefits, to help women grow their businesses and increase sales. We provide equal opportunities for all employees to participate and compete at all levels of our organisation. In 2022, 53.96% of our active employees and 31% of our staff in top management positions were women. Our employees also receive training on women's rights courses through our e-learning module, including Women in Leadership: Mastering Key Leadership Competencies and Women in Leadership: Moving Beyond Gender Roles as a Leader.

Financial Inclusion

As a leading financial institution, Zenith Bank is committed to supporting the financial inclusion of underserved and unbanked communities. Lack of support or access to financial services is a significant barrier for these communities, and we recognise our duty to support the development of more sustainable financial futures for our clients, employees, and communities.

We have played a crucial role in promoting financial inclusion through SME funding and developing financial inclusion products. Our retail banking services have been instrumental in empowering the unbanked. We aim to promote financial inclusion by developing products and services that meet the needs of our customers and improve access and use of financial

services in rural communities. We also conduct educational workshops and awareness campaigns to increase financial literacy in these communities.

Zenith Bank Financial Literacy & World Savings Day Celebration

We have partnered with the apex bank, the Central Bank of Nigeria, to mark Financial Literacy Day and World Saving Days with students from schools across states in Nigeria. This employee volunteering initiative provided an avenue for the Bank and 167 employees to impact young persons with basic financial literacy knowledge. Also, the benefitting students were gifted with corporate branded items such as knapsacks, liquid flasks, food flasks, towels, water bottles, raincoats, watch sets, drawing sets, notebooks, pen, and pencil sets, kiddies lunch bags, etc. In 2022, a total of 2,311 male students and 3,262 female students were impacted by the Financial Literacy Day Celebration. Similarly, a total of 3,400 male students and 3,946 female students were impacted by the World Savings Day Celebration.

Talent Development

At Zenith Bank, professional and personal development for our employees is a core factor, as we believe employees can deliver efficient service to our clients and customers when they are adequately equipped with the right skills. Our training curriculum comprises control, interpersonal, leadership, and technical training for all our employees, delivered through physical and online sessions. This training helps employees to adopt new work methodologies and approaches, enhance capabilities, and improve collaborative skills and leadership techniques. In 2022, employees had training on anti-corruption, health and safety, ESG investing, human rights, leadership development, banking processes, basic emergency response and first aid, and fire safety. A total of 283,014.88 hours were expended on training 6,514 employees. We invested a total of NGN727,630,626.46 in specialised employee training in 2022, representing a 25.25% increase compared to the 2021 spending. Sustainability, environment, and social risk management sessions are integrated into our anti-money laundering and operational risk management training. As part of our strategy to increase sustainability awareness among our people, we publish and circulate weekly "Sustainability Titbits," Safety Nuggets, "Sustainability Lifestyle Tips," and "Sustainability Headlines" to all our employees via email.

Reporting

Zenith Bank is committed to sustainability reporting as a signatory to the Central Bank of Nigeria's Nigerian Sustainable Banking Principles (NSBP), a member of the United Nations Global Compact and the United Nations Environment Programme's Finance Initiative (UNEP-FI). A standalone Sustainability Report is published annually to demonstrate the Bank's economic, environmental, and social progress in the financial year, incorporating the Nigerian Stock Exchange (NSE) and Global Reporting Initiative (GRI) Sustainability reporting guidelines. Additionally, Zenith Bank sends biannual progress reports to the CBN and annual reports to the International Finance Corporation (IFC), United Nations Global Compact (UNGC), PROPARCO, and the African Development Bank (AfDB), among others.

Conclusion

At Zenith Bank, we understand that creating value for our people, investors, and society is directly related to the sustenance of our operations. Therefore, we are committed to being a trusted partner that is better, simpler, and faster in meeting the needs of our stakeholders, creating long-term value for our employees, investors, customers, suppliers, regulators, the community, and the environment. We will continue to drive sustainability at the highest level of our business, factoring environmental, social, and governance dimensions of our operations. This includes our products, services, investment decisions, and stakeholder relationships.

Independent Auditor's Limited Sustainability Assurance Report on the Selected Sustainability Information in Zenith Bank Plc's Sustainability Report for the year ended 31 December 2022

To the Directors of Zenith Bank Plc.

We have undertaken a limited assurance engagement in respect of the selected sustainability information, as described below, and presented in the 2022 Sustainability Report of Zenith Bank Plc. for the year ended 31 December 2022. This engagement was conducted by a multidisciplinary team including economic, social and environmental assurance specialists with relevant experience in sustainability reporting.

Subject Matter

You have engaged us to provide a limited assurance conclusion in our report on the following selected sustainability information, marked with Ⓐ on the relevant pages in the sustainability report for the year ended 31 December 2022. The selected sustainability information in the table contained in this opinion have been prepared in accordance with the reporting criteria that accompanies the sustainability information on the relevant pages of the Report (the accompanying reporting criteria).

Zenith Bank Plc. Management's responsibility

The Management of Zenith Bank Plc. is responsible for the selection, preparation and presentation of the selected sustainability information in accordance with the accompanying reporting criteria as set out in the Sustainability Report (the "Reporting Criteria").

This responsibility includes:

- Identification of the stakeholder requirements, material issues, commitments with respect to sustainability performance, and
- Design, implementation and maintenance of internal control relevant to the preparation of the Sustainability performance data so that is free from material misstatement, whether due to fraud or error.
- Determining the appropriateness of the measurement and reporting criteria in view of the intended users of the selected sustainability information and for ensuring that those criteria are publicly available to the report users.

Focus Area	Zenith Bank Indicators	Sub Heading in Sustainability Report	Reporting Criteria (GRI/NSBPs)	Updated Performance result statement (as would be stated in the final sustainability report)	Page number
Social	1. Total employees by gender (number and percentage)	Labour Relations	**GRI 405-1** Diversity of governance bodies and employees **NSBP- 4** Women's economic empowerment **NSE Principle 5:** Businesses should promote the wellbeing of all employees.	Our total active workforce stood at 9,040 (permanent and temporary staff) as at 31 December 2022, out of which 4,878 (53.96%) were female, while 4,162 (46.04%) were male.	48
	2. Total Board and top management staff (number and percentage in gender representation)	Diversity and Equal Opportunity	**GRI 405-1** Diversity of governance bodies and employees **NSBP- 4** Women's economic empowerment **NSE Principle 5:** Businesses should promote the wellbeing of all employees.	In 2022, we had 12 males and 3 females on our Board of Directors, representing 80.00% male and 20.00% female. As at 31 December 2022, 31.68% (32) of our top management staff (of Assistant General Manager and above level) were female while 68.32% (69) were male. This excludes staff seconded to various subsidiaries.	50

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Partners: S Abu, O Adekoya, T Adeleke, W Adetokunbo-Ajayi, S Adu, E Agbeyi, A Akingbade, UN Akpata, O Alakhume, A Atitebi, C Azobu, A Banjo, E Erhie, K Erikume, M Iwelumo, H Jaiyeola,T Labeodan, U Muogilim, C Obaro, C Ojechi, U Ojinmah, O Oladipo, W Olowofoyeku, P Omontuemhen, O Osinubi, T Oyedele, O Ubah, C Uwaegbute, Y Yusuf

Focus Area	Zenith Bank Indicators	Sub Heading in Sustainability Report	Reporting Criteria (GRI/NSBPs)	Updated Performance result statement (as would be stated in the final sustainability report)	Page number
	3. Employee training and development (number, percentage of total employee and naira amount)	Talent Development	**GRI 401-1** Average hours of training per year **NSE Principle 5:** Businesses should promote the wellbeing of all employees.	A total of 283,014.88 hours were expended on training by 6,514 active permanent employees as 31st December 2022.	52
	4. Employee turnover rate (number and percentage)	Employee Recruitment and turnover	**GRI 401 -1** New employee hires and employee turnover **NSE Principle 5:** Businesses should promote the wellbeing of all employees.	In 2022, the bank welcomed 3,278 new employees (permanent & contract) while 1,789 permanent and contract workers exited the company.	49
	5. Employee who have undergone training on fighting/combating financial crime (number and percentage of total employee)	Anti-Corruption and Anti-Money Laundering	**GRI 205 - 2** Communication and training about anti-corruption policies and procedures **NSE Principle 1** Businesses should conduct and govern themselves with ethics, transparency and accountability	6,042 employees, representing 90.13% of our active permanent employees, received training on anti-corruption and anti-money laundering in 2022.	28

Focus Area	Zenith Bank Indicators	Sub Heading in Sustainability Report	Reporting Criteria (GRI/NSBPs)	Updated Performance result statement (as would be stated in the final sustainability report)	Page number
	6. Analysis of Human Rights and non-discrimination policies and practices (number).	Human Rights Assessment	**GRI 412-1** Operations that have been subject to human rights reviews or impact assessment **NSBP 3** Human Rights **NSE Principle 1** Businesses should conduct and govern themselves with ethics, transparency and accountability **NSE Principle 7:** Businesses should respect and promote human rights.	In 2022, 841.67 hours were spent on training by 5,050 permanent staff on various aspects of human rights. This represents 75.33% of our active permanent employees.	61
Environmental	7. Energy consumption pattern within the organisation	Environmental Performance at Zenith Bank	**GRI 302-1** Energy consumption within the organisation **NSBP 2** Our Business operations: Environmental and social footprint **NSE Principle 9** Business should respect, protect, and make efforts to restore the environment.	In 2022, the total amount of electricity purchased from the national grid was 8,527,419 kWh. The total volume of diesel used to run Zenith Bank's generators was 2,369,849.00 litres	45
	8. Carbon footprint measurement and management	Environmental Performance at Zenith Bank	**GRI 305-1** Direct (scope 1) GHG emission **GRI 305 - 2** Energy Indirect (GHG emission **GRI-3:**	In 2022, the total area covered in the external carbon footprint audit conducted by V4 Advisors stood at 12,938.5 m^2. GHG emissions at our Head Office was 1.2 tCO_2e/m^2 in 2022, indicating a 9.09%	45

Focus Area	Zenith Bank Indicators	Sub Heading in Sustainability Report	Reporting Criteria (GRI/NSBPs)	Updated Performance result statement (as would be stated in the final sustainability report)	Page number
			NSBP 2 Our Business operations: Environmental and social footprint **NSE Principle 9** Business should respect, protect, and make efforts to restore the environment.	2021.	

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Inherent Limitations

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the subject matter and the methods used for determining, calculating, sampling and estimating such information. The absence of a significant body of established practices on which to draw allows for the selection of different but acceptable measurement techniques that can result in materially different measurements and can impact on comparability. Qualitative interpretation of relevance, materiality and the accuracy of data are subject to individual assumptions and judgements. The precision of different measurement techniques may also vary. Furthermore, the nature and methods used to determine the information, as well as the measurement criteria and the precision thereof, may change over time.

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the International Ethics Standards Board for Accountants (IESBA) issued by the International Federation of Accountants, which is founded on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies the International Standard on Quality Control 1 (ISQC **1**), and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Assurance provider's responsibility

Our responsibility is to express a conclusion on the sustainability report based on conducting a limited assurance engagement. We performed our limited assurance engagement in accordance with International Standard on Assurance Engagements (revised), Assurance Engagements Other Than Audits or Reviews of Historic Financial Information (ISAE 3000). This standard requires that we comply with ethical requirements and that we plan and perform the engagement to obtain limited assurance about whether the subject matter information is free from material misstatement.

Our assurance engagement involves performing procedures to obtain sufficient appropriate evidence about the sustainability report which is the subject of our assurance engagement. The procedures selected depend on our professional judgement, including an identification of areas where a material misstatement of the subject matter information is likely to arise whether due to fraud or error. In our identification, we considered internal control relevant to management's preparation of the sustainability report in order to design procedures that are appropriate in the circumstances.

A limited assurance is substantially less in scope than a reasonable assurance engagement in relation to both risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks. The procedures we performed were based on our professional judgement and included inquiries, observation of processes followed, inspection of documents, analytical procedures, evaluating the appropriateness of qualification methods and reporting policies, and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, and performing the procedures listed above, we:

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- Interviewed management to obtain an understanding of the internal control environment, risk assessment process and information systems relevant to the sustainability reporting process;
- Inspected documentation to corroborate the statements of management in our interviews;
- Tested the processes and systems to generate, collate, aggregate, monitor and report the selected sustainability information;
- Performed a controls walkthrough of identified key controls;
- Inspected supporting documentation on a sample basis and performed analytical procedures to evaluate the data generation and reporting processes against the reporting criteria;
- Evaluated the reasonableness and appropriateness of significant estimates and judgements made by Management in the preparation of the selected sustainability information; and
- Evaluated whether the selected sustainability information presented in the report are consistent with our overall knowledge and experience of sustainability management and performance at the Bank.

The procedures performed in a limited assurance engagement vary in nature and timing and are less in extent than for a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion about whether the Bank's sustainability information have been prepared, in all material respects, in accordance with the accompanying Bank's reporting criteria.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Limited Assurance Conclusion

Based on procedures we have performed and the evidence we have obtained, and subject to inherent limitations outlined elsewhere in this report, nothing has come to our attention that causes us to believe that the selected sustainability information as set out in the subject matter paragraph above for the year ended 31 December 2022 are not prepared, in all material respects, in accordance with the reporting criteria.

Other Matters

The maintenance and integrity of Zenith Bank's website is the responsibility of Zenith Bank's Directors. Our procedures did not involve consideration of these matters and, accordingly we accept no responsibility for any changes to either the information in the Report or our independent assurance report that may have occurred since the initial date of presentation on Zenith Bank's website.

Our work has been undertaken to enable us to express a limited assurance conclusion on the selected sustainability information to the Directors of the Bank in accordance with the terms of our engagement, and for no other purpose. We do not accept or assume liability to any party other than the Bank for our work, for this report, or for the conclusion we have reached.

For: **PricewaterhouseCoopers**

13 April 2023
Chartered Accountants
Lagos, Nigeria
Engagement Partner: Edafe Erhie
FRC/2013/ICAN/00000001143

03

Financials

Statement of Directors' Responsibilities in Relation to the Financial Statements for the Year Ended 31 December 2022

The Directors accept responsibility for the preparation of the consolidated and separate financial statements that give a true and fair view in accordance with International Financial Reporting Standards (IFRS) and in the manner required by the Companies and Allied Matters Act, (CAMA 2020) of Nigeria, Financial Reporting Council of Nigeria Act, 2011, 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, (CAMA 2020) of Nigeria 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 made assessment of the Bank and Group's ability to continue as a going concern and have no reason to believe that the Bank and the Group will not remain a going concern in the period ahead.

SIGNED ON BEHALF OF THE
BOARD OF DIRECTORS BY:

Mr. Jim Ovia, ***CFR***
Chairman
FRC/2013/CIBN/00000002405
January 26, 2023

Dr. Ebenezer Onyeagwu
Group Managing Director / CEO
FRC/2013/ICAN/00000003788
January 26, 2023

Report of The Audit Committee for the Year Ended 31 December, 2022

In compliance with Section 359(6) of the Companies and Allied Matters Act of Nigeria (2020), Cap C20 LFN 2004, we have reviewed the consolidated and separate financial statements of Zenith Bank Pie for the year ended 31 December, 2022 and hereby state as follows:

1. The scope and planning of the audit were adequate in our opinion;

2. The accounting and reporting policies of the Group and Bank conformed with the statutory requirements and agreed ethical practices;

3. The Internal Control and Internal Audit functions were operating effectively; and

4. The External Auditor's findings as stated in the management letter are being dealt with satisfactorily by the management.

5. Related party transactions and balances have been disclosed in note 38 to the Financial Statements in accordance with requirements of the International Financial Reporting Standards (IFRS) and the Central Bank of Nigeria (CBN) directives as contained in the Prudential Guidelines for Deposit Money Banks in Nigeria and Circular on Disclosure of Insider-Related Credits in Financial Statements BSD/1/2004.

Dated January 25, 2023.

Mrs. Adebimpe Balogun
Chairman, Audit Committee
FRC/2017/CITN/00000017467

MEMBERS OF THE COMMITTEE
Shareholders' Representative

1. Mrs Adebimpe Balogun - Chairman
2. Professor Leonard F.O. Obika
3. Mr. Michael Olusoji Ajayi

Directiors' Representative
Directors' Representatives

1. Engr. Mustafa Bello
2. Dr. Al-Mujtaba Abubakar *MFR*

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Independent auditor's report

To the Members of Zenith Bank Plc

Report on the audit of the consolidated and separate financial statements

Our opinion

In our opinion, the consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of Zenith Bank Plc ("the bank") and its subsidiaries (together "the group") as at 31 December 2022, and of their consolidated and separate financial performance and their consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies and Allied Matters Act, the Banks and Other Financial Institutions Act and the Financial Reporting Council of Nigeria Act.

What we have audited

Zenith Bank Plc's consolidated and separate financial statements comprise:

- the consolidated and separate statements of profit and loss and other comprehensive income for the year ended 31 December 2022;
- the consolidated and separate statements of financial position as at 31 December 2022;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include a summary of significant 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 consolidated and separate 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 Group 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.

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Key audit matters

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

Key audit matter	How our audit addressed the key audit matter
Expected credit losses on loans and advances to customers (refer to notes 2.7, 4.1 and 20) The expected credit losses (ECL) on loans and advances to customers is a key audit matter in the consolidated and separate financial statements because the measurement of impairment allowance is highly subjective and involves the exercise of significant judgments and the use of complex models and assumptions. The gross balance of loans and advances to customers as at 31 December 2022 was N 4,124 billion and N3,839 billion for group and bank respectively. The associated impairment allowance on loans and advances to customers was N 110 billion and N 103 billion for group and bank respectively. The key areas of significant judgment in the calculation of ECL include: • input assumptions and judgments applied in estimating the probability of default (PD), Loss Given Default (LGD), and Exposure At Default (EAD) which are key parameters in the ECL model and • incorporation of macro-economic inputs and forward-looking information into the ECL model and scenario weights applied to them. This is considered a key audit matter in both the consolidated and separate financial statements.	We understood management's process and evaluated and tested key controls around the determination of the allowance for expected credit loss. To assess management's determination of staging incorporated as inputs into the PD and LGD models, we selected a sample of customers and performed the following procedures: • tested the inputs into the credit rating tool and agreed the output of the tool to the loan listing; • recomputed the days past due (DPD) to test the accuracy of the system DPD; • examined customer-specific information to assess management's conclusions relating to staging; and • tested the valuation of collaterals used in the ECL model by comparing the values to the results of valuation performed by management's external valuers. We assessed the competence, experience and independence of the external valuers. With the assistance of our modelling experts, we: • evaluated the appropriateness of the IFRS 9 impairment methodology as well as the ECL calculation tool for reasonableness; • checked the reasonableness and accuracy of the PD methodology and computations respectively by performing independent calculations based on the bank's default experience; • assessed the validity of the assumptions used in determining the recoveries in estimating LGD for compliance with the requirements of IFRS 9; • checked the accuracy of EAD computation by performing an independent calculation for a selected sample of loan exposures using the customer contractual cash flows. For the off-balance sheet exposures, we checked that the credit conversion factor was correctly estimated

	and applied in determining the EAD by performing independent computations on a selected sample of exposures; • evaluated the appropriateness of macro-economic inputs, forward-looking information and their associated scenario weights by comparing to available industry information and checking that they have been appropriately incorporated into the ECL model; and • checked the accuracy of ECL computation by performing an independent computation for a selected sample of loan exposures; We assessed the adequacy of the disclosures in the financial statements in accordance with IFRS 9.
Expected credit losses on debt instruments issued by the Government of Ghana (GoG) (refer to notes 2.7, 4.1, 16 and 21) The gross balance of GoG issued debt instruments held by the Group as at 31 December 2022 was N202.4 billion. The associated impairment allowance on the debt instruments was N58.8 billion. The GoG announced a voluntary Domestic Debt Exchange Programme (DDEP) which sought to exchange existing eligible domestic notes and bonds. Management segmented the investment securities into a portfolio of instruments eligible for (DDEP) and those instruments that are not eligible for the Programme. Certain out of model adjustments were calculated and assessed based on management's judgement. The expected credit losses (ECL) on the GoG issued debt instruments is considered to be a key audit matter because the measurement of the impairment allowance is highly subjective and involves the exercise of significant judgements and the use of complex models and assumptions. The key areas of significant management judgement within the ECL calculation include: • input assumptions applied to estimate the PD, EAD and LGD;	We obtained an understanding of the DDEP based on the Exchange Memorandum issued by the Government of Ghana. To assess the appropriateness of the staging incorporated as inputs into the PD and LGD models, we considered impairment indicators and evaluated management's criteria for significant increase in credit risk. We assessed the assumptions relating to historical default experience, discount rate, estimated timing and amount of forecasted cashflows applied within the PD, EAD and LGD for compliance with the requirements of IFRS 9. We evaluated the appropriateness of forward looking economic expectations included in the ECL by comparing to independent industry data. We assessed the reasonableness of out of model adjustments by inspecting the methodology and evaluating the reasonableness of the applied discount rate and modelled cash flows. We assessed the appropriateness of the ECL related disclosures for investment securities in the financial statements in accordance with IFRS 9.

- Incorporation of macro-economic inputs and forward-looking information into the ECL model; and
- Application of out-of-model adjustments into the ECL measurements for Eurobonds.

This is considered a key audit matter in the consolidated financial statements.

Other information

The directors are responsible for the other information. The other information comprises the Directors' Report for the Year Ended 31 December 2022, Statement of Corporate Responsibility for the Financial Statements for the Year Ended 31 December 2022, Corporate Governance Report for the Year Ended 31 December 2022, Statement of Directors' Responsibilities in Relation to the Financial Statements for the Year Ended 31 December 2022, Report of the Audit Committee for the Year Ended 31 December 2022, Value Added Statement and Five Year Financial Summary, (but does not include the consolidated and separate 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 Zenith Bank Plc 2022 Annual Report, which are expected to be made available to us after that date.

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

In connection with our audit of the consolidated and separate 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 consolidated and separate 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.

When we read the other sections of the Zenith Bank Plc 2022 Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of the directors and those charged with governance for the consolidated and separate financial statements

The directors are responsible for the preparation of the consolidated and separate financial statements that give a true and fair view in accordance with International Financial Reporting Standards and the requirements of the Companies and Allied Matters Act, the Financial Reporting Council of Nigeria Act, the Banks and Other Financial Institutions Act, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group'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 Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated and separate financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate 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 ISAs 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 consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate 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 Group'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 Group'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 consolidated and separate 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

pwc

Report on other legal and regulatory requirements

The Companies and Allied Matters Act and the Banks and Other Financial Institutions Act require that in carrying out our audit we consider and report to 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 purposes of our audit;

ii) the bank has kept proper books of account, so far as appears from our examination of those books and returns adequate for our audit have been received from branches not visited by us;

iii) the bank's statement of financial position and statement of profit or loss and other comprehensive income are in agreement with the books of account and returns;

iv) the information required by Central Bank of Nigeria Circular BSD/1/2004 on insider related credits is disclosed in Note 38 to the consolidated and separate financial statements; and

v) the bank did not pay penalties in respect of contraventions of the Banks and Other Financial Institutions Act and relevant circulars issued by the Central Bank of Nigeria during the year ended 31 December 2022.

For: **PricewaterhouseCoopers**
Chartered Accountants
Lagos, Nigeria

Engagement Partner: Samuel Abu
FRC/2013/ICAN/00000001495

28 March 2023


The New Zenith Bank
Mobile App
... where class meets convenience
Some New App Features:
1. Personal Finance Management.
2. Forex Currency Exchange Rate & Conversion Calculator.
3. Profile Data Page Management.
4. Sum of all your account balances (Naira & other currencies).
5. Book/Pay for Flights, Hotels, Entertainment and Road Transport.
6. Loan Request, Transfer Limit Mgt, Cheque/Draft Management, Dubai Visa & Other Services.
7. Merchant QR payment
... and lots more.
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Financial Report
Annual Review
ANNUAL REPORT
ANNUAL REPORT & ACCOUNTS
ANNUAL REPORT AND ACCOUNTS
INTERIM REPORT

Consolidated and Separate Statement of Profit or Loss and Other Comprehensive Income for the Year Ended 31 December 2022

		Group		Bank	
In millions of Naira	Note(s)	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
Interest and similar income	6	540,166	427,597	448,174	340,388
Interest and similar expense	7	(173,539)	(106,793)	(153,019)	(82,718)
Net interest income		**366,627**	**320,804**	**295,155**	**257,670**
Impairment charge on financial and non-financial instruments	8	(123,252)	(59,932)	(61,896)	(56,175)
Net interest income after impairment loss on financial and non-financial instruments		**243,375**	**260,872**	**233,259**	**201,495**
Net income on fees and commission	9	132,795	103,958	110,098	84,185
Trading gains	11	212,678	167,483	201,645	171,469
Other operating income	10	35,494	37,594	49,790	53,266
Depreciation of property and equipment	26	(26,630)	(25,305)	(24,519)	(23,204)
Amortisation of intangible assets	27	(3,678)	(3,779)	(3,045)	(3,064)
Personnel expenses	37	(86,412)	(79,885)	(68,475)	(61,123)
Operating expenses	12	(222,972)	(180,564)	(204,703)	(165,857)
Profit before tax		**284,650**	**280,374**	**294,050**	**257,167**
Income tax expense	13a	(60,739)	(35,816)	(59,457)	(24,034)
Profit for the year after tax		**223,911**	**244,558**	**234,593**	**233,133**
Other comprehensive income:					
Items that will never be reclassified to profit or loss:					
Fair value movements on equity instruments at FVOCI		8,109	5,599	8,109	5,599
Items that are or may be reclassified to profit or loss:					
Foreign currency translation differences for foreign operations		(28,768)	8,485	-	-
Fair value movements on debt securities at FVOCI		(6,602)	(2,227)	-	-
Other comprehensive(loss)/ income for the year net of taxation		**(27,261)**	**11,857**	**8,109**	**5,599**
Total comprehensive income for the year		**196,650**	**256,415**	**242,702**	**238,732**
Profit (loss) attributable to:					
Equity holders of the parent		224,050	244,402	234,593	233,133
Non controlling interest		(139)	156	-	-
Total comprehensive income attributable to:					
Equity holders of the parent		196,981	256,245	242,702	238,732
Non controlling interest		(331)	170	-	-
Earnings per share					
Basic and diluted (Naira)	14	7.14	7.78	7.47	7.43

The accompanying notes are an integral part of these consolidated and separate financial statements.

Consolidated and Separate Statement of Financial Position as at 31 December 2022

In millions of Naira	Note(s)	Group		Bank	
		31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
Assets					
Cash and balances with central banks	15	2,201,744	1,488,363	2,102,394	1,397,666
Treasury bills	16	2,246,538	1,764,946	2,206,668	1,577,647
Assets pledged as collateral	17	254,663	392,594	254,565	357,000
Due from other banks	18	1,302,811	691,244	1,132,796	518,053
Derivative assets	19	49,874	56,187	48,851	57,476
Loans and advances	20	4,013,705	3,355,728	3,735,676	3,099,452
Investment securities	21	1,728,334	1,303,725	622,781	477,004
Investment in subsidiaries	22	-	-	34,625	34,625
Deferred tax asset	24	18,343	1,837	-	-
Other assets	25	213,523	168,210	193,792	152,326
Property and equipment	26	230,843	200,008	214,572	177,501
Intangible assets	27	25,251	25,001	23,958	23,542
Total assets		**12,285,629**	**9,447,843**	**10,570,678**	**7,872,292**
Liabilities					
Customers' deposits	28	8,975,653	6,472,054	7,434,806	5,169,199
Derivative liabilities	33	6,325	14,674	6,040	15,170
Current income tax payable	13	64,856	16,909	61,655	14,241
Deferred tax liabilities	24	16,654	11,603	15,911	11,596
Other liabilities	29	568,559	487,432	546,347	427,876
On-lending facilities	30	311,192	369,241	311,192	369,241
Borrowings	31	963,450	750,469	999,580	769,395
Debt securities issued	32	-	45,799	-	45,799
Total liabilitles		**10,906,689**	**8,168,181**	**9,375,531**	**6,822,517**
Capital and reserves					
Share capital	34	15,698	15,698	15,698	15,698
Share premium	35	255,047	255,047	255,047	255,047
Retained earnings	35	625,005	607,203	494,429	466,249
Other reserves	35	482,377	400,570	429,973	312,781
Attributable to equity holders of the parent		1,378,127	1,278,518	1,195,147	1,049,775
Non-controlling interest	35	813	1,144	-	-
Total shareholders' equity		**1,378,940**	**1,279,662**	**1,195,147**	**1,049,775**
Total liabilities and equity		**12,285,629**	**9,447,843**	**10,570,678**	**7,872,292**

The accompanying notes are an integral part of these consolidated and separate financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 26th January 2023 and signed on its behalf by:

Jim Ovia, CFR.
(Chairman)
FRC/2013/CIBN/00000002406

Dr. Ebenezer Onyeagwu
(Group Managing Director & Chief Executive Officer)
FRC/2013/ICAN/00000003788

Mukhtar Adam, PhD
(Chief Financial Officer)
FRC/2013/MUL TI/00000003196

Consolidated and Separate Statement of Changes in Equity for the Year Ended 31 December 2022

Group

In millions of Naira	Notes	Share capital	Share premium	Foreign currency translation reserve	Fair value reserve	Statutory reserve	SMIEIS reserve	Credit risk reservee	Retained earnings	Total	Non-controlling interest	Total equity
1 January 2021		**15,698**	**255,047**	**45,058**	**42,101**	**231,307**	**3,729**	**2,266**	**521,293**	**1,116,499**	**974**	**1,117,473**
Profit for the year		-	-	-	-	-	-	-	244,402	244,402	156	244,558
Other Comprehensive income:												
Foreign currency translation differences		-	-	8,471	-	-	-	-	-	8,471	14	8,485
Fair value movements on equity instruments		-	-	-	5,599	-	-	-	-	5,599	-	5,599
Fair value movements on debt securities		-	-	-	(2,227)	-	-	-	-	(2,227)	-	(2,227)
Total comprehensive income for the Year		**-**	**-**	**8,471**	**3,372**	**-**	**-**	**-**	**244,402**	**256,245**	**170**	**256,415**
Transfer between reserves	35	-	-	-	-	44,686	-	19,580	(64,266)	-	-	-
Transactions with owners of the Parent												
Dividends	40	-	-	-	-	-	-	-	(94,226)	(94,226)	-	(94,226)
Balance at 31 December 2021		**15,698**	**255,047**	**53,529**	**45,473**	**275,993**	**3,729**	**21,846**	**607,203**	**1,278,518**	**1,144**	**1,279,662**
1 January 2022		**15,698**	**255,047**	**53,529**	**45,473**	**275,993**	**3,729**	**21,846**	**607,203**	**1,278,518**	**1,144**	**1,279,662**
Profit for the year		-	-	-	-	-	-	-	224,050	224,050	(139)	223,911
Other Comprehensive income:		-	-	-	-	-	-	-	-	-	-	-
Foreign currency translation differences		-	-	(28,576)	-	-	-	-	-	(28,576)	(192)	(28,768)
Fair value movements on equity instruments		-	-	-	8,109	-	-	-	-	8,109	-	8,109
Fair value movements on debt securities		-	-	-	(6,602)	-	-	-	-	(6,602)	-	(6,602)
Total comprehensive income for the year		**-**	**-**	**(28,576)**	**1,507**	**-**	**-**	**-**	**224,050**	**196,981**	**(331)**	**196,650**
Transfer between reserves	35	-	-	-	-	35,419	-	73,458	(108,876)	-	-	-
Transactions with owners of the Parent												
Dividends	40	-	-	-	-	-	-	-	(97,371)	(97,371)	-	(97,371)
Balance at 31 December 2022		**15,698**	**255,047**	**24,953**	**46,980**	**311,411**	**3,729**	**95,304**	**625,005**	**1,378,127**	**813**	**1,378,940**

In millions of Naira	Notes	Share capital	Share premium	Fair value reserve	Statutory reserve	SMIEIS reserve	Credit risk reserve	Retained earnings	Total equity
Bank									
Balance at 1 January 2021		**15,698**	**255,047**	**40,023**	**208,443**	**3,729**	-	**382,292**	**905,232**
Profit for the year		-	-	-	-	-	-	233,133	233,133
Other Comprehensive income:									
Fair value movements on equity instruments		-	-	5,599	-	-	-	-	5,599
Total comprehensive income for the year		-	-	**5,599**	-	-	-	**233,133**	**238,732**
Transfer between reserves	35	-	-	-	34,971	-	20,016	(54,987)	-
Dividends	40	-	-	-	-	-	-	(94,189)	(94,189)
Balance at 31 December 2021		**15,698**	**255,047**	**45,622**	**243,414**	**3,729**	**20,016**	**466,249**	**1,049,775**
Balance at 1 January 2022		**15,698**	**255,047**	**45,622**	**243,414**	**3,729**	**20,016**	**466,250**	**1,049,776**
Profit for the year		-	-	-	-	-	-	234,593	234,593
Other Comprehensive income:									
Fair value movements on equity instruments		-	-	8,109	-	-	-	-	8,109
Total comprehensive income for the year		-	-	**8,109**	-	-	-	**234,593**	**242,702**
Transfer between reserves	35	-	-	-	35,189	-	73,895	(109,084)	-
Dividends	40	-	-	-	-	-	-	(97,330)	(97,330)
Balance at 31 December, 2022		**15,698**	**255,047**	**53,731**	**278,602**	**3,729**	**93,911**	**494,429**	**1,195,147**

The accompanying notes are an integral part of these consolidated and separate financial statements.

Consolidated and Separate Statement of Cash Flows for the Year Ended 31 December 2022

For the year ended 31 December		Group		Bank	
In millions of Naira	Note(s)	2022	2021	2022	2021
Cash flows from operating activities					
Profit before tax for the year		284,650	280,374	294,050	257,167
Adjustments for:					
Net impairment loss on financial and non-financial instruments	8	123,252	59,932	61,896	56,175
Unrealised fair value change in trading bond, bills and derivatives	44(xii)	90,046	(94,564)	(88,394)	(97,873)
Depreciation of property and equipment	26	26,630	25,305	24,520	23,204
Amortisation of intangible assets	27	3,679	3,779	3,045	3,064
Dividend income	10	(2,223)	(2,754)	(17,148)	(19,186)
Foreign exchange revaluation gain	10	(25,201)	(25,537)	(25,320)	(26,012)
Write-off of Intangible	27	-	2,454	-	2,454
Interest income	6	(540,166)	(427,597)	(448,174)	(340,388)
Interest expense	7	173,539	106,793	153,019	82,718
Gain on sale of property and equipment	10	(2,563)	(78)	(2,451)	(69)
Gain on sale of financial instruments	10	-	(251)	-	-
Modification Loss	44 (xvi)	-	(353)	-	-
Gain on lease derecognition	44 (xvii)	(2,028)	-	(2,025)	-
		(50,477)	(71,791)	(46,983)	(58,746)
Changes in operating assets and liabilities:					
Net increase in loans and advances	44(iii)	(543,005)	(536,014)	(502,442)	(409,303)
Net (increase) decrease in other assets	44 (viii)	(59,586)	1,362	(55,735)	6,896
Net increase in treasury bills (FVTPL) including bills pledged	44(iib)	(76,101)	(97,724)	(78,553)	(95,938)
Net (increase)/decrease in investment securities including bonds pledged (FVTPL and FVOCI)	44(i)	(254,630)	(160,011)	138	33,389
Net (increase)/decrease in restricted balances (cash reserves)	44(x)	(418,711)	80,525	(419,705)	95,418
Net decrease/ (increase) in due from banks with maturity greater than three months	44(vii)	(15,661)	139,061	(21,065)	75,556
Net increase in customer deposits	44(iv)	2,362,290	1,091,293	2,153,832	823,850
Net increase/(decrease) in Other liabilities	44(V)	48,387	(225,060)	84,480	(180,330)
		992,506	**221,641**	**1,113,967**	**290,792**
Interest received from operating activities	44 (xiiia)	354,722	286,640	302,324	253,341
Interest paid	44(xi)	(143,859)	(107,051)	(128,805)	(83,695)
Tax paid	13	(24,247)	(15,045)	(7,728)	(2,581)
Net cash flows generated from operations		**1,179,122**	**386,185**	**1,279,758**	**457,857**
Cash flows from investing activities					
Purchase of property and equipment	44(xivb)	(67,245)	(34,109)	(64,357)	(31,584)
Proceeds from Sale of property and equipment	44(vi)	3,207	448	2,671	437
Purchase of intangible assets	27	(4,130)	(14,884)	(3,461)	(14,361)
Additions to treasury bills	44(iia)	(3,060,163)	(2,652,094)	(2,968,565)	(2,346,839)
Disposal of treasury bills	44(iia)	2,833,003	2,449,816	2,679,567	2,056,995
Interest received from treasury bills and investment securities	44 (xiiib)	88,416	78,970	71,700	41,492
Acquisition of Right of Use Asset	44(xiva)	(2,281)	(240)	(2,031)	(150)
Additions to other Investment securities	44(XV)	(559,328)	(300,852)	(206,285)	(159,577)
Disposal of other Investment securities	44(i)	403,066	230,056	65,448	75,928
Proceeds from sale of financial instruments	10	-	251	-	-
Dividends received	10	2,223	2,754	17,148	19,186
Net cash from investing activities		**(363,232)**	**(239,884)**	**(408,165)**	**(358,474)**

In millions of Naira		Group		Bank	
	Note(s)	2022	2021	2022	2021
Cash flows from financing activities					
Repayment of debt securities Issued		(46,071)	-	(46,071)	-
Cash inflow from long term borrowings	31	1,243,614	712,420	1,279,743	693,944
Repayment of long term borrowings	31	(1,135,414)	(860,123)	(1,154,340)	(826,805)
Cash inflow from onlending facility	30(b)	-	14,482	-	14,482
Repayment of onlending facility	30(b)	(59,470)	(33,011)	(59,470)	(33,011)
Repayment of principal for lease liability	44(v)	(4,011)	(2,802)	(2,927)	(2,007)
Unclaimed dividend received	44(xvii)	1,117	612	1,117	612
Dividends paid to shareholders	40	(97,371)	(94,226)	(97,330)	(94,189)
Net cash used in financing activities		**(97,606)**	**(262,648)**	**(79,278)**	**(246,974)**
Net (decrease)/increase in cash and cash equivalents		**718,284**	**(116,347)**	**792,315**	**(147,591)**
Analysis of changes in cash and cash equivalents :					
Cash and cash equivalent at the beginning of the year		1,134,519	1,208,520	776,574	882,683
(decrease)/increase in cash and cash equivalents		**718,286**	**(116,347)**	**792,315**	**(147,591)**
Effect of exchange rate movement on cash balances		87,955	42,346	88,297	41,482
Cash and cash equivalents at the end of the year	**41**	**1,940,758**	**1,134,519**	**1,657,186**	**776,574**

The accompanying notes are an integral part of these consolidated and separate financial statements.

Introducing

Zenith Bank Pay with Transfer

Making payments at stores, restaurants, super markets and other business locations is now *quicker* and *more convenient* with Zenith Bank Pay with Transfer.

Pay with Transfer is a unique integration that instantly prints a transaction receipt on the in-store POS (Point of Sale) terminal of a business, whenever a customer pays for goods or services by transferring funds to the merchant's account using *966# EazyBanking, The Zenith Bank **Mobile App** or other banks payment channels.

No more having to wait endlessly for a supervisor or the business owner to confirm if your transfer payment was received before you can leave and carry on with your day.

How cool is that?

Notes

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

1. General information

Zenith Bank Plc (the "Bank") was incorporated in Nigeria under the Companies and Allied Matters Act as a private limited liability company on May 30, 1990. It was granted a banking licence in June 1990, to carry on the business of commercial banking and commenced business on June 16, 1990. The Bank is domiciled in Nigeria and was converted into a Public Limited Liability Company on May 20, 2004. The Bank's shares were listed on October 21, 2004 on the Nigerian Stock Exchange. In August 2015, the Bank was admitted into the Premium Board of the Nigerian Stock Exchange.

The registered office address of the company is Plot 84/87 Ajose Adeogun street, Victoria Island, Lagos.

The principal activity of the Bank is the provision of banking and other financial services to corporate and individual customers. Such services include granting of loans and advances, corporate finance and money market activities.

The Bank has six subsidiary companies namely, Zenith Bank (Ghana) Limited, Zenith Pensions Custodian Limited, Zenith Bank (UK) Limited, Zenith Bank (Sierra Leone) Limited, Zenith Bank (The Gambia) Limited and Zenith Nominees Limited. The Bank also has a representative office in China in addition to operating a branch of Zenith Bank (UK) Limited in the United Arab Emirates.

The consolidated and separate financial statements for the year ended 31 December 2022 comprise the Bank and its subsidiaries (together referred to as "the Group" and individually as "Group entities") and the separate financial statements comprise the Bank. The consolidated and separate financial statements for the year ended 31 December 2022 were approved and authorised for issue by the Board of Directors on 26 January 2023. The directors have the power to amend and re-issue the financial statements

The Group does not have any unconsolidated structured entity.

2.0(a) Changes in accounting policies

Except as noted below, the Group has consistently applied the accounting policies as set out in Note 2(b) to all periods presented in these consolidated and separate financial statements.

The Group has adopted the following new standards and amendments including any consequential amendments to other standards with initial date of application of January 1, 2022.

(i) Property and Equipment: Proceeds before intended use – Amendments to IAS 16

The amendment to IAS 16 Property, Plant and Equipment (PP&E) prohibits an entity from deducting from the cost of an item of PP&E any proceeds received from selling items produced while the entity is preparing the asset for its intended use. It also clarifies that an entity is 'testing whether the asset is functioning properly' when it assesses technical and physical performance of the asset. The financial performance of the asset is not relevant to this assessment. Entities must disclose separately the amounts of proceeds and costs relating to items produced that are not an output of the entity's ordinary activities. This amendment does not have an impact on the Group Financial statements.

(ii) Reference to the Conceptual Framework – Amendments to IFRS 3

Minor amendments were made to IFRS 3 Business Combinations to update the references to the Conceptual Framework for Financial Reporting and to add an exception for the recognition of liabilities and contingent liabilities within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets and Interpretation 21 Levies. The amendments also confirm that contingent assets should not be recognised at the acquisition date.

There has been no change in the Group structure within the period as such this amendment does not have an impact on the Group financial statements.

(iii) Onerous Contracts – Cost of Fulfilling a Contract Amendments to IAS 37

The amendment to IAS 37 clarifies that the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling contracts. Before recognising a separate provision for an onerous contract, the entity recognises any impairment loss that has occurred on assets used in fulfilling the contract.

This amendment does not have an impact on the Group Financial statements.

(iv) Annual Improvements to IFRS Standards 2018–2020

The following improvements were finalised in May 2020:

- IFRS 9 Financial Instruments – clarifies which fees should be included in the 10% test for derecognition of financial liabilities.
- IFRS 16 Leases – amendment of illustrative example 13 to remove the illustration of payments from the lessor relating to leasehold improvements, to remove any confusion about the treatment of lease incentives.

- IFRS 1 First-time Adoption of International Financial Reporting Standards – allows entities that have measured their assets and liabilities at carrying amounts recorded in their parent's books to also measure any cumulative translation differences using the amounts reported by the parent. This amendment will also apply to associates and joint ventures that have taken the same IFRS 1 exemption.

2.0(b) Changes in accounting policy following IFRS IC agenda discussions

No Agenda decisions issued by the IFRS IC had an impact on the group financial statements for the year ended 31 December 2022

2.0(c) IBOR reform disclosure

Overview

A reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates (IBORs) with alternative nearly risk-free rates (referred to as 'IBOR reform').

Zenith Bank has assessed and quantified its exposure to IBORs on its financial instruments that will be reformed as part of this market-driven initiative.

Over the course of the transition, the IBOR reform has had operational, risk management, legal and accounting impacts across all of our business lines. From the management point of view, the financial risk is limited mainly to interest rate risk.

Zenith Bank established a cross-functional IBOR Transition Working Group to manage its transition to alternative rates. The objectives of the Working Group include evaluating the extent to which the entity's financial assets and liabilities reference IBOR cash flows, developing and executing a structured plan for the transition and how to manage communication about IBOR reform with clients and counterparties. The Working Group reports periodically to the Board and ALCO to support the management of interest rate risk and provide relevant information for key decisions relating to the IBOR reform. The Working Group aslo collaborates with other business functions as needed.

No newly originated floating-rate loan or instrument referenced IBOR from 1 January 2022

However, the Bank is still in the process of negotiating the replacement rate for IBOR legacy contracts with rates that ceased as at 31 December 2022. The IBOR transition working group is working closely with the business teams to amend the contractual terms to replace the IBOR rate. The sections below contain details of all of the financial instruments that the Group holds at 31 December 2022 which reference IBOR and have not yet transitioned to alternative interest rate benchmark.

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There are no derivatives benchmarked to IBOR as at period end.

(i) Non-derivative financial assets

Zenith Bank's IBOR exposures on floating-rate loans to customers is predominantly USD LIBOR. For these assets, Zenith Bank is in the process of reforming them to the Secured Overnight Financing Rate ('SOFR'). This also consists of a change to the underlying calculation methodology. SOFR is a broad measure of the cost of borrowing cash overnight collateralised by U.S. Treasury securities in the repurchase agreement (repo) market. This rate is robust, is not at risk of cessation, and it meets international standards. It is produced by the New York Federal Reserve Bank in cooperation with the Office of Financial Research.

The publication of the one week and two-month USD LIBOR ceased on December 31, 2021 and all other USD LIBOR tenors (e.g., overnight, one month, three-month, six-month and twelve-month) will cease after June 30, 2023 (applicable to legacy contracts only).

Zenith Bank has revised its internal treasury and risk management systems to support the transition to SOFR. During the course of the transition, Zenith Bank's IBOR Transition Working Group established policies for amending the interbank offered rates on existing floating-rate loan portfolio indexed to IBORs. Loan products will be amended in a uniform way, while syndicated products, will be amended in bilateral negotiations with syndicated loan partners.

The IBOR Transition Working Group is monitoring the progress of transition from IBORs to SOFR by reviewing the total amounts of impacted contracts. Zenith Bank also considers that a contract is not yet transitioned to an alternative benchmark rate when interest under the contract is indexed to a benchmark rate that is still subject to IBOR reform,(referred to as an 'unreformed contract').

The following tables show the total amounts of unreformed non-derivative financial assets as at 31 December 2022. The amounts of these assets are shown at their gross carrying amounts.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of Dollars	USD	LIBOR	USD	LIBOR
31 Dec 2022	Carrying Value at 31 Dec 2022	Of which have yet to be transitioned as at 31 Dec 2022	Carrying Value at 31 Dec 2021	Of which have yet to be transitioned as at 31 Dec 2021
Loans and advances to customers				
Multilateral loans	1,228	873	2,883	2,883
	1,228	**873**	**2,883**	**2,883**

(ii) Non-derivative financial liabilities

Zenith Bank has floating-rate liabilities indexed to USD LIBOR. The IBOR Transition Working Group and Zenith Bank's treasury team are in discussions with the counterparties of the Banks financial liabilities to amend the contractual terms in response to IBOR reform.

The following tables show the total amounts of unreformed non-derivative financial liabilities as at 31 December 2022. The amounts shown in the table are the carrying amounts.

In millions of Dollars	USD	LIBOR	USD	LIBOR
31 Dec 2022	Carrying Value at 31 Dec 2022	Of which have yet to be transitioned as at 31 Dec 2022	Carrying Value at 31 Dec 2021	Of which have yet to be transitioned as at 31 Dec 2021
Borrowings				
Multilateral Borrowings	397	67	805	805
	397	**67**	**805**	**805**

(d) Significant accounting policies

Except as noted in Note 2.0(a), the Group has consistently applied the following accounting policies to all periods presented in these consolidated and separate financial statements, unless otherwise stated.

(e) Standards issued but not yet effective

The following standards and interpretations had been issued but were not mandatory for annual reporting year ended on 31 December 2022. The Group has not early adopted the underlisted standards in preparing the financial statements as it plans to adopt them at their respective effective dates if applicable.

(i) Classification of Liabilities as current or non-current - Amendments to IAS 1

The narrow-scope amendments to IAS 1 Presentation of Financial Statements clarify that liabilities are classified as either current or noncurrent, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (eg the receipt of a waiver or a breach of covenant). The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability.

The amendments could affect the classification of liabilities, particularly for entities that previously considered management's intentions to determine classification and for some liabilities that can be converted into equity.

They must be applied retrospectively in accordance with the normal requirements in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

In May 2020, the IASB issued an Exposure Draft proposing to defer the effective date of the amendments to 1 January 2023.

The effective date is 1 January 2023.

This amendment is not expected to have a significant impact on the group financial statement.

(ii) Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2

The IASB amended IAS 1 to require entities to disclose their material rather than their significant accounting policies. The amendments define what is 'material accounting policy information' and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information. To support this amendment, the IASB also amended IFRS Practice Statement 2 Making Materiality Judgements to provide guidance on how to apply the concept of materiality to accounting policy disclosures.

The effective date is 1 January 2023.

This amendment is not expected to have a significant impact on the accounting policies disclosed in the financial statement.

iii) Definition of Accounting Estimates – Amendments to IAS 8

The amendment to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors clarifies how companies should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

The effective date is 1 January 2023.

This amendment does not have an impact on the Group financial statements.

iv) iv) Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12

The amendments to IAS 12 Income Taxes require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities. The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.
- The cumulative effect of recognising these adjustments is recognised in retained earnings, or another component of equity, as appropriate.

The effective date is 1 January 2023.

The impact of this amendment on the Group's financial statements is currently under assessment.

2.1 Basis of preparation

(a) Statement of compliance

The financial statements are prepared in accordance with International Financial Reporting Standard (IFRS) ∞and in the manner required by the Companies and Allied Matters Act of Nigeria, the Financial Reporting Council of Nigeria Act, the Banks and other Financial Institutions Act of Nigeria, and relevant Central Bank of Nigeria circulars.

(b) Basis of measurement

The financial statements have been prepared under the historical cost convention with the exception of the following:

- Financial assets and liabilities measured at amortised cost;
- Derivative financial instruments which are measured at fair value; and
- Non-derivative financial instruments, carried at fair value through profit or loss, or fair value through OCI are measured at fair value.

(c) Use of estimates and judgements

The preparation of financial statements in conformity with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise its

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated and separate financial statements are disclosed in Note 4.

2.2 Basis of Consolidation

(a) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity if it is exposed to, or has the rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it has control if there are changes to one or more elements of control. This includes circumstances in which protective rights held become substantive and lead to the Group having control over an investee.

The financial statements of subsidiaries are consolidated from the date the Group acquires control, up to the date that such effective control ceases.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (transactions with owners).

When the proportion of the equity held by Non Controlling Interests (NCIs) changes, the carrying amounts of the controlling and NCIs are adjusted to reflect the changes in their relative interests in the Subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the Group.

Inter-company transactions, balances and unrealised gains on transactions between companies within the Group are eliminated on consolidation.

Unrealised losses are also eliminated in the same manner as unrealised gains, but only to the extent that there is no evidence of impairment. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the separate financial statements, investments in subsidiaries are measured at cost less accumulated impairment.

(b) Loss of Control

On loss of control, the Group derecognises the assets and liabilities of the subsidiary, any related non-controlling interests and the other components of equity relating to a subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, that retained interest is accounted for as an equity-accounted investee or as a financial asset depending on the level of influence retained.

(c) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment loss.

The Group's share of its associates' post-acquisition profits or losses is recognised in profit or loss, and its share of post-acquisition movements in reserves are recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

2.2 Basis of Consolidation

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

(d) Non-controlling interests

Non-controlling interests are measured at their proportionate share of the acquiree's identifiable net assets at the acquisition date. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

2.3 Translation of foreign currencies

Foreign currency transactions and balances

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (functional currency). The parent entity's functional currency (Nigerian Naira) is adopted as the presentation currency for the separate and consolidated financial statements. Except as otherwise indicated, financial information presented in Naira has been rounded to the nearest million.

(b) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities for statement of financial position presented are translated at the closing rate at the reporting date;

(ii) income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

(iii) all resulting exchange differences are recognised in other comprehensive income and presented within equity as foreign currency translation reserves.

On the disposal of a foreign operation, the Group recognises in profit or loss the cumulative amount of exchange differences relating to that foreign operation. When a subsidiary that includes a foreign operation is partially disposed of or sold, the Group re-attributes the proportionate share of the cumulative amount of the exchange differences recognised in other comprehensive income to the non-controlling interests in that foreign operation. In the case of any other partial disposal of a foreign operation, the Group reclassifies to profit or loss only the proportionate share of the cumulative amount of exchange differences recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate at the reporting date.

(c) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at periodend exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at historical cost are translated to the functional currency using the exchange rate at the transaction date, and those measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined and are recognised in the profit or loss. When a gain or loss on non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss shall be recognised in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognised in profit or loss, any exchange of that gain or loss shall be recognised in profit or loss.

Translation differences on equities measured at fair value through other comprehensive income are included in other comprehensive income and transferred to the fair value reserve in equity.

Foreign currency gains and losses on intra-group loans are recognised in profit or loss unless settlement of the loan is neither planned nor likely to occur in the foreseeable future, in which case the foreign currency gains and losses are initially recognised in the foreign currency translation reserve in the consolidated financial statements. Those gains and losses are recognised in profit or loss at the earlier of settling the loan or at the time at which the foreign operation is disposed.

2.4 Cash and cash equivalents

For the purposes of the statement of cash flow, cash and cash equivalents comprise balances with original maturities of three (3) months or less than three months

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term commitments. They include cash and non-restricted balances with central banks, treasury bills and other eligible bills, amounts due from other banks and short-term government securities.

2.5 Financial instruments

(a) Initial recognition and measurement

Financial instruments are recognised initially when the Group becomes a party to the contractual provisions of the instruments.

Financial instruments carried at fair value through profit or loss are initially recognised at fair value with transaction costs, which are directly attributable to the acquisition or issue of the financial instruments, being recognised immediately through profit or loss. Financial instruments that are not carried at fair value through profit or loss are initially measured at fair value plus transaction costs that are directly attributable to the acquisition or issue of the financial instruments.

Financial instruments are recognised or de-recognised on the date the Group settles the purchase or sale of the instruments (settlement date accounting).

(b) Subsequent measurement

Subsequent to initial measurement, financial instruments are measured either at amortised cost or fair value depending on their classification category.

(c) Classification

(i) Financial assets

Subsequent to initial recognition, all financial assets within the Group are measured at:

- Amortised cost;
- Fair value through other comprehensive income (FVOCI); or
- Fair value through profit or loss (FVTPL)

The Group's financial assets are subsequently measured at amortised cost if they meet both of the following criteria and are not designated as at FVTPL:

- Hold to collect' business model test - The asset is held within a business model whose objective is to hold the financial asset in other to collect contractual cash flows; and
- 'SPPI' contractual cash flow characteristics test. The contractual terms of the financial asset give rise to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding on a specified date. Interest in this context is the consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time.

Debt instruments are measured at amortised cost by the Group if they meet both of the following criteria and are not designated as at FVTPL:

- 'Hold to collect and sell' business model test: The asset is held within a business model whose objective is achieved by both holding the financial asset in order to collect contractual cash flows and selling the financial asset; and
- 'SPPI' contractual cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets including equity investments are measured at fair value.

A financial asset is classified and measured at fair value through profit or loss (FVTPL) by the Group if the financial asset is:

- A debt instrument that does not qualify to be measured at amortised cost or FVOCI;
- An equity investment which the Group has not irrevocably elected to classify as at FVOCI and present subsequent changes in fair value in OCI;
- A financial asset where the Group has elected to measure the asset at FVTPL under the fair value option.

(ii) Financial liabilities

Financial liabilities are either classified by the Group as:
- Financial liabilities at amortised cost; or
- Financial liabilities as at fair value through profit or loss (FVTPL).

Financial liabilities are measured at amortised cost by the Group unless either:

- The financial liability is held for trading and is therefore required to be measured at FVTPL, or
- The Group elects to measure the financial liability at FVTPL (using the fair value option).

(iii) Financial guarantees contracts and loan commitments

A financial guarantee contract is a contract that requires the Group (issuer) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Loan commitments' are firm commitments to provide credit under pre-specified terms and conditions. Financial guarantees issued or commitments to provide a loan at a below-market interest rate are initially measured at fair value. Subsequently, they are measured at the higher of the loss allowance determined in accordance with IFRS 9 (see note 3.2.18) and the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of IFRS 15.

The Group has issued no loan commitments that are measured at FVTPL.

Liabilities arising from financial guarantees and loan commitments are included within provisions.

The Group conducts business involving commitments to customers. The majority of these facilities are set-off by corresponding obligations of third parties. Contingent liabilities and commitments comprise usance lines and letters of credit.

Usance and letters of credit are agreements to lend to a customer in the future subject to certain conditions. An acceptance is an undertaking by a bank to pay a bill of exchange drawn on a customer.

Letters of credit are given as security to support the performance of a customer to third parties. As the Group will only be required to meet these obligations in the event of the Customer's default, the cash requirements of these instruments are expected to be considerably below their nominal amounts.

Contingent liabilities and commitments are initially recognized at fair value which is also generally equal to the fees received and amortized over the life of the commitment. The carrying amount of contingent liabilities are subsequently measured at the higher of the present value of any expected payment when a payment under the contingent liability has become probable and the unamortised fee.

Business model assessment

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

- the stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, whether management's strategy focuses on earning contractual interest revenue, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and its strategy for how those risks are managed;
- how managers of the business are compensated (e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected); and
- the frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity. However, information about sales activity is not considered in isolation, but as part of an overall assessment of how the Group's stated objective for managing the financial assets is achieved and how cash flows are realised.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

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

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

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

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

- contingent events that would change the amount and timing of cash flows;
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse loans); and features that modify consideration of the time value of money (e.g. periodical reset of Interest rate).

The Group holds a portfolio of long-term fixed-rate loans for which the Group has the option to propose to revise the interest rate at periodic reset dates. These reset rights are limited to the market rate at the time of revision. The borrowers have an option to either accept the revised rate or redeem the loan at par without penalty. The Group has determined that the contractual cash flows of these loans are SPPI because the option varies the interest rate in a way that is consideration for the time value of money, credit risk, other basic lending risks and costs associated with the principal amount outstanding.

Reclassifications

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Group changes its business model for managing financial assets.

(d) Derecognition

(i) Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire (see also (e)), or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Any cumulative gain/loss recognised in OCI in respect of equity investment securities designated as at FVOCI is not recognised in profit or loss on derecognition of such securities. Any interest in transferred financial assets that qualify for derecognition that is created or retained by the Group is recognised as a separate asset or liability.

The Group sometimes enters into transactions whereby it transfers assets recognised on its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets or a portion of them. In such cases, the transferred assets are not derecognised. Examples of such transactions are securities lending and sale-and-repurchase transactions.

When assets are sold to a third party with a concurrent total rate of return swap on the transferred assets, the transaction is accounted for as a secured financing transaction similar to sale-and-repurchase transactions, because the Group retains all or substantially all of the risks and rewards of ownership of such assets.

In transactions in which the Group neither retains nor transfers substantially all of the risks and rewards of ownership of a financial asset and it retains control over the asset, the Group continues to recognise the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset.

In certain transactions, the Group retains the obligation to service the transferred financial asset for a fee. The transferred asset is derecognised if it meets the derecognition criteria. An asset or liability is recognised for the servicing contract if the servicing fee is more than adequate (asset) or is less than adequate (liability) for performing the servicing.

(ii) Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

(e) Modifications of financial assets and financial liabilities

Financial assets

If the terms of a financial asset are modified, then the Group evaluates whether the cash flows of the modified asset are substantially different.

If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognized (see (d)) and a new financial asset is recognised at fair value plus any eligible transaction costs. Any fees received as part of the modification are accounted for as follows: - fees that are considered in determining the fair value of the new asset and fees that represent reimbursement of eligible transaction costs are included in the initial measurement of the asset; and - other fees are included in profit or loss as part of the gain or loss on derecognition.

If cash flows are modified when the borrower is in financial difficulties, then the objective of the modification is usually to maximize recovery of the original contractual terms rather than to originate a new asset with substantially different terms. If the Group plans to modify a financial asset in a way that would result in forgiveness of cash flows, then it first considers whether a portion of the asset should be written off before the modification takes place (see below for write off policy). This approach impacts the result of the quantitative evaluation and means that the derecognition criteria are not usually met in such cases.

If the modification of a financial asset measured at amortised cost or FVOCI does not result in derecognition of the financial asset, then the Group first recalculates the gross carrying amount of the financial asset using the original effective interest rate of the asset and recognises the resulting adjustment as a modification gain or loss in profit or loss. For floating-rate financial assets, the original effective interest rate used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any costs or fees incurred and fees received as part of the modification adjust the gross carrying amount of the modified financial asset and are amortised over the remaining term of the modified financial asset.

If such a modification is carried out because of financial difficulties of the borrower (see (2.9)), then the gain or loss is presented together with impairment losses for stage 1 facilities, for stage 2 and 3 the modification gain or loss is disclosed separately. In other cases, it is presented as interest income calculated using the effective interest rate method.

Financial liabilities

The Group derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability derecognised and consideration paid is recognised in profit or loss. Consideration paid includes non-financial assets transferred, if any, and the assumption of liabilities, including the new modified financial liability.

If the modification of a financial liability is not accounted for as derecognition, then the amortised cost of the liability is recalculated by discounting the modified cash flows at the original effective interest rate and the resulting gain or loss is recognised in profit or loss. For floating-rate financial liabilities, the original effective interest rate used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any costs and fees incurred are recognised as an adjustment to the carrying amount of the liability and amortised over the remaining term of the modified financial liability by re-computing the effective interest rate on the instrument.

(f) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under IFRS, or for gains and losses arising from a group of similar transactions such as in the Group's trading activity.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

(g) Amortised cost measurement

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

(h) Fair value measurement

'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 in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price – i.e. the fair value of the consideration given or received. However, in some cases the initial estimate of fair value of a financial instrument on initial recognition may be different from its transaction price. If this estimated fair value is evidenced by comparison with other observable current market transactions in the same instrument (without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets, then the difference is recognised in profit or loss on initial recognition of the instrument. In other cases, the fair value at initial recognition is considered to be the transaction price and the difference is not recognised in profit or loss immediately but is recognised over the life of the instrument on an appropriate basis or when the instrument is redeemed, transferred or sold, or the fair value becomes observable.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price. Where the Bank has positions with offsetting risks, mid market prices are used to measure the offsetting risk positions and a bid or ask price adjustment is applied only to the net open position as appropriate.

The fair value of a demand deposit is not less than the amount payable on demand, discounted from the first date on which the amount could be required to be paid.

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

Subsequent to initial recognition, the fair value of a financial instrument is based on quoted market prices or dealer price quotation for financial instruments. If a market for a financial instrument is not active, then the Group establishes fair value using a valuation technique. Valuation techniques include using recent arm's length transactions between knowledgeable, willing parties (if available), reference to the current fair value of other instruments that are substantially the same, discounted cash flow analyses and option pricing models. The chosen valuation technique makes maximum use of market inputs, relies as little as possible on estimates specific to the Group, incorporates all factors that market participants would consider in setting a price, and is consistent with accepted economic methodologies for pricing financial instruments. Inputs into valuation techniques reasonably represent market expectations and measures of the risk-return factors inherent in the financial instrument.

See note 3.5 on fair valuation methods and assumptions.

(i) Assets pledged as collateral

Financial assets transferred to external parties and which do not qualify for de-recognition are reclassified in the statement of financial position from treasury bills and investment securities to assets pledged as collateral, if the transferee has received the right to sell or re-pledge them in the event of default from agreed terms. Assets pledged as collateral are initially recognised at fair value, and are subsequently measured at amortised cost or fair value as appropriate. These transactions are performed in accordance with the usual terms of securities lending and borrowing.

(j) Assets under repurchase agreement

Assets under repurchase agreement are transactions in which the Group sells a security and simultaneously agrees to repurchase it (or an asset that is substantially the same as the one sold) at a fixed price on a future date. The Group continues to recognise the securities in their entirety in the statement of financial position because it retains substantially all of the risks and rewards of ownership. The cash consideration received is recognised as a financial asset and a financial liability is recognised for the obligation to pay the repurchase price. Because the Group sells the contractual rights to the cash flows of the securities, it does not have the ability to use the transferred assets during the term of the arrangement.

2.6 Derivative instruments

Derivatives are initially recognized at fair value on the date on which the derivative contract is entered into and are subsequently remeasured at fair value. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

The method of recognizing the resulting fair value gain or loss depends on whether the derivative is designated and qualifies as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as Hedges of the fair value of recognized assets or liabilities or firm commitments (fair value hedges).

The Group documents, at the inception of the hedge, the relationship between hedged items and hedging instruments, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

(a) Fair Value Hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the statement of profit or loss, together with changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

The Bank discontinues hedge accounting in any of the following circumstances:

- The hedging instrument is not, or has ceased to be, highly effective as a hedge
- The hedging instrument has expired, is sold, terminated, or exercised
- The hedged item matures, is sold, or repaid
- The forecast transaction is no longer deemed highly probable
- The Bank elects to discontinue hedge accounting voluntarily

Derivatives that do not qualify for Hedge Accounting

Certain derivatives do not qualify for hedge accounting. Changes in the fair value of any derivative not designated in a hedging relationship are recognized immediately in profit or loss and are included in Trading gains/(losses).

2.7 Impairment

The Group recognises loss allowances for ECL on the following financial instruments that are not measured at FVTPL:

- Financial assets that are debt instruments;
- Lease receivables;
- Financial guarantee contracts issued; and
- Loan commitments issued.

No impairment loss is recognised on equity investments.

The Group measures loss allowances at an amount equal to lifetime ECL, except for the following, for which they are measured as 12-month ECL:

- Debt investment securities that are determined to have low credit risk at the reporting date; and
- Other financial instruments on which credit risk has not increased significantly since their initial recognition.

12-month ECL are the portion of ECL that result from default events on a financial instrument that are possible within the 12 months after the reporting date. Financial instrument for which a 12-month ECL is recognised are referred to as 'stage 1 financial instruments'.

Life-time ECL are the ECL that result from all possible default events over the expected life of the financial instrument. Financial instruments for which a lifetime ECL is recognised but which are not credit-impaired are referred to as 'Stage 2 financial instruments'.

Financial instruments for which lifetime ECL is recognised which are credit impaired are referred to as 'Stage 3 financial instruments".

Loss allowances for other assets and lease receivables are always measured at an amount equal to lifetime ECL.

The Group considers debt investment securities to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

2.7.1 Measurement of ECL

ECL are a probability-weighted estimate of credit losses. They are measured as follows:

- Financial assets that are not credit-impaired at the reporting date: as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive);
- Financial assets that are credit-impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows;
- Undrawn loan commitments: as the present value of the difference between the contractual cash flows that are due to the Group if the commitment is drawn down and the cash flows that the Group expects to receive; and
- Financial guarantee contracts: the expected payments to reimburse the holder less any amount that the Group expects to recover.
- There has been no change in estimation techniques from prior year. Also, significant assumptions made during the year can be seen in note .1

Reversal of Impairment and Backward Transfer Criteria

When the Group 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 criteria for recognizing the lifetime ECL is no longer met i.e. cured, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date.

However, the Group observes the following backward transfer criteria (probationary period) to monitor if the criteria for recognizing the lifetime ECL has decreased significantly before the backward transfer can be effected on the credit rating of the customer.

90 days probationary period to move a financial instrument from Lifetime ECL not credit-impaired (Stage 2 financial instruments) to 12 months ECL (Stage 1 financial instruments)

90 days probationary period to move a financial instrument from Lifetime ECL credit-impaired (Stage 3 financial instruments) to Lifetime ECL not impaired (Stage 2 financial instruments)

180 days probationary period to move a loan from Lifetime ECL credit-impaired (Stage 3 financial instruments) to 12 months ECL (Stage 1 financial instruments).

The Group also considers other qualitative criteria where necessary.

Impairment gains arising from backward transfers will be recognized as part of 'impairment losses on financial instruments.'

2.7.2 Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired referred to as 'Stage 3 financial instruments. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the borrower or issuer;
- A breach of contract such as a default or past due event;
- The restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- The disappearance of an active market for a security because of financial difficulties.

A loan that has been renegotiated due to a deterioration in the borrower's condition is usually considered to be credit- impaired unless there is evidence that the risk of not receiving contractual cash flows has reduced significantly and there are no other indicators of impairment. In addition, a loan that is overdue for 90 days or more is considered impaired.

In making an assessment of whether an investment in sovereign debt is credit-impaired, the Group considers the following factors.

- The market's assessment of creditworthiness as reflected in the bond yields.
- The rating agencies' assessments of creditworthiness.
- The country's ability to access the capital markets for new debt issuance.

- The probability of debt being restructured, resulting in holders suffering losses through voluntary or mandatory debt forgiveness.

- The international support mechanisms in place to provide the necessary support as 'lender of last resort' to that country, as well as the intention, reflected in public statements, of governments and agencies to use those mechanisms. This includes an assessment of the depth of those mechanisms and, irrespective of the political intent, whether there is the capacity to fulfil the required criteria.

2.7.3 Presentation of allowance for ECL in the statement of financial position

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

- Financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;

- Loan commitments and financial guarantee contracts: generally, as a provision;

- Where a financial instrument includes both a drawn and an undrawn component, and the Group cannot identify the ECL on the loan commitment component separately from those on the drawn component: the Group presents a combined loss allowance for both components. The combined amount is presented as a deduction from the gross carrying amount of the drawn component. Any excess of the loss allowance over the gross amount of the drawn component is presented as a provision and;

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

2.7.4 Write-off policy

The Group writes off a loan balance when the Group's credit department determines that the loan is uncollectable and had been declared delinquent and subsequently classified as lost. This determination is made after considering information such as the continuous deterioration in the customer's financial position, such that the customer can no longer pay the obligation, or that proceeds from the collateral will not be sufficient to pay back the entire exposure.

Board approval is required for such write-off. For insider-related loan (loans by the Bank to its own officers and directors), CBN approval is required. The loan recovery department continues with its recovery efforts and any loan subsequently recovered is treated as other income.

Loans and debt securities are written off (either partially or in full) when there is no realistic prospect of recovery.

This is generally the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due. The outstanding contractual amount of assets written off during the year ended 31 December 2022 was N74.1billion (31 December 2021: N42.5 billion). The Group still seeks to recover amounts it is legally owed in full, but which have been written off due to no reasonable expectation of full recovery.

2.8 Reclassification of financial instruments

Financial assets are required to be reclassified in certain rare circumstances among the amortised cost, FVOCI and FVTPL categories. When the Group changes its business model for managing financial assets, the Group reclassifies all affected financial assets in accordance with the new model.

The reclassification is applied prospectively from the reclassification date. Accordingly, any previously recognised gains, losses or interest are not reinstated. Changes in the business model for managing financial assets are expected to be very infrequent.

2.9 Restructuring of financial instruments

Financial instruments are restructured when the contractual terms are renegotiated or modified or when an existing financial instrument is replaced with a new one due to financial difficulties of the borrower. Restructured loans represent loans whose repayment periods have been extended due to changes in the business dynamics of the borrowers. For such loans, the borrowers are expected to pay the principal amounts in full within extended repayment period and all interest, including interest for the original and extended terms.

2.10 Collateral

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

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

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

Collateral received in the form of securities and other non-cash assets is not recorded on the statement of financial position. Collateral received in the form of cash is recorded on the statement of financial position with a corresponding liability see note 3.2.7(a(i)

In certain cirumstances, property may be repossessed following the foreclosure on loans that are in default. These repossessd collateral are sold as soon as practicable. Repossessed properties are measured at the lower of carrying amount of the related loan and fair value less cost to sell and reported within 'Other asset'.

2.11 Property and equipment

Property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Where significant parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

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

Property and equipment are depreciated on the straight line basis to their residual values over the estimated useful lives of the assets. Land is not depreciated.

Depreciation is calculated on a straight line basis to write down the cost of property and equipment to their residual values over their estimated useful lives as follows:

Item	
Land	(Not depreciated)
Motor vehicles	4 years
Office equipment	5 years
Furniture and fittings	5 years
Computer equipment	3 years
Buildings	50 years
Leasehold improvement	Over the remaining lease period
Aircraft	25 years
Right of use assets	Lower of lease term or the useful life for the specified class of item

Depreciation is included in profit or loss.

Work in progress consists of items of property and equipment that are not yet available for use. Work in progress is carried at cost less any required impairment. Depreciation starts when assets are available for use. An impairment loss is recognised if the asset's recoverable amount is less than cost. The asset is reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. Once the items are available for use, they are transferred to relevant classes of property and equipment as appropriate.

Property and equipment are derecognized on disposal, or when no future economic benefits are expected from their use or disposal.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in profit or loss.

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

Borrowing Costs

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset is capitalized as part of the cost of the asset. Other costs relating to borrowings which the group undertakes in the normal course of business are expensed in the period which they are incurred.

2.12 Intangible assets

Computer software

Software that is not integral to the related hardware acquired by the Group is stated at cost less accumulated amortisation and accumulated impairment losses.

Costs associated with maintaining computer software programmes are recognised expenses as they are incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group, are recognised as intangible assets when the following criteria are met:

(i) it is technically feasible to complete the software product so that it will be available for use;

(ii) management intends to complete the software product and use or sell it;

(iii) there is an ability to use or sell the software product;
(iv) it can be demonstrated how the software product will generate probable future economic benefits

(v) adequate technical, financial and other resources to complete the development and to use/sell the software product are available

(vi) the expenditure attributable to the software product during its development can be reliably measured.

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

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful life of the software, from the date that the asset is available for use since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life for computer software is 5 years. Amortisation methods, useful lives and residual values are reviewed at each financial period-end and adjusted if appropriate.

Intangible assets are derecognized on disposal or when no future economic benefits are expected from their use or disposal.

2.13 Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each period at the same time.

An impairment loss is recognised if the carrying amount of an asset or its Cash Generating Unit (CGU) exceeds its estimated recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purposes of assessing impairment, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash flows of other assets or CGU.

The Group's corporate assets do not generate separate cash inflows and are utilised by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and tested for impairment as part of the testing of the CGU to which the corporate asset is allocated.

Impairment losses are recognised in profit or loss. Impairment losses in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs) and then to reduce the carrying amount of the other assets in the CGU (group of CGUs) on a pro rata basis.

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

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

2.14 Leases

A. Group / Bank as a lessee

Leases, under which the Bank possess a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration is disclosed in the Bank's statement of financial position and recognized as a leased asset.

The major lease transaction wherein the Group/Bank is lessee relates to the lease of Bank's branches

To assess whether a contract conveys the right to control the use of an identified asset for a period of time, the Bank assesses whether, throughout the period of use, it has both of the following:

(a) the right to obtain substantially all of the economic benefits from use of the identified asset, and

(b) the right to direct the use of the id entified asset.

The Group has elected not to recognize right-of-use assets and lease liabilities for some leases of low value assets. The Group recognizes expenses associated with these leases as an expense on straight line basis over the lease term.

The Group presents right-of-use assets as a separate class under 'property and equipment'. The Group presents lease liability in other liabilities in the statement of financial position.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Group has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognized.

2.15 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Provisions are determined by discounting the expected future cash flows using a pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for restructuring is recognised when the Group has approved a detailed formal plan, and the restructuring either has commenced or has been announced publicly. Future operating costs or losses are not provided for. A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

Contingent liabilities are possible obligations that arise from past events whose existence will be confirmed only by the occurrence, or non-occurrence, of one or more uncertain future events not wholly within the Group's control. Contingent liabilities are not recognised in the financial statements but are disclosed in the notes to the financial statements.

The Group recognises liability for a levy not earlier than when the activity that triggers payment occurs. Also, the Group accrues liability on levy progressively only if the activity that triggers payment occurs over a period of time. However, for a levy that is triggered upon reaching a minimum threshold, no liability is recognised before the specified minimum threshold is reached.

2.16 Employee benefits

(a) Post-employment benefits

The Group operates a defined contribution plan.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The

Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. For defined contribution plans, the Group makes contributions on behalf of qualifying employees to a mandatory scheme under the provisions of the Pension Reform Act. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available. 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.

(b) Short-term benefits

Short-term benefits consist of salaries, accumulated leave allowances, profit share, bonuses and any non-monetary benefits.
Short-term employee benefits are measured on an undiscounted basis and are expensed as the related services are provided. They are included in personnel expenses in the profit or loss.

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

(c) Termination benefits

The Group recognises termination benefits as an expense when the Group is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. The Group settles termination benefits within twelve months and are accounted for as short-term benefits.

2.17 Share capital and reserves

(a) Share issue costs

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

(b) Dividends on ordinary shares

Dividends on ordinary shares are recognised in equity in the period in which they are approved by the Bank's shareholders. Dividends for the period that are declared after the end of the reporting period are dealt with in the subsequent events note.

(c) Share premium

Premiums from the issue of shares are reported in share premium.

(d) Statutory reserve

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

(e) SMIEIS reserve

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

(f) Statutory reserve for credit risk

The Nigerian banking regulator requires the Bank to create a reserve for the difference between impairment provision determined in line with the principles of IFRS and impairment provision determined in line with the prudential guidelines issued by the Central Bank of Nigeria (CBN). This reserve is not available for distribution to shareholders.

(g) Retained earnings

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

(h) Fair value reserve

Comprises fair value movements on equity instruments and debt securities carried at FVOCI.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

(i) Foreign currency translation reserve

Comprises exchange differences resulting from the translation to Naira of the results and financial position of Group companies that have a functional currency other than Naira.

2.18 Recognition of interest income and expense

Effective interest rate

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

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

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

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

Amortised cost and gross carrying amount

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

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

Calculation of interest income and expense

The effective interest rate of a financial asset or financial liability is calculated on initial recognition of a financial asset or a financial liability. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit impaired) or to the amortised cost of the liability. The effective interest rate is revised as a result of periodic re-estimation of cash flows of floating rate instruments to reflect movements in market rates of interest.

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit- impaired, then the calculation of interest income reverts to the gross basis.

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

For information on when financial assets are credit-impaired, see Note 2.7.2.

Presentation

Interest income calculated using the effective interest method presented in the consolidated and separate statement of profit or loss includes only interest on financial assets and financial liabilities measured at amortised cost and FVTOCI.

Interest expense presented in the consolidated and separate statement of profit or loss and other comprehensive income includes only interest on financial liabilities measured at amortised cost.

Interest income and expense on all trading assets and liabilities are considered to be incidental to the Group's trading operations and are presented together with all other changes in the fair value of trading assets and liabilities in net trading income (see Note 2.20).

2.19 Fees, commission and other income

Fee and commission income and expense that are integral to the effective interest rate on a financial asset or financial liability are included in the effective interest rate (see Note 2.18).

Other fee and commission income – including account servicing fees, fees on electronic products, sales commission, placement fees and syndication fees – is recognised as the related services are performed. If a loan commitment is not expected to result in the draw-down of a loan, then the related loan commitment fee is recognised on a straight-line basis over the commitment period.

A contract with a customer that results in a recognised financial instrument in the Group's financial statements may be partially in the scope of IFRS 9 and partially in the scope of IFRS 15. If this is the case, then the Group first applies IFRS 9 to separate and measure the part of the contract that is in the scope of IFRS 9 and then applies IFRS 15 to the residual.

Other fee and commission expenses relate mainly to transaction and service fees, which are expensed as the services are received.
Dividend income is recognised when the right to receive income is established. Usually, this is the exdividend date for quoted equity securities. Dividends are presented in net trading gains, or other income based on the underlying classification of the equity investment.

Dividends on equity instruments designated as at FVOCI that clearly represent a recovery of part of the cost of the investment are presented in OCI.

Income on cash handling relates to services provided to customers in processing cash withdrawal and deposits above the regulated limit, provided by the Central Bank of Nigeria. Income is recognised as the service is provided.

Fees and commission income are recognised at point in time and over time. Fees recognised over time relate to credit related fees (concerning participation fee and invoice discounting), guarantee fees, corporate finance fees, account maintenance fees and fees on electronic products charged monthly. Fees recognised at a point in time relate to credit related fees other than those recognised over time, account maintenance fee, auction fees, commission on agency and collection services, fees on electronic products (recognised at point in time), foreign currency transaction fees and foreign withdrawal charges.

2.20 Net Trading gains

Net trading gain comprises gains less losses relating to trading assets and liabilities and includes all fair value changes, interest, dividends and foreign exchange differences.

2.21 Operating expense

Expenses are decreases in economic benefits during the accounting period in the form of outflows, depletion of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants.

Expenses are recognized on an accrual basis regardless of the time of spending cash. Expenses are recognized in the income statement when a decrease in future economic benefit related to a decrease in an assets or an increase of a liability has arisen that can be measured reliably. Expenses are measured at historical cost.

Only the portion of cost of a previous period that is related to the income earned during the reporting period is recognized as an expense. Expenses that are not related to the income earned during the reporting period, but expected to generate future economic benefits, are recorded in the financial statement as assets. The portion of assets which is intended for earning income in the future periods shall be recognized as an expense when the associated income is earned.

Expenses are recognized in the same reporting period when they are incurred in cases when it is not probable to directly relate them to particular income earned during the current reporting period and when they are not expected to generate any income during the coming years.

2.22 Current and deferred income tax

Income tax expense comprises current tax (company income tax, tertiary education tax national information technology development agency levy and Nigeria Police Trust Fund levy) and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

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.

(a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year, and any adjustment to tax payable or receivable in respect of previous years.

The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date and is assessed as follows:

- Company income tax is computed on taxable profits.
- Tertiary education tax is computed on assessable profits.
- National Information Technology Development Agency levy is computed on profit before tax.
- Nigeria Police Trust Fund levy is computed on net

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

profit (i.e. profit after deducting all expenses and taxes from revenue earned by the company during the year).

- National Agency for Science and Engineering Infrastructure is computed on profit before tax.

(b) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for: – temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; – temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Bank is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences.

If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans of the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and deferred tax liabilities are offset if there is a legally enforceable right to offset the current tax liabilities against the current tax assets and they relate to taxes levied by the same tax authority on the same taxable entity or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneouslyt.

2.22 Earnings per share

The Group presents basic and diluted earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Bank by the weighted average number of ordinary shares outstanding during the period. Where there are shares that could potentially affect the numbers of share issued, those shares are considered in calculating the diluted earnings per share. There is currently no share that could potentially dilute the total issued shares.

2.23 Segment reporting

An operating segment is a component of the Group engaged in business activities from which it can earn revenues, whose operating results are regularly reviewed by the Board in order to make decisions about resources to be allocated to segments and assessing segment performance. The Group's identification of segments and the measurement of segment results are based on the Group's internal reporting to management.

2.24 Fiduciary activities

The Group acts as trustees and in other fiduciary capacities through its subsidiaries, Zenith Pensions Custodian Limited and Zenith Nominees that results in the holding or placing of assets on behalf of individuals, trusts, retirement benefit plans and other institutions. These assets and income arising thereon are excluded from these financial statements, as they are not assets of the Group. The fees earned on these activities are recognised as assets based fees.

2.25 Deposit for outstanding investment in AGSMEIS

The Agri-Business/Small and Medium Enterprises Investment Scheme is an initiative of Banker's committee of Nigeria. The contributed funds are meant for supporting the Federal Government's effort at promoting agricultural businesses as well as Small and Medium Enterprises. In line with this initiative, the Bank will contribute 5% of Profit After Tax yearly to the fund.

3. Risk management

3.1 Enterprise Risk Management

The Zenith Bank Group adopts an integrated approach to risk management by bringing all risks together under a limited number of oversight functions. The Group addresses the challenge of risks comprehensively through the Enterprise Risk Management (ERM) Framework by applying practices that are supported by a governance structure consisting of Board- level and executive management committees.

As part of its risk management policy, the Group segregates duties between market-facing business units and risk management functions while management is governed by well-defined policies, which are clearly communicated across the Group.

Risk related issues are taken into consideration in all business decisions and the Group continually strives to maintain a conservative balance between risk and revenue consideration. Continuous education and awareness of risk management has strengthened the risk management culture across the Group.

3.1.1 Risk Management Philosophy/Strategy

The Group considers sound risk management practice to be the foundation of a long lasting financial institution.

a. The Group adopt a holistic and integrated approach to risk management and therefore, brings all risks together under one or a limited number of oversight functions.

b. Risk management is a shared responsibility. Therefore, the Group aims to build a shared perspective on risks that is grounded in consensus.

c. There is clear segregation of duties between market-facing business units and risk management functions.

d. Risk Management is governed by well-defined policies which are clearly communicated across the Group.

e. Risk related issues are taken into consideration in all business decisions.

3.1.2 Risk Appetite

The Group's risk appetite is reviewed by the Board of Directors annually, at a level that minimizes erosion of earnings or capital due to avoidable losses or from frauds and operational inefficiencies.

The Group's risk appetite describes the quantum of risk that the Group would assume in pursuit of its business objectives at any point in time. The Group uses this risk appetite definition in aligning its overall corporate strategy, its capital allocation and risks.

The Group sets tolerance limits for identified key risk indicators ("KRIs"), which served as proxies for the risk appetite for each risk area and business/support unit. Tolerance levels for KRIs are jointly defined, agreed upon by the business/support units and subject to annual reviews.

3.1.3 Risk Management Approach

The Group addresses the challenge of risks comprehensively through an enterprise-wide risk management framework and a risk governance policy by applying leading practices that are supported by a robust governance structure consisting of Board-level and executive management committees. The Board drives the risk governance and compliance process through its committees. The Board audit and compliance committee provides oversight on the systems of internal control, financial reporting and compliance. The Board credit committee reviews the credit policies and approves all loans above the defined limits for Executive Management. The Board Risk Committee sets the risk philosophy, policies and strategies as well as provides guidance on the various risk elements and their management. The Board Risk Control Functions are supported by various management committees and sub committees (Global Credit committee and Management Risk committee) that help it develop and implement various risk strategies. The Global Credit committee manages the credit approval and documentation activities. It ensures that the credit policies and procedures are aligned with the Group's business objectives and strategies. The Board Risk committee drives the management of the financial risks (Market, Liquidity and Credit Risk), operational risks as well as strategic and reputational risks.

In addition, Zenith Group manages its risks in a structured, systematic and transparent manner through a global risk policy which embeds comprehensive risk management processes into the organisational structure, risk measurement and monitoring activities. This structure ensures that the Group's overall risk exposures are within the thresholds set by the Board.

The key features of the Group's risk management policy are:

a. The Board of Directors provides overall risk management direction and oversight;

b. The Group's risk appetite is approved by the Board of Directors;

c. Risk management is embedded in the Group as an intrinsic process and is a core competence of all its employees;

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

d. The Group manages its credit, market, operational and liquidity risks in a coordinated manner within the organisation;

e. The Group's risk management function is independent of the business divisions; and

f. The Group's internal audit function reports to the Board Audit and compliance Committee and provides independent validation of the business units' compliance with risk policies and procedures, and the adequacy and effectiveness of the risk management framework on an enterprise-wide basis.

The Group continuously modifies and enhances its risk management policies and systems to reflect changes in markets, products and international best practices. Training, individual responsibility and accountability, together with a disciplined and cautious culture of control, are an integral part of the Group's management of risk.

The Board of Directors ensures strict compliance with relevant laws, rules and standards issued by the industry regulators and other law enforcement agencies, market conventions, codes of practices promoted by industry associations and internal policies.
The compliance function, under the leadership of the Chief Compliance Officer of the Bank, has put in place a robust compliance framework, which includes:

a. Comprehensive compliance manual detailing the roles and responsibilities of all stakeholders in the compliance process:

b. Review and analysis of all relevant laws and regulations, which are adopted into policy statements to ensure business is conducted professionally;

c. Review of the Bank's Anti-Money Laundering Policy in accordance with changes in the Money Laundering Prohibition Act 2011 and Anti-Terrorism Act 2011 as amended; and

d. Incorporation of new guidelines in the Bank's "Know Your Customer" policies in line with the increasing global trend as outlined in the Central Bank of Nigeria's Anti-Money Laundering/Combating Finance of Terrorism Compliance Manual.

3.1.4 Methodology for Risk Rating

The risk management strategy is to develop an integrated approach to risk assessments, measurement, monitoring and control that captures all risks in all aspects of the Group's activities. All activities in the Group have been profiled and the key risk drivers and threats in them identified. Mitigation and control techniques are then determined to tackle each of these threats. The Board has strategically implemented risk policies and procedures using techniques that addresses its risk appetite. Techniques employed in meeting these objectives culminate in the following roles for the risk control functions of the Group:

a. Develop and implement procedures and practices that translate the Board's goals, objectives, and risk tolerances into operating standards that are well understood by staff;

b. Establish lines of authority and responsibility for managing individual risk elements in line with the Board's overall direction;

c. Risk identification, measurement, monitoring and control procedures;

d. Establish effective internal controls that cover each risk management process;

e. Ensure that the Group's risk management processes are properly documented;

f. Create adequate awareness to make risk management a part of the corporate culture of the Group;

g. Ensure that risk remains within the boundaries established by the Board; and

h. Ensure that business lines comply with risk parameters and prudent limits established by the Board;

The CBN Risk Management Guidelines prescribes quantitative and qualitative criteria for the identification of significant activities and sets a threshold of contributions for determining significant activities in the Bank and its subsidiaries. This practice is essentially to drive the risk control focus of financial institutions.

Zenith Bank applies a mix of qualitative and quantitative techniques in the determination of its significant activities under prescribed broad headings. The criteria used in estimating the materiality of each activity is essentially based on the following:

a. The strategic importance of the activity and sector;

b. The contribution of the activity/sector to the total assets of the Bank;

c. The net income of the sector; and

d. The risk inherent in the activity and sector.

Risk management structures and processes are continuously reviewed to ensure their adequacy and appropriateness for the Group's risk and opportunities profile as well as with changes in strategy, business environment, evolving thoughts and trends in risk management.

3.1.5 Risk management strategies under the current economic conditions

The Nigeria Gross Domestic Product (GDP) grew by 3.52 per cent in the fourth quarter of 2022 on a year-on-year basis. The performance of the GDP in the fourth quarter of 2022 was driven mainly by the services sector, which recorded a growth of 5.69 per cent and contributed 56.27 per cent to the aggregate GDP. The acceleration chiefly reflected the agricultural sector gaining steam and growing 2.0%. The aggregate GDP stood at N56.76 trillion in nominal terms in Q4, 2022. This improvement is reflected in the banking sector's earnings and profitability which appreciated in 2022, driven by broader adoption of digital channels post-lockdowns, a mild upswing in industry OPEX, and a slightly improved cost-to-income ratio.

Zenith Bank's principal strategy is aimed at promoting growth and profitability of banking activities. The Bank adopted an integrated approach to risk management by bringing all risks together under a controlled oversight functions. Risk culture permeates the entire organization and the tone at the top is impeccable. Risk challenges are addressed through the Enterprise Risk Management (ERM) Framework supported by a governance structure consisting of board level and executive management committees.

The Bank's risk appetite is the core instrument used in aligning the overall corporate strategy, capital allocation and risk. The Bank has a comprehensive risk appetite framework linked to its corporate strategy and risk culture. As part of the Bank's risk appetite framework, Risk Control Self-Assessment is conducted frequently. This assessment provides details on risk tolerance per risk category for each business/department across the entire bank. It also includes a nature of the threat, controls/mitigants, residual impact and early warning mechanisms for each risk.

The Bank has both qualitative and quantitative indicators which are drawn from its existing risk management framework. There are several risk related frameworks and policies for both financial and non-financial risks. Macro-economic and market-based indicators are also used to proactively show and monitor negative trends, which may harm the Bank. The thresholds for the indicators were determined based on regulatory requirements (CBN), the Bank's risk appetite and global good practice. The Bank is conservative as far as risk taking is concerned. As a result, the risk appetite is set at a level that minimizes erosion of earnings or capital due to avoidable losses or from frauds and operational inefficiencies.

3.2 Credit Risk

Credit risk is the risk of a financial loss if an obligor does not fully honour its contractual commitments to the Group. Obligors may be borrowers, issuers, counterparties or guarantors. Credit risk is the most significant risk facing the Bank in the normal course of business. The Bank is exposed to credit risk not only through its direct lending activities and transactions but also through commitments to extend credit, letters of guarantee, letters of credit, securities purchased under reverse repurchase agreements, deposits with financial institutions, brokerage activities, and transactions carrying a settlement risk for the Bank such as irrevocable fund transfers to third parties via electronic payment systems.

The Group has robust credit standards, policies and procedures to control and monitor intrinsic and concentration risks through all credit levels of selection, underwriting, administration and control. Some of the policies are:

a. Credit is only extended to suitable and well identified customers and never where there is any doubt as to the ethical standards and record of the intending borrower;

b. Exposures to any industry or customer will be determined by the regulatory guidelines, clearly defined internal policies, debt service capability and balance sheet management guidelines;

c. Credit is not extended to customers where the source of repayment is unknown or speculative, and also where the destination of funds is unknown. There must be clear and verifiable purpose for the use of the funds;

d. Credit is not given to a customer where the ability of the customer to meet obligations is based on the most optimistic forecast of events. Risk considerations will always have priority over business and profit considerations

e. The primary source of repayment for all credits must be from an identifiable cash flow from the counterparty's normal business operations or other financial arrangements. The realization of security remains a fall back option;

f. A pricing model that reflects variations in the risk profile of various credits to ensure that higher risks are compensated by higher returns is adopted;

g. All insiders' related credits are limited to regulatory and strict internal limits and are disclosed as required; and

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

h. The consequences for non-compliance with the credit policy and credit indiscipline are communicated to all staff and are implemented.

3.2.1 Credit Metrics and Measurement Tools

Zenith Bank and its subsidiaries have devoted resources and harnessed their credit data to develop models that will improve the determination of economic and financial threats resulting from credit risk. Before a sound and prudent credit decision can be taken, the credit risk engendered by the borrower or counterparty must be accurately assessed. This is the first step in processing credit applications. As a result, some key factors are considered in credit risk assessment and measurement: These are:

a. Adherence to the strict credit selection criteria, which includes defined target market, credit history, the capacity and character of customers;

b. Credit rating of obligor;

c. The likelihood of failure to pay over the period stipulated in the contract;

d. The size of the facility in case default occurs; and

e. Estimated Rate of Recovery, which is a measure of the portion of the debt that can be recovered through realisation of assets and collateral should default occur.

3.2.2 Credit Rating Tools

The principal objective of the credit risk rating system is to produce a reliable assessment of the credit risk to which the Group is exposed. As such, all loans and indirect credits such as guarantees and bonds as well as treasury investments undergo a formal credit analysis process that would ensure the proper appraisal of the facility.

(a) Loans and advances and amounts due from banks

Each individual borrower is rated based on an internally developed rating model that evaluates risk based on financial, qualitative and industry-specific inputs. The associated loss estimate norms for each grade have been developed based on the experience of the Bank and its various subsidiaries.

In order to allow for a meaningful distribution of exposures across grades with no excessive concentrations on the Group's borrower-rating and its facility-rating scale, the Group maintains the under listed rating grade, which is applicable to both new and existing customers.

Zenith Group Rating	Description of the grade
AAA	Investment Risk (Extremely Low Risk)
AA	Investment Risk (Very Low Risk)
A	Investment Risk (Low Risk)
BBB	Upper Standard Grade (Acceptable Risk)
BB	Lower Standard Grade (Moderately High Risk)
B	Non-Investment Grade (High Risk)
CCC	Non-Investment Grade (Very High Risk)
CC	Non-Investment Grade (Extremely High Risk)
C	Non-Investment Grade (High Likelihood of Default)
D	Non-Investment Grade (Lost)
Unrated	Individually insignificant (unrated)

(b) Other debt instruments

With respect to other debt instruments, the Group takes the following into consideration in the management of the associated credit risk:

(i) Internal and external research and market intelligence reports; and
(ii) Regulatory agencies reports

In addition to the above, we have put in place limits structure which is monitored from time to time in order to limit our risk exposures on these securities.

Control mechanisms for the credit risk rating system

Zenith's credit risk rating system is reviewed periodically to confirm that the rating criteria and procedures are appropriate given the current portfolio and external conditions. Hence, in accordance with the Groups model risk policy, all models that materially impact the risk rating process are reviewed.

Furthermore, the ratings accorded to customers are regularly reviewed, incorporating new financial information available and the experience in the development of the banking relationship. The regularity of the reviews increases in the case of clients who reach certain levels in the automated warning systems. The rating system is currently undergoing external review with a view to enhancing its robustness.

3.2.3 Credit Processes

Zenith operates a centralised credit approval process system. Credits are originated from the branches/business groups and subjected to reviews at various levels before they are presented along with all documents and information defined for the proper assessment and decision of Credit to the Global Credit Committee for consideration. All Credits presented for approval are required to be in conformity with the documented and communicated Risk Acceptance Criteria(RAC).

As part of credit appraisal process, the Group will have to review the following:

a. Credit assessment of the borrower's industry, and macro-economic factors;

b. The purpose of credit and source of repayment;

c. The track record / repayment history of borrower;

d. Assess/evaluate the repayment capacity of the borrower;

e. The proposed terms and conditions and covenants;

f. Adequacy and enforceability of collaterals; and

g. Approval from appropriate authority.

3.2.4 Group Credit Risk Management

Zenith's approach in managing credit risk is a key element in achieving its strategic objective of maintaining and further enhancing its asset quality and credit portfolio risk profile. The credit standards, policies and procedures, risk methodologies and framework, solid structure and infrastructure, risk monitoring and control activities enable the Group to deal with the emerging risks and challenges with a high level of confidence and determination.

The framework for credit risk assessment at Zenith is well-defined and institutionally predicated on:

a. Clear tolerance limits and risk appetite set at the Board level, well communicated to the business units and periodically reviewed and monitored to adjust as appropriate;

b. Well-defined target market and risk asset acceptance criteria;

c. Rigorous financial, credit and overall risk analysis for each customer/transaction;

d. Regular portfolio examination in line with key performance indicators and periodic stress testing;

e. Continuous assessment of concentrations and mitigation strategies;

f. Continuous validation and modification of early warning system to ensure proper functioning for risk identification;

g. Systematic and objective credit risk rating methodologies that are based on quantitative, qualitative and expert judgment;

h. Systematic credit limits management which enables the Bank to monitor its credit exposure on daily basis at country, borrower, industry, credit risk rating and credit facility type levels;

i. Solid documentation and collateral management process with proper coverage and top-up triggers and follow-ups; and

j. Annual and interim individual credit reviews to ensure detection of weakness signs or warning signals and considering proper remedies.

The credit processes are supplemented by sectoral portfolio reviews, which focus on countries, regions or specific industries as well as multiple stress testing scenarios. These are intended to identify any inherent risks in the portfolios resulting from changes in market conditions and are supplemented by independent reviews from our Group Internal Audit.

3.2.5 Group Credit Risk Limits

The Group applies credit risk limits, among other techniques in managing credit risk. This is the practice of stipulating a maximum amount that the individual or counterparty can obtain as loan. Internal and regulatory limits are strictly adhered to. Through this, the Group not only protects itself, but also in a sense, protects the counterparties from borrowing more than they are capable of repaying.

The Group focuses on its concentration and intrinsic risks and further manages them to a more comfortable level. This is very important due to the serious risk implications that intrinsic and concentration risk pose to the Group. A thorough analysis of economic factors, market forecasting and prediction based on historical evidence is used to mitigate these risks.

The Group has in place various portfolio concentration limits (which are subject to periodic review). These limits are closely monitored and reported on from time to time.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

The Group's internal credit approval limits for the various authorities levels are as indicated below.

Zenith Group Rating	Approval limit (% of Shareholders' Fund)
Board Credit Committee	N3.5 billion and above (Not exceeding 20% of total shareholders' fund)
Management Global Credit Committee	Below N3.5 billion

These internal approval limits are set and approved by the Group Board and are reviewed regularly as the state of affairs of the Group and the wider financial environment demand.

3.2.6 Group Credit Risk Monitoring

The Group's exposures are continuously monitored through a system of triggers and early-warning signals aimed at detecting symptoms, which could result in deterioration of credit risk quality. The triggers and early-warning systems are supplemented by facility utilisation and collateral valuation monitoring together with a review of upcoming credit facility expiration and market intelligence to enable timely corrective action by management. The results of the monitoring process are reflected in the internal rating process through quarterly review activities.

Credit risk is monitored on an ongoing basis with formal weekly, monthly and quarterly reporting to keep senior management aware of shifts in credit quality and portfolio performance along with changing external factors such as economic and business cycles.

The capabilities of the credit review team is continuously enhanced in order to improve the facility monitoring activity and assure excellent quality Risk Assets Portfolio across the Group.

A specialised and focused loan recovery and workout team handles the management and collection of problematic credit facilities.

3.2.7 (a) Credit Risk Mitigation, Collateral and other Credit Enhancements

The Group's approach to controlling various risks begins with optimizing the diversification of its exposures. Zenith uses a variety of techniques to manage the credit risk arising from its lending activities. These techniques are set out in the Group's internal policies and procedures. They are mainly reflected in the application of various exposure limits: credit concentration limits by counterparty and credit concentration limits by industry, country, region and type of financial instrument.

Enforceable legal documentation establishes Zenith's direct, irrevocable and unconditional recourse to any collateral, security or other credit enhancements.

(i) Collateral Security

A key mitigation step employed by the Group in its credit risk management process includes the use of collateral securities to secure its loans and advances as alternative sources of repayment during adverse conditions. All major credit facilities to our customers are to be secured and the security instruments and documentations must be perfected and all conditions precedent must be met before drawdown or disbursement is allowed. Collateral analysis includes a good description of the collateral, its value, how the value was arrived at, and when the valuation was made. It is usually necessary to review the potential adverse changes in the value of collateral security for the foreseeable future.

Collateral securities that are pledged must be in negotiable form and usually fall under the following categories:

a. Real estate, plant and equipment collateral (usually all asset or mortgage debenture or charge), which have to be registered and enforceable under Nigerian law;

b. Collateral consisting of inventory, accounts receivable, machinery equipment, patents, trademarks, farm products, general intangibles, etc. These require a security agreement (usually a floating debenture) which has to be registered and, must be enforceable under Nigerian law;

c. Stocks and shares of publicly quoted companies;

d. Domiciliation of contracts proceeds;
e. Documents of title to goods such as shipping documents consigned to the order of Zenith Bank or any of its subsidiaries;

f. Letter of lien; and

g. Cash collateral.

Collateral securities are usually valued and inspected prior to disbursement and on a regular basis thereafter until full repayment of the exposure. We conduct a regular review of all collateral documentation in respect of all credits in the Bank and specific gaps in the collateral documentation addressed immediately. Borrowers are required to confirm adherence to covenants including periodic confirmation of collateral values which are used by the Bank to provide early warning signals of collateral value deterioration. Periodic inspections of physical collateral are performed where appropriate and where reasonable means of doing so are available.

The type and size of collateral held as security for financial assets other than loans and advances are usually a function of the nature of the instrument. Our debt securities, treasury and other eligible bills are normally unsecured but our comfort is on the issuer's credit rating, which is the Federal Government of Nigeria (FGN) and other sovereigns.

As part of its Credit risk management strategy, the bank emphasizes on the robustness of its credit analysis and diagonsis prior to disbursment of loans and advances to its customers.

The bank closely monitors the performance of its loans and advances. Once a loan shows sign of credit deterioration, the bank works closely with the customer to salvage the situation and ensure recoverability of its loans.

Fore closure of collateral is usually the last measure adopted by the bank in the realization of its funds.

Details of collateral pledged by customers against the carrying amount of loans and advances as at 31 December 2022 are as follows:

	Group		Bank	
In millions of Naira	**Total exposure**	**Fair Value of collateral**	**Total exposure**	**Fair value of collateral**
Secured against real estate	319,203	312,265	270,935	208,068
Secured by shares of quoted companies	54,851	26,620	54,851	26,620
Cash Collateral, lien over fixed and floating assets	2,318,640	1,856,751	2,162,646	1,678,280
Unsecured	1,431,271	-	1,350,373	-
Total Gross amount	**4,123,966**	**2,195,636**	**3,838,805**	**1,912,968**
ECL Allowance	(110,261)	-	(103,129)	-
Net carrying amount	**4,013,705**	**2,195,636**	**3,735,676**	**1,912,968**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

Group

31 December 2022	Term loan	Overdrafts	Onlending	Total
Disclosure by Collateral				
Property/Real estate	243,975	47,653	20,637	312,264
Equities	18,656	7,964	-	26,620
Cash Collateral, lien over fixed and floating assets	1,266,931	152,207	437,613	1,856,751
Grand total: Fair value of collateral	**1,529,562**	**207,824**	**458,250**	**2,195,635**
Grand total: Gross loans	**2,982,808**	**450,649**	**690,509**	**4,123,966**
Grand total: ECL Allowance	**(62,315)**	**(39,864)**	**(8,082)**	**(110,261)**
Grand total: Net amount	**2,920,493**	**410,785**	**682,427**	**4,013,705**
Grand total: Amount of overcollaterization/(undercollaterization)	**(1,390,931)**	**(202,961)**	**(224,177)**	**(1,818,070)**

31 December 2022	Term loan	Overdrafts	Onlending	Total
Against 12 months ECL loans and advances				
Property/Real estate	129,049	33,870	18,912	181,831
Equities	18,233	3,484	-	21,717
Cash Collateral, lien over fixed and floating assets	732,826	137,584	436,790	1,307,200
Fair value of collateral	**880,108**	**174,938**	**455,702**	**1,510,747**
Gross loans	**2,078,669**	**373,017**	**687,421**	**3,139,107**
ECL Allowance	**(15,224)**	**(6,238)**	**(8,039)**	**(29,501)**
Net amount	**2,063,445**	**366,778**	**679,382**	**3,109,606**
Grand total: Amount of overcollaterization/(undercollaterization)	**(1,183,337)**	**(191,840)**	**(223,681)**	**(1,598,859)**

31 December 2022	Term loan	Overdrafts	Onlending	Total
Against lifetime ECL not credit-impaired loans and advances				
Property/Real estate	107,255	6,127	1,652	115,034
Equities	423	2,270	-	2,693
Cash Collateral, lien over fixed and floating assets	529,067	8,713	-	537,779
Fair value of collateral	**636,745**	**17,110**	**1,652**	**655,506**
Gross loans	**876,633**	**26,786**	**1,975**	**905,394**
ECL Allowance	**(34,523)**	**(830)**	**(17)**	**(35,370)**
Net amount	**842,110**	**25,955**	**1,958**	**870,023**
Grand total: Amount of overcollaterization/(undercollaterization)	**(205,365)**	**(8,845)**	**(306)**	**(214,516)**

31 December 2022	Term loan	Overdrafts	Onlending	Total
Against lifetime ECL credit-impaired loans and advances				
Property/Real estate	7,671	7,656	73	15,400
Equities	-	2,210	-	2,210
Cash Collateral, lien over fixed and floating assets	5,038	5,911	823	11,772
Fair value of collateral	**12,709**	**15,777**	**896**	**29,382**
Gross loans	**27,507**	**50,845**	**1,113**	**79,465**
ECL Allowance	**(12,569)**	**(32,796)**	**(25)**	**(45,390)**
Net amount	**14,938**	**18,049**	**1,088**	**34,075**
Grand total: Amount of (undercollaterization)/overcollaterization	**(2,229)**	**(2,273)**	**(192)**	**(4,693)**

Bank

31 December 2022	Term loan	Overdrafts	On lending	Total
Disclosure by Collateral				
Property/Real estate	154,805	32,625	20,637	208,067
Equities	18,656	7,964	-	26,620
Cash Collateral, lien over fixed and floating assets	1,097,502	143,165	437,613	1,678,280
Grand total: Fair value of collateral	**1,270,963**	**183,754**	**458,250**	**1,912,967**
Grand total: Gross loans	**2,720,843**	**427,453**	**690,509**	**3,838,805**
Grand total: ECL Allowance	**(57,904)**	**(37,143)**	**(8,082)**	**(103,129)**
Grand total: Net amount	**2,662,939**	**390,310**	**682,427**	**3,735,676**
Grand total: Amount of overcollaterization/(undercollaterization)	**(1,391,976)**	**(206,556)**	**(224,177)**	**(1,822,709)**

31 December 2022	Term loan	Overdrafts	Onlending	Total
Against 12 months ECL loans and advances				
Property/Real estate	39,976	22,321	18,912	81,209
Equities	18,233	3,484	-	21,717
Cash Collateral, lien over fixed and floating assets	563,397	128,600	436,790	1,128,787
Fair value of collateral	**621,606**	**154,405**	**455,702**	**1,231,713**
Gross loans	**1,822,213**	**352,845**	**687,421**	**2,862,479**
ECL Allowance	**(11,812)**	**(5,418)**	**(8,039)**	**(25,269)**
Net amount	**1,810,401**	**347,427**	**679,382**	**2,837,210**
Grand total: Amount of overcollaterization/(undercollaterization)	**(1,188,795)**	**(193,022)**	**(223,680)**	**(1,605,497)**

31 December 2022	Term loan	Overdrafts	Onlending	Total
Against lifetime ECL not credit-impaired loans and advances				
Property/Real estate	107,158	6,104	1,652	114,914
Equities	423	2,270	-	2,693
Cash Collateral, lien over fixed and floating assets	529,067	8,713	-	537,780
Fair value of collateral	**636,648**	**17,087**	**1,652**	**655,387**
Gross loans	**871,125**	**26,645**	**1,975**	**899,745**
ECL Allowance	**(33,524)**	**(800)**	**(17)**	**(34,341)**
Net amount	**837,601**	**25,845**	**1,958**	**865,404**
Grand total: Amount of overcollaterization/(undercollaterization)	**(200,953)**	**(8,758)**	**(306)**	**(210,017)**

31 December 2022	Term loan	Overdrafts	Onlending	Total
Against lifetime ECL credit-impaired loans and advances				
Property/Real estate	7,671	4,199	73	11,943
Equities	-	2,210	-	2,210
Cash Collateral, lien over fixed and floating assets	5,038	5,852	823	11,713
Fair value of collateral	**12,709**	**12,261**	**896**	**25,866**
Gross loans	**27,505**	**47,962**	**1,113**	**76,580**
ECL Allowance	**(12,568)**	**(30,926)**	**(25)**	**(43,519)**
Net amount	**14,937**	**17,036**	**1,088**	**33,061**
Grand total: Amount of overcollaterization/(undercollaterization)	**(2,228)**	**(4,775)**	**(192)**	**(7,195)**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

Details of collateral pledged by customers against carrying amount of loans and advances as at 31 December 2021 are as follows:

In millions of Naira	Group		Bank	
	Total exposure	Fair Value of collateral	Total exposure	Value of collateral
Secured against real estate	463,049	350,232	418,264	286,414
Secured by shares of quoted companies	7,249	3,785	7,249	3,785
Cash collateral, lien over fixed and floating assets	1,283,489	1,016,994	1,239,790	952,128
Unsecured	1,748,091	-	1,572,670	-
Total Gross amount	**3,501,878**	**1,371,011**	**3,237,973**	**1,242,327**
ECL Allowance	(146,150)	-	(138,521)	-
Net carrying amount	**3,355,728**	**1,371,011**	**3,099,452**	**1,242,327**

Group

31 December 2021	Term loan	Overdrafts	On lending	Total
Disclosure by Collateral				
Property/Real estate	298,867	36,437	14,928	350,232
Equities	1,653	2,132	-	3,785
Cash Collateral, lien over fixed and floating assets	639,798	74,542	302,654	1,016,994
Grand total: Fair value of collateral	**940,318**	**113,111**	**317,582**	**1,371,011**
Grand total: Gross loans	**2,522,278**	**439,459**	**540,141**	**3,501,878**
Grand total: ECL Allowance	**(77,487)**	**(63,176)**	**(5,487)**	**(146,150)**
Grand total: Net amount	**2,444,791**	**376,283**	**534,654**	**3,355,728**
Grand total: Amount of overcollaterization/(undercollateralization)	**(1,504,473)**	**(263,172)**	**(217,072)**	**(1,984,717)**

31 December 2021	Term loan	Overdrafts	On lending	Total
Against 12 months ECL loans and advances				
Property/Real estate	85,481	18,540	14,918	118,939
Equities	1,652	7	-	1,659
Cash Collateral, lien over fixed and floating assets	397,277	62,551	299,605	759,433
Fair value of collateral	**484,410**	**81,098**	**314,523**	**880,031**
Gross loans	**1,771,887**	**326,517**	**501,946**	**2,600,350**
ECL Allowance	**(12,942)**	**(3,642)**	**(5,222)**	**(21,806)**
Net amount	**1,758,945**	**322,875**	**496,724**	**2,578,544**
Grand total: Amount of overcollaterization/(undercollaterization)	**(1,274,535)**	**(241,777)**	**(182,201)**	**(1,698,513)**

31 December 2021	Term loan	Overdrafts	On lending	Total
Against lifetime ECL not credit-impaired loans and advances				
Property/Real estate	204,345	4,448	-	208,793
Cash Collateral, lien over fixed and floating assets	222,147	6,826	2,589	231,562
Fair value of collateral	**426,492**	**11,274**	**2,589**	**440,355**
Gross loans	**686,225**	**30,808**	**37,674**	**754,707**
ECL Allowance	**(26,239)**	**(542)**	**(257)**	**(27,038)**
Net amount	**659,986**	**30,266**	**37,417**	**727,669**
Grand total: Amount of overcollaterization/(undercollaterization)	**(233,494)**	**(18,992)**	**(34,828)**	**(287,314)**

31 December 2021	Term loan	Overdrafts	On lending	Total
Against lifetime ECL credit-impaired loans and advances				
Property/Real estate	9,041	13,447	10	22,498
Equities	-	2,126	-	2,126
Cash Collateral, lien over fixed and floating assets	20,375	5,166	460	26,001
Fair value of collateral	**29,416**	**20,739**	**470**	**50,625**
Gross loans	**64,166**	**82,134**	**521**	**146,821**
ECL Allowance	**(38,306)**	**(58,992)**	**(8)**	**(97,306)**
Net amount	**25,860**	**23,142**	**513**	**49,515**
Grand total: Amount of overcollaterization/(undercollaterization)	**3,556**	**(2,403)**	**(43)**	**1,110**

Bank

31 December 2021	Term loan	Overdrafts	On lending	Total
Disclosure by Collateral				
Property/Real estate	245,732	25,754	14,928	286,414
Equities	1,653	2,132	-	3,785
Cash Collateral, lien over fixed and floating assets	586,499	62,975	302,654	952,128
Grand total: Fair value of collateral	**833,884**	**90,861**	**317,582**	**1,242,327**
Grand total: Gross loans	**2,278,613**	**419,219**	**540,141**	**3,237,973**
Grand total: ECL Allowance	**(73,557)**	**(59,478)**	**(5,486)**	**(138,521)**
Grand total: Net amount	**2,205,056**	**359,741**	**534,655**	**3,099,452**
Grand total: Amount of overcollaterization/(undercollaterization)	**(1,371,172)**	**(268,880)**	**(217,073)**	**(1,857,125)**

31 December 2021	Term loan	Overdrafts	On lending	Total
Against 12 months ECL loans and advances				
Property/Real estate	32,962	11,844	14,920	59,726
Equities	1,653	7	-	1,660
Cash Collateral, lien over fixed and floating assets	343,977	50,999	299,605	694,581
Fair value of collateral	**378,592**	**62,850**	**314,525**	**755,967**
Gross loans	**1,530,854**	**312,155**	**501,947**	**2,344,956**
ECL Allowance	**(9,312)**	**(3,000)**	**(5,222)**	**(17,534)**
Net amount	**1,521,542**	**309,155**	**496,725**	**2,327,422**
Grand total: Amount of overcollaterization/(undercollaterization)	**(1,142,950)**	**(246,305)**	**(182,200)**	**(1,571,455)**

31 December 2021	Term loan	Overdrafts	On lending	Total
Against lifetime ECL not credit-impaired loans and advances				
Property/Real estate	203,728	4,432	-	208,160
Cash Collateral, lien over fixed and floating assets	222,147	6,810	2,589	231,546
Fair value of collateral	**425,875**	**11,242**	**2,589**	**439,706**
Gross loans	**684,547**	**30,773**	**37,674**	**752,994**
ECL Allowance	**(25,942)**	**(472)**	**(257)**	**(26,671)**
Net amount	**658,605**	**30,301**	**37,417**	**726,323**
Grand total: Amount of overcollaterization/(undercollaterization)	**(232,730)**	**(19,059)**	**(34,828)**	**(286,617)**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

31 December 2021	Term loan	Overdrafts	On lending	Total
Against lifetime ECL credit-impaired loans and advances				
Property/Real estate	9,040	9,477	10	18,527
Equities	-	2,126	-	2,126
Cash Collateral, lien over fixed and floating assets	20,375	5,167	460	26,002
Fair value of collateral	**29,415**	**16,770**	**470**	**46,655**
Gross loans	**63,211**	**76,290**	**522**	**140,023**
ECL Allowance	**(38,304)**	**(56,004)**	**(8)**	**(94,316)**
Net amount	**24,907**	**20,286**	**514**	**45,707**
Grand total: Amount of overcollaterization/(undercollaterization)	**4,508**	**(3,516)**	**(44)**	**948**

(ii) Balance Sheet Netting Arrangements

Risk reduction by way of current account set-off is recognised for exposures to highly rated and creditworthy customers. Customers are required to enter into formal agreements giving Zenith Bank Plc the right to set-off gross credit and debit balances in their nominated accounts to determine the Groups net exposure. Cross-border set-offs are not permitted.

(iii) Guarantees and Standby Letters of Credit

Guarantees and Standby Letters of Credit are perceived to have comparable level of credit risk as loans and advances. In accordance with the Group's credit policies, banks and creditworthy companies and individuals with high net worth are accepted as guarantors, subject to credit risk assessment. Furthermore, Zenith Bank Plc only recognises unconditional irrevocable guarantees or standby letters of credit provided they are not related to the underlying obligor.

3.2.7 (b) Maximum Exposure to Credit Risk Before Collateral Held or Credit Enhancements

The Group's maximum exposure to credit risk at 31 December 2022 and 31 December 2021 respectively, are represented by the net carrying amounts of the financial assets, with the exception of financial and other guarantees issued by the Group for which the maximum exposure to credit risk are represented by the maximum amount the Group would have to pay if the guarantees are called on (refer to note 39 Contingent liabilities and commitments).

Maximum exposure to credit risk - Financial instruments not subject to impairment

The following table contains an analysis of the maximum credit risk exposure from financial assets not subject to impairment as at 31 December 2022.

	Group	Bank
In millions of Naira	Maximum exposure to credit risk	Maximum exposure to credit risk
Trading assets		
- Treasury bills	1,243,038	1,243,038
- Investment in securities	12,442	10,560
- Derivatives Asset -Hedging Instrument	20,052	20,052
- Derivatives Asset-Non Hedging Instrument	29,822	28,799
- Assets pledged as collateral	26,287	26,189

The following table contains an analysis of the maximum credit risk exposure from financial assets not subject to impairment as at 31 December 2021

	Group	Bank
In millions of Naira	**Maximum exposure to credit risk**	**Maximum exposure to credit risk**
Trading assets		
- Treasury bills	824,222	823,891
- Investment in securities	22,338	11,897
- Derivatives Assets	56,187	57,476
- Assets pledged as collateral	234,687	199,093

Maximum exposure to credit risk - Financial instruments subject to impairment

The following table contains an analysis of the maximum credit risk exposure from financial assets subject to impairment as at 31 December 2022.

	Group	Bank
In millions of Naira	**Maximum exposure to credit risk**	**Maximum exposure to credit risk**
Financial assets measured at amortised cost		
- Balances with central bank	2,116,307	2,036,327
- Treasury bills	1,003,500	963,630
- Investment in securities	788,133	518,338
- Assets pledged as collateral	228,375	228,375
- Loans and advances to customers	4,013,705	3,735,676
- Due from banks	1,302,811	1,132,796
- Other financial assets	193,465	176,289
Financial assets measured through other comprehensive income		
- Investment in securities	833,849	-
Off balance sheet exposures	1,024,218	906,014

The following table contains an analysis of the maximum credit risk exposure from financial assets subject to impairment as at 31 December 2021

	Group	Bank
In millions of Naira	**Maximum exposure to credit risk**	**Maximum exposure to credit risk**
Financial assets measured at amortised cost		
- Balances with central bank	1,404,286	1,341,767
- Treasury bills	940,723	753,756
- Investment in securities	654,185	379,533
- Assets pledged as collateral	157,907	157,907
- Loans and advances to customers	3,355,728	3,099,452
- Due from banks	691,244	518,053
- Other financial assets	148,821	134,794
Financial assets measured through other comprehensive income		
- Investment in securities	541,629	-
Off balance sheet exposures	1,108,856	924,176

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

3.2.8 Concentration of Risks of Financial Assets with Credit Risk Exposure

The Group monitors concentrations of credit risk by geographical location and by industry sector. An analysis of concentrations of credit risk at 31 December 2022 and 31 December 2021 respectively is set out below:

(a) Geographical sectors

The following table breaks down the Group's main credit exposure at their carrying amounts, as categorised by geographical region at 31 December 2022 and 31 December 2021 respectively. For this table, the Group has allocated exposures to regions based on the regions the counterparties are domiciled. Other financial assets included in the table below represents other assets excluding prepayment.

In millions of Naira	Group			Bank		
31 December 2022	**Nigeria**	**Rest of Africa**	**Outside Africa**	**Nigeria**	**Rest of Africa**	**Outside Africa**
Balances with central bank	2,036,327	79,980	-	2,036,327	-	-
Treasury bills	2,227,845	18,695	-	2,206,669	-	-
Assets pledged as collateral	254,564	98	-	254,564	-	-
Due from other banks	6,435	20,393	1,275,983	14,565	3,057	1,115,174
Investment securities	584,599	229,474	820,373	514,092	14.804	-
Derivative Asset - Hedging Instrument	20,052	-	-	20,052	-	-
Derivative Asset-Non Hedging Instrument	28,786	13	1,023	28,785	13	1
Other financial assets	105,249	17,884	70,331	104,867	1,262	70,159
Total	**5,263,857**	**366,537**	**2,167,710**	**5,179,921**	**19,136**	**1,185,334**
Financial Guarantees						
Usance	276,481	-	-	276,481	-	-
Letters of credit	341,290	22,065	-	279,791	-	-
Performance bond and guarantees	329,167	55,215	-	323,824	1,042	24,876
Total	**946,938**	**77,280**	-	**880,096**	1,042	24,876

In millions of Naira	Group			Bank		
31 December 2021	**Nigeria**	**Rest of Africa**	**Outside Africa**	**Nigeria**	**Rest of Africa**	**Outside Africa**
Balances with central bank	1,341,768	62,518	-	1,341,767	-	-
Treasury bills	1,671,640	93,305	-	1,577,647	-	-
Assets pledged as collateral	357,000	35,594	-	357,000	-	-
Due from other banks	-	49,158	642,086	-	7,663	510,390
Investment securities	460,456	239,155	518,541	390,917	513	-
Derivative instruments	55,223	698	266	55,223	1,437	816
Other financial assets	115,095	15,049	18,677	115,333	1,178	18,283
Total	**4.001,182**	**495,477**	**1,179,570**	**3,837,887**	**10,791**	**529,489**
Financial Guarantees						
Usance	195,354	-	-	195,354	-	-
Letters of credit	493,180	59,574	1,732	398,605	-	-
Performance bond and guarantees	343,238	17,239	4,155	335,833	-	-
Total	**1,031,772**	**76,813**	**5,887**	**929,792**	-	-

Gross loans and advances to customers and the impairment allowance per geographical region as at 31 December 2022

Carrying amounts presented in the table below is determined as gross loans less impairment allowances.

In millions of Naira	Group			Bank		
31 December 2022	Loans and advances to customers			Loans and advances to customers		
	Gross loans	Impairment Allowance	Carrying amount	Gross loans	Impairment Allowance	Carrying amount
South South Nigeria	277,548	(5,380)	272,168	277,548	(5,380)	272,168
South West Nigeria	3,136,204	(92,036)	3,044,168	3,090,175	(91,124)	2,999,051
South East Nigeria	158,058	(1,822)	156,236	158,058	(1,822)	156,236
North Central Nigeria	148,610	(3,738)	144,872	148,610	(3,738)	144,872
North West Nigeria	53,605	(671)	52,934	53,605	(671)	52,934
North East Nigeria	110,809	(394)	110,415	110,809	(394)	110,415
Rest of Africa	133,599	(5,122)	128,476	-	-	-
Outside Africa	105,534	(1,098)	104,435	-	-	-
	4,123,966	**(110,261)**	**4,013,705**	**3,838,805**	**(103,129)**	**3,735,676**
31 December 2021						
South South Nigeria	366,246	6,774	359,515	366,246	6,774	359,472
South West Nigeria	2,445,088	126,734	2,357,697	2,444,975	126,733	2,318,242
South East Nigeria	128,638	1,279	127,478	128,638	1,279	127,359
North Central Nigeria	111,570	2,740	109,177	111,570	2,740	108,830
North West Nigeria	75,430	453	74,977	75,430	453	74,977
North East Nigeria	151,683	763	110,571	111,114	542	110,572
Rest of Africa	121,152	6,016	115,622	-	-	-
Outside Africa	102,071	1,391	100,691	-	-	-
	3,501,878	**146,150**	**3,355,728**	**3,237,973**	**138,521**	**3,099,452**

(b) Industry sectors

Gross loans and advances to customers per industry sector as at 31 December 2022

Carrying amounts presented in the table below are determined as gross loans less impairment allowances.

In millions of Naira	Group			Bank		
31 December 2022	Loans and advances to customers			Loans and advances to customers		
	Gross loans	Impairment Allowance	Carrying amount	Gross loans	Impairment Allowance	Carrying amount
Agriculture	265,213	(5,853)	259,359	251,306	(5,722)	245,584
Oil and gas	931,045	(59,309)	871,737	912,505	(58,641)	853,864
Consumer Credit	120,345	(14,382)	105,963	94,448	(13,183)	81,265
Manufacturing	1,254,050	(10,774)	1,243,276	1,190,640	(8,039)	1,182,601
Real estate and construction	136,403	(2,784)	133,619	134,017	(2,700)	131,317
Finance and insurance	72,959	(667)	72,292	37,181	(280)	36,901
Government	529,942	(1,679)	528,263	488,286	(539)	487,747
Power	67,143	(566)	66,577	67,016	(565)	66,451
Transportation	116,856	(3,286)	113,570	98,529	(3,158)	95,371
Communication	26,218	(317)	25,900	21,790	(142)	21,648
Education	15,146	(257)	14,889	14,501	(229)	14,272
General Commerce	588,646	(10,386)	578,268	528,586	(9,931)	518,655
	4,123,966	**(110,261)**	**4,013,705**	**3,838,805**	**(103,129)**	**3,735,676**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of Naira	Group			Bank		
31 December 2021	Loans and advances to customers			Loans and advances to customers		
	Grossloans	Impairment Allowance	Carrying amount	Gross loans	Impairment Allowance	Carrying amount
Agriculture	227,237	8,931	**218,306**	212,587	8,571	**204,016**
Oil and gas	782,412	55,273	**727,139**	756,936	54,418	**702,518**
Consumer Credit	199,129	15,124	**184,005**	170,239	13,064	**157,175**
Manufacturing	848,478	5,408	**843,070**	826,275	5,035	**821,240**
Real estate and construction	109,143	1,668	**107,475**	105,760	1,580	**104,180**
Finance and insurance	5,996	158	**5,838**	8,562	83	**8,479**
Government	509,021	2,375	**506,646**	472,151	1,597	**470,554**
Power	67,132	4,830	**62,302**	66,649	4,825	**61,824**
Transportation	176,747	1,236	**175,511**	162,688	990	**161,698**
Communication	59,111	22,410	**36,701**	52,126	22,316	**29,810**
Education	11,542	136	**11,406**	10,579	133	**10,446**
General Commerce	505,930	28,601	**477,329**	393,421	25,909	**367,512**
	3,501,878	**146,150**	**3,355,728**	**3,237,973**	**138,521**	**3,099,452**

Group

Financial assets excluding loans and advances per industry sector as at 31 December 2022

In millions of naira	Balances with central bank	Treasury bills	Assets pledged as collateral	Due from other banks	Investment securities	Derivative Hedging instruments	Derivatives Non Hedging instruments	Other financial assets
31 December 2022								
Government	2,116,307	2,246,947	254,583	-	1,623,788	20,052	27,579	-
Manufacturing	-	-	-	-	8,279	-	1,206	-
Finance and Insurance	-	-	98	1,302,886	42,454	-	1,037	222,439
Communication	-	-	-	-	22,163	-	-	-
Gross amount	**2,116,307**	**2,246,947**	**254,681**	**1,302,886**	**1,696,684**	**20,052**	**29,822**	**222,439**
Impairment allowance	-	(408)	(19)	(75)	(62,233)			(28,973)
Carrying amount	**2,116,307**	**2,246,539**	**254,662**	**1,302,811**	**1,634,451**	**20,052**	**29,822**	**193,466**

Financial assets excluding loans and advances per industry sector as at 31 December 2021

31 December 2021 In millions of naira	Balances with central bank	Treasury bills	Assets pledged as collateral	Due from other banks	Investment securities	Derivative instruments	Other financial assets
Government	1,404,285	1,765,760	392,792	-	1,148,302	56,187	10,274
Manufacturing	-	-	-	-	16,771	-	-
Finance and Insurance	-	-	-	691,968	17,208	-	148,472
Communication	-	-	-	-	39,637	-	-
Gross amount	**1,404,285**	**1,765,760**	**392,792**	**691,968**	**1,221,918**	**56,187**	**158,746**
Impairment allowance	-	(815)	(198)	(724)	(3,766)	-	(9,925)
Carrying amount	**1,404,285**	**1,764,945**	**392,594**	**691,244**	**1,218,152**	**56,187**	**148,821**

Bank

Financial assets excluding loans and advances per industry sector as at 31 December 2022

In millions of naira	Balances with central bank	Treasury bills	Assets pledged as collateral	Due from other banks	Investment securities	Derivative Hedging instruments	Derivatives Non Hedging instruments	Other financial assets
31 December 2022								
Government	2,036,327	2,206,707	254,583	-	463,676	20,052	27,563	-
Manufacturing	-	-	-	-	6,238	-	1,222	-
Finance and Insurance	-	-	-	1,132,871	39,601	-	14	205.157
Communication	-	-	-	-	21,966	-	-	-
Gross amount	**2,036,327**	**2,206,707**	**254,583**	**1,132,871**	**531,481**	20,052	**28,799**	**205,157**
Impairment allowance	-	(39)	(18)	(75)	(2,583)	-	-	(28,868)
Carrying amount	**2,036,327**	**2,206,668**	**254,565**	**1,132,796**	**528,898**	20,052	**28,799**	**178,289**

Financial assets excluding loans and advances per industry sector as at 31 December, 2021

31 December 2021

In millions of naira	Balances with central bank	Treasury bills	Assets pledged as collateral	Due from other banks	Investment securities	Derivative Hedging instruments	Derivatives Non Hedging instruments	Other financial assets
Government	1,341,767	1,578,042	357,198	-	321,262	-	50,772	10,274
Manufacturing	-	-	-	-	15,512	-	4,190	-
Finance and Insurance	-	-	-	518,111	15,685	-	2,514	134,355
Communication	-	-	-	-	39,637	-	-	-
Gross amount	**1,341,767**	**1,578,042**	**357,198**	**518,111**	**392,096**	-	**57,476**	**144,629**
Impairment allowance	-	(395)	(198)	(58)	(666)	-	-	(9,835)
Carrying amount	**1,341,767**	**1,577,647**	**357,000**	**518,053**	**391,430**	-	**57,476**	**134,794**

3.2.9 Credit quality analysis

Group

31 December 2022

Credit rating - 12 month ECL: All financial assets excluding loans and advances

In millions of naira	Balances with central bank	Treasury bills	Assets pledged as collateral	Due from other banks	Investment securities	Derivative Asset - Hedging Instrument	Derivative Asset -Non Hedging Instrument	Other financial assets
AAA to A	2,036,327	2,206,975	254,583	1,128,219	1,283,859	-	312	133,177
BBB to BB	2,994	37,723	-	89,328	197,408	20,052	27,266	25,152
CCC to C	-	-	-	3,057	10,354	-	-	45,498
Unrated	76,986	2,249	98	82,283	205,060	-	2,245	18,612
Gross amount	**2,116,307**	**2,246,947**	**254,681**	**1,302,887**	**1,696,681**	**20,052**	**29,823**	**222,439**
ECL - impairment	-	(408)	(19)	(75)	(62,233)	-	-	(28,973)
Carrying amount	**2,116,307**	**2,246,539**	**254,662**	**1,302,812**	**1,634,448**	**20,052**	**29,823**	**193,466**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

	Loans and Advances			
	Term loan	Overdrafts	On lending	Total
12 months ECL	2,078,669	373,017	687,421	3,139,107
Lifetime ECL not credit impaired	876,633	26,786	1,975	905,393
Lifetime ECL credit impaired	27,507	50,845	1,113	79,465
Gross loans and advances	**2,892,808**	**450,648**	**690,509**	**4,123,965**
Less allowance for impairment				
12 - months ECL	(15,224)	(6,238)	(8,039)	(29,501)
Lifetime ECL not credit impaired	(34,523)	(830)	(17)	(35,370)
Lifetime ECL credit impaired	(12,569)	(32,796)	(25)	(45,390)
Total allowances for impairment	**(62,316)**	**(39,864)**	**(8,081)**	**(110,275)**
Net loans and advances	**2,920,493**	**410,783**	**682,428**	**4,013,690**

Credit rating for loans and advances with 12 month ECL

	Loans and Advances			
	Term loan	Overdrafts	On lending	Total
A	692,565	99,827	263,526	1,055,918
AA	357,588	147,369	20,559	525,516
B	69,895	1,299	-	71,194
BB	735,922	104,682	403,336	1,243,940
BBB	10,658	-	-	10,658
CC	46	-	-	46
CCC	-	-	**-**	**-**
Below C	-	-	-	**-**
Unrated	211,996	19,840	-	231,836
Gross amount	**2,078,669**	**373,017**	**687,421**	**3,139,107**
ECL-Impairment	(15,239)	(6,251)	(8,039)	**(29,530)**
Carrying amount	**2,063,430**	**366,766**	**679,382**	**3,109,578**

Bank

31 December 2021

Credit rating - 12 month ECL: All financial assets excluding loans and advances

In millions of naira	Balances with central bank	Treasury bills	Assets pledged as collateral	Due from other banks	Investment securities	Derivative Asset - Hedging Instrument	Derivative Asset -Non Hedging Instrument	Other financial assets
AAA to A	2,036,327	2,206,707	254,583	957,055	480,352	-	312	133,162
BBB to BB	-	-	-	170,984	51,129	20,052	27,265	26,478
CCC to C	-	-	-	3,057	-	-	-	45,493
Unrated	**-**	**-**	**-**	1,775	**-**	-	1,222	24
Gross amount	**2,036,327**	**2,206,707**	**254,583**	**1,132,871**	**531,481**	**20,052**	**28,799**	**205,157**
ECL - impairment	-	(39)	(18)	(75)	(2,583)	-	-	(28,868)
Carrying amount	**2,036,327**	**2,206,668**	**254,565**	**1,132,796**	**528,898**	**20,052**	**28,799**	**176,289**

	Loans and Advances			
	Term loan	Overdrafts	On lending	Total
12 months ECL	1,822,213	352,845	687,421	2,862,479
Lifetime ECL not credit impaired	871,125	26,645	1,975	899,745
Lifetime ECL credit impaired	27,505	47,962	1,113	76,580
Gross loans and advances	**2,720,843**	**427,452**	**690,509**	**3,838,804**
Less allowance for impairment				
12 - months ECL	(11,812)	(5,418)	(8,039)	(25,269)
Lifetime ECL not credit impaired	(33,524)	(800)	(17)	(34,341)
Lifetime ECL credit impaired	(12,568)	(30,926)	(25)	(43,519)
Total allowances for impairment	**(57,904)**	**(37,144)**	**(8,081)**	**(103,129)**
Net loans and advances	**2,662,939**	**390,308**	**682,428**	**3,735,675**

	Loans and Advances			
	Term loan	Overdrafts	On lending	Total
A	692,565	99,827	263,526	1,055,918
AA	357,588	147,369	20,559	525,516
B	9	968	-	977
BB	772,051	104,682	403,336	1,280,069
BBB	-	-	-	-
C	-	-	-	-
CC	-	-	-	-
CCC	-	-	-	-
Below C	-	-	-	-
Gross amount	**1,822,213**	**352,846**	**687,421**	**2,862,480**
ECL-Impairment	**(11,812)**	**(5,418)**	**(8,039)**	**(25,269)**
Carrying amount	**1,810,401**	**347,428**	**679,382**	**2,837,211**

Group

31 December 2021

Credit rating: All financial assets with credit exposure excluding loans and advances

In millions of naira	Balances with central bank	Treasury bills	Assets pledged as collateral	Due from other banks	Investment securities	Derivative Asset - Hedging Instrument	Derivative Asset -Non Hedging Instrument	Other financial assets
AAA to A	1,404,285	1,765,760	392,792	263,051	856,410	-	56,187	90,351
BBB to BB	-	-	-	84,147	175,600	-	-	38,530
Below B	-	-	-	1,055	5,487	-	-	-
Unrated	-	-	-	343,715	**184,421**	-	-	29,865
Gross amount	**1,404,285**	**1,765,760**	**392,792**	**691,968**	**1,221,918**	-	**56,187**	**158,746**
ECL - impairment	-	(815)	(198)	(724)	(3,766)	-	-	(9,925)
Carrying amount	**1,404,285**	**1,764,945**	**392,594**	**691,244**	**1,218,152**	-	**56,187**	**148,821**

Loans and Advances

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of naira	Term loan	Overdrafts	On lending	Total
12 months ECL	1,771,887	326,517	501,946	2,600,350
Lifetime ECL not credit impaired	686,225	30,808	37,674	754,707
Lifetime ECL credit impaired	64,166	82,134	521	146,821
Gross loans and advances	**2,522,278**	**439,459**	**540,141**	**3,501,878**
Less allowance for impairment				
12 - months ECL	12,942	3,642	5,222	21,806
Lifetime ECL not credit impaired	26,239	542	257	27,038
Lifetime ECL credit impaired	38,306	58,992	8	97,306
Total allowances for impairment	**77,487**	**63,176**	**5,487**	**146,150**
Net loans and advances	**2,444,791**	**376,283**	**534,654**	**3,355,728**

Credit rating for loans and advances with 12 month ECL

	Loans and Advances			
	Term loan	**Overdrafts**	**On lending**	**Total**
A	658,120	56,707	170,443	885,270
AA	218,817	150,950	77,029	446,796
B	-	-	-	-
BB	634,892	7,654	4,841	647,387
BBB	850,174	126,942	287,309	1,264,425
C	12,084	25,526	485	38,095
CC	1,546	1,971	-	3,517
CCC	35,575	21,168	-	56,743
Below C	18,013	28,598	34	46,645
Unrated	93,057	19,943	-	113,000
Gross amount	**2,522,278**	**439,459**	**540,141**	**3,501,878**
ECL-Impairment	**(77,487)**	**(63,176)**	**(5,487)**	**(146,150)**
Carrying amount	**2,444,791**	**376,283**	**534,654**	**3,355,728**

Bank

31 December 2021

Credit rating - 12 month ECL: All financial assets excluding loans and advances

In millions of naira	Balances with central bank	Treasury bills	Assets pledged as collateral	Due from other banks	Investment securities	Derivative instruments	Other financial assets
AA to A	1,341,767	1,578,042	357,198	228,273	367,261	4,003	90,349
AA to A	-	-	-	-	-	-	-
BBB to BB	-	-	-	286,175	24,835	50,772	38,529
CCC to C	-	-	-	1,056	-	-	-
Unrated	-	-	-	2,607	-	2,701	15,751
Gross amount	**1,341,767**	**1,578,042**	**357,198**	**518,111**	**392,096**	**57,476**	**144,629**
ECL - impairment	-	(395)	(198)	(58)	(666)	-	(9,835)
Carrying amount	**1,341,767**	**1,577,647**	**357,000**	**518,053**	**391,430**	**57,476**	**134,794**

In millions of Naira	Loans and Advances Term loan	Overdrafts	On lending	Total
12 months ECL	1,529,907	311,567	501,946	2,343,420
Lifetime ECL not credit impaired	684,547	30,419	37,674	752,640
Lifetime ECL credit impaired	64,159	77,233	521	141,913
Gross loans and advances	**2,278,613**	**419,219**	**540,141**	**3,237,973**
Less allowance for impairment				
12 - months ECL	9,312	3,000	5,221	17,533
Lifetime ECL not credit impaired	25,942	474	257	26,673
Lifetime ECL credit impaired	38,303	56,004	8	94,315
Total allowances for impairment	**73,557**	**59,478**	**5,486**	**138,521**
Net loans and advances	**2,205,056**	**359,741**	**534,655**	**3,099,452**

	Loans and Advances Term loan	Overdrafts	On lending	Total
A	687,816	56,707	170,443	914,966
AA	218,817	150,950	77,029	446,796
BB	634,892	7,654	4,841	647,387
BBB	672,929	126,676	287,309	1,086,914
C	12,084	25,526	485	38,095
CC	1,546	1,971	-	3,517
CCC	32,523	21,168	-	53,691
Below C	18,006	28,567	34	46,607
Unrated	-	-	-	-
Gross amount	**2,278,613**	**419,219**	**540,141**	**3,237,973**
ECL-Impairment	**(73,557)**	**(59,478)**	**(5,486)**	**(138,521)**
Carrying amount	**2,205,056**	**359,741**	**534,655**	**3,099,452**

3.2.10 Amounts Arising from ECL

For inputs, assumptions and techniques used for estimating impairment see accounting policy in note 2.7

3.2.11 Amounts arising from ECL

Corporate exposures	Retail exposures	All exposures
–Information obtained during periodic review of customer files – e.g. audited financial statements, management accounts, budgets and projections. Examples of areas of particular focus are: gross profit margins, financial leverage ratios, debt service coverage, compliance with covenants, quality of management, senior management changes • Data from credit reference agencies, press articles, changes in external credit ratings • Quoted bond and credit default swap (CDS) prices for the borrower where available • Actual and expected significant changes in the political, regulatory and technological environment of the borrower or in its business activities	– Internally collected data on customer behaviour – e.g. utilisation of credit card facilities • Affordability metrics • External data from credit reference agencies, including industry-standard credit scores	– Payment record – this includes overdue status as well as a range of variables about payment ratios • Utilisation of the granted limit • Requests for and granting of forbearance • Existing and forecast changes in business, financial and economic conditions

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

The Group allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of default and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of risk of default. These factors vary depending on the nature of the exposure and the type of borrower.

Credit risk grades are defined and calibrated such that the risk of default occurring increases exponentially as the credit risk deteriorates so, for example, the difference in risk of default between credit risk grades 1 and 2 is smaller than the difference between credit risk grades 2 and 3.

Each exposure is allocated to a credit risk grade at initial recognition based on available information about the borrower. Exposures are subject to ongoing monitoring, which may result in an exposure being moved to a different credit risk grade.

3.2.12 Internal portfolio segmentation

Credit risk grades are a primary input into the determination of the term structure of PD for exposures. The Group collects performance and default information about its credit risk exposures analysed by jurisdiction or region and by type of product and borrower as well as by credit risk grading. For some portfolios, information purchased from external credit reference agencies is also used. The credit risk grades are reviewed quarterly.

The Group employs statistical models to analyse the data collected and generate estimates of the remaining lifetime PD of exposures and how these are expected to change as a result of the passage of time.

This analysis includes the identification and calibration of relationships between changes in default rates and changes in key macro-economic factors as well as in-depth analysis of the impact of certain other factors (e.g. forbearance experience) on the risk of default. For most exposures, key macro-economic indicators include: GDP growth, benchmark interest rates and unemployment. For exposures to specific industries and/or regions, the analysis may extend to relevant commodity and/or real estate prices.

Based on advice from the Group Market Risk Committee and economic experts and consideration of a variety of external actual and forecast information, the Group formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios (see discussion below on incorporation of forward-looking information). The Group then uses these forecasts to adjust its estimates of PDs.

In determining the ECL for other assets, the Group applies the simplified model to estimate ECLs, adopting a provision matrix, where the receivables are grouped based on the nature of the transactions, aging of the balances and different historical loss patterns, to determine the lifetime ECLs. Receivables relate to amounts due for the provision of services to the Banks' customers. The provision matrix estimates ECLs on the basis of historical default rates, adjusted for current and future economic conditions (expected changes in default rates) without undue cost and effort.

3.2.13 Significant increase in credit risk

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the remaining expected life from the reporting date and the date of initial recognition. The criteria for determining whether credit risk has increased significantly depends on quantitative, qualitative as well as backstop indicators. The credit risk of a particular exposure is deemed to have increased significantly since initial recognition if, based on the Group's quantitative modelling, the credit rating is determined to have deteriorated since initial recognition by more than a predetermined range. This in turn increases the probability of default of these facilities as a lifetime ECL is now used in estimating ECL. Using its expert credit judgement and, where possible, relevant historical experience, the Group may determine that an exposure has experienced a significant increase in credit risk based on particular qualitative indicators that it considers are indicative of such and whose effect may not otherwise be fully reflected in its quantitative analysis on a timely basis.

As a backstop, the Group considers that a significant increase in credit risk occurs no later than when an asset is more than 30 days past due. Days past due are determined by counting the number of days since the earliest elapsed due date in respect of which full payment has not been received. Due dates are determined without considering any grace period that might be available to the borrower.

If there is evidence that there is no longer a significant increase in credit risk relative to initial recognition, then the loss allowance on an instrument returns to being measured as 12-month ECL. Some qualitative indicators of an increase in credit risk, such as delinquency or forbearance, may be indicative of an increased risk of default that persists after the indicator itself has ceased to exist. In these cases, the Group determines a probation period during which the financial asset is required to demonstrate good behaviour to provide evidence that its credit risk has declined sufficiently. When contractual terms of a loan have been modified, evidence that the criteria for recognising lifetime ECL are no longer met includes a history of up-to-date payment performance against the modified contractual terms.

Generally, facilities with loss allowances being measured as Life-time ECL not credit impaired (Stage 2) are monitored for a probationary period of 90 days to confirm if the credit risk has decreased sufficiently before they can be migrated from Life-time ECL not credit impaired (Stage 2) to 12-month ECL (Stage 1) while credit-impaired facilities (Stage 3) are monitored for a probationary period of 180 days before migration from Stage 3 to 12-month ECL (Stage 1).

The Group monitors the effectiveness of the criteria used to identify significant increases in credit risk by regular reviews (quarterly) to confirm that:

- the criteria are capable of identifying significant increases in credit risk before an exposure is in default;
- the criteria do not align with the point in time when an asset becomes 30 days past due; and
- there is no unwarranted volatility in loss allowance from transfers between 12-month PD (stage 1) and lifetime PD (stage 2).

3.2.14 Modified financial assets

The contractual terms of a loan may be modified for a number of reasons, including changing market conditions, customer retention and other factors not related to a current or potential credit deterioration of the customer. An existing loan whose terms have been modified may be derecognised and the renegotiated loan recognised as a new loan at fair value in accordance with the accounting policy set out in the accounting policy.

The Group renegotiates loans to customers in financial difficulties (referred to as 'forbearance activities) to maximise collection opportunities and minimise the risk of default. Under the Group's forbearance policy, loan forbearance is granted on a selective basis if the debtor is currently in default on its debt or if there is a high risk of default, there is evidence that the debtor made all reasonable efforts to pay under the original contractual terms and the debtor is expected to be able to meet the revised terms.

The revised terms usually include extending the maturity, changing the timing of interest payments and amending the terms of loan covenants. Both retail and corporate loans are subject to the forbearance policy. The Board audit and compliance Committee regularly reviews reports on forbearance activities.

For financial assets modified as part of the Group's forbearance policy, the estimate of PD reflects whether the modification has improved or restored the Group's ability to collect interest and principal and the Group's previous experience of similar forbearance action. As part of this process, the Group evaluates the borrower's payment performance against the modified contractual terms and considers various behavioural indicators.

Generally, forbearance is a qualitative indicator of a significant increase in credit risk and an expectation of forbearance may constitute evidence that an exposure is credit-impaired/in default. A customer needs to demonstrate consistently good payment behaviour over a period of time before the exposure is no longer considered to be credit-impaired/in default or the PD is considered to have decreased such that the loss allowance reverts to being measured at an amount equal to 12- month ECL.

3.2.15 Definition of default

The Group considers a financial asset to be in default when;

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the borrower is past due more than 90 days on any material credit obligation to the Group. Overdrafts are considered as being past due once the customer has breached an advised limit or been advised of a limit smaller than the current amount outstanding. In assessing whether a borrower is in default, the Group considers indicators that are:
- qualitative - e.g. breaches of covenant;
- quantitative - e.g. overdue status and non-payment on another obligation of the same issuer to the Group; and
- based on data developed internally and obtained from external sources.

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

The definition of default largely aligns with that applied by the Group for regulatory purposes except where there is regulatory waiver on specifically identified loans and advances.

3.2.16 Incorporation of forward-looking information

The Group incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on advice from the Group Market Risk Committee and economic experts and consideration of a variety of external actual and forecast information, the Group formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. This process involves developing

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

two or more additional economic scenarios and considering the relative probabilities of each outcome. External information includes economic data and forecasts published by governmental bodies and monetary authorities in the countries where the Group operates, supranational organisations such as the OECD and the International Monetary Fund, and selected private-sector and academic forecasters.

The base case represents a most-likely outcome while the other scenarios represent more optimistic and more pessimistic outcomes. Periodically, the Group carries out stress testing of more extreme shocks to calibrate its determination of these other representative scenarios.

The Group has identified and documented key drivers of credit risk and credit losses for its financial assets and, using an analysis of historical data, has estimated relationships between macro-economic variables and sectorial historical loan performance. The macroeconomic variables considered include GDP growth rate, Inflation rate, Exchange rate, Crude oil production, Crude oil price, Monetary policy rate, Prime lending rate, and Government revenue.

However, from the statistical analysis of the various macroeconomic variables, the results infer that the key drivers vary across the different sectors and this necessitated the sectors to be grouped into three (3) segments.

The macroeconomic variables used across the different segments are as follows:

- **Segment 1** Oil and Gas portfolio
- Macroeconomic Variables Adopted - GDP rate and Crude Oil production
- **Segment 2** Consumer Credit, Finance & Insurance, General Commerce, Public Sector, Information, Manufacturing
- Macroeconomic Variables Adopted- Exchange rate and Prime lending rate.
- **Segment 3** Agriculture, Art and ntertainment, Education, Transportation, Utility, Industry Retail Others, Industry Retail Staff.
- Macroeconomic Variables Adopted- Inflation and Exchange rate.

The economic scenarios used as at 31 December 2022 included the following key indicators for Nigeria for the years ending 31 December 2023 to 2027 sourced majorly from Nigerian bureau of statistics and Central Bank of Nigeria

	2023	2024	2025	2026	2027
GDP growth rate %	Base 2.9	Base 3.0	Base 2.0	Base 2.0	Base 2.50
Inflation rate forecast %	Base 17.10	Base 13.0	Base 9.50	Base 9.50	Base 9.50
Prime lending rate (%)	Base 21	Rasp 18.3	Rasp 18.3	Rasp 18.3	Rasp 18.3
Exchange rate (NGN / USD)	Base 432.50	Base 475	Base 575	Base 575	Base 625
Crude oil production (Million Barrels per day- mbpd)	Base 1.89	Base 1.92	Base 1.92	Base 1.92	Base 1.92
Crude Oil Price ($ Per Barrels)	Base 100	Base 88	Base 85	Base 85	Base 85
Government Revenue (NGN trillions	Base 3.726	Base 3.671	Base 3.671	Base 3.671	Base 3.671
Monetary policy rate	Base 12.5%	Base 13.5%	Base 13.5%	Base 13.5%	Base 13.5%

Please note that the Macroeconomic variables for 2025 and beyond are the forecast at the end of 2024.

The Bank held the forecast constant from the end of 2024 because they believe that they cannot reliably estimate above 2024, given the expected change in government in 2023.

Predicted relationships between the historical loan performance of the Bank's portfolio and the macroeconomic variables has been developed by analysing historical data over the past 5 years. The result of this analysis in addition to a 5 year forecast was used to determine the scalars used in adjusting ECL

3.2.17 Measurement of ECL

The key inputs into the measurement of ECL of financial assets (treasury bills, assets pledged as collateral, due from other banks, loans and advances and investment securities) are the term structure of the following variables:

- probability of default (PD);
- loss given default (LGD)
- exposure at default (EAD)

ECL for exposures in stage 1 (12-months ECL) is calculated by multiplying the 12-months PD by LGD and EAD. Lifetime ECL is calculated by multiplying the lifetime PD by LGD and EAD.

These parameters are generally derived from internally developed statistical models and other historical data and they are adjusted to reflect forward-looking information as described above.

PD is an estimate of the likelihood of default over a given time horizon, which are calculated based on statistical rating models, and assessed using rating tools tailored to the various categories of counterparties and exposures. These statistical models are based on internally compiled data comprising both quantitative and qualitative factors. Where it is available, market data may also be used to derive the PD for large corporate counterparties. If a counterparty or exposure migrates between rating classes, then this will lead to a change in the estimate of the associated PD. The methodology of estimating PD is discussed in note 3.2.12.

LGD is the magnitude of the likely loss if there is a default. The Group estimates LGD parameters based on the history of recovery rates of claims against defaulted counterparties. The LGD models consider the structure, collateral, seniority of the claim, counterparty industry and recovery costs of any collateral that is integral to the financial asset. LGD estimates are recalibrated for different economic scenarios and, for lending, to reflect possible changes in the economies. They are calculated on a discounted cash flow basis using the effective interest rate as the discount.

EAD represents the expected exposure in the event of a default. The Group derives the EAD from the current exposure to the counterparty and potential changes to the current amount allowed under the contract including amortisation. The EAD of a financial asset is its gross carrying amount at the time of default. For lending commitments, the EAD includes the amount drawn, as well as potential future amounts that may be drawn under the contract, which are estimated based on historical observations and forward-looking forecasts. For financial guarantees, the EAD represents the amount of the guaranteed exposure when the financial guarantee becomes payable. For some financial assets, EAD is determined by modelling the range of possible exposure outcomes at various points in time using scenario and statistical techniques.

As described above, and subject to using a maximum of a 12-month PD for financial assets for which credit risk has not significantly increased, the Group measures ECL considering the risk of default over the maximum contractual period (including any borrower's extension options) over which it is exposed to credit risk, even if, for risk management purposes, the Group considers a longer period. The maximum contractual period extends to the date at which the Group has the right to require repayment of an advance or terminate a loan commitment or guarantee.

For overdrafts and revolving facilities that include both a loan and an undrawn commitment component, the Group measures ECL over a period longer than the maximum contractual period if the Group's contractual ability to demand repayment and cancel the undrawn commitment does not limit the Group's exposure to credit losses to the contractual notice period. These facilities do not have a fixed term or repayment structure and are managed on a collective basis. The Group can cancel them with immediate effect but this contractual right is not enforced in the normal day-to-day management, but only when the Group becomes aware of an increase in credit risk at the facility level. This longer period is estimated taking into account the credit risk management actions that the Group expects to take and that serve to mitigate ECL. These include a reduction in limits, cancellation of the facility and/or turning the outstanding balance into a loan with fixed repayment terms.

Where modelling of a parameter is carried out on a collective basis, the financial instruments are grouped on the basis of shared risk characteristics that include:

- instrument type
- credit risk grading
- collateral type
- Past due information
- date of initial recognition
- remaining term to maturity
- industry
- geographic location of the borrower

The groupings are subject to regular review to ensure that exposures within a particular group remain appropriately homogeneous.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

3.2.18 Loss allowance

The following tables show reconciliations from the opening to the closing balance of the loss allowance by class of financial instrument. Comparative amounts for 2021 represent allowance account for credit losses and reflect measurement basis under IFRS 9.

Group

	31 December 2022	31 December 2021
In millions of Naira	12-month ECL	12-month ECL
Treasury bills at amortised cost		
Balance at 1 January	815	1,575
Impairment Charge/(writeback) (see note 8)	(400)	(781)
Foreign exchange and other movements	-	21
Foreign exchange and other movements	(8)	-
Closing balance	**407**	**815**
Gross amount	**1,003,908**	**941,538**

	31 December 2022				31 December 2021			
In millions of Naira	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total
Off balance sheet exposure								
Balance at 1 January	2,375	20	3,221	5,616	1,591	20	3,221	4,832
Transfer to lifetime ECL not credit-impaired								
Transfer to lifetime ECL credit-impaired								
Impairment/(write back) (see note 8)	3,436	45	(2,483)	998	784	-	-	784
Closing balance	**5,811**	**65**	**738**	**6,614**	**2,375**	**20**	**3,221**	**5,616**
Gross amount	**1,010,968**	**1,056**	**12,194**	**1,024,218**	**908,566**	**14,591**	**6,635**	**929,792**

	31 December 2022	31 December 2021
In millions of Naira	12-month ECL	12-month ECL
Assets pledged as collateral at ammortised cost		
Balance at 1 January	198	355
Impairment Charge/(writeback) (see note 8)	(181)	(158)
Foreign exchange and other movements	-	1
Closing balance	**17**	**198**
Gross amount	**228,492**	**158,105**

In millions of Naira	31 December 2022				31 December 2021			
	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total	12-month ECL	Lifetime ECL not credit-impaired	Lifetime ECL credit-impaired	Total
Loans and advances to customers at amortised cost								
Balance at 1 January	25,672	26,032	94,445	146,149	23,400	8,703	108,211	140,314
- Transfer to 12-month ECL	1,650	(689)	(961)	-	2,911	(1,309)	(1,602)	-
- Transfer to lifetime ECL not credit-impaired	(314)	1,675	(1,361)	-	(475)	28,546	(28,071)	-
- Transfer to lifetime ECL credit-impaired	(613)	327	286	-	(301)	(27,762)	28,063	-
Net remesurement of loss allowance (see note 8)	4,154	7,671	26,518	38,343	-	-	-	-
New financial assets originated or purchased	-	-	-	-	137	17.854	30,882	48,873
Derognized assets other than write off	-	-	-	-	-	-	-	-
Write-off	-	-	(74,077)	(74,077)	-	-	(42,508)	(42,508)
Foreign exchange and other movements	(1,049)	354	540	(155)	-	-	(530)	(530)
Closing balance	**29,501**	**35,370**	**45,390**	**110,260**	**25,672**	**26,032**	**94,445**	**146,149**
Gross amount	**3,139,107**	**905,393**	**79,465**	**4,123,966**	**2,600,350**	**754,707**	**146,821**	**3,501,878**

In millions of Naira	31 December 2022				31 December 2021	
	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total	12-month ECL	Total
Investment securities at amortised cost and fair value through OCI	-	-	-	-	-	-
Balance at 1 January	3,766	-	-	3,766	773	773
Impairment Charge/(writeback) (see note 8)	(371)	10,649	52,464	62,742	2,993	2,993
Foreign exchange and other movements	(72)	(742)	(3,456)	(4,270)	-	-
Closing balance	**3,323**	**9,907**	**49,008**	**62,238**	**3,766**	**3,766**
Gross amount	**1,400,136**	**90,253**	**195,605**	**1,685,994**	**657,957**	**657,957**

In millions of Naira	31 December 2022	31 December 2021
	12-month ECL	12-month ECL
Other financial assets		
Balance at 1 January	9,925	2,141
Transfer to 12-month ECL	-	-
Impairment Charge/(writeback) (see note 8)	19,037	7,781
Foreign exchange and other movements	11	3
Closing balance	**28,973**	**9,925**
Gross amount	**168,692**	**117,858**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of Naira	31 December 2022 12-month ECL	31 December 2021 12-month ECL
Due from other banks		
Balance at 1 January	724	58
Impairment/(write back) (see note 8)	(649)	666
Foreign exchange and other movements	-	-
Closing balance	**75**	**724**
Gross amount	**1,302,886**	**691,968**

Bank

In millions of Naira	31 December 2022 12-month ECL	31 December 2021 12-month ECL1
Treasury bills at ammortised cost		
Balance at 1 January	395	676
Impairment Charge/(writeback) (see note 8)	(356)	(281)
Closing balance	**39**	**395**
Gross amount	**963,669**	**754,151**

In millions of Naira	31 December 2022				31 December 2021			
	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total
Off balance sheet exposure								
Balance at 1 January	2,375	20	3,221	5,616	1,591	20	3,221	4,832
Impairment/(write back) (see note 8)	2,112	45	(2,482)	(325)	784	-	-	784
Closing balance	**4,487**	**65**	**739**	**5,291**	**2,375**	**20**	**3,221**	**5,616**
Gross amount	**893,456**	**367**	**12,191**	**906,014**	**908,566**	**14,591**	**6,635**	**929,792**

In millions of Naira	31 December 2022 12-month ECL	31 December 2021 12-month ECL
Assets pledged as collateral at amortised cost		
Balance at 1 January	198	355
Impairment Charge/(writeback) (see note 8)	(179)	(158)
Closing balance	**19**	**197**
Gross amount	**228,394**	**158,105**

In millions of Naira	31 December 2022 12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total	31 December 2021 12-month ECL	Lifetime ECL not credit-impaired	Lifetime ECL credit-impaired	Total
Loans and advances to customers at amortised cost								
Balance at 1 January	17,578	26,628	94,315	138,521	16,931	8,702	107,233	132,866
- Transfer to 12-month ECL	1,399	(438)	(961)	-	810	(509)	(301)	-
- Transfer to lifetime ECL not credit-impaired	(310)	1,671	(1,361)	-	(464)	28,226	(27,762)	-
- Transfer to lifetime ECL credit-impaired	(613)	(107)	720	-	(301)	(27,762)	28,063	-
Net remeasurement of loss allowances (see note 8)	7,215	6,587	24,627	38,429	602	17,971	29,784	48,357
Impairment Charge (see note 8)	-	-	-	-	-	-	-	-
Write-offs	-	-	(73,821)	(73,821)	-	-	(42,702)	(42,702)
Foreign exchange and other movements	-	-	-	-	-	-	-	-
Closing balance	**25,269**	**34,341**	**43,519**	**103,129**	**17,578**	**26,628**	**94,315**	**138,521**
Gross amount	**2,862,479**	**899,746**	**76,580**	**3,838,805**	**2,343,420**	**752,640**	**141,913**	**3,237,973**

In millions of Naira	31 December 2022 Lifetime ECL not credit-impaired	31 December 2021 Lifetime ECL not credit-impaired
Other financial assets		
Balance at 1 January	9,835	2,046
Impairment Charge (see note 8)	19,033	7,789
Closing balance	**28,868**	**9,835**
Gross amount	**150,690**	**144,629**

The above loss allowance is not recognised in the statement of financial position because the carrying amount of debt investment securities at FVOCI is their fair value.

In millions of Naira	31 December 2022 12-month ECL	31 December 2021 12-month ECL
Due from other Banks		
Balance at 1 January	58	58
Impairment/(write back) (see note 8)	17	-
Closing balance	**75**	**58**
Gross amount	**1,132,871**	**518,111**

In millions of Naira	31 December 2022 12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total	31 December 2021 12-month ECL	Lifetime ECL not credit-impaired	Lifetime ECL credit-impaired	Total
Investment securities at mortised cost and fair value through OCI								
Balance at 1 January	666	-	-	666	755	-	-	755
Impairment Charge (see note 8)	611	-	1,306	1,917	(90)	-	-	(90)
Closing balance	**1,277**	-	**1,306**	**2,583**	**666**	-	-	**666**
Gross amount	**518,217**	-	**2,703**	**520,920**	**380,199**	-	-	**38,019,900**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

Significant changes in the gross carrying amount of financial assets that contributed to changes in the loss allowance were as follows:

Group

	31 December 2022				31 December 2021			
	Stage 1	Stage 2	Stage 3		Stage 1	Stage 2	Stage 3	
In millions of Naira	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit-impaired	Total
Treasury bills at mortised cost								
Gross carrying amount at 1 January	941,538	-	-	941,538	880,957	-	-	880,957
Financial assets derecognised during the period other than write-offs	(2,741,441)	-	-	(2,741,441)	(2,054,917)	-	-	(2,054,917)
Changes in mortised cost value	(190,521)	-	-	(190,521)	111	-	-	111
New financial assets originated or purchased	2,994,157	177	-	2,994,334	2,115,387	-	-	2,115,387
Closing gross carrying amount	**1,003,732**	**177**	-	**1,003,910**	**941,538**	-	-	**941,538**

	31 December 2022				31 December 2021			
	Stage 1	Stage 2	Stage 3		Stage 1	Stage 2	Stage 3	
In millions of Naira	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit-impaired	Total
Off balance sheet exposure								
Gross carrying amount at 1 January	1,093,246	14,591	6,635	1,114,472	599,927	-	-	599,927
Transfers:								
Transfer from stage 1 to stage 2	(1,315)	1,315	-	-	(14,591)	14,591	-	-
Transfer from stage 1 to stage 3	(1,960)	-	1,960	-	(6,635)	-	6,635	-
Financial assets derecognised during the period other than write-offs	(388,847)	(15,528)	(1,834)	(406,208)	(194,947)	-	-	(194,947)
New financial assets originated or purchased	309,843	679	5,433	315,954	709,492	-	-	709,492
Closing gross carrying amount	**1,010,968**	**1,056**	12,194	**1,024,218**	**1,093,246**	**14,591**	**6,635**	**1,114,472**

	31 December 2022	31 December 2021
In millions of Naira	Stage 1	Stage 2
	12-month ECL	12-month ECL
Assets pledged as collateral at amortised cost		
Gross carrying amount at 1 January Transfers:	158,105	227,283
Financial assets derecognised during the period other than write-offs	(127,558)	(122,884)
Changes in amortised cost value	907	(535)
New financial assets originated or purchased	196,941	54,241
Closing gross carrying amount	**228,395**	**158,105**

In millions of Naira	31 December 2022 Stage 1 12-month ECL	Stage 2 Lifetime ECL not credit impaired	Stage 3 Lifetime ECL credit impaired	Total	31 December 2021 Stage 1 12-month ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Loans and advances to customers at amortised cost								
Gross carrying amount at 1 January Transfers:	2,600,349	754,708	146,821	3,501,878	2,160,991	570,746	187,605	2,919,342
Transfer from stage 1 to stage 2	(89,454)	89,454	-	-	(66,388)	66,388	-	-
Transfer from stage 1 to stage 3	(14,268)	-	14,268	-	(17,593)	-	17,593	-
Transfer from stage 2 to stage 3	-	(2,682)	2,682	-	-	(39,210)	39,210	-
Transfer from stage 3 to stage 2	-	2,550	(2,550)	-	-	37,703	(37,703)	-
Transfer from stage 2 to stage 1	43,018	(43,018)	-	-	23,742	(23,742)	-	-
Transfer from stage 3 to stage 1	1,644	-	(1,644)	-	7,218	-	(7,218)	-
Financial assets derecognised during the period other than write- offs	(1,078,237)	(20,231)	(19,307)	(1,117,775)	(937,772)	(19,235)	(15,076)	(972,083)
New financial assets originated or purchased	1,676,055	124,612	13,016	1,813,683	1,430,151	162,058	-	1,592,209
Write-offs	-	-	(73,820)	(73,820)	-	-	(37,590)	(37,590)
Foreign exchange and other movements	-	-	-	-	-	-	-	-
Closing gross carrying amount	**3,139,107**	**905,393**	**79,466**	**4,123,966**	**2,600,349**	**754,708**	**146,821**	**3,501,878**

In millions of Naira	31 December 2022 Stage 1 12-month ECL	Stage 2 Lifetime ECL not credit impaired	Stage 3 Lifetime ECL credit impaired	Total	31 December 2021 Stage 1 12-month ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Investment Securities at amortised cost and fair value through OCI								
Gross carrying amount at 1 January Transfers:	1,199,579	-	-	1,199,579	868,437	-	-	868,437
Transfer from stage 1 to stage 2	(53,680)	53,680	-	-	-	-	-	-
Transfer from stage 1 to stage 3	(148,204)	-	148,204	-	-	-	-	-
Transfer from stage 2 to stage 3	-	(4,024)	4,024	-	-	-	-	-
Financial assets derecognised during the period other than write- offs	(69,857)	(4,402)	-	(74,259)	(154,128)	-	-	(154,128)
Changes in amortised cost value	(10,942)	-	-	(10,942)	34,940	-	-	34,940
New financial assets originated or purchased	483,240	45,000	43,377	571,617	450,331	-	-	450,331
Foreign exchange and other movements	-	-	-	-	-	-	-	-
Closing gross carrying amount	**1,400,136**	**90,523**	**195,605**	**1,685,995**	**1,199,580**	**-**	**-**	**1,199,580**

In millions of Naira	31 December 2022 Stage 1 12-month ECL	Lifetime ECL not credit-impaired	31 December 2021 Stage 2 12-month ECL	Lifetime ECL not credit-impaired
Other financial assets				
Gross carrying amount at 1 January Transfers:	-	117,857	-	151,709
New financial assets originated or purchased	-	50,835	-	-
Financial asset derecognised during the year	-	-	-	(33,852)
Foreign exchange and other movements	-	-	-	-
Closing gross carrying amount of assets subject to simplified approach	**-**	**168,692**	**-**	**117,857**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of Naira	31 December 2022 Stage 1 12-month ECL	31 December 2021 Stage 1 12-month ECL
Due from other banks		
Gross carrying amount at 1 January Transfers:	691,968	810,552
Financial assets derecognised during the year other than write-offs	(91,034)	(118,584)
New financial assets originated or purchased	701,952	-
Foreign exchange and other movements	-	-
Closing gross carrying amount	**1,302,886**	**691,968**

Bank

In millions of Naira	31 December 2022 Stage 1 12-month ECL	31 December 2022 Total	31 December 2021 Stage 1 12-month ECL	31 December 2021 Total
Treasury bills at amortised cost				
Gross carrying amount at 1 January Transfers:	754,151	754,151	695,898	695,898
Financial assets derecognised during the year other than write-offs	(2,554,055)	(2,554,055)	(1,990,231)	(1,990,231)
Changes in amortised cost value	(190,521)	(190,521)	63	63
New financial assets originated or purchased	2,954,094	2,954,094	2,048,421	2,048,421
Closing gross carrying amount	**963,669**	**963,669**	**754,151**	**754,151**

	31 December 2022				31 December 2021			
	Stage 1	Stage 2	Stage 3		Stage 1	Stage 2	Stage 3	
In millions of Naira	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total	12-month ECL	Lifetime ECL not credit-impaired	Lifetime ECL credit-impaired	Total
Off balance sheet exposure								
Gross carrying amount at 1 January Transfers:	908,566	14,591	6,635	929,792	459,001	-	-	459,001
Transfer from stage 1 to stage 2	(1,304)	1,304	-	-	(14,591)	14,591	-	-
Transfer from stage 1 to stage 3	(1,957)	-	1,957	-	(6,635)	-	6,635	-
Transfer from stage 3 to stage 2	-	-	-	-	-	-	-	-
Financial assets derecognised during the period other than write-offs	(310,594)	(15,528)	(1,834)	(327,956)	-	-	-	-
New financial assets originated or purchased	298,745	-	5,433	304,178	470,791	-	-	470,791
Closing gross carrying amount	**893,456**	**367**	**12,191**	**906,014**	**908,566**	**14,591**	**6,635**	**929,792**

In millions of Naira	31 December 2022 Stage 1 12-month ECL	31 December 2021 Stage 2 12-month ECL
Assets pledged as collateral at amortised cost		
Gross carrying amount at 1 January Transfers:	158,105	227,283
Financial assets derecognised during the year other than write-offs	(127,558)	(122,884)
Changes in amortised cost value	907	(535)
New financial assets originated or purchased	196,943	54,241
Closing gross carrying amount	**228,397**	**158,105**

In millions of Naira	31 December, 2022 Stage 1 12-month ECL	Stage 2 Lifetime ECL not credit impaired	Stage 3 Lifetime ECL credit impaired	Total	31 December, 2021 Stage 1 12-month ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Loans and advances to customers at amortised cost								
Gross carrying amount at 1 January Transfers:	2,343,421	752,640	141,912	3,237,973	2,012,000	578,481	182,182	2,772,663
Transfer from stage 1 to stage 2	(85,122)	85,122	-	-	(53,296)	53,296	-	-
Transfer from stage 1 to stage 3	(14,266)	-	14,266	-	(8,904)	-	8,904	-
Transfer from stage 2 to stage 3	-	(2,670)	2,670	-	-	(29,193)	29,193	-
Transfer from stage 3 to stage 2	-	2,537	(2,537)	-	-	37,703	(37,703)	-
Transfer from stage 2 to stage 1	42,999	(42,999)	-	-	6,866	(6,866)	-	-
Transfer from stage 3 to stage 1	1,644	-	(1,644)	-	3,179	-	(3,179)	-
New financial assets originated or purchased	1,652,040	125,347	13,025	1,790,412	1,168,387	138,454	-	1,306,841
Financial assets derecognised during the year other than write-offs	(1,078,237)	(20,231)	(17,293)	(1,115,761)	(784,811)	(19,235)	-	(804,046)
Write-offs	-	-	(73,820)	(73,820)	-	-	(37,485)	(37,485)
Foreign exchange and other movements	-	-	-	-	-	-	-	-
Closing gross carrying amount	**2,862,479**	**899,746**	**76,579**	**3,838,804**	**2,343,421**	**752,640**	**141,912**	**3,237,973**

In millions of Naira	31 December, 2022 Stage 1 12-month ECL	Stage 2 Lifetime ECL not credit impaired	Stage 3 Lifetime ECL credit impaired	Total	31 December, 2021 Stage 1 12-month ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Investment securities at mortised cost								
Gross carrying amount at 1 January Transfers:	380,199	-	-	380,199	208,973	-	-	208,973
Transfer from stage 1 to stage 3	(2,703)	-	2,703	-	-	-	-	-
Financial assets derecognised during the year other than write-offs	(9,263)	-	-	(9,263)	-	-	-	-
Changes in mortised cost value	(16,683)	-	-	(16,683)	-	-	-	-
New financial assets originated or purchased	166,667	-	-	166,667	171,226	-	-	171,226
Foreign exchange and other movements	-	-	-	-	-	-	-	-
Closing gross carrying amount	**518,217**	**-**	**2,703**	**520,920**	**380,199**	**-**	**-**	**380,199**

In millions of Naira	31 December 2022 Stage 1 12-month ECL	Stage 2 Lifetime ECL not credit-impaired	31 December 2021 Stage 1 12-month ECL	Stage 2 Lifetime ECL not credit-impaired
Other financial assets				
Gross carrying amount at 1 January Transfers:	-	92,747	-	145,347
Financial assets derecognised during the period other than write-offs	-	57,943	-	(52,600)
New financial assets originated or purchased	-	-	-	-
Closing gross carrying amount of assts subject to simplified approach	**-**	**150,690**	**-**	**92,747**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of Naira	31 December 2022 Stage 1 12-month ECL	31 December 2021 Stage 2 12-month ECL
Due from other banks		
Gross carrying amount at 1 January Transfers:	518,111	532,435
Financial assets derecognised during the period other than write-offs	(16,651)	(14,324)
New financial assets originated or purchased	631,410	-
Closing gross carrying amount	**1,132,870**	**518,111**

Summary of loss allowance by class of financial instruments also showing ECL coverage ratio as at 31 December 2022 .

Group

Financial Statement Items In millions of Naira	Gross Carrying Amount				ECL Provision				ECL Coverage Ratio			
	Stage 1	Stage 2 Lifetime ECL	Stage 3	Total	Stage 1	Stage 2 Lifetime ECL	Stage 3	Total	Stage 1	Stage 2 Lifetime ECL	Stage 3	Total
									%	%	%	%
On-balance sheet items												
Assets pledged as collateral	228,492	-	-	228,492	17	-	-	17	0.01	-	-	0.01
Treasury bills	1,003,908	-	-	1,003,908	407	-	-	407	0.04	-	-	0.04
Loans and advances to customers at amortised cost	3,139,107	905,393	79,465	4,123,965	29,501	35,370	45,390	110,261	0.94	3.91	57.12	2.67
Debt investment securities at mortised cost and FVOCI	1,400,136	90,253	195,605	1,685,994	3,323	9,907	49,008	62,238	0.24	-	-	3.69
Other financial assets measured at amortised cost	-	168,692	-	168,692	-	28,973	-	28,973	-	-	-	-
Due from other Banks	1,302,886	-	-	1,302,886	75	-	-	75	0.01	-	-	0.01
Subtotal	7,074,529	1,164,338	275,070	8,513,937	33,323	74,427	94,398	202,148	0.47	6.41	34.32	2.37
Off-balance sheet items												
Loans and other credit related commitments												
Letters of credit	363,328	-	27	363,355	2,743	-	27	2,770	0.75	-	100.00	0.76
Usance Financial guarantee and similar contracts	275,723	4	754	276,481	1,794	-	133	1,927	0.65	-	17.64	0.70
Performance bonds and guarantees	372,609	363	11,410	384,382	1,015	-	40	1,055	0.27	-	0.35	0.27
Undrawn overdraft balance	78,901	7,896	2,952	89,749	260	65	538	863	0.33	0.82	18.22	0.96
Subtotal	1,090,561	8,263	15,143	1,113,967	5,812	65	738	6,615	0.53	0.79	4.87	0.59
Total	**8,165,090**	**1,172,601**	**290,213**	**9,627,904**	**39,135**	**74,492**	**95,136**	**208,763**	**0.48**	**6.35**	**32.78**	**2.17**

* The Group adopted the simplified approach in estimating the ECL for other financial asset. Under this approach, all ECL allowance are lifetime ECL.

Bank

Financial Statement Items In millions of Naira	Gross Carrying Amount				ECL Provision				ECL Coverage Ratio			
	Stage 1	Stage 2 Lifetime ECL	Stage 3	Total	Stage 1	Stage 2 Lifetime ECL	Stage 3	Total	Stage 1	Stage 2 Lifetime ECL	Stage 3	Total
									%	%	%	%
On-balance sheet items												
Assets pledged as collateral	228,394	-	-	228,394	19	-	-	19	0.01	-	-	0.01
Treasury bills	963,669	-	-	963,669	39	-	-	39	-	-	-	-
Loans and advances to customers at amortised cost	2,862,479	899,746	76,580	3,838,805	25,269	34,341	43,519	103,129	0.88	3.82	56.83	2.69
Debt investment securities at amortised cost	518,217	-	2,703	520,920	1,277	-	1,306	2,583	0.25	-	-	0.50
Other financial assets measured at amortised cost	-	150,690	-	150,590	-	-	28,868	28,868	-	19.16	-	19.16
Due from other Banks	1,132,871	-	-	1,132,871	75	-	-	75	0.01	-	-	0.01
Subtotal	5,705,630	1,050,436	79,283	6,835,349	26,679	34,341	73,693	134,713	0.47	3.27	92.95	1.97
Off-balance sheet items												
Loans and other credit related commitments												
Letters of credit	279,764	-	27	279,791	2,415	-	27	2,442	0.86	-	100.00	0.87
Usance Financial guarantee and similar contracts	275,723	4	754	279,791	1,794	-	133	1,927	0.65	-	17.64	0.70
Performance bonds and guarantees	337,969	363	11,410	349,742	19	-	40	59	0.01	-	0.35	0.02
Undrawn overdraft balance	78,901	7,896	2,952	89,749	260	65	538	863	0.33	0.82	18.22	0.96
Subtotal	972,357	8,263	15,143	995,764	4,488	65	738	5,291	0.46	0.79	4,87	0.53
Total	**6,677,987**	**1,058,699**	**94,426**	**9,831,113**	**31,167**	**34,406**	**74,431**	**140,004**	**0.47**	**3.25**	**78.82**	**1.79**

*The Group adopted the simplified approach in estimating the ECL for other financial asset. Under this approach, all ECL allowance are lifetime ECL.

Summary of loss allowance by class of financial instruments also showing ECL coverage ratio as at 31 December 2021

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

Group

Financial Statement Items In millions of Naira	Gross Carrying Amount Stage 1	Stage 2 Lifetime ECL	Stage 3	Total	ECL Provision Stage 1	Stage 2 Lifetime ECL	Stage 3	Total	ECL Coverage Ratio Stage 1	Stage 2 Lifetime ECL	Stage 3	Total
									%	%	%	%
Financial Statement Items In millions of Naira												
On-balance sheet items												
Assets pledged as collateral	158,105	-	-	158,105	198	-	-	198	0.13	-	-	0.13
Treasury bills	941,538	-	-	941,538	815	-	-	815	0.09	-	-	0.09
Loans and advances to customers at amortised cost	2,600,350	754,707	146,821	3,501,878	25,672	26,032	94,445	146,149	0.99	3.45	64.33	4.17
Debt investment securities at amortised cost	657,957	-	-	657,957	3,766	-	-	3,766	0.57	-	-	0.57
Other financial assets measured at amortised cost	-	158,746	-	158,746	-	9,925	-	9,925	-	6.25	-	6.25
Due from other Banks	691,968	-	-	691,968	724	-	-	724	0.10	-	-	0.10
Subtotal	5,049,918	913,453	146,821	6,110,192	31,175	36,134	94,445	161,754	0.62	3.96	64.33	2.65
Off-balance sheet items												
Loans and other credit related commitments												
Letters of credit	546,957	7,503	25	554,485	1,470	3	-	1,473	0.27	-	-	0.27
Usance Financial guarantee and similar contracts	188,345	5,378	1,632	195,355	1,253	-	1,632	2,885	0.67	-	100.00	1.48
Performance bonds and guarantees	357,944	1,710	4,978	364,632	24	-	19	43	0.01	-	0.38	0.01
Undrawn overdraft balance	125,944	10,045	1,941	137,930	807	116	292	1,215	0.64	1.15	15.04	0.88
Subtotal	1,219,190	24,636	8,576	1,252,402	3,554	119	1,943	5,616	0.29	0.48	22.66	0.45
Total	**6,269,108**	**938,089**	**155,397**	**7,362,594**	**34,729**	**36,253**	**96,388**	**167,370**	**0.55**	**3.86**	**62.03**	**2.27**

*The Group adopted the simplified approach in estimating the ECL for other financial asset. Under this approach, all ECL allowance are lifetime ECL.

Bank

Financial Statement Items In millions of Naira	Gross Carrying Amount Stage 1	Stage 2 Lifetime ECL	Stage 3	Total	ECL Provision Stage 1	Stage 2 Lifetime ECL	Stage 3	Total	ECL Coverage Ratio Stage 1	Stage 2 Lifetime ECL	Stage 3	Total
									%	%	%	%
On-balance sheet items												
Assets pledged as collateral	158,105	-	-	158,105	197	-	-	197	0.12	-	-	0.12
Treasury bills	754,151	-	-	754,151	395	-	-	395	0.05	-	-	0.05
Loans and advances to customers at amortised cost	2,343,420	752,640	141,913	3,237,973	17,534	26,673	94,315	138,522	0.75	3.54	66.46	4.28
Debt investment securities at amortised cost	380,199	-	-	380,199	666	-	-	666	0.18	-	-	0.18
Other financial assets measured at amortised cost	-	144,629	-	144,629	-	9,835	-	9,835	-	6.80	-	6.80
Due from other Banks	518,111	-	-	518,111	58	-	-	58	0.01	-	-	0.01
Subtotal	4,153,986	897,269	141,913	5,193,168	18,850	36,508	94,315	149,673	0.45	4.07	66.46	2.88

	Gross Carrying Amount				ECL Provision				ECL Coverage Ratio			
Financial Statement Items In millions of Naira	Stage 1	Stage 2 Lifetime ECL	Stage 3	Total	Stage 1	Stage 2 Lifetime ECL	Stage 3	Total	Stage 1	Stage 2 Lifetime ECL	Stage 3	Total
									%	%	%	%
Off-balance sheet items												
Loans and other credit related commitments												
Letters of credit	391,076	7,503	25	398,604	1,470	3	-	1,473	0.38	0.04	-	0.37
Usance Financial guarantee and similar contracts	188,345	5,378	1,631	195,354	1,253	-	1,632	2,885	0.67	-	100.06	1.48
Performance bonds and guarantees	329,145	1,710	4,978	335,833	24	-	19	43	0.01	-	0.38	0.01
Undrawn overdraft balance	125,944	10,045	1,941	137,930	807	116	292	1,215	0.64	1.15	15.04	0.88
Subtotal	1,034,510	24,636	8,575	1,067,721	3,554	119	1,943	5,616	0.34	0.48	22.66	0.53
Total	**5,188,496**	**921,905**	**150,488**	**6,260,889**	**22,404**	**36,627**	**96,258**	**155,289**	**0.43**	**3.97**	**63.96**	**2.48**

* The Group adopted the simplified approach in estimating the ECL for other financial asset. Under this approach, all ECL allowance are lifetime ECL.

3.2.19 Restructuring Policy

Loans with renegotiated terms are loans that have been restructured because the Group has made concessions by agreeing to terms and conditions that are more favorable for the customer than these provided by the Group initially. The Group implements restructuring policy in order to maximize collections opportunities and minimize the risk of default.

The Group's credit committee may, from time to time, grant approval for restructuring of certain facilities due to the following reasons:

(a). Where the execution of the loan purpose and the repayment are no longer realistic in light of new cash flows;

(b). To avoid unintended default arising from adverse business conditions;

(c). To align loan repayment with new pattern of achievable cash flows;

(d). Where there are proven cost over runs that may significantly impair the project repayment capacity;

(e). Where there is temporary downturn in the customer's business environment;

(f). Where the customer's going concern status is NOT in doubt or threatened; and

(g). The revised terms of restructured facilities usually include extended maturity, changing timing of interest payments and amendments to the terms of the loan agreement.

3.3 Market risk

Market risk is the risk of potential losses in both on- and off-balance sheet positions arising from movements in market prices. Market risks can arise from adverse changes in interest rates, foreign exchange rates, equity prices, commodity prices and other relevant factors such as market volatilities.

The Group undertakes activities which give rise to some level of market risks exposures. The objective of market risk management activities is to continuously identify, manage and control market risk exposure within acceptable parameters, while optimizing the return on risks taken.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

3.3.1 Management of market risk

The Group has an independent Market Risk Management unit which assesses, monitors, manages and reports on market risk taking activities across the Group. The Group enhances its Market Risk Management Framework on a continuous basis. The operations of the unit is guided by the mission of "inculcating enduring market risk management values and culture, with a view to reducing the risk of losses associated with market risk-taking activities, and optimizing risk-reward trade-off."

The Group's market risk objectives, policies and processes are aimed at instituting a model that objectively identifies, measures and manages market risks in the Group and ensure that:

(a). The individuals who take or manage risk clearly understand it;

(b). The Group's risk exposure is within established limits;

(c). Risk taking decisions are in line with business strategy and objectives set by the Board of Directors;

(d). The expected payoffs compensate for the risks taken; and

(e). Sufficient capital, as a buffer, is available to take risk.

The Group proactively manages its market risk exposures in both the trading and non-trading books within the acceptable levels.

The Group's market risks exposures are broadly categorised into:

(i) Trading Market Risks - These are risks that arise primarily through trading activities and market making activities. These activities include position-taking in foreign exchange and fixed income securities (Bonds and Treasury Bills).

(ii) Non Trading Market Risks -These are risks that arise from assets and liabilities that are usually on the books for a longer period of time, but where the intrinsic value is a function of the movement of financial market parameter.

Group

		At 31 December 2022			At 31 December 2021		
In millions of Naira	**Note**	**Carrying Amount**	**Trading**	**Non-trading**	**Carrying Amount**	**Trading**	**Non-trading**
Assets							
Cash and balances with central bank	15	2,201,743	-	2,201,743	1,488,363	-	1,488,363
Treasury bills	16	2,246,540	1,243,038	1,003,500	1,764,945	824,222	940,723
Assets pledged as collateral	17	254,662	26,287	228,375	392,594	234,687	157,907
Due from other banks	18	1,302,811	-	1,302,811	691,244	-	691,244
Derivative Asset • Hedging Instrument	19	20,052	20,052	-	-	-	-
Derivative Asset -Non Hedging Instrument	19	29,822	29,822	-	56,187	56,187	-
Loans and advances	20	4,013,705	-	4,013,705	3,355,728	-	3,355,728
Investment securities	21	1,728,331	12,442	1,715,889	1,303,726	22,338	1,281,388
Other financial assets	25	193,465	-	193,465	148,821	-	148,821
Liabilities							
Customer deposits	28	8,975,653	-	8,975,653	6,472,054	-	6,472,054
Derivative liabilities	33	6,325	6,325	-	14,674	14,674	-
Other financial liabilities	29	545,938	-	545,938	455,776	-	455,776
On-lending facilities	30	311,192	-	311,192	369,241	-	369,241
Borrowings	31	963,450	-	963,450	750,469	-	750,469
Debt securities issued	32	-	-	-	45,799	-	45,799

Bank

In millions of Naira	Note	At 31 December 2022 Carrying Amount	Trading	Non-trading	At 31 December 2021 Carrying Amount	Trading	Non-trading
Assets							
Cash and balances with central bank	15	2,102,394	-	2,102,394	1,397,666	-	1,397,666
Treasury bills	16	2,206,669	1,243,038	963,630	1,577,647	823,891	753,756
Assets pledged as collateral	17	254,564	26,189	228,375	357,000	199,093	157,907
Due from other banks	18	1,132,796	-	1,132,796	518,053	-	518,053
Derivative Asset • Hedging Instrument	19	20,052	20,052	-	-	-	-
Derivative Asset -Non Hedging Instrument	19	28,799	28,799	-	57,476	57,476	-
Loans and advances	20	3,735,676	-	3,735,676	3,099,452	-	3,099,452
Investment securities	21	622,780	10,560	612,220	477,004	11,897	465,107
Other financial assets	25	176,289	-	176,289	134,794	-	134,794
Liabilities							
Customer deposits	28	7,434,806	-	7,434,806	5,169,199	-	5,169,199
Derivative liabilities	33	6,040	6,040	-	15,170	15,170	-
Other financial liabilities	29	526,945	-	526,945	409,103	-	409,103
On-lending facilities	30	311,192	-	311,192	369,241	-	369,241
Borrowings	31	999,580	-	999,580	769,395	-	769,395
Debt securities issued	32	-	-	-	45,799	-	45,799

3.3.2 Measurement of Market Risk

The Group adopts Non-VAR (Value-at-risk) approach for quantitative measurement and control of market risks in both trading and non-trading books. The Non -VAR (Value at risk) measurements includes: Duration; Factor Sensitivities (Pv01), Stress Testing, Aggregate Open Position etc. The measured risks are therefore monitored against the pre-set limits on a daily basis. All exceptions are investigated and reported in line with internal policies and guidelines.

Limits are sets to reflect the risk appetite that is approved by the Board of Directors. These limits are reviewed, at least, annually or at a more frequent interval. Some of the limits include; Net Open Position (NOP- for foreign exchange); Aggregate Control Limits (for Securities); Management Action Trigger (MAT); Duration; Factor Sensitivities (Pv01); Permitted Instrument and Tenor Limits; Holding Period and Off Market Rate Tolerance limit.

Stress testing is an important risk management tool that is used by the Group as part of its enterprise-wide risk management. It is the evaluation of the Group's financial position under severe but plausible scenarios to assist in decision- making. Stress testing provides the Group with the opportunity to spot emerging risks, uncover weak spots and take preventive action. It also alerts management to adverse unexpected outcomes related to a variety of risks and provides an indication of how much capital might be needed to absorb losses should large shocks occur. The Group adopts both single factor and multifactor stress testing approaches (sensitivity and scenario based) in conducting stress testing within the risk areas of liquidity, foreign exchange, interest rate, market and credit risks. Stress testing is conducted both on a regular and ad-hoc basis in response to changing financial, regulatory and economic environment/circumstances.

3.3.3 Foreign exchange risk

Fluctuations in the prevailing foreign currency exchange rates can affect the Group's financial position and cash flows - 'on' and 'off' balance sheet. The Group manages part of the foreign exchange risks through designating part of its derivatives for hedge accounting purposes and trading other basic derivative products. The risk is also managed by ensuring that all risks taken by the Group are within approved limits. In addition to adherence to regulatory limits, Zenith Group established various internal limits (such as non-VAR models, overall Overnight and Intra-day positions), dealer limits, as well as individual currency limits among others limits which are monitored by the Market Risk Department on a regular basis. These limits are set with the aim of minimizing the Group's risk exposures

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

to exchange rates volatilities to an acceptable level.The Group's transactions are carried out majorly in four (4) foreign currencies with a significant percentage of transactions involving US Dollars.

The Bank's risk appetite is the level of risk that the Bank would assume in achieving its business objectives at any point in time. This appetite is reviewed annually by the Board of Directors at a level that minimizes depletion of earnings and capital due to avoidable foreign exchange fluctuations. The Bank's strategy is to manage all material foreign exchange risks associated with highly probable forecast transactions, firm commitments and monetary items denominated in foreign currencies using derivative products such as forwards, futures and foreign currency swaps.

Group

The table below summarizes the Group's exposure to foreign currency exchange rate risk at 31 December 2022 and 31 December 2021. Included in the table are the Group's financial instruments at carrying amounts, categorised by currency.

In millions of Naira

At 31 December 2022	Naira	Dollar	GBP	Euro	Others	Total
Assets						
Cash and balances with central bank	2,089,869	18,937	4,181	4,957	83,799	2,201,744
Treasury bills	2,227,845	-	-	-	18,695	2,246,540
Assets pledged as collaterals	254,565	-	-	-	98	254,663
Due from other banks	110	1,133,525	62,355	75,185	31,637	1,302,811
Derivative assets-hedging instruments	-	20,052	-	-	-	20,052
Derivative assets-non hedging instruments	326	29,351	-	-	145	29,822
Loans and advances to customers	2,212,928	1,615,146	14,087	77,477	94,066	4,013,704
Investment securities	628,850	861,522	96,955	35,155	105,852	1,728,333
Other financial assets	77,095	100,899	227	33	15,210	193,464
Liabilities						
Customer's deposits	6,185,521	2,084,960	202,842	135,821	366,511	8,975,655
Derivative liabilities	374	5,806	-	-	145	6,325
Other financial liabilities	430,582	86,339	1,176	10,996	16,845	545,938
On-lending facilities	311,192	-	-	-	-	311,192
Borrowings	-	963,450	-	-	-	963,450
Debt securities issued	-	-	-	-	-	-

As at 31 December 2022, the Group had outstanding SWAP transactions with various counterparties. The SWAP transactions creates for the Group both a right to receive US dollar of the notional SWAP amount at different maturities and an obligation to deliver NGN of the notional SWAP amount at different maturity. The total USD receivables at various maturity dates is USD 1.66 billion while the Naira payable at various maturities is N714 Billion:

In millions of Naira

At 31 December 2021	Naira	Dollar	GBP	Euro	Others	Total
Assets						
Cash and balances with central bank	1,383,059	4,689	1,877	9,436	89,302	1,488,363
Treasury bills	1,671,658	-	-	-	93,287	1,764,945
Assets pledged as collaterals	357,000	-	-	-	35,594	392,594
Due from other banks	414	507,060	49,479	82,801	51,220	691,244
Derivative assets-non hedging instruments	4,003	51,557	184	1	442	56,187
Loans and advances to customers	1,845,837	1,301,543	23,439	59,872	125,037	3,355,728
Investment securities	501,224	545,517	43,550	22,632	190,803	1,303,726
Other financial assets	11,035	123,896	-	18	13,872	148,821
Liabilities						
Customer's deposits	4,062,040	1,626,142	163,580	116,701	503,591	6,472,054
Derivative liabilities	3,820	9,475	-	470	909	14,674
Other financial liabilities	256,532	135,804	578	9,252	53,610	455,776
On-lending facilities	369,241	-	-	-	-	369,241
Borrowings	-	750,469	-	-	-	750,469
Debt securities issued	-	45,799	-	-	-	45,799

The Group's exposure to foreign currency risk is largely concentrated in the US Dollar. Movement in exchange rate between the US Dollar, and the Nigerian Naira affects reported earnings through revaluation gain or loss and statement of financial position size through increase or decrease in the revalued amounts of assets and liabilities denominated in US Dollars.

The table below shows the impact on the Group's profit or loss and statements of financial position size if the exchange rate between the US Dollars, and Nigerian Naira had increased or decreased by 9% (31 December 2021: 6%, with all other variables held constant.

	31 December 2022	31 December 2021
US Dollar effect of 9% (31 December 2021:6%) up or (down) movement on profit before tax and statement of financial position size (in millions of Naira)	68,926	32,351
US Dollar effect of 9% (31 December 2021: 6%) up or (down) movement on profit before tax and statement of financial position size (in millions of Naira)	68,926	32,351
US Dollar effect of 9% (31 December 2021: 6%) up or (down) movement on OCI and statement of financial position size (in millions of Naira)	8,042	4,895
US Dollar effect of 9% (31 December 2021: 6%) up or (down) movement on OCI and statement of financial position size (in millions of Naira)	8,042	4,895

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

Bank

The table below summarizes the Bank's exposure to foreign currency exchange rate risk at 31 December 2022 and 31 December 2021. Included in the table are the Bank's financial instruments at carrying amounts, categorised by currency.

In millions of Naira

At 31 December 2022	Naira	Dollar	GBP	Euro	Others	Total
Assets						
Cash and balances with central bank	2,086,532	10,420	3,208	2,235	-	2,102,395
Treasury bills	2,206,669	-	-	-	-	2,206,669
Assets pledged as collaterals	254,565	-	-	-	-	254,565
Due from other banks	10,020	1,032,923	23,240	56,122	10,490	1,132,795
Derivative assets-hedging instruments	-	20,052	-	-	-	20,052
Derivative assets-non hedging instruments	326	28,328	-	-	145	28,799
Loans and advances to customers	2,212,764	1,481,680	657	38,569	2,005	3,735,675
Investment securities	593,312	15,364	-	14,103	-	622,779
Other financial assets	75,387	100,813	55	33	-	176,288
Liabilities						
Customer's deposits	6,172,467	1,175,734	15,222	65,964	5,420	7,434,807
Derivative liabilities	299	5,596	-	-	145	6,040
Other financial liabilities	429,971	77,361	1,176	10,996	7,440	526,944
On-lending facilities	311,192	-	-	-	-	311,192
Borrowings	-	999,580	-	-	-	999,580

As at 31 December 2022, the Group had outstanding SWAP transactions with various counterparties. The SWAP transactions creates for the Bank both a right to receive US dollar of the notional SWAP amount at different maturities and an obligation to deliver NGN of the notional SWAP amount at different maturity. The total USD receivables at various maturity dates Is USD 1.66 billion while the naira payable at various maturities Is 714 billion.

In millions of Naira

At 31 December 2021	Naira	Dollar	GBP	Euro	Others	Total
Assets						
Cash and balances with central bank	1,382,751	3,703	1,846	9,367	-	1,397,667
Treasury bills	1,577,647	-	-	-	-	1,577,647
Assets pledged as collaterals	357,000	-	-	-	-	357,000
Due from other banks	-	458,061	8,542	51,111	339	518,053
Derivative Asset -Non Hedging Instrument	4,003	52,847	184	1	441	57,476
Loans and advances to customers	1,845,837	1,222,657	60	22,756	8,142	3,099,452
Investment securities	462,071	14,933	-	-	-	477,004
Other financial assets	11,275	123,501	-	18	-	134,794
Liabilities						
Customer's deposits	4,062,040	1,019,434	17,072	67,828	2,825	5,169,199
Derivative liabilities	3,820	10,438	-	470	442	15,170
Other financial liabilities	256,490	135,804	578	9,252	6,979	409,103
On-lending facilities	369,241	-	-	-	-	369,241
Borrowings	-	769,395	-	-	-	769,395
Debt securities issued	-	45,799	-	-	-	45,799

The Banks exposure to foreign currency risk Is largely concentrated in US Dollar. Movement In exchange rate between the US Dollar, and the Nigeriar Naira affects reported earnings through revaluation gain or loss and statement of financial position size through increase or decrease in the revalued amounts of assets and liabilities denominated in US Dollars. The Group's closing and average Dollar rate as at 31 December 2022 was N461.1 USD and N428 96/USD respectively..

The table below shows the impact on the Bank's profit and statement of financial position size if the exchange rate between the US Dollars, and Nigerian Naira had increased or decreased by 6% (31 December 2021: 9%), with all other variables held constant.

In millions of Naira	31 December 2022	31 December 2021
US Dollar effect of 9% (31 December 2021: 6%) up or (down) movement on profit before tax and balance sheet size	68,927	28,047
US Dollar effect of 9% (31 December 2021: 6%) up or (down) movement on profit before tax and statement of financial position size (in millions of Naira)	68,927	28,047
US Dollar effect of 9% (31 December 2021: 6%) up or (down) movement on OCI and statement of financial position size (in millions of Naira)	8,042	4,895
US Dollar effect of 9% (31 December 2021: 6%) up or (down) movement on OCI and statement of financial position size (in millions of Naira)	8,042	4,895

3.3.3.1 Foreign exchange risk

A fair value hedge is used to hedge a change in the fair value of an asset or liability or an unrecognized firm commitment that is attributable to a particular risk and could affect the profit or loss or other comprehensive income.
The Bank manages the foreign currency risk on a group basis and items that are subject to the same risk are managed together. The Bank has designated its foreign currency borrowings and term deposits as hedged items in a formal hedge relationship for accounting purposes.

a) Hedged item: The Bank has hedged the NGN/USD spot exchange rate risk arising from the translation of recognized foreign currency borrowings (see note 31) and term deposits (see note 28) denominated in United States Dollars (USD) to NGN. This risk is due to the sustained depreciation of the Naira against the Dollar, leading to revaluation losses.

b) Hedging instrument The Bank has designated the spot component of its currency swaps with the Central Bank of Nigeria (CBN) as the hedging instrument in the hedge relationship for accounting purposes.

c) Hedge ratio :The Bank has defined the hedge ratio as the actual ratio between the hedged item and hedging instruments. This is the ratio that the Bank uses for risk management purposes, which is appropriate for purposes of hedge accounting. The proportion of the hedging instrument designated in the hedge relationship is in line with the defined hedge ratio of 1:1.

d) Hedge effectiveness: An economic relationship between a hedged item and hedging instrument exists where the values of the hedged item and hedging instrument will typically move in opposite directions in response to movements in the hedged risk. The Bank's assessment is that gains and losses on the derivatives attributable to the spot component will continue to move in the opposite direction to the hedged items. The currency swap derivatives transaction was to "sell USD, buy NGN" at inception and "buy USD, sell NGN" at the forward date. A foreign currency gain is recognised if the Naira depreciates, and a loss recognised if it appreciates. For the hedged items - foreign currency liabilities, a foreign currency gain is recognised if the Naira appreciates, and a loss recognised if it depreciates. Therefore, management has assessed that there is an economic relationship between the hedging instrument and the hedged item as they will generally move in the opposite direction.

The designated amounts and currency denomination for the hedge instruments and hedge items are also closely aligned. The Bank determines hedge effectiveness at the inception of the hedge relationship, and through quarterly prospective effectiveness assessments. Sources of ineffectiveness include; timing differences between the settlement dates of the hedged item and hedging instruments, credit risk of the Bank and its counterparty to the forward contract, and the use of existing currency swaps at the designation dates.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of Naira	Bank
Total exposure to foreign exchange risk- fair value hedge	
- Interest bearing borrowings	271,705
- Term deposits	100,453

The Bank's accounting policy for its fair value hedges is set out in note 2.6 Further information about the hedging derivatives used by the Bank is provided below as at 31 st of December 2022:

In millions of Naira

At 31 December 2022	Risk Category	Average Strike Price	Nominal Amount of Hedging Instrument	Carrying Amount of Hedging Instrument	Changes in fair value used for calculatingHedging ineffectiveness	Line Item in the statement of financial position where the hedging instrument is located
		Number	**Assets**	**Assets**		
Hedge Type: Fair Value hedge						
CBN Currency Swap	Foreign Exchange risk	430	346,918	20,052	40,632	Derivative assets

In millions of Naira

At 31 December 2022	Risk Category	Carrying amount of hedged item	Change in fair value for calculating hedge ineffectiveness	Line Item In the statement of financial position where the hedging instrument is located
Hedge Type: Fair Value hedge		**Liabilities**		
Foreign exchange risk on foreign currency interest bearing borrowing	Foreign Exchange risk	271,705	(24,830)	Borrowings
Foreign exchange risk on term deposits	Foreign Exchange risk	100,453	(14,760)	Customer's deposits

In millions of Naira

At 31 December 2022			Hedge ratio	Effectiveness recognized in profit or loss	Hedge ineffectiveness recognized in profit or loss	Line item inprofit or loss that includeshedge ineffectiveness
Fair Value hedge						
Foreign exchange risk		-	93%	39,590	1,042	Trading gains

The notional contract amounts of the hedging instruments indicate the balance of designated hedging instruments at the reporting date. This balance fluctuates over the hedging period in line with the amortizing nature of the hedged items.

The following table shows the profile of the timing of the nominal amount of the hedging instrument

In millions of Naira	**At 31 December 2022**			
	Up to 1 month	**1-3 months**	**3-6 months**	**6-12 months**
Derivative assets - Hedging Gross settled				
Receivable	614	-	95,466	250,838
Payable	(614)	-	(95,466)	(250,838)

3.3.4 Interest Rate Risk

The Group is exposed to a considerable level of interest rate risk especially on the banking book (i.e. the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates). The Group has a significant portion of its liabilities in non-rate sensitive liabilities. This helps it in minimizing the impact of the exposure to interest rate risks. The Group also enjoys some form of flexibility in adjusting both lending and deposits rates to reflect market realities.

Group

The table below summarizes the Group's interest rate gap position:

At 31 December 2022

In millions of Naira	Note	Carrying Amount	Rate sensitive	Non rate sensitive
Assets				
Cash and balances with central banks	15	2,201,743	-	2,201,743
Treasury and other eligible bills (Amortized cost)	16	1,003,501	0	1,003,501
Assets pledged as collateral (Amortised cost)	17	228,474	-	228,474
Due from other banks	18	1,302,811	-	1,302,811
Derivative Asset - Hedging Instrument	19	20,052	-	20,052
Derivative Asset -Non Hedging Instrument	19	29,822	-	29,822
Loans and advances to customers	20	4,013,705	870,276	3,143,429
Investment securities (Amortized cost and Fair value through OCI)	21	1,715,889	-	1,715,889
Other financial assets	25	193,465	-	193,465
		10,709,462	**870,276**	**9,839,186**
Liabilities				
Customer deposits	28	8,975,654	3,145,312	5,830,342
Derivative liabilities	33	6,324	284	6,040
Other financial liabilities	29	545,938	-	545,938
On-lending facilities	30	311,192	-	311,192
Borrowings	31	963,450	292,215	671,234
Debt securities issued	32	-	-	-
		10,802,559	**3,437,811**	**7,364,746**
Total interest rate gap		**(93,097)**	**(2,567,535)**	**2,474,440**

The table shows the maturity profile of financial instruments that are rate sensitive.

At 31 December 2022

In millions of Naira	Up to 1 month	1 - 3 months	3 - 6 months	6 - 12 months	Over 1 year	Total rate sensitive
Assets						
Loans and advances to customers	40,139	607,695	43,640	30,958	147,844	870,276
	40,139	607,695	43,640	30,958	147,844	870,276
Liabilities						
Customer deposits	2,854,186	104,666	37,739	62,615	86,106	3,145,312
Borrowings	-	240,529	51,685	-	-	292,214
	2,854,186	**345,195**	**89,424**	**62,615**	**86,106**	**3,437,525**
Total interest repricing gap	**(2,814,047)**	**262,500**	**(45,784)**	**(31,657)**	**61,738**	**(2,567,250)**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

Impact of interest rate sensitivity on cash flows - Liabilities:

For its liabilities, the group is primarily exposed to changes in interest rate on variable borrowings. Impact on cash flow due to +/- 1 bps movement in Libor (holding all other variables constant) has been estimated to be N73 million.

At 31 December 2021

In millions of Naira	Note	Carrying Amount	Rate sensitive	Non rate sensitive
Assets				
Cash and balances with central banks	15	1,488,363	-	1,488,363
Treasury and other eligible bills (Amortized cost)	16	940,723	-	940,723
Assets pledged as collateral (Amortised cost)	17	157,907	-	157,907
Due from other banks	18	691,244	-	691,244
Derivative assets	42	-	-	-
Loans and advances to customers	20	3,355,728	1,539,700	1,816,028
Investment securities (Amortized cost and Fair value through OCI)	21	1,195,814	-	1,195,814
Other financial assets	25	148,821	-	148,821
		7,978,600	**1,539,700**	**6,438,900**
Liabilities				
Customer deposits	28	6,472,054	1,194,221	5,277,833
Derivative liabilties	32	-	-	-
Other financial liabilities	29	455,776	-	455,776
On-lending facilities	30	369,241	-	369,241
Borrowings	31	750,469	352,332	398,137
Debt securities issued	32	45,799	-	45,799
		8,093,339	**1,546,553**	**6,546,786**
Total interest repricing gap		**(114,739)**	**(6,853)**	**-**

The table shows the maturity profile of financial instruments that are rate sensitive.

In millions of Naira

At 31 December 2021	Up to 1 month	1 - 3 months	3 - 6 months	6 - 12 months	Over 1 year	Total rate sensitive
Assets						
Loans and advances to customers	524,255	39,430	155,212	36,113	784,690	1,539,700
	524,255	**39,430**	**155,212**	**36,113**	**784,690**	**1,539,700**
Liabilities						
Customer deposits	1,194,221	-	-	-	-	1,194,221
Borrowings	42,739	278,768	9,606	21,219	-	352,332
	1,236,960	**278,768**	**9,606**	**21,219**	**-**	**1,546,553**
Total interest repricing gap	**(712,705)**	**(239,338)**	**145,606**	**14,894**	**784,690**	**(6,853)**

Group

Interest rate sensitivity showing fair value interest rate risk

In millions of Naira	31 December 2022	31 December 2021
Financial assets at FVPL		
Treasury bills	1,243,038	824,222
Government bonds	12,442	22,338
Assets pledged as collateral	26,189	234,687
Total	1,281,669	1,081,247
Impact on income statement:		
Favourable change at 5% reduction in interest rate (2021:2%)	64,083	21,625
Unfavourable change at 5% increase in interest rate (2021:2%)	(64,083)	(21,625)
FVOCI investment securities		
Government bonds	833,849	541,629
Impact on other comprehensive income statement:		
Favourable change at 1% reduction in interest rate (2021: 2%)	8,338	10,833
Unfavourable change at 1% increase in interest rate (2021: 2%)	(8,338)	(10,833)

The management of interest risk against interest rate gap limits is supplemented by monitoring the sensitivity of the Group's financial assets and liabilities to various scenarios. Interest rate movement affects reported income by causing an increase or decrease in net interest income and fair value changes.

Bank

The table below summarizes the Bank's interest rate gap position:

At 31 December 2022

In millions of Naira	Note	Carrying Amount	Rate sensitive	Non rate sensitive
Assets				
Cash and balances with central banks	15	2,102,394	-	2,102,394
Treasury and other eligible bills (Amortized cost)	16	963,630	-	963,330
Assets pledged as collateral	17	228,376	-	228,376
Due from other banks	18	1,132,796	-	1,132,796
Derivative Asset - Hedging Instrument	19	20,052	-	20,052
Derivative Asset -Non Hedging Instrument	19	28,799	-	28,799
Loans and advances to customers	20	3,735,676	558,051	3,177,625
Investment securities (Amortized cost and Fair value through OCI)	21	612,220	-	612,220
Other financial assets	25	176,289	-	176,289
		9,000,232	**558,051**	**8,444,881**
Liabilities				
Customer deposits	28	7,434,806	2,673,518	4,761,287
Derivative liabilities	32	6,040	-	6,040
Other financial liabilities	29	526,945	-	526,945
On-lending facilities	30	311,192	-	311,192
Borrowings	31	999,580	292,215	707,365
Debt securities issued	32	-	-	-
		9,278,563	**2,965,733**	**6,312,829**
Total interest rate gap		**(278,331)**	**(2,407,682)**	**2,132,052**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

The table below shows the maturity profile of financial instruments that are rate sensitive.

At 31 December 2022	Up to 1 month	1 - 3 months	3 - 6 months	6 - 12 months	Over 1 year	Total rate sensitive
In millions of Naira						
Assets						
Loans and advances to customers	922	557,129	-	-	-	558,051
	922	557,129	**-**	**-**	**-**	**558,051**
Liabilities						
Customer deposits	2,673,518	-	-	-	-	2,673,518
Borrowings	-	240,529	51,685	-	-	292,214
	2,673,518	**240,529**	**51,685**	**-**	**-**	**2,965,732**
Total interest rate gap	**(2,672,596)**	**316,600**	**(51,685)**	**-**	**-**	**(2,407,681)**

Impact of interest rate sensitivity on cash flows - Liabilities:

For its liabilities, the group is primarily exposed to changes in interest rate on Libor based borrowings. Impact on cash flow due to +/- 9 bps movement in Libor (holding all other variables constant) has been estimated to be N157 million.

At 31 December 2021	Note	Carrying Amount	Rate sensitive	Non rate sensitive
In millions of Naira				
Assets				
Cash and balances with central banks	15	1,397,666	-	1,397,666
Treasury and other eligible bills (Amortized cost)	16	753,756	-	753,756
Assets pledged as collateral	17	157,907	-	157,907
Due from other banks	18	518,053	-	518,053
Derivative assets	42	54,476	-	54,476
Loans and advances to customers	20	3,099,452	1,253,615	1,845,837
Investment securities (Amortized cost and Fair value through OCI)	21	477,004	-	477,004
Other financial assets	25	134,794	-	134,794
		6,593,108	1,253,615	5,339,493
Liabilities				
Customer deposits	28	5,169,199	1,194,221	3,974,978
Derivative liabilities	29	15,170	-	15,170
Other financial liabilities	13	409,103	-	409,103
On-lending facilities	30	369,241	-	369,241
Borrowings	31	769,395	341,463	427,932
Debt securities issued	32	45,799	-	45,799
		6,777,907	**1,535,684**	**5,242,223**
Total interest rate gap		**(184,799)**	**(282,069)**	**97,270**

The table below shows the maturity profile of financial instruments that are rate sensitive.

At 31 December 2021	Up to 1 month	1 - 3 months	3 - 6 months	6 - 12 months	Over 1 year	Total rate sensitive
In millions of Naira						
Assets						
Loans and advances to customers	469,345	-	120,847	17,064	646,359	1,253,615
	469,345	**-**	**120,847**	**17,064**	**646,359**	**1,253,615**
Liabilities						
Customer deposits	1,194,221	-	-	-	-	1,194,221
Borrowings	42,739	267,899	9,606	21,219	-	341,463
	1,236,960	**267,899**	**9,606**	**21,219**	**-**	**1,535,684**
Total interest repricing gap	**(767,615)**	**(267,899)**	**111,241**	**(4,155)**	**646,359**	**(282,069)**

Bank

Interest rate sensitivity showing fair value interest rate risk

In millions of Naira	31 December 2022	31 December2021
Financial assets at FVPL		
Treasury bills	1,243,038	823,891
Government bonds	10,560	11,897
Assets pledged as collateral	26,189	199,093
Total	**1,279,787**	**1,034,881**
Impact on income statement:		
Favourable change at 5% reduction in interest rate(2021: 2%)	63,989	20,698
Unfavourable change at 5% increase in interest rate(2021: 2%)	(63,989)	(20,698)

The management of interest risk against interest rate gap limits is supplemented by the monitoring of the sensitivity of the Group's financial assets and liabilities to various scenarios. Interest rate movement affects reported income by causing an increase or decrease in net interest income and fair value changes.

The effect of 500 basis points movement on profit is considered moderate and we do not expect all the rates to move at the same time and in the same direction. This risk can largely be handled by the flexibility in the changing/adjusting rates on loans and deposits.

3.3.5 Equity and commodity price risk

The group is exposed to equity price risk as a result of holding non-quoted equity investments. Unquoted equity securities held by the group is composed mainly of the following:

(i) 7.795% equity holding in African Finance Corporation (AFC) valued at N86.6 billion and cost N40 billion.

(ii) 3.6% equity holding in Nigerian Interbank Settlement Scheme (NIBBS) valued at N1.75 billion and cost N50 million

(iii) 2.31% equity holding in FMDQ holdings pic valued at N2.90 billion.

(iv) 0.79% equity holding in Unified Payment Services (UPS) valued at N105.9 million

(v) 0.02% equity holdings in AFREXIM valued N266.4 million.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

The AFC is a private sector-led investment bank and development finance institution which has the Central Bank of Nigeria (CBN) as the single major shareholder (42.39%) with other African financial institutions and investors holding the remaining shares. The AFC operates a US Dollar-denominated statement of financial position and provides financing in this currency.

NIBSS was incorporated in 1993 and is owned by all licensed banks including the Central Bank of Nigeria (CBN). The Company is responsible for handling inter-bank payments, funds transfer and settlement, and it also operates the Nigerian Automated Clearing System (NACS).

The Group does not deal in commodities and is therefore not exposed to any commodity price risk. The sensitivity analysis of unquoted equity is stated in section 3.5 (c).

3.4 Liquidity risk

Liquidity risk is the potential loss arising from the Group's inability to meet its obligations as they fall due or its inability to fund increases in assets without incurring unacceptable cost or losses. Liquidity risk is not viewed in isolation, because financial risks are not mutually exclusive and liquidity risk is often triggered by consequences of other bank risks such as credit, market and operational risks.

3.4.1 Liquidity risk management process

The Group has a comprehensive liquidity risk management framework that ensures that adequate liquidity, including a cushion of unencumbered and high quality liquid assets is maintained at all times, to enable the Group withstand a range of stress events, including those that might involve loss or impairment of funding sources.

The Group's liquidity risk exposure is monitored and managed by the Asset and Liability Management Committee (ALCO) on a regular basis. This process includes:

a. Projecting cash flows and considering the level of liquid assets necessary in relation thereto;

b. Monitoring balance sheet liquidity ratios against internal and regulatory requirements;

c. Maintaining a diverse range of funding sources with adequate back-up facilities;

d. Managing the concentration and profile of debt maturities;

e. Monitoring deposit concentration in order to avoid undue reliance on large individual depositors and ensure a satisfactory overall funding mix;

f. Maintaining up-to-date liquidity and funding contingency plans. These plans identify early indicators of stress conditions and describe actions to be taken in the event of difficulties arising from systemic or other crises while minimizing any adverse long-term implications for the business;

g. Regular conduct of stress testing, coupled with testing of contingency funding plans from time to time.

The Maximum Cumulative Outflow has remained positive all through the short tenor maturity buckets. Assessments are carried out on contractual basis. These reveal very sound and robust liquidity position of the Group.

The Group maintains liquid assets and marketable securities adequate, within regulatory limits, to manage liquidity stress situation.

3.4.2 Stress testing and contingency funding
Stress testing

The Group considers different liquidity risk mitigation tools, including a system of limits and liquidity buffers in order to be able to withstand a range of different stress events and adequately diversify funding structure and access to funding sources. Those events are regularly reviewed and monitored by the Asset and Liability Committee (ALCO). Alternative scenarios on liquidity positions and on risk mitigants are considered. In line with standard risk management practice and global best practice, the Group:

(a). Conducts on a regular basis appropriate stress tests so as to;

- (i) Identify sources of potential liquidity strain; and
- (ii) Ensure that current liquidity exposures continue to conform to the liquidity risk tolerance established by the board.

(b). Analyses the separate and combined impact of possible future liquidity stresses on:

- (i) Cash flows;
- (ii) Liquidity position; and
- (iii) Profitability.

The Board and the Asset and Liability Committee (ALCO) regularly review the stresses and scenarios tested to ensure that their nature and severity remain appropriate and relevant to the Bank. These reviews take into the account the following;

a. Changes in market condition;

b. Changes in the nature, scale or complexity of the Bank's business model and activities; and

c. The Group's practical experience in periods of stress.

The Group considers the potential impact of idiosyncratic Institution-Specific, market-wide and combined alternative scenarios while carrying out the test to ensure that all areas are appropriately covered. In addition, the Group also considers the impact of severe stress scenarios.

Contingency Funding Plan

The Group maintains a contingency funding plan which sets out strategies for addressing liquidity. The Plan:

a. outlines strategies, policies and plans to manage a range of stresses;

b. establishes a clear allocation of roles and clear lines of management responsibility;

c. is formally documented;

d. includes clear invocation and escalation procedures;

e. is regularly tested and the result shared with the ALCO and Board;

f. outlines that Group's operational arrangements for managing a huge funding run;

g. is sufficiently robust to withstand simultaneous disruptions in a range of payment and settlement;

h. outlines how the Group will manage both internal communications and those with its external stakeholders; and

As part of the contingency funding plan process, the Group maintains committed credit lines that can be drawn in case of liquidity crises. These lines are renewed as at when due.

3.4.3 Funding approach

Our sources of liquidity are regularly reviewed by both the ALCO and the Treasury Group in order to avoid undue reliance on large individual depositors and to ensure that a satisfactory overall funding mix is maintained at all times. The funding strategy is geared toward ensuring effective diversification in the sources and tenor of funding. The Group however places greater emphasis on demand and savings deposits as against purchased funds in order to minimize the cost of funding.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

As part of the management of liquidity risk arising from financial liabilities, the Group holds liquid assets comprising cash and cash equivalents, and debt securities issued by sovereigns, which can be readily sold to meet liquidity requirements. In addition, the Group maintains agreed lines of credit with other banks.

(a) Exposure to liquidity risk

The key measure used by the Group for managing liquidity risk is the ratio of net liquid assets to deposits from customers. For this purpose, 'net liquid assets' includes cash and cash equivalents and investment-grade debt securities for which there is an active and liquid market less any balances with foreign banks and regulatory restricted cash. Customers' deposit excludes deposit denominated in foreign currencies. Details of the reported Group ratio of net liquid assets to deposits from customers at the reporting date and during the reporting period were as follows.

	Group		Bank	
	31 December 2022	**31 December 2021**	**31 December 2022**	**31 December 2021**
At year end	75.00%	71.19%	67.00%	59.73%
Average for the year	63.00%	70.43%	64.00%	57.96%
Maximum for the year	75.00%	72.18%	67.00%	61.14%
Minimum for the year	56.00%	68.72%	62.00%	52.37%

(b) Liquidity reserve

The table sets out the component of the Group's liquidity reserve. These are liquid instruments the Group uses to settle short term or current obligations.

In millions of naira	31 December 2022	31 December 2021
Group	**Gross value**	**Gross value**
Cash and balances with central banks	452,135	157,466
Treasury bills	2,246,946	1,765,760
Balances with other banks	1,302,886	668,425
Investment securities	660,485	1,123,565
Assets pledged as collaterals	-	-
Total	**4,662,452**	**3,715,216**
Bank		
Cash and balances with central banks	407,487	127,465
Treasury bills	2,206,707	1,578,042
Balances with other banks	1,132,871	432,139
Investment securities	383,973	293,733
Assets pledged as collaterals	-	-
Total	**4,131,038**	**2,431,379**

(c) **Financial assets available to support funding**

The table below sets out the availability of the Group's financial assets to support future funding

Group		At 31 December 2022			At 31 December 2021		
In millions of Naira	Note	Encumbered	Unencumbered	Total	Encumbered	Unencumbered	Total
Cash and balances with central banks	15	1,749,608	452,136	2,201,744	1,330,897	157,466	1,488,363
Treasury bills	16	-	2,246,540	2,246,540	-	1,764,945	1,764,945
Assets pledged as collateral	17	254,662	-	254,662	392,594	-	392,594
Due from other banks	18	115,315	1,187,496	1,302,811	23,543	667,701	691,244
Loans and advances	20	1,770	4,011,935	4,013,705	-	3,355,728	3,355,728
Investment securities	21	-	1,728,331	1,728,331	-	1,303,726	1,303,726
Other financial assets	25	-	193,464	193,464	-	148,821	148,821

Group		At 31 December 2022			At 31 December 2021		
In millions of Naira	Note	Encumbered	Unencumbered	Total	Encumbered	Unencumbered	Total
Bank							
Cash and balances with central banks	15	1,694,907	407,488	2,102,395	1,275,201	122,465	1,397,666
Treasury bills	16	-	2,206,669	2,206,669	-	1,577,647	1,577,647
Assets pledged as collateral	17	254,564	-	254,564	357,000	-	357,000
Due from other banks	18	115,315	1,017,481	1,132,796	85,972	432,081	518,053
Loans and advances	20	-	3,735,676	3,735,676	-	3,099,452	3,099,452
Investment securities	21	-	622,780	622,780	-	477,004	477,004
Other financial assets	25	-	176,829	176,829	-	134,794	134,794

(d) **Financial assets pledged as collateral**

The total financial assets recognized in the statement of financial position that have been pledged as collateral for liabilities as at 31 December 2022 and 31 December 2021 are shown above. Financial assets are pledged as collateral as part of sales and repurchases, borrowing transaction and collection agency transactions under terms that are usual for such activities.

The Group does not hold any financial assets accepted as collateral that the Group is permitted to sell or re-pledge in the absence of default.

3.4.4 Liquidity gap analysis

The table below presents the cash flows of the Group's financial assets and liabilities and other liabilities by their remaining contractual maturities at the statement of financial position date. The amounts disclosed in the table are the contractual undiscounted cash flows, whereas the Group manages the inherent liquidity risk based on expected undiscounted cash flows.

The Group's loan disbursement processes are centralized and controlled by Credit Risk Management Group (CRMG) of each banking subsidiary. All loan commitments advised to customers in offer letters are contingent on the satisfaction of conditions precedent to draw down and availability of funds. Additionally, the Group retains control of drawings on approved loan facilities, through a referral method, where any such drawings must be sanctioned before it is processed. This ensures that the Group's commitments on any loan is to the extent of the drawn amount at any point in time.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

The liquidity analysis of lease liability is disclosed in note 29c.

Group

At 31 December 2022	Note	Up to 1 month	1 - 3 months	3 - 6 months	6 - 12 months	Over 1 year	Gross nominal inflow/ (outflow)	Carrying amount
In millions of Naira								
Assets								
Non-derivative assets								
Cash and balances with central banks	15	463,163	938	-	-	1,697,512	2,161,613	2,201,743
Treasury bills	16	323,828	460,101	613,895	1,028,194	-	2,426,016	2,246,540
Assets pledged as collateral	17	4,595	85,164	35,375	21,161	302,153	448,448	254,663
Due from other banks	18	1,263,202	28,666	11,375	-	-	1,303,243	1,302,811
Loans and advances to customers	20	981,044	557,865	511,134	592,972	1,776,619	4,419,634	4,013,710
Investment securities	21	70,368	234,430	211,719	141,728	1,524,161	2,182,407	1,728,449
Other financial assets	25	168,268	713	30	76	54,575	223,662	194,791
		3,274,467	**1,367,876**	**1,383,529**	**1,784,130**	**5,355,020**	**13,165,022**	**11,942,707**

At 31 December 2022	Note	Up to 1 month	1 - 3 months	3 - 6 months	6 - 12 months	Over 1 year	Gross nominal inflow/ (outflow)	Carrying amount
Liabilities								
Non-derivative liabilities								
Customer's deposits	28	8,183,517	402,334	202,080	113,935	84,476	8,986,342	8,975,654
Other financial liabilities	29	396,598	124,131	385	9,569	16,503	547,186	545,938
On-lending facilities	30	2,771	23,000	18,092	29,871	276,278	350,012	311,192
Borrowings	31	35,146	225,342	370,726	229,298	130,980	991,491	963,449
		7,187,769	**495,526**	**381,958**	**320,194**	**504,624**	**10,875,031**	**9,377,460**
Derivative Asset - Hedging Instrument	19							
Gross settled:								
Receivable		614	-	95,466	250,838	-	346,918	20,052
Payable		(614)	-	(95,466)	(250,838)	-	(346,918)	20,052
Derivative Asset -Non Hedging Instrument								
Gross settled:								
Receivable		135,645	66,063	104,297	134,410	-	440,421	29,822
Payable		(105,614)	(27,258)	(63,881)	(134,400)	-	(331,169)	29,822
Net settled		13	13	48	252	-	326	326
Derivative liabilities	33							
Gross settled:								
Receivable		22,659	27,243	731	-	-	50,633	6,325
Payable		43,405	58,114	39,781	-	-	141,300	6,325
Net settled		-	11	46	242	-	299	299

At 31 December 2021	Note	Up to 1month	1 - 3 months	3 - 6 months	6 - 12 months	Over 1 year	Gross nominal inflow/(outflow)	Carrying amount
In millions of Naira								
Assets								
Non-derivative assets								
Cash and balances with central banks	15	157,466	-	-	-	1,330,897	1,488,363	1,488,363
Treasury bills	16	331,777	386,797	458,851	621,404	-	1,798,829	1,764,945
Assets pledged as collateral	17	6,724	7,255	108,864	152,604	309,561	585,008	392,594
Due from other banks	18	645,651	22,336	1,853	3,902	17,583	691,325	691,244
Loans and advances to customers	20	1,254,367	300,139	281,086	237,561	1,360,162	3,433,315	3,355,728
Investment securities	21	30,197	157,472	121,644	168,247	1,302,303	1,779,863	1,303,726
Other financial assets	25	117,750	105	-	-	40,888	158,743	148,821
		2,543,932	**874,104**	**972,298**	**1,183,718**	**4,361,394**	**9,935,446**	**9,145,421**

At 31 December 2021	Note	Up to 1month	1 - 3 months	3 - 6 months	6 - 12 months	Over 1 year	Gross nominal inflow/(outflow)	Carrying amount
Liabilities								
Non-derivative liabilities								
Customer's deposits	28	5,911,598	268,589	118,299	113,528	61,261	6,473,275	6,472,054
Other financial Liabilities	29	334,843	97,795	544	10,576	20,027	463,785	455,776
On-lending facilities	30	2,408	2,036	3,128	6,418	442,932	456,922	369,241
Borrowings	31	62,078	211,953	189,444	264,864	28,814	757,153	750,469
Debt securities issued	32	-	-	47,231	-	-	47,231	45,799
		6,310,977	**580,373**	**358,646**	**395,386**	**553,034**	**8,198,366**	**8,093,339**
Derivative assets	19							
Gross settled:								
Receivable		202,006	169,887	304,628	350,156	-	1,026,677	52,874
Payable		(190,367)	(153,433)	(297,946)	(339,275)	-	(981,021)	52,874
Net settled		**870**	**1,296**	**777**	**370**	**-**	**3,313**	**3,313**
Derivative liabilities	33							
Gross settled:								
Receivable		99,580	81,216	81,011	13,359	-	275,166	10,167
Payable		(460,439)	(412,973)	(27,726)	(13,611)	-	(914,749)	10,167
Net settled		**158,159**	**121,745**	**(69,492)**	**(205,906)**	**-**	**4,506**	**4,506**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

Bank

At 31 December 2022	Note	Up to 1month	1 - 3 months	3 - 6 months	6 - 12 months	Over 1 year	Gross nominal inflow/(outflow)	Carrying amount
In millions of naira								
Assets								
Non-derivative assets								
Cash and balances with central banks	15	407,488	-	-	-	1,694,907	2,102,395	2,102,394
Treasury bills	16	317,767	444,309	603,408	1,020,587	-	2,386,071	2,206,669
Assets pledged as collateral	17	4,595	85,066	35,375	21,161	302,153	448,350	254,565
Due from other banks	18	1,131,783	1,380	-	-	-	1,133,163	1,132,796
Loans and advances to customers	20	956,681	498,681	475,411	569,863	1,671,708	4,172,344	3,735,676
Investment securities	21	8,653	10,367	57,518	28,407	962,816	1,067,761	622,780
Other financial assets	25	150,690	-	-	-	54,467	205,157	176,289
		2,977,657	**1,039,803**	**1,171,712**	**1,640,018**	**4,686,051**	**11,515,241**	**10,231,169**
Liabilities								
Non-derivative liabilities								
Customer's deposits	28	6,921,203	314,782	166,668	42,783	-	7,445,436	7,434,806
Other financial Liabilities	29	385,106	124,060	282	9,439	16,034	534,921	526,945
On-lending facilities	30	2,771	23,000	18,092	29,871	276,278	350,012	311,192
Borrowings	31	35,146	225,342	384,559	251,594	130,980	1,027,621	999,580
Debt securities issued	32	-	-	-	-	-	-	-
		7,344,226	**687,184**	**569,601**	**333,597**	**423,292**	**9,257,990**	**9,272,523**

At 31 December 2021	Note	Up to 1month	1 - 3 months	3 - 6 months	6 - 12 months	Over 1 year	Gross nominal inflow/(outflow)	Carrying amount
Derivative Asset - Hedging Instrument	19							
Gross settled:								
Receivable		614	-	95,466	250,838	-	346,918	20,052
Payable		(614)	-	(95,466)	(250,838)	-	(346,918)	(20,052)
Derivative Asset - Non Hedging Instrument	19							
Gross settled:								
Receivable		135,651	66,063	104,297	134,410	-	440,421	28,799
Payable		(105,620)	(27,258)	(63,881)	(134,410)	-	(331,169)	28,799
Net settled		**13**	**13**	**48**	**252**	**-**	**326**	**326**
Derivative liabilities	33							
Gross settled:								
Receivable		22,659	27,243	731	-	-	50,633	5,741
Payable		43,405	58,114	39,781	-	-	141,300	5,741
Net settled		**-**	**11**	**46**	**242**	**-**	**299**	**299**

At 31 December 2021	Note	Up to 1month	1 - 3 months	3 - 6 months	6 - 12 months	Over 1 year	Gross nominal inflow/(outflow)	Carrying amount
In millions of naira								
Assets								
Non-derivative assets								
Cash and balances with central banks	15	122,465	-	-	-	1,275,201	1,397,666	1,397,666
Treasury bills	16	287,459	274,343	454,208	591,367	-	1,607,377	1,577,647
Assets pledged as collateral	17	6,724	7,255	108,864	152,536	275,790	551,169	357,000
Due from other banks	18	509,885	4,283	-	3,902	-	518,070	518,053
Loans and advances to customers	20	1,199,643	260,927	246,931	218,826	1,222,092	3,148,419	3,099,452
Investment securities	21	20,676	5,681	8,504	23,683	739,387	797,931	477,004
Other financial assets	25	103,636	105	-	-	40,888	144,629	134,794
		2,250,488	**552,594**	**818,507**	**990,314**	**3,553,358**	**8,165,261**	**7,561,616**
Liabilities								
Non-derivative liabilities								
Customer's deposits	28	5,083,367	75,982	8,111	2,786	86	5,170,332	5,169,199
Other financial Liabilities	29	287,950	97,634	544	10,576	12,884	409,588	409,103
On-lending facilities	30	2,408	2,036	3,128	6,418	442,932	456,922	369,241
Borrowings	31	62,078	200,950	219,239	264,864	28,814	775,945	769,395
Debt securities issued	32	-	-	47,231	-	-	47,231	45,799
		5,435,803	**376,602**	**278,253**	**284,644**	**484,716**	**6,860,018**	**6,762,737**

At 31 December 2021	Note	Up to 1month	1 - 3 months	3 - 6 months	6 - 12 months	Over 1 year	Gross nominal inflow/(outflow)	Carrying amount
Derivative Assets	19							
Gross settled:								
Receivable		183,399	105,119	267,385	402,905	-	958,808	53,473
Payable		(172,082)	(101,564)	(260,841)	(393,450)	-	(927,937)	53,473
Net settled		**870**	**1,986**	**777**	**370**	**-**	**4,003**	**4,003**
Derivative liabilities	33							
Gross settled:								
Receivable		72,203	112,517	60,007	-	-	244,727	11,350
Payable		(432,890)	(443,252)	(6,040)	-	-	(882,182)	11,350
Net settled		**832**	**1,978**	**736**	**323**	**-**	**3,819**	**3,819**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

The amounts in the tables above and below have been compiled as follows.

Type of financial instrument	Basis on which amounts compiled
Non-derivative financial liabilities and financial assets	Undiscounted cash flows, which include estimated interest payments.
Issued financial guarantee contracts	Earliest possible contractual maturity. For issued financial guarantee contracts, the maximum amount of the guarantee is allocated to the earliest period in which the guarantee could be called.
Derivative financial liabilities and financial assets	Contractual undiscounted cash flows. The amounts shown are the gross nominal inflows and outflows for derivatives that have simultaneous gross settlement (e.g. forward exchange contracts and currency swaps) and the net amounts for derivatives that are net settled.

The Group's expected cash flows on some financial assets and financial liabilities vary significantly from the contractual cash flows.

As part of the management of liquidity risk arising from financial liabilities, the Group holds liquid assets comprising cash and cash equivalents, and debt securities issued by sovereigns, which can be readily sold to meet liquidity requirements. In addition, the Group maintains agreed lines of credit with other banks and holds unencumbered assets that are eligible for use as collateral with central banks (these amounts are referred to as the 'Group's liquidity reserves').

Residual contractual maturities of off-balance sheet exposures.

Group

At 31 December, 2022	Carrying amount	Less than 3 months	3 -6 months	6 - 12 months	1 to 5 Years	More than 5 years
In millions of Naira						
Financial guarantees						
Usance	276,481	20,056	239,026	17,399	-	-
Letters of Credit	363,355	58,461	273,698	23,577	7,619	-
Performance bonds and Guarantees	384,381	71,184	99,505	144,771	51,272	17,650
Total	**1,024,217**	**149,701**	**612,229**	**185,747**	**58,891**	**17,650**

At 31 December, 2021	Carrying amount	Less than 3 months	3 -6 months	6 - 12 months	1 to 5 Years	More than 5 years
In millions of Naira						
Financial guarantees						
Usance	195,354	8,211	119,994	67,149	-	-
Letters of Credit	554,486	55,399	451,019	47,782	455	-
Performance bonds and Guarantees	364,632	44,099	57,286	68,951	109,700	84,427
Total	**1,114.,477**	**107,709**	**628,299**	**183,882**	**110,155**	**84,477**

Bank

At 31 December, 2022	Carrying amount	Less than 3 months	3 -6 months	6 - 12 months	1 to 5 Years	More than 5 years
In millions of Naira						
Financial guarantees						
Usance	276,481	20,056	239,026	17,399	-	-
Letters of Credit	279,791	33,202	235,279	11,310	-	-
Performance bonds and Guarantees	349,741	73,320	74,684	134,513	49,574	17,650
Total	**906,013**	**126,578**	**548,989**	**163,222**	**49,574**	**17,650**

At 31 December, 2021	Carrying amount	Less than 3 months	3 -6 months	6 - 12 months	1 to 5 Years	More than 5 years
In millions of Naira						
Financial guarantees						
Usance	195,354	8,211	119,994	67,149	-	-
Letters of Credit	398,605	462	359,581	38,562	169	-
Performance bonds and Guarantees	335,833	41,604	50,746	68,916	89,971	84,427
Total	**929,792**	**50,277**	**530,321**	**174,627**	**90,140**	**84,427**

3.5 Fair value of financial assets and liabilities

IFRS 7 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources; unobservable inputs reflect the Group's market assumptions. These two types of inputs have created the following fair value hierarchy.

(i) Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

(ii) Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

(iii) Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

This hierarchy requires the use of observable market data when available. The Group considers relevant and observable market prices in its valuations where possible.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

3.5.a Classification of financial assets and liabilities and fair value hierarchy

Group

The table below sets out the Group's classification of each class of its financial assets and liabilities and fair value heirachy.

At 31 December, 2022

In millions of Naira	Note	Carrying Value	Total Fair value	Level 1	Level 2	Level 3
Assets						
Carried at FVTPL:						
Treasury bills	16	1,243,039	1,243,039	129,703	1,113,336	-
Investment securities (Fixed income)	21	12,441	12,441	11,455	825	-
Derivative Asset - Hedging Instrument	19	20,052	20,052	-	20,052	-
Derivative Asset -Non Hedging Instrument	19	29,822	29,822	-	29,822	-
Asset pledged as collateral	17	26,287	26,287	9,997	16,290	-
Carried at FVOCI:						
Equity securities (unquoted)	21	93,883	93,883	-	-	93,883
Debt securities	32	833,549	833,549	833,549	-	-
Carried at amortized cost:						
Treasury bills	16	1,003,501	1,002,865	835,073	167,792	-
Assets pledged as collateral	17	228,376	228,394	222,646	5,749	-
Investment securities	21	794,422	762,668	465,654	194,226	102,788
Liabilities						
Carried at FVTPL						
Derivative liabilities	33	6,325	6,325	-	6,325	-

The carrying values of the following assets and liabilities are assumed to be their fair values:

- The carrying values of the following assets and liabilities (which are measured at amortized cost) are assumed to be their approximate fair values:
- Cash and balances with central banks
- Due from other banks
- Other financial assets
- Loans and advances to customers
- Customers deposits
- Other financial liabilities
- On-lending
- Borrowings
- See additional disclosures on valuation methods in Note 3.5d

At 31 December, 2021

In millions of Naira	Note	Carrying Value	Total Fair value	Level 1	Level 2	Level 3
Assets						
Carried at FVTPL:						
Treasury bills	16	824,222	824,222	270,914	553,308	-
Investment securities (Fixed income)	21	22,338	22,338	16,548	5,790	-
Derivative Asset -Non Hedging Instrument	19	56,187	56,187	-	56,187	-
Asset pledged as collateral	17	234,687	234,687	33,340	201,347	-
Carried at FVOCI:						
Equity securities (unquoted)	21	85,574	85,574	-	-	85,574
Debt securities	32	541,629	541,629	541,629	-	-
Carried at amortized cost:						
Treasury bills	16	940,723	935,838	599,325	336,513	-
Assets pledged as collateral	17	157,907	163,406	161,228	2,178	-
Investment securities	21	654,185	655,481	437,731	217,750	-
Liabilities						
Carried at FVTPL						
Derivative liabilities	33	14,647	14,647	-	14,647	-
Carried at Amortised cost						
Debt securities issued	32	45,799	46,656	46,656	-	-

Bank

The table below sets out the Bank's classification of each class of its financial assets and liabilities.

At 31 December, 2022

In millions of Naira	Note	Carrying Value	Total Fair value	Level 1	Level 2	Level 3
Assets						
Carried at FVTPL:						
Treasury bills	16	1,243,038	1,243,038	129,703	1,113,336	-
Investment securities (Fixed income)	21	10,560	10,560	10,433	127	-
Derivative Asset - Hedging Instrument	19	20,052	20,052	-	20,052	-
Derivative Asset -Non Hedging Instrument	19	28,799	28,799	-	28,799	-
Asset pledged as collateral	17	26,189	26,189	9,899	16,290	-
Carried at FVOCI:						
Equity securities (unquoted)	21	93,883	93,883	-	-	93,883
Carried at amortized cost:						
Treasury bills	16	963,630	963,669	795,877	167,792	-
Assets pledged as collateral	17	228,376	228,394	222,646	5,749	-
Investment securities	21	518,337	501,399	442,388	59,011	-
Liabilities						
Carried at FVTPL						
Derivative liabilities	33	6,040	6,040	-	6,040	-

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

The carrying values of the following assets and liabilities are assumed to be their fair values:

- Cash and balances with central banks
- Due from other banks
- Other financial assets
- Loans and advances to customers
- Customers deposits
- Other financial liabilities
- On lending
- Borrowings
- See additional disclosures on valuation methods in Note 3.5

31 December 2021

In millions of Naira	Note	Carrying Value	Total Fair value	Level 1	Level 2	Level 3
Assets						
Carried at FVTPL:						
Treasury bills	16	823,891	823,891	270,914	552,977	-
Investment securities (Fixed income)	21	11,897	11,897	11,799	98	-
Derivative Asset -Non Hedging Instrument	19	57,476	57,476	-	57,476	-
Asset pledged as collateral	17	199,093	199,093	33,340	165,753	-
Carried at FVOCI :						
Equity securities (Unquoted)	21	85,574	85,574	-	-	85,574
Treasury bills	16	753,756	748,633	589,834	158,799	-
Assets pledged as collateral	17	157,908	163,406	161,228	7,178	-
Investment securities	21	379,533	377,323	340,274	37,049	-
Liabilities						
Carried at FVTPL :						
Derivative liabilities	33	15,170	11,076	-	15,170	-
Carried at amortized cost:						
Debt securities issued	32	45,799	46,656	46,656	-	-

3.5.b Financial instruments measured at fair value- Reconciliation of level 3.

Group and Bank

In millions of Naira		
At 1 January 2021		3,912
Transfer due to non-availability of observable data	21	76,063
Gain recognised through other comprehensive income of equity investments		5,599
At 31 December, 2021		**85,574**
Reconciliation of Level 3 items		
At 1 January 2022		85,574
Addition	21	200
		8,109
At 31 December 2022		**93,883**

In current year, there was no transfer between fair value hierachy(2021:there was a transfer between fair value heirarchy from level 2 to level 3,due to the absence of observable market data).

3.5.c Level 3 fair value measurements

(i) Unobservable inputs used in measuring fair value

The table below sets out information about significant unobservable inputs used at 31 December 2022 and 31 December 2021 in measuring financial instruments categorized as level 3 in the fair value hierarchy.

Type of financial instrument	Fair values at 31 December, 2021	Valuation technique	Significant unobservable input
Unquoted equity investment	N93.85 billion	Equity DCF model.	- Cost of equity.
			- Terminal growth rate.

Risk premium is determined by adding country risk premium to the product of market premium and equity beta.

(ii) The effect of unobservable inputs on fair value measurements

Although the Group believes that its estimates of fair value are appropriate, the use of different methodologies or assumptions could lead to different measurements of fair value. For fair value measurement in Level 3, changing one or more of the assumptions would have the following effects.

In millions of Naira	At 31 December 2022 The lowest and highest values if the cost of equity and terminal growth rate decrease or increase by 1% and 0.25%respectively		
	Lowest value	Highest value	Actual value
AFC	85,303	93,554	89,359
FMDQ	2,217	2,622	2,402
NIBSS	1,521	1,825	1,660
UPSL	281	306	293
AFREXIM	111	118	114

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

The table below shows the effect of changes in cost of equity and terminal growth rate on other comprehensive income.

In millions of Naira	31 Dec 2022	31 Dec 2021
Effect of 1% decrease in cost of equity and 0.25% increase in terminal growth rate	4,897	1,126
Effect of 1% increase in cost of equity and 0.25% decrease in terminal growth rate	(4,394)	(1,099)

3.5.d Fair valuation methods and assumptions

(i) Cash and balances with central banks

Cash and balances with Central banks represent cash held with Central banks of the various jurisdictions in which the Group operates. The fair value of these balances is their carrying amounts.

(ii) Due from other banks

Due from other banks represents balances with local and correspondence banks, inter-bank placements and items in the course of collection. The fair value of the current account balances, floating placements and overnight deposits are their carrying amounts.

(iii) Treasury bills, assets pledged as collateral and investment securities

Treasury bills represent short term instruments issued by the Central banks of the jurisdiction where the Group has operations. The fair value of treasury bills and bonds are determined with reference to quoted prices (unadjusted) in active markets for identical assets.

The fair values of quoted equity securities are determined by reference to quoted prices (unadjusted) in active markets for identical instruments. The fair value of the unquoted equity is determined on the basis of the discounted cashflow methodology which takes into account the discounted stream of estimated future income and free cashflows of the investment. Subsequently, the percentage holding of the Bank is then applied on the derived company value. Where available the fair value of unquoted equity is determined using recent market observable data.

(iv) Loans and advances to customers

Loans and advances are carried at amortized cost net of provision for impairment. The estimated fair value of loans and advances represents the discounted amount of amortised cost balance net of provision for impairment. The balance is discounted at current market rates to determine the fair value.

(v) Other financial assets/financial liabilities

Other financial assets/financial liabilities represent monetary assets, which usually have a short recycle period and as such, whose fair values approximate their carrying amount.

(vi) Customer deposits, on-lending and borrowings

The estimated fair value of deposits with no stated maturity, which includes non-interest-bearing deposits, is the amount repayable on demand.

(vii) Derivatives

The Group uses widely recognised valuation models for determining the fair value of common and simple financial instruments, such as interest rate and currency swaps that use only observable market data and require little management judgement and estimation. Observable prices or model inputs are usually available in the market for listed debt and equity securities, exchange-traded derivatives and simple OTC derivatives such as interest rate swaps. Availability of observable market prices and model inputs reduces the need for management judgement and estimation and also reduces the uncertainty associated with determining fair values. Availability of observable markets prices and inputs varies depending on the products and markets and is prone to changes based on specific events and general conditions in the financial markets.

3.6 Capital management

The strategy for assessing and managing the impact of our business plans on present and future regulatory capital forms an integral part of the Group's strategic plan. Specifically, the Group considers how the present and future capital requirements will be managed and met against projected capital requirements. This is based on the Group's assessment and against the supervisory/regulatory capital requirements taking account of the Group business strategy and value creation to all its stakeholders.
The Group prides itself in maintaining very healthy capital adequacy ratio in all its areas of operations. Capital levels are determined either based on internal assessments or regulatory requirements. The Group maintained capital levels above the regulatory minimum prescribed in all its operating jurisdictions.

The Group's Capital Adequacy is reviewed regularly to meet regulatory requirements and standard of international best practices. The Group adopts and implements the decisions necessary to maintain the capital at a level that ensures the realisation of the business plan with a certain safety margin.

The Group undertakes a regular monitoring of capital adequacy and the application of regulatory capital by deploying internal systems based on the guidelines provided by the Central Bank of Nigeria (CBN) and the regulatory authorities of the subsidiaries for supervisory purposes.

The Group has consistently met and surpassed the minimum capital adequacy requirements applicable in all areas of operations.

Most of the Group's capital is Tier 1 (Core Capital) which consists of essentially share capital and reserves created by appropriations of retained earnings.

Banking subsidiaries in the Group, which are not incorporated in Nigeria, are directly regulated and supervised by their local banking regulators and are required to meet the capital requirement directive of the local regulatory jurisdiction. The Group meet all capital requests from these regulatory jurisdictions and determines the adequacy based on its expansion strategies and internal capital assessments.

The Group's capital plan is linked to its business expansion strategy, which anticipates the need for growth and expansion in its branch network and IT infrastructure. The capital plan sufficiently meets regulatory requirements as well as providing adequate cover for the Group's risk profile. The Group's capital adequacy remains strong and the capacity to generate and retain reserves continues to grow.

The Group will only seek additional capital where it finds compelling business need for it and with the expectation that the returns would adequately match the efforts and risks undertaken.

The following sources of funds are available to the Group to meet its capital growth requirements:

a. Profit from Operations: The Group has consistently reported good profit, which can easily be retained to support the capital base.

b. Issue of Shares: The Group has successfully assessed the capital market to raise equity and debt. With such experiences, the Group is confident that it can access the capital market when the need arises.

c. Bank Loans (long term/short term): In 2014 financial year, Zenith Bank commenced capital computations in accordance with Basel II standard under the guidelines issued by the Central Bank of Nigeria. The guidelines require capital adequacy computations based on the Standardized Measurement Approach for Credit Risk and Market Risk while Basic Indicator Measurement Approach was advised for Operational Risk. The capital requirement for the Bank has been set at 15% and an addition of 1% as a Systemically Important Bank (SIB) in accordance with the guidelines.

The table below shows the computation of the Group's capital adequacy ratio for the period ended 31 December 2022 as well as the 31 December 2021 comparatives. During those two periods, the individual entities within the Group complied with all

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

of the externally imposed capital requirements to which they are subject.
The Group and Bank's capital adequacy ratio are above the minimum statutory requirement.

In millions of Naira	Group		Bank	
	31-Dec-22	31-Dec-21	31-Dec-22	31-Dec-21
	Basel II	Basel II	Basel II	Basel II
Tier 1 capital				
Share capital	15,698	15,698	15,698	15,698
Share premium	255,047	255,047	255,047	255,047
Statutory reserves	311,411	275,993	278,602	243,414
SMEIES reserve	3,729	3,729	3,729	3,729
Retained earnings	625,005	607,203	494,429	466,249
Non-controlling interest	813	-	-	-
Total qualifying Tier 1 capital	**1,211,704**	**1,157,670**	**1,047,505**	**984,137**
Deferred tax assets	(18,343)	(1,837)	-	-
Intangible assets	(25,251)	(25,001)	(23,958)	(23,542)
Investment in capital of financial subsidiaries	-	-	(17,313)	(17,313)
Unsecured lending to subsidiaries within the same group	-	-	-	14,343
Adjusted Total qualifying Tier 1 capital	**1,168,110**	**1,130,832**	**1,006,234**	**957,625**
Tier 2 capital				
Other comprehensive income (OCI)	72,923	99,002	53,731	45,622
Total qualifying Tier 2 capital	**72,923**	**99,002**	**53,731**	**45,622**
Investment in capital and financial subsidiaries	-	-	(17,313)	(17,313)
Net Tier 2 Capital	72,923	99,002	36,418	28,309
Total regulatory capital	**1,241,033**	**1,229,834**	**1,042,652**	**985,934**
Risk-weighted assets				
Credit risk	4,961,579	4,756,267	4,335,844	4,053,986
Market risk	142,290	154,846	94,041	63,908
Operational risk	1,163,701	1,042,189	1,058,784	914,227
Total risk-weighted assets	6,267,570	5,953,302	5,488,669	5,032,121
Risk-weighted Capital Adequacy Ratio (CAR)	**20%**	**21 %**	**19 %**	**20 %**

3.7 Operational risk

Operational Risk is the risk of loss resulting from inadequate and /or failed internal processes, people and systems or from external events, including legal risk and any other risks that is deemed fit on an ongoing basis but exclude reputation and strategic risks. Operational risk exists in all products and business activities.

The Group has a broad Operational Risk management framework which defines the set of activities designed to proactively identify, assess and manage all operational risk components by aligning the people, technology and processes with best risk management practices towards enhancing stake holders' value and sustaining industry leadership.

Operational risk objectives include the following:

a. To provide clear and consistent direction in all operations of the group;

b. To provide a standardised framework and appropriate guidelines for creating and managing all operational risk exposures; and

c. To enable the group, identify and analyse events (both internal and external) that impact on its business.

The Operational Risk unit constantly conducts reviews to identify and assess the operational risk inherent in all material products, activities, processes and systems. It also ensures that all business units within the Bank monitor their operational risks using set standards and indicators. Significant issues and exceptions are reported to Risk Management and are also identified by the independent risk function for discussion at the risk management committee.

Disaster recovery procedures, business continuity planning, self-compliance assurance and internal audit also form an integral part of our operational risk management process.

The Bank uses the following tools and methodologies in the implementation of its Operational risk Management.

Risk and Control Self-Assessment (RCSA) - This is the process whereby risks that are inherent in Business Units strategies, objectives and activities are identified and the effectiveness of the controls over those risks evaluated and monitored bank wide. The Risk and Control Self-Assessment process address risks and controls comprehensively. It incorporates the process for evaluating and managing all aspects of risk that is inherent in how and where the business is done.

Key Risk Indicators (KRI) - Key Risk Indicator is measures which indicate the risk profile of the bank and any change thereof. KRIs act as early warning indicators and are used to monitor and predict potential operational loss events. KRIs are used in conjunction with system of thresholds. When the threshold or tolerance level for any KRI is breached, it triggers review, escalation or management action. Risk indicators help keep the operational risk management dynamic and risk profile current.

Loss Incident Reporting – Loss incidents are reported by all business units using the Loss incident reporting template. The discipline of collecting loss data is not only needed to understand the dimensions of risk the Bank faces but also used to motivate staff to consider and more actively control key elements of risk. The Bank-wide data collection promotes a dialogue within the Bank about determining the major operational risk exposures and reinforces more qualitative efforts to manage operational risk within each of the business lines.

Operational Risk Capital Computation – The bank, based on Central Bank of Nigeria guideline, adopted basic indicator approach (BIA) in the calculation of its Operational Risk Capital adequacy. The estimated operational Risk Capital Charge is reported to the Board and management for capital planning and decision making.

Business Continuity Management (BCM)

In line with ISO 22301 Standards, the bank has a robust documented Business Continuity Plan. The primary objective of this plan is to protect the bank in the event of an undesired event in the form of fire outbreak, flood, theft or robbery, thunderstorm, unexpected breakdown of systems, networks, equipment, etc or any other form of disaster. This plan ensures that the bank recover from disasters resulting in the partial or total loss of IT infrastructure and applications to normal business operations, in a timely, effective and efficient manner. The business continuity test is conducted at least once in a year. The process is driven at a committee level but ably championed by the Risk Management Group.

Operational Risk Reporting

Periodic Operational Risk report highlighting key Operational risk identified are rendered to the Board, Management and other relevant stakeholders for awareness and prompt implementation of mitigation plans.

3.8 Strategic risk

Strategic risk is a possible source of loss that might arise from the pursuit of an unsuccessful business plan. Strategic risk examines the impact of design and implementation of business models and decisions on earnings and capital as well as the organisation's responsiveness to industry changes. Processes and procedures have been established to ensure that the right models are employed and appropriately communicated to all decision makers in the Group on issues relating to strategic risk management. This has essentially driven the Group's sound banking culture and performance record to date.

3.9 Legal risk

Legal risk is defined as the risk of loss due to defective contractual arrangements, legal liability (both criminal and civil) incurred during operations by the inability of the organisation to enforce its rights, or by failure to address identified concerns to the appropriate authorities where changes in the law are proposed.

The Group manages this risk by monitoring new legislation, creating awareness of legislation among employees, identifying significant legal risks as well as assessing the potential impact of these.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

Legal risks management in the Group is also being enhanced by appropriate product risk review and management of contractual obligations via well documented Service Level Agreements and other contractual documents.

3.10 Reputational risk

Reputational risk is defined as the risk of indirect losses arising from a decline in the bank's reputation among one or multiple bank stakeholders. The risk can expose the Group to litigation, financial loss or damage to its reputation. The Group's reputation risk management philosophy involves anticipating, acknowledging and responding to changing values and behaviours on the part of a range of stakeholders. Accordingly, the following are the roles and responsibilities:

a. Board and senior management oversee the proper set-up and effective functioning of the reputational risk management framework;

b. Enterprise Risk Management Policy/Strategy (ERSP) is responsible for supporting the Board and senior management in overseeing the implementation of reputational risk management framework; and

c. Corporate Communications is responsible for managing both the internal and external communications that may impact the reputation of the Bank.

The process of reputation risk management within the Bank encompasses the following steps:

i. Identification: Recognizing potential reputational risk as a primary and consequential risk;

ii. Assessment: Conducting qualitative assessment of reputational risk based on the potential events that have been identified as reputational risk;

iii. Monitoring: Undertaking frequent monitoring of the reputational risk drivers;

iv. Mitigation and Control: Establishing preventive measures and controls for management of reputational risk and tracking mitigation actions;

v. Independent review: Subjecting the reputational risk measures and mitigation techniques to regular independent review by internal auditors and/or external auditors; and

vi. Reporting: Generating regular, action-oriented reports for management review.

3.11 Taxation risk

Taxation risk refers to the risk that new taxation laws will adversely affect the Group and/or the loss as a result of non-compliance with tax laws.

The taxation risk is managed by monitoring applicable tax laws, maintaining operational policies that enable the Group to comply with taxation laws and, where required, seeking the advice of tax specialists.

3.12 Regulatory risk

The Group manages the regulatory risk to which it is potentially exposed by monitoring new regulatory rules and applicable laws, and identifying significant regulatory risks. The Group strives to maintain appropriate procedures, processes and policies that enable it to comply with applicable regulation.

The Group maintains zero tolerance posture for any regulatory breach in all its area of operations.

4. Critical accounting estimate and judgements

The Group makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Impairment losses on loans and advances and impairment of debt securities issued by the Government of Ghana (GOG)

Measurement of the expected credit loss allowance for financial assets.

The measurement of the expected credit loss allowance for financial assets measured at amortised cost and FVOCI is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation techniques used in measuring ECL is further detailed in note 3.2.10 to 3.2.17.

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

i Input assumptions applied in estimating probability of default, loss given default and exposure at default;

ii Incorporation of forward-looking information;

Detailed information about the judgements and estimatesmade by the Group in the above areas is set out in note 3.2.10 to 3.2.17.

The table below shows the impact on expected credit losses on lans and advances of changes in macroeconomic risk drivers and how credit losses respond to 10% decrease and increase in macro-variables. This macro economic variables are crude production, GDP growth rate ,exchange rate, prime lending rate and inflation rate.

31 December 2022

In millions of Naira	10% increase	No change	10% decrease
Gross exposure	3,838,805	3,838,805	3,838,805
Loss allowance	102,921	103,129	117,335

The table below shows the impact on expected credit losses on investment securities of changes in discount rate.
31 December 2022

In millions of Naira	No change	0.5% Increase	1% increase
Gross balance of Investment securities issued by the Government Ghana	202,448	202,448	202,448
Loss allowance	(58,761)	(60,939)	(63,035)

4.2 Determining fair values

The determination of fair value for financial assets and liabilities for which there is no observable market prices requires the use of valuation techniques as described in note 3.5(c). For financial instruments that trade infrequently and have little price transparency, fair value is less objective, and requires varying degrees of judgment depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument.

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.

i) Level 1: Quoted market price (unadjusted) in an active market for an identical instrument.

ii) Level 2: Valuation techniques based on observable inputs, either directly - i.e, as prices - or indirectly - i.e derived from prices. This category includes instruments such as forward contracts, swaps etc. valued using; quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly or indirectly observable from market data.

iii) Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instrument that are valued based on quoted prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect differences between the instruments. See note 3.5c for sensitivity analysis on unquoted equity investments.

4.3 Deferred Tax Assets and Liabilities

The deferred tax assets and liabilities recognized by the Group is dependent on the availability of taxable profit in the foreseeable future to utilize the deferred tax. The Group reviews the carrying amount of the deferred tax at the end of each reporting period and recognizes an amount such that it is probable that sufficient taxable profit will be available which the Group can use the benefit therefrom.

In determining the deferred tax assets recognized in the financial statements, the Group has applied judgement in estimating the deferred tax recoverable in the foreseeable future. This involves the estimation of future income and expenses, and the consideration of non-taxable income and disallowable expenses in order to arrive at the future taxable profit / loss.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

5. Segment analysis

The Group's strategic divisions offer different products and services, and are managed separately based on the Group's management and internal reporting structure.

The Group's operations are primarily organised on the basis of its products and service offerings in Nigeria, while the banking operations outside Nigeria are reported separately for Africa and Europe. The following summary describes each of the Group's reportable segments:

(a) Corporate, Public, Retail Banking, Pension Custodial services and Nominee - Nigeria

This segment provides a broad range of banking and pension custodial services to a diverse group of corporations, financial institutions, investment funds, governments and individuals.

(b) Outside Nigeria Banking - Africa and Europe

These segments provide a broad range of banking services to a diverse group of corporations, financial institutions, investment funds, governments and individuals outside Nigeria. The reportable segments covers banking operations in other parts of Africa (Ghana, Sierra Leone and The Gambia) and in Europe (the United Kingdom) respectively.

Segment profit before tax, as included in internal management reports reviewed by the Group's Executive Management, is used to measure performance because management believes that this information is the most relevant in evaluating the results of the respective segments relative to other entities that operate within the same industries. Inter-segment pricing is determined on arm's length basis.

No single external customer accounts for 10% or more of the Group's revenue. The measurement policies the Group uses for segment reporting are the same as those used in its financial statements. There have been no changes from prior periods in the measurement methods used to determine reported segment profit or loss.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of Directors assess the financial performance and position of the group and makes strategic decisions. The board of Directors is the chief operating decision maker.

Information regarding each reportable segment is included in the tables below. The tables also show the reconciliation of the amounts in the statement of profit or loss and statement of financial position for the reportable segments to the amounts in the Group's statement of profit or loss and statement of financial position.

	Nigeria	Outside Nigeria		Total (Outside Nigeria)			
In millions of Naira 31 December 2022	**Corporate retail and pensions custodian services**	**Africa**	**Europe**		**Total reportable segments**	**Eliminations**	**Consolidated**
Interest and similar income	450,472	59,511	33,883	93,394	543,866	(3,700)	540,166
Total income on fee and commission	143,062	9,651	4,515	14,166	157,228	(12)	157,216
Other operating income	49,793	1,791	(1,062)	729	50,522	(15,028)	35,494
Trading gains	201,645	8,694	2,236	10,930	212,575	103	212,678
Total revenue	**844,972**	**79,647**	**39,572**	**119,219**	**964,191**	**(18,637)**	**945,554**
Revenue:							
Derived from external customers	826,335	79,647	39,572	119,219	945,554	-	945,554
Derived from other business segments	18,637	-	-	-	18,637	(18,637)	-
Total revenue	**844,972**	**79,647**	**39,572**	**119,219**	**964,191**	**(18,637)**	**945,554**
Interest expense	(153,022)	(17,785)	(6,432)	(24,217)	(177,239)	3,700	(173,539)
Impairment loss on financial assets	(62,021)	(58,867)	(1,322)	(60,189)	(122,210)	(1,042)	(123,252)
Depreciation charge	(24,636)	(1,509)	(485)	(1,994)	(26,630)	-	(26,630)
Amortisation charge	(3,131)	(314)	(233)	(547)	(3,678)	-	(3,678)
Fees and commission expense	(23,380)	(1,041)	-	(1,041)	(24,421)	-	(24,421)
Admin and operating expenses	(276,933)	(22,381)	(10,524)	(32,905)	(309,838)	454	(309,384)
Profit / (loss) before tax	301,849	(22,249)	20,575	(1,674)	300,175	(15,525)	284,650
Tax expense	(62,117)	5,695	(4,317)	1,378	(60,739)	-	(60,739)
Profit after tax	**239,732**	**(16,554)**	**16,258**	**(296)**	**239,436**	**(15,525)**	**223,911**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of Naira 31 December 2022	Nigeria Corporate retail and pensions sustanian services	Outside Nigeria		Total (Outside Nigeria)	Total reportable segments	Eliminations	Consolidation
		Africa	Europe				
Expenditure on non-current assers	71,501	3,259	398	3,657	75,158	-	75,158
Total assets	10,600,730	510,386	1,445,532	1,955,918	12,556,648	(271,019)	12,285,629
Other measures of assets:							
Loans and advances to customers	3,735,839	90,043	223,953	313,996	4,049,835	(36,130)	4,013,705
Treasury bills	2,206,935	39,603	-	39,603	2,246,538	-	2,246,538
Investment securities	648,654	155,125	924,555	1,079,680	1,728,334	-	1,778,334
Total liabilities	**9,378,927**	**451,703**	**1,313,009**	**1,764,712**	**11,143,639**	**(236,950)**	**10,906,689**
Other measures of liabilities							
Customer deposits	7,434,806	436,541	1,303,257	1,739,798	9,174,604	(198,951)	8,975,653
Borrowings	999,580	-	-	999,580	999,580	(36,130)	963,450

In millions of Naira 31 December 2021	Nigeria Corporate retail and pensions sustanian services	Outside Nigeria		Total reportable segments	Eliminations	Consolidation
		Africa	Europe			
Interest and similar income	342,517	68,955	16,309	427,781	(184)	427,597
Total income on fee and commission	120,648	8,590	3,646	132,884	-	132,884
Other operating income	53,528	1,599	(1,101)	54,026	(16,432)	37,594
Trading gains	171,469	(4,447)	461	167,483	-	167,483
Total revenue	688,162	74,697	19,315	782,174	(16,616)	765,558
Revenue:						
Derived from external customers	671,541	74,702	19,315	765,558	-	765,558
Derived from other business segments	16,621	(5)	-	16,616	16,616	-
Total revenue	**688,162**	**74,697**	**19,315**	**782,174**	**(16,616)**	**765,558**

In millions of Naira 31 December 2021	Nigeria Corporate retail and pensions sustanian services	Outside Nigeria		Total reportable segments	Eliminations	Consolidation
		Africa	Europe			
Interest expense	(82,723)	(22,152)	(2,102)	(106,977)	184	(106,793)
Impairment loss on financial assets	(56,167)	(2,033)	(1,732)	(59,932)	-	59,932
Depreciation charge	(23,316)	(1,701)	(288)	(25,305)	-	(25,305)
Amortisation charge	(3,195)	(312)	(272)	(3,779)	-	(3,779)
Fees and commission expense	(27,975)	(951)	-	(28,926)	-	(28,926)
Admin and operating expenses	(228,877)	(20,302)	(9,996)	(259,175)	(1,274)	(260,449)
Profit before tax	265,909	27,246	4,925	298,080	17,706	280,374
Tax expense	(26,033	18,937)	846	(35,816)	-	(35,816)
Profit / (loss)after tax	**239,876**	**18,309**	**4,079**	**262,264**	**17,706**	**244,558**

In millions of Naira 31 December 2021	Nigeria Corporate retail and pensions sustanian services	Outside Nigeria		Total reportable segments	Eliminations	Consolidation
		Africa	Europe			
Expenditure on non-current assets	47,805	3,484	205	51,494	-	51,494
Total assets	7,901,589	688,040	1,218,814	9,808,443	(360,600)	9,447,843
Other measures of assets:						
Loans and advances to customers	3,099,567	109,003	176,954	3,385,524	(29,796)	3,355,728
Treasury bills	1,583,254	181,692	-	1,764,946	-	1,764,946
Investment securities	498,234	180,567	624,924	1,303,725	-	1,303,725
Total liabilities	**6,825,424**	**564,897**	**1,103,832**	**8,494,153**	**(325,972)**	**8,168,181**
Other measures of liabilities						
Customer deposits	5,169,199	497,665	1,097,451	6,764,315	(292,261)	6,472,054
Borrowings	769,395	10,869	-	780,264	(29,795)	750,469

	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021

6. Interest and similar income

Loans and advances to customers	370,446	292,224	346,320	272,942
Placement with banks and discount houses	12,270	6,766	3,968	1,898
Treasury bills	43,609	40,426	32,972	19,520
Promissory note	1,332	1,344	1,330	1,341
Commercial papers	2,766	168	2,726	168
Government and other bonds	109,743	86,669	60,858	44,519
	540,166	**427,597**	**448,174**	**340,388**

Interest and similar income represents interest income on financial assets measured at amortised cost.

Interest income accrued on impaired financial assets amount to N5,228 million and N4,667 million (31 December 2021: N6,505 million and N6,505million) for Group and Bank respectively.

7. Interest and similar expense

Current Account	37,926	14,292	34,405	7,148
Savings accounts	32,150	16,653	31,885	16,348
Time deposits	52,634	29,377	38,269	14,061
Borrowed funds	48,747	43,044	46,391	42,276
Leases	2,082	3,427	2,069	2,885
	173,539	**106,793**	**153,019**	**82,718**

Total interest expense is calculated using the effective interest rate method reported above and does not include interest expense on financial liabilities carried at fair value through profit or loss.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

8. Impairment charge on financial and non-financial instruments

ECL on financial instruments:				
Loans and advances(see note 3.2.18)	38,343	48,873	38,429	48,357
Investment securities (see note 3.2.18)	62,742	2,993	1,918	(90)
Treasury Bills (see note 3.2.18)	(400)	(781)	(356)	(281)
Other financial assets (see note 3.2.18)	19,037	7,781	19,033	7,789
Due from other Banks (see note 3.2.18)	(649)	666	17	-
Assets pledged as collateral (see note 3.2.18)	(180)	(158)	(180)	(158)
Total ECL on financial instruments	-	-	-	-
Impairment (credit)/charge on non-financial	118,893	59,374	58,861	55,617
instruments:				
Off balance sheet (see note 3.2.18)	998	784	(326)	784
Other non financial assets (see note 25)	3,361	(226)	3,361	(226)
	123,252	**59,932**	**61,896**	**56,175**

	Group		Bank	
In millions of Naira	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021

9. Net income on Fees and commission

Credit related fees	6,609	9,451	1,406	5,294
Commission on turnover	1,165	1,613	-	-
Account maintenance fee	41,557	31,390	40,860	30,867
Income from financial guarantee contracts issued	10,536	8,894	6,829	6,629
Fees on electronic products	45,739	37,470	43,275	35,443
Foreign currency transaction fees and commission	3,389	3,298	3,258	2,590
Asset based management fees	9,595	8,276	-	-
Auction fees income	622	517	622	517
Corporate finance fees	1,691	186	1,691	118
Foreign withdrawal charges	15,551	9,129	15,535	9,129
Commission on letters of credit	8,541	8,603	8,303	8,322
Commissions on agency and collection services	12,221	14,057	11,699	13,251
Total fee and Commission income	157,216	132,884	133,478	112,160
Fees and commission expense	(24,421)	(28,926)	(23,380)	(27,975)
	132,795	**103,958**	**110,098**	**84,185**

The fees and commission income reported above excludes amount included in determining effective interest rates on financial assets that are not carried at fair value through profit or loss.

Total fee and commission income recognised at a point in time amount to N107,982 million and N84,636 million for Group and Bank (31 December 2021: N91,291 million and N71,092 million) respectively while an amount of N49,235million and N48,840 million (31 December 2021: N41,593 million and N41,068 million) was recognised over the service period.

10. Other operating income

	Group		Bank	
In millions of Naira	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
Dividend income from equity investments (see note a below)	2,223	2,754	17,148	19,186
Gain on disposal of property and equipment (see note 44(vii))	2,563	78	2,451	69
Income on cash handling	476	999	445	383
Loan recovery (see note c below)	5,030	7,975	4,426	7,616
Gain on disposal of equity investment	-	251	-	-
Foreign currency revaluation gain (See note b below)	25,202	25,537	25,320	26,012
	35,494	**37,594**	**49,790**	**53,266**

(a) Dividend income from equity investments represent dividend received from subsidiaries of N14,925 million and N2,223 million received from other equity instruments held for strategic purposes and for which the Group has elected to present the fair value and loss in other comprehensive income.

(b) Foreign currency revaluation gain represents net gain on the revaluation of foreign currency-denominated assets and liabilities. This also includes the effective portion of the gains on the derivatives designated in the fair value hedge of the foreign currency risk (note 3.3.3.1 and 11).

(c) This represents amount recovered for previously written-off facilities. The amount is recognised on a cash basis only.

11. Trading gains

(Loss)/gain on other trading books	(1,325)	42,438	(9,238)	46,368
Gain on treasury bills FVTPL	214,508	127,613	210,932	127,556
Loss on bonds FVTPL	(910)	(3,232)	(454)	(3,119)
Interest income on trading bonds	405	664	405	664
	212,678	**167,483**	**201,645**	**171,469**

Included in gain/(loss) on other trading books is a mark to market gain on derivatives instruments of N47.9 billion and N42.8 billion for Group and Bank respectively (31 December 2021: Group 42.6 billion and Bank N42.31 billion).

Hedge ineffectiveness recognized in Trading gain comprises: Fair value hedging				
FV gains on the derivatives designated as hedging instruments - (spot component only)	40,632	-	40,632	-
- Losses on the hedged items attributable to the hedged risk	(39,590)	-	(39,590)	-
-Fair value hedge ineffectiveness	**1,042**	**-**	**1,042**	**-**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

The effective portion of the fair value gains on the derivatives designated in the fair value hedge of the foreign currency risk has been transferred to other income to net off the recognised losses on the hedged item attributable to the hedged risk (see note 10(b))

	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021

12. Operating expenses

Directors' emoluments (see note 37 (b))	5,444	1,663	5,154	1,362
Auditors' remuneration	1,065	1,060	600	500
Deposit insurance premium	21,747	17,273	21,747	17,273
Professional fees	6,413	5,347	5,738	4,458
Training and development	2,934	1,588	2,858	1,419
Information Technology	30,971	28,716	27,662	27,540
Lease expense	593	985	583	46
Advertisement	8,787	7,100	8,622	6,919
Outsourcing services	14,758	14,773	14,571	14,754
Bank charges	11,936	7,725	11,124	6,729
Fuel and maintenance	29,648	20,656	25,905	16,804
Insurance	2,258	2,347	1,991	1,990
Licenses, registrations and subscriptions	4,712	4,142	3,246	3,379
Travel and hotel expenses	2,987	2,628	2,637	1,417
Printing and stationery	4,137	2,742	3,133	1,960
Security and cash handling	4,784	4,766	4,467	4,265
Fines & Penalties (see note 42)	-	4	-	4
Donations	1,697	4,450	1,670	4,372
AMCON levy	44,010	37,920	44,010	37,920
Telephone,postages and communication charges	9,709	7,189	9,323	6,625
Corporate promotions	8,230	4,698	7,999	4,551
Others	6,152	2,792	1,663	1,570
	222,972	**180,564**	**204,703**	**165,857**

Lease expense represent the amount of straight line amortisation on short term lease in which the Group/Bank has applied the recognition exception. For the year ended 31 December 2022 an amount of N593 million and N583 million for Group and Bank (31 December 2021: N985 million and N46 million) respectively

The Bank paid the external auditors' professional fees for the provision of Non audit services.

The total amount of non-audit services provided by the external auditors during the year was N118 million. These non-audit services were for the following: assessment of risk management practices (N40 million), assessment of compliance with whistle blowing guidelines (N10 million) and review of the Bank's corporate governance (N42 million), ACL training (N6 million), assurance on the bank's sustainability (N4 million) and professional service relating to the creation of a customer analytic portal for the bank (N16 million).

These services in the Bank's opinion, did not impair the independence and objectivity of the external auditors.

The Group auditors did not engage in any non-audit service for any of the bank's subsidiaries.

Included in training and development is a total 596 million which the bank paid as contribution to the industrial training fund.

In millions of Naira	Group		Bank	
	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021

13. Taxation

(a) Major components of the tax expense

	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021
Income tax expense				
Corporate tax	68,156	12,223	51,370	1,905
Information technology tax	3,026	2,626	2,940	2,546
Tertiary Education tax	6,775	2,716	6,595	2,598
Police trust fund levy	15	13	15	13
National agency for science and engineering infrastructure levy	735	643	735	643
National Fiscal Stabilization Levy & Financial Sector Recovery	-	2,043	-	-
Reversal of prior period over provision	(6,513)	-	(6,513)	-
Current income tax	72,194	20,264	55,142	7,705
Deferred tax expense:				
Origination of temporary differences	(11,455)	15,552	4,315	16,329
Income tax expense	60,739	35,816	59,457	24,034
Total tax expense	**60,739**	**35,816**	**59,457**	**24,034**

(b) Reconciliation of effective tax rate

In millions of Naira	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021
Profit before income tax	284,650	280,374	294,050	257,167
Tax calculated at the weighted average Group rate of 30% (2021: 30%)	85,395	84,112	88,215	77,150
Tax effect of adjustments on taxable income				
Effect of tax rates in other jurisdictions	(889)	(1,786)	-	-
Non-deductible expenses	35,802	40,208	17,658	34,303
Tax exempt income	(27,207)	(80,934)	(26,734)	(80,274)
Balancing charge	5,610	46	2,640	46
Tax loss utilised	(146)	(8,114)	-	(8,533)
Origination of Temporary differences	(11,455)	15,552	4,315	16,329
Information technology levy	3,026	2,626	2,940	2,546
Capital allowance utilised	(30,408)	(21,298)	(30,408)	(20,787)
Tertiary education tax	6,775	2,705	6,595	2,598
Reversal of prior period excess provision	(6,513)	-	(6,513)	-
National Fiscal Stabilization Levy & Financial Sector Recovery Levy	-	2,043	-	-
Police trust fund levy	15	13	15	13
NASENI	735	643	735	643
Total tax expense	**60,739**	**35,816**	**59,457**	**24,034**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of Naira	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021
(c) The movement in the current income tax payable balance is as follows:				
At start of the year	16,909	11,690	14,241	9,117
Tax paid	(24,247)	(15,045)	(7,728)	(2,581)
Current income tax charge (see note 13a)	72,194	20,264	55,142	7,705
	-	-	-	-
At end of the year	**64,856**	**16,909**	**61,655**	**14,241**

14. Earnings per share

Basic earnings per share

Basic earnings per share (EPS) is calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares in issue during the period.

In millions of Naira	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021
Profit attributable to shareholders of the Bank (N'million)	224,050	244,402	234,593	233,133
Number of shares in issue at end of the year (millions)	31,396	31,396	31,396	31,396
Weighted average number of ordinary shares in issue (millions)	31,396	31,396	31,396	31,396
Basic and diluted earnings per share (Naira)	7.14	7.78	7.47	7.43

Basic and diluted earnings per share are the same, as the Bank has no potentially dilutive ordinary shares.

15. Cash and balances with central banks

In millions of Naira	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021
Cash	85,437	84,077	66,067	55,899
Operating accounts and deposits with Central Banks	366,699	73,389	341,420	66,566
Mandatory reserve deposits with central bank (cash reserve)	1,668,919	1,250,208	1,614,217	1,194,512
Special Cash Reserve Requirement	80,689	80,689	80,689	80,689
	2,201,744	**1,488,363**	**2,102,394**	**1,397,666**
Current	452,136	157,466	407,488	122,465
Non current	1,749,608	1,330,897	1,694,906	1,275,201
	2,201,744	**1,488,363**	**2,102,394**	**1,397,666**

In millions of Naira	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021

16 Treasury bills

Treasury bills (FVTPL)	1,243,038	824,222	1,243,038	823,891
Treasury bills (Amortized cost)	1,003,908	941,539	963,669	754,151
ECL Allowance on treasury bills (Amortized cost) (see note 3.2.18)	(408)	(815)	(39)	(395)
	2,246,538	**1,764,946**	**2,206,668**	**1,577,647**
Classified as:				
Current	2,246,538	1,764,946	2,206,668	1,577,647
	2,246,538	1,764,946	2,206,668	1,577,647

Treasury bills measured at fair value through profit and loss are held for trading. The following treasury bills have maturities less than three months and are classified as cash and cash equivalents for purposes of the statements of cash flows (Note 41).	232,218	315,795	232,218	230,213
	232,218	**315,795**	**232,218**	**230,213**

17. Assets pledged as collateral

Bonds pledged as collateral	119,145	139,458	119,047	103,864
Treasury bills under repurchase agreement	135,536	253,334	135,536	253,334
ECL Allowance on assets pledged and under repo	(18)	(198)	(18)	(198)
	254,663	**392,594**	**254,565**	**357,000**

Included in assets pledged as collateral for group/bank are treasury bills at amortised cost of N109,346 million and bonds at amortised cost of N119,047 million(31 December 2021:treasury bills N54,241 million and bonds 103,864 million). All other assets pledged as collateral for Group/Bank are treasury bills at fair value.

Some of the balances are restricted (see note 3.4.3c).

The assets pledged as collateral were given to the counter parties without transferring the ownership to them. These are held by the counterparty for the term of the transaction being collateralized. These assets were pledged as collateral to Nigeria Interbank Settlement System (NIBBS) N3.74billion (31 December 2021: N3.63 billion), Federal Inland Revenue Services N8.43billion (31 December 2021: N8.18 billion), V-Pay N47 million (31 December 2021: N45.46million), Interswitch Limited N2,247 billion (31 December 2021: N2.18 billion), the Bank of Industry (Nigeria) N31.88 billion (31 December 2021: N32.89 billion), E- Tranzact N47 million (31 December 2021: N45.22 million), CBN Real Sector Support Fund (RSSF) N21.67 billion (31 December 2021: N22.22 billion),CBN settlement clearing (31 December 2021: N14.78 billion), System Specs/REMITA N2.3 billion (31 December 2021: N2.27 billion) and Financial Market dealers Quotation (FMDQ) N1.81 billion (31 December 2021: N17.62 billion), pension funds management companies, institutional investors and high net worth customers related to Zenith Bank Ghana totals N3.86 billion.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

Assets exchanged under repurchase agreement as at 31 December 2022 are with the following counterparties (note 31):

Counterparties

	Carrying value of asset	Carrying value of liability	Carrying value of asset	Carrying value of liability
	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021
ABSA (see note 31)	51,492	46,340	51,492	46,340
Standard Bank London (see note 31)	130,770	63,456	130,770	63,456
	182,262	**109,796**	**182,262**	**109,796**

Assets exchanged under repurchase agreement as at 31 December 2021 are with the following counterparties (note 31):

Counterparties

	Carrying value of asset	Carrying value of liability	Carrying value of asset	Carrying value of liability
	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021
ABSA (see note 31)	113,809	84,922	113,809	84,922
JP Morgan Chase (see note 31)	50,477	31,808	50,477	31,808
First Abu Dhabi Bank (see note 31)	61,388	42,448	61,388	42,448
Mashreq Bank (see note 31)	27,660	63,739	27,660	63,739
	253,334	**222,917**	**253,334**	**222,917**
Classified as:				
Current	142,905	253,306	142,807	253,306
Non-current	111,758	139,288	111,758	103,695
	254,663	**392,594**	**254,565**	**357,001**

	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021

18. Due from other banks

Current balances with banks within Nigeria	-	-	-	-
Current balances with banks outside Nigeria	907,358	377,238	957,902	501,450
Placement with banks	395,528	314,730	174,969	16,661
ECL allowance	(75)	(724)	(75)	(58)
	1,302,811	**691,244**	**1,132,796**	**518,053**
Classified as:				
Current	1,302,811	691,244	1,132,796	518,053

Included in balances with banks outside Nigeria is the amount of N45.02billion and N113.9billion for the Group and Bank respectively (31 December 2021: N23.54 billion and N85.97 billion for the Group and Bank respectively) which represents the Naira value of foreign currency balances held on behalf of customers in respect of letters of credit. The corresponding liabilities are included in other liabilities (See Note 29). Some of the balances are restricted (see note 3.4.3c).

	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Due from banks with maturity greater than 3 months and restricted balances::	46,407	29,986	115,315	94,157

19. Derivative assets

	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Instrument types (fair value):				
Forward and Swap Contracts	49,548	52,874	48,525	53,473
Futures contracts	326	3,313	326	4,003
	49,874	**56,187**	**48,851**	**57,476**
Instrument types (Notional amount) :				
Forward and Swap Contracts	960,894	867,926	924,485	909,300
Futures contract	24,624	109,503	37,659	180,571
Total	**985,518**	**977,429**	**962,144**	**1,089,871**

a) Hedging derivative assets

he Group estimates the fair value of the hedge derivative instrument transacted with the counterparties (CBN) using the discounted mark-to-market technique. The Group has designated part of its swap contracts with the CBN as hedging instruments in order to manage the foreign exchange volatility in its Profit or Loss. See note 3.3.4 for the mark to market value of these hedge asset .

b) Non-hedging derivative assets and liabilities

The Group enters into currency forward contracts with counterparties. On initial recognition, the Group estimates the fair value of derivatives transacted with the counterparties using the discounted mark-to-market technique. In many cases, all significant inputs into the valuation techniques are wholly observable e.g with reference to similar transactions in the wholesale dealer market. See note 3.3.4 for the mark-to-market value of these non-hedged assets.

During the year , various derivative contracts entered into by the Group generated a net gain which was recognized in the statement of profit or loss and other comprehensive income.

All derivative assets are current.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of Naira	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021
20. Loans and advances				
Overdraft	450,649	439,459	427,453	419,219
Term Loans	2,982,808	2,522,278	2,720,843	2,278,613
On Lending Facilities	690,509	540,141	690,509	540,141
Gross loans and advances to customers	4,123,966	3,501,878	3,838,805	3,237,973
Less: ECL Allowance (see note 3.2.18)	(110,261)	(146,150)	(103,129)	(138,521)
	4,013,705	**3,355,728**	**3,735,676**	**3,099,452**
Net Loans classified as:				
Current	2,133,065	1,456,094	1,958,733	1,376,248
Non-current	1,880,640	1,899,634	1,776,943	1,723,204
	4,013,705	**3,355,728**	**3,735,676**	**3,099,452**

Movement in ECL Allowance as at 31 December 2022 is presented in Note 3.2.18.

In millions of Naira	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021
21. Investment securities				
Debt securities				
At amortised cost (see note iii)	852,145	657,950	520,921	380,199
At FVTOCI	833,849	541,629	-	-
ECL allowance (see note 3.2.18)	(63,986)	(3,766)	(2,583)	(666)
Net debt securities measured at amortised cost and FVTOCI	1,622,008	1,195,813	518,338	379,533
Debt securities (measured at fair value through profit or loss) (see note ii)	12,443	22,338	10,560	11,897
Net debt securities	1,634,451	1,218,151	528,898	391,430
Equity securities				
At fair value through other comprehensive income (see note (i) below)	93,883	85,574	93,883	85,574
	1,728,334	**1,303,725**	**622,781**	**477,004**

Movement in impairment allowance on investment securities is presented in Note 3.2.18

Classified as:	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021
Current	101,339	53,960	77,887	21,476
Non-current	1,626,995	1,249,765	544,894	455,528
	1,728,334	**1,303,725**	**622,781**	**477,004**

(i) The Group holds equity investments in unquoted entities which the Group has elected to carry at fair value through other comprehensive income. These investments are held for strategic purposes rather than for trading purposes see note 3.3.5.

ii. The Group and Bank debt securities measured at FVTPL comprise FGN bonds (31 December 2022: N12.44 billion and N10.5 million respectively; 31 December 2021; N22.33 and N11.9 billion respectively).

(iii) The Group's debt securities measured at amortised cost can be analysed as follows:

	Group		Bank	
In millions of Naira	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
Sovereign (Federal)	660,485	559,584	383,973	281,833
Sub-sovereign (State)	32,996	19,163	31,636	19,163
Corporate bonds	120,438	52,230	67,798	52,230
Promissory note	18,464	17,096	18,425	17,096
Commercial papers	19,762	9,877	19,089	9,877
	852,145	**657,950**	**520,921**	**380,199**

22. Investment in subsidiaries

The following table lists the entities which are controlled by the Group, either directly or indirectly through subsidiaries.

Bank

	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Name of company	**Ownership interest %**	**Ownership interest %**	**Carrying amount**	
Zenith Bank (Ghana) Limited	99.42%	99.42%	7,066	7,066
Zenith Bank (UK) Limited	100.00%	100.00%	21,482	21,482
Zenith Bank (Sierra Leone) Limited	99.99%	99.99%	2,059	2,059
Zenith Bank (Gambia) Limited	99.96%	99.96%	1,038	1,038
Zenith Pensions Custodian Limited	99.00%	99.00%	1,980	1,980
Zenith Nominees	99.00%	99.00%	1,000	1,000
			34,625	**34,625**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

(b) Condensed results of consolidated entities

31 December 2022	Zenith Group	Intra-group transactions and balance	Zenith Bank Plc	Zenith Bank Ghana	Zenith Bank UK	Zenith Bank Sierra Leone	Zenith Bank Gambia	Zenith Pension Custodian	Zenith Nominee Limited
Condensed statement of profit or loss									
Operating income	945,554	(18,637)	833,087	70,785	39,572	5,790	3,072	11,470	415
Expenses	(537,652)	3,112	(477,141)	(39,812)	(16,659)	(2,871)	(1,445)	(2,750)	(86)
Inpairment charge for financial and non-financial assets	(123,252)	-	(61,896)	(58,749)	(2,368)	(90)	(24)	(63)	(62)
Profit/(loss) before tax	284,650	(15,525)	294,050	(27,776)	20,545	2,829	1,603	8,657	267
Taxation	(60,739)	-	(59,457)	6,753	(4,317)	(709)	(349)	(2,524)	(136)
Profit/(loss) for the year	**223,911**	**(15,525)**	**234,593**	**(21,023)**	**16,228**	**2,120**	**1,254**	**6,133**	**131**
Condensed statement of financial position									
Assets									
Cash and balances with central banks	2,201,744	-	2,102,394	92,246	16	3,337	3,751	-	-
Treasury bills	2,246,538	-	2,206,668	22,789	-	-	16,814	267	-
Assets pledged as collateral	254,663	-	254,565	98	-	-	-	-	-
Due from other banks	1,302,811	(198,950)	1,132,796	63,175	290,321	8,667	6,023	763	16
Derivative asset held for risk management	49,874	-	48,851	-	1,023	-	-	-	-
Loans and advances	4,013,705	(36,130)	3,735,676	85,764	223,953	2,510	1,769	163	-
Investment securities	1,728,334	-	622,781	135,912	924,555	15,762	3,451	23,691	2,182
Investment in subsidiaries	-	(34,625)	34,625	-	-	-	-	-	-
Deferred tax asset	18,343	-	-	15,017	3,241	61	6	13	5
Other assets	213,523	(1,326)	193,792	17,248	773	304	310	2,385	37
Property and equipment	230,843	-	214,572	13,023	1,192	470	1,315	266	5
Intangible assets	25,251	-	23,958	458	458	53	62	247	15
	12,285,629	**(271,031)**	**10,570,678**	**445,730**	**1,445,532**	**31,164**	**33,501**	**27,795**	**2,260**

31 December 2022	Zenith Group	Intra-group transactions and balance	Zenith Bank Plc	Zenith Bank Ghana	Zenith Bank UK	Zenith Bank Sierra Leone	Zenith Bank Gambia	Zenith Pension Custodian	Zenith Nominee Limited
Liabilities & Equity									
Customer deposits	8,975,653	(198,951)	7,434,806	388,556	1,303,257	23,831	24,154	-	-
Derivative liabilities	6,325	-	6,040	75	210	-	-	-	-
Current income tax	64,856	-	61,655	(545)	564	444	291	2,382	65
Deferred income tax liabilities	16,654	-	15,911	743	-	-	-	-	-
Other liabilities	568,559	(1,324)	546,347	11,511	8,978	655	1,443	786	163
On-lending facilities	311,192	-	311,192	-	-	-	-	-	-
Borrowings	963,450	(36,130)	999,580	-	-	-	-	-	-
Equity and reserves	1,378,940	(34,627)	1,195,147	45,390	132,523	6,237	7,614	24,626	2,030
	12,285,629	**(271,032)**	**10,570,678**	**445,730**	**1,445,532**	**31,167**	**33,502**	**27,794**	**2,258**
Condensed statement of cash flow									
Net cash (used in)/from operating activities	1,179,123	(137,609)	1,279,759	158,905	(142,081)	13,619	1,985	4,226	329
Net cash (used in)/from financing activities	(97,606)	5,323	79,278	(14,549)	(3,102)	-	-	(6,000)	-
Net cash (used in)/from investing activities	(363,231)	120,212	(408,165)	(91,331)	12,344	441	1,354	2,251	337
Increase / (decrease) in cash and cash equivalents	**718,386**	**(12,074)**	**792,316**	**53,025**	**(132,839)**	**14,050**	**3,339**	**477**	**(8)**
Cash and cash equivalents									
At start of period	1,134,519	171,527	776,574	125,771	48,266	1,680	9,084	1,486	131
Exchange rate movements on cash and cash equivalents	87,954	-	88,295	(343)	-	-	-	-	2
At end of period	1,940,759	159,453	88,295	178,453	(84,573)	15,730	12,423	1,963	125
Increase / (decrease) in cash and cash equivalents	**718,286**	**(12,074)**	**792,316**	**53,025**	**(132,839)**	**14,050**	**3,339**	**477**	**(8)**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

31 December 2021	Zenith Group	Intra-group transactions and balance	Zenith Bank Plc	Zenith Bank Ghana Limited	Zenith Bank UK Limited	Zenith Bank Sierra Leone Limited	Zenith Bank Gambia Limited	Zenith Pension Custodian Limited	Zenith Nominee Limited
Condensed statement of profit or loss									
Operating income	765,558	(16,616)	677,283	66,960	19,315	5,088	2,649	10,521	358
Expenses	(425,252)	(1,090)	(363,941)	(41,655)	(12,658)	(2,434)	(1,329)	(1,963)	(182)
Impairment charge for financial and non-financial assets	(59,932)	-	(56,175)	(1,954)	(1,732)	(52)	(27)	8	-
Profit before tax·	280,374	(17,706)	257,167	23,351	4,925	2,602	1,293	8,566	176
Taxation	(35,816)	-	(24,034)	(7,972)	(846)	(651)	(314)	(1,953)	(46)
Profit / loss for the year	**244,558**	**(17,706)**	**233,133**	**15,379**	**4,079**	**1,951**	**979**	**6,613**	**130**
Condensed statement of financial position									
Assets									
Cash and balances with central banks	1,488,363	-	1,397,666	85,498	12	1,053	3,826	286	22
Treasury bills	1,764,946	-	1,577,647	165,906	-	-	15,786	5,478	129
Assets pledged as collateral	392,594	-	357,000	35,594	-	-	-	-	-
Due from other banks	691,244	(292,261)	518,053	39,437	412,509	7,507	5,999	-	-
Derivative asset held for risk management	56,187	(2,736)	57,476	-	1,447	-	-	-	-
Loans and advances	3,355,728	(29,796)	3,099,452	105,423	176,954	2,396	1,184	114	1
Investment securities	1,303,725	-	477,004	155,824	624,924	21,310	3,433	19,335	1,895
Investment in subsidiaries	-	(34,625)	34,625	-	-	-	-	-	-
Deferred tax asset	1,837	-	-	1,654	86	95	2	-	-
Other assets	168,210	(1,182)	152,326	13,828	873	497	302	1,523	43
Property and equipment	200,008	-	177,501	18,670	1,565	821	1,265	170	16
Intangible assets	25,001	-	23,542	577	444	88	65	265	20
	9,447,843	**(360,600)**	**7,872,292**	**622,411**	**1,218,814**	**33,767**	**31,862**	**27,171**	**2,126**

31 December 2021	Zenith Group	Intra-group transactions and balance	Zenith Bank Plc	Zenith Bank Ghana Ltd Limited	Zenith Bank UK Limited	Zenith Bank Sierra Leone Limited	Zenith Bank Gambia Limited	Zenith Pension Custodian Limited	Zenith Nominee Limited
Liabilities & Equity									
Customer deposits	6,472,054	(292,261)	5,169,199	448,256	1,097,451	25,593	23,816	-	-
Derivative liabilities	14,674	(2,737)	15,170	2,241	-	-	-	-	-
Current income tax	16,909	-	14,241	-	276	127	276	1,942	47
Deferred income tax liabilities	11,603	-	11,596	-	-	-	-	5	2
Other liabilities	487,432	(1,179)	427,876	51,738	6,105	973	1,008	733	178
On-lending facilities	369,241	-	369,241	-	-	-	-	-	-
Borrowings	750,469	(29,795)	769,395	10,869	-	-	-	-	-
Debt securities issued	45,799	-	45,799	-	-	-	-	-	-
Equity and reserves	1,279,662	(34,628)	1,049,775	109,307	114,982	7,074	6,762	24,491	1,899
	9,447,843	**(360,600)**	**7,872,292**	**622,411**	**1,218,814**	**33,767**	**31,862**	**27,171**	**2,126**
Condensed cash flow									
Net cash (used in)/from operating activities	1,175,809	(140,923)	1,279,759	158,905	(142,081)	13,609	1,985	4,226	329
Net cash (used in)/from financing activities	(97,088)	5,841	(79,278)	(14,549)	(3,102)	441	1,354	(6,000)	-
Net cash (used in)/from investing activities	(360,434)	123,009	(408,165)	(91,331)	12,344	-	-	2,251	(337)
Increase/ (Decrease) in cash and cash equivalents	**718,287**	**(12,073)**	**792,316**	**53,025**	**(132,839)**	**14,050**	**3,339**	**477**	**(8)**
Cash and cash equivalents									
At start of year	1,134,519	171,527	776,574	125,771	48,266	1,680	9,084	1,486	131
Exchange rate movements on cash and cash equivalents	87,954	-	88,295	(343)	-	-	-	-	2
At end of year	1,940,760	159,454	1,657,185	178,453	(84,573)	15,730	12,423	1,963	125
Increase/ (decrease) in cash and cash equivalents	**718,287**	**12,073**	**792,316**	**53,025**	**(132,839)**	**14,050**	**3,339**	**477**	**(8)**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

Apart from Zenith Bank Pensions Custodian Limited and Zenith Nominees Limited, which are incorporated in Nigeria, the remaining subsidiaries are incorporated in their respective countries.

Zenith Bank (Ghana) Limited provides Corporate and Retail Banking services. It was incorporated on April 15, 2005 and commenced operations on September 16, 2005.

Zenith Pensions Custodian Limited provides pension funds custodial services to Licensed Pension Fund Administrators (PFAs) and Closed Pension Funds Administrators under the Pension (Reform) Act, 2004. It was incorporated in Nigeria on March 1, 2005. The name was changed from "Zenith Pensions Limited" to "Zenith Pensions Custodian Limited" on September 20, 2005. It was licensed by the National Pension Commission as a custodian of pension funds and assets on December 7, 2005 and commenced operations in December 2005.

Zenith Bank (UK) Limited provides wholesale and investment banking services in the United Kingdom. It was incorporated on February 17, 2006 and commenced operations on March 30, 2007.

Zenith Bank (Sierra Leone) Limited provides corporate and retail banking services. It was incorporated in Sierra Leone on September 17, 2007 and granted an operating license by the Bank of Sierra Leone on September 10, 2008. It commenced banking operations on September 15, 2008.

Zenith Bank (Gambia) Limited provides corporate and retail banking services. It was incorporated in The Gambia on October 24, 2008 and granted an operating licence by the Central Bank of Gambia on December 30, 2009. It commenced banking operations on January 18, 2010.

Zenith Nominees Limited which is incorporated in Nigeria provides nominees, trustees, administrators and executorship services for non-pension assets. It was incorporated in Nigeria on April 6, 2006.

There are no significant restrictions on the ability of subsidiaries to transfer funds to the Group in the form of cash dividends or repayment of loans and advances.

23. Investment in associates

The Group's investments under the Small and Medium Enterprises Equity Investment Scheme ("SMEEIS") is in compliance with the Policy Guidelines for 2001 Fiscal Year (Monetary Policy Circular No. 35). The Group generally holds 20 percent or more of the voting power of the investee and is therefore presumed to have significant influence over the investee. In instances where the Group holds less than 20 percent of the voting power of the investee, the Group concluded that it has significant influence due to the Group's representation on the Board of the relevant investee, with such Board generally limited to a small number of Board members.

There were no published price quotations for any associates of the Group. Furthermore, there are no significant restrictions on the ability of associates to transfer funds to the Group in the form of cash dividends or repayment of loans and advances. The investment in associates have been fully impaired. Hence the carrying amount of the investment in associates is Nil as at 31 December 2022 (31 December 2021: Nil).

24. Deferred tax balances

(i) Deferred tax asset

	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Unutilised capital allowances	32	15,057	-	15,100
ECL allowance on not-credit impaired financial instruments	21,149	11,017	6,132	8,914
Tax loss carry forward	6	(8)	-	-
Other assets	587	1,071	-	-
Lease liability	2,898	2,325	2,898	2,325
Foreign exchange differences	2,701	-	-	-
Total deferred tax asset	**27,373**	**29,462**	**9,030**	**26,339**
Set-off of deferred tax asset against deferred tax liabilities pursuant to set-off provisions (see (ii) below)	(9,030)	(27,625)	(9,030)	(26,339)
Net deferred tax asset	**18,343**	**1,837**	**-**	**-**

(ii) Deferred tax liability

	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Property and equipment	17,296	16,861	16,553	15,989
Right of use asset	3,161	4,151	3,161	4,151
Foreign exchange differences	5,227	17,795	5,227	17,795
Fair value reserves	-	421	-	-
Total deferred tax liability	25,684	39,228	24,941	37,935
Set-off of deferred tax asset against deferred tax liabilities pursuant to set-off provisions (see (i) above)	(9,030)	(27,625)	(9,030)	(26,339)
Net deferred tax liability	**16,654**	**11,603**	**15,911**	**11,596**

Group

31 December 2022

Movements in temporary differences during the year	1 January 2022	Recognised in profit or loss	31December 2022
Asset			
Other assets	1,071	(484)	587
Unutilized capital allowances	15,057	(15,025)	32
ECL Allowance on not-credit impaired financial instruments	11,017	10,132	21,149
Tax loss carry forward	(8)	14	6
Fair value reserve	-	2,701	2,701
Lease liability	2,325	573	2,898
	29,462	**(2,089)**	**27,373**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

31 December 2021

Movements in temporary differences during the year	1 January 2022	Recognised in profit or loss	31December 2022
Liabilities			
Property and equipment	16,861	435	17,296
Right of use asset	4,151	(990)	3,161
Fair value reserve	421	(421)	-
Foreign exchange differences	17,795	(12,568)	5,227
	39,228	**(13,544)**	**25,684**

Bank

31 December 2022

Movements in temporary differences during the year	1 January 2022	Recognised in profit or loss	31December 2022
Asset			
ECL Allowance on not-credit impaired financial instruments	8,914	(2,782)	6,132
Unutilized capital allowances	15,100	(15,100)	-
Lease liability	2,325	573	2,898
	26,339	**(17,309)**	**9,030**

Bank

31 December 2022

Movements in temporary differences during the year	1 January 2022	Recognised in profit or loss	31December 2022
Liabilities			
Property and equipment	15,989	564	16,553
Right of use asset	4,151	(990)	3,161
Foreign exchange differences	17,795	(12,568)	5,227
	37,935	**(12,994)**	**24,941**

The group's deferred tax asset is largely attributable to Zenith bank Ghana, which suffered a loss in the current year. The deferred tax asset principally arose from ECL allowance on financial instruments. The group has recognized all of its deferred tax asset as at 31 Dec 2022. The group, therefore, has no unrecognized deferred tax asset. The group will continue to assess the recoverability of its deferred tax asset and ensure that only amounts considered recoverable are recognized in the books and presented in the statement of financial position.

25. Other assets

	Group		Bank	
In millions of Naira	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
Non-financial assets				
Prepayments	9,803	9,626	7,363	7,717
Other non-financial assets	13,615	9,763	13,501	9,815
Gross other non-financial assets	23,418	19,389	20,864	17,532
less impairment (see note (i) below)	(3,361)	-	(3,361)	-
Net other non-financial assets	20,057	19,389	17,503	17,532
Other financial assets				
E-card and settlement receivables	127,583	101,520	125,569	88,601
Intercompany receivables	-	-	542	458
Deposit for investment in AGSMEIS	53,747	40,888	53,747	40,888
Other receivables*	41,109	16,338	24,579	13,962
Deposits for shares	-	-	720	720
Gross other financial assets	222,439	158,746	205,157	144,629
Less: ECL allowance(see note 25(ii))	(28,973)	(9,925)	(28,868)	(9,835)
Net other financial assets	193,466	148,821	176,289	134,794
Total other assets (Net)	**213,523**	**168,210**	**193,792**	**152,326**

Deposit for investment in AGSMEIS represents funds deposited with the CBN for future equity investments in agricultural, small and medium enterprises in line with the CBN directives.Other non-financial assets comprises of balances on settlement accounts such as: Witholding tax, revenue collection, sundry receivables. These assets are short tenured and are promptly settled.

*Other receivables comprises of mobile electronic funds receivable from customer.

Classified as:

Current	157,545	127,322	139,324	111,438
Non-current	55,978	40,888	54,468	40,888
	213,523	**168,210**	**193,792**	**152,326**

See note 3.2.18 for movement in impairment allowance for other financial assets as at 31 December .

(i) Movement in impairment allowance for non-financial assets

	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021
At start of the year	-	226	-	226
Charge for the year (see note 8)	3,361	-	3,361	-
Non financial asset	-	(226)	-	(226)
	-	-	-	-
At end of the year	3,361	-	3,361	-

(ii) Provision matrix

The table below summarises the provision matrix of the Bank as at 31 December 2022. The loss allowance recorded by the other subsidiaries on their other financial assets is considered insignificant to the Group.

31 December, 2022	0-30 days	31-60 days	61-90 days	91-180 days	Above 180 days	Total
Receivables	124,077	555	145	1,813	24,101	150,691
Expected loss rate	2.35 %	4.71 %	7.07 %	100.00 %	100.00 %	-
ECL	2,918	26	10	1,813	24,101	28,868

31 December, 2021	0-30 days	31-60 days	61-90 days	181-365 days	Above 180 days	Total
Receivables	84,602	278	840	1,806	5,223	92,749
Expected loss rate	3.20 %	6.40 %	9.60 %	100.00 %	100.00 %	-
ECL	2,707	18	81	1,806	5,223	9,835

The receivables exclude the deposit for shares and deposit for AGSMEIS which are not subject to impairment by the simplified approach.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

26. Property and equipment

(a) Property and equipment movement

Group

31 December 2022	Land	Building	Leasehold improvements	Furniture, fittings and equipment	Computer equipment	Aircraft	Motor vehicles	Right of use asset - buildings	Right-of-use assets- Aircraft	Work in progress	Total
Cost											
At 1 January, 2022	36,431	67,888	24,945	103,908	40,866	-	26,760	27,104	12,600	35,898	376,400
Additions	2,422	2,475	1,656	8,144	5,392	25,704	8,868	3,772	-	12,584	71,017
Reclassification/transfer from WIP	(6)	(848)	1,512	793	2,462	-	679	-	-	(4,592)	-
Modifications	-	-	-	-	-	-	-	675	-	-	675
Disposals / write off	-	-	(981)	(1,035)	(548)	-	(1,267)	(172)	(12,600)	(33)	(16,636)
Exchange difference	-	(3,453)	(679)	(925)	(294)	-	(645)	(2,650)	-	(439)	(9,084)
At 31 December 2022	**38,847**	**66,062**	**26,453**	**110,885**	**47,878**	**25,704**	**34,395**	**28,729**	**-**	**43,419**	**422,372**
Accumulated Depreciation											
At 1 January 2022	-	10,398	20,950	78,646	34,727	-	20,554	5,867	5,250	-	176,392
Charge for the year	-	1,354	2,142	11,264	4,865	357	3,601	2,312	735	-	26,630
Reclassifications/transfer from WIP	-	(81)	52	47	(18)	-	1	-	-	-	-
Disposals	-	(7)	(680)	(966)	(509)	-	(1,058)	(175)	(5,985)	-	(9,380)
Exchange difference	-	(326)	(549)	(639)	(149)	-	(378)	(72)	-	-	(2,113)
At 31 December 2022	**-**	**11,338**	**21,915**	**88,352**	**38,916**	**357**	**22,720**	**7,932**	**-**	**-**	**191,529**
Net book amount At 31 December 2022	**38,847**	**54,724**	**4,538**	**22,533**	**8,962**	**25,347**	**11,675**	**20,799**	**-**	**43,419**	**230,843**

Expenses relating to short term lease and low value lease assets can be seen in note 12 as lease expense.

There were no impairment losses on any class of property and equipment during the period (31 December 2021: Nil).

There were no capitalised borrowing costs related to the acquisition of property and equipment during the period (31 December 2021: Nil).

All property and equipment are non-current. None of the Bank's assets were financed from borrowings, consequently no borrowing cost has been capitalized as part of asset cost. cost.

For accounting policy and judgements on right of use see note 2.14.

The Group has no ROU in respect of leases that are yet to commence.

Group

31 December 2021	Land	Building	Leasehold improvements	Furniture, fittings and equipment	Computer equipment	Right of use assest - Aircraft	Motor Vehicles	Right of use asset - buildings	Aircraft	Work in progress	Total
Cost											
At 1 January, 2021	36,087	64,849	26,366	98,103	36,590	12,600	24,464	24,280	-	23,939	347,278
Additions	343	2,392	1,228	7,641	3,889	-	3,511	739	-	15,105	34,848
Reclassification/transfer from WIP	1	653	(1,758)	1,694	749	-	29	1,800	-	(3,236)	(68)
Disposals	-	(259)	(933)	(3,533)	(404)	-	(1,266)	-	-	-	(6,395)
Exchange difference	-	253	42	3	42	-	22	285	-	90	737
At 31 December 2021	**36,431**	**67,888**	**24,945**	**103,908**	**40,866**	**12,600**	**26,760**	**27,104**	-	**35,898**	**376,400**
Accumulated Depreciation											
At 1 January 2021	-	9,014	20,563	69,928	31,195	3,990	18,962	3,456	-	-	157,108
Charge for the year	-	1,362	2,071	11,931	3,920	1,260	2,795	1,966	-	-	25,305
Reclassifications/transfer from WIP	-	162	(188)	73	(27)	-	-	578	-	-	-
Disposals	-	(168)	(913)	(3,302)	(403)	-	(1,239)	-	-	-	(6,025)
Exchange difference	-	28	17	14	42	-	36	(133)	-	-	4
At 31 December 2021	**-**	**10,398**	**20,950**	**78,646**	**34,727**	**5,250**	**20,554**	**5,867**	**-**	**-**	**176,392**
Net book amount At 31 December 2021	**36,431**	**57,490**	**3,995**	**25,262**	**6,139**	**7,350**	**6,206**	**21,237**	**-**	**35,898**	**200,008**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

Bank

31 December 2022	Land	Building	Leasehold improvements	Furniture, fittings and equipment	Computer equipment	Aircraft	Motor Vehicles	Right of use asset - buildings	Right-of-use assets-Aircraft	Work in progress	Total
Cost											
At 1 January 2022	36,431	57,158	21,631	100,500	38,795	-	24,672	16,761	12,600	34,677	343,224
Additions	2,422	2,246	1,177	7,772	5,114	25,704	7,986	3,394	-	11,937	67,751
Reclassification/transfer from WIP	(6)	(849)	1,488	698	2,468	-	406	-	-	(4,205)	-
Disposals	-	-	(35)	(673)	(43)	-	(991)	-	-	-	(14,342)
Modifications	-	-	-	-	-	-	-	675	(12,600)	-	675
At 31 December 2022	**38,847**	**58,555**	**24,261**	**108,297**	**46,334**	**25,704**	**32,073**	**20,829**	**-**	**42,408**	**397,308**
Accumulated Depreciation											
At 1 January 2022	-	9,429	18,479	76,179	33,213	-	19,185	3,989	5,250	-	165,724
Disposals	-	(0)	(28)	(627)	(34)	-	(833)	-	(5,985)	-	(7,507)
Reclassifications/transfer from WIP	-	(81)	52	49	(20)	-	-	-	-	-	-
Charge for the year	-	1,132	1,925	10,924	4,609	357	3,231	1,606	735	-	24,519
At 31 December 2022	**-**	**10,479**	**20,428**	**86,525**	**37,768**	**357**	**21,583**	**5,595**	**-**	**-**	**182,736**
Net book amount At 31 December 2022	**38,847**	**48,076**	**3,833**	**21,772**	**8,566**	**25,347**	**10,490**	**15,234**	**-**	**42,408**	**214,572**

Expenses relating to short term lease and low value lease assets can be seen in note 12 as lease expense.

There were no impairment losses on any class of property and equipment during the period (31 December 2021: Nil).

There were no capitalised borrowing costs related to the acquisition of property and equipment during the year (31 December 2021: Nil).

All property and equipment are non-current. None of the Bank's assets were financed from borrowings, consequently no borrowing cost has been capitalized as part of asset cost.

For accounting policy and judgements on right of use see note 2.14 and the bank has 107 million ROU in respect of leases that are yet to commence.

Bank

31 December 2021	Land	Building	Leasehold improvements	Furniture, fittings and equipment	Computer equipment	Right of use assest - Aircraft	Motor Vehicles	Right of use asset - buildings	Work in progress (WIP)	Total
Cost										
At 1 January, 2021	36,087	55,201	21,288	95,151	34,903	12,600	22,749	16,352	23,097	317,428
Additions	343	1,761	1,094	7,322	3,561	-	3,123	409	14,380	31,993
Reclassification/ transfer from WIP	1	455	53	1,559	732	-	-	-	(2,800)	-
Disposals	-	(259)	(804)	(3,532)	(401)	-	(1,200)	-	-	(6,196)
At 31 December 2021	**36,431**	**57,158**	**21,631**	**100,500**	**38,795**	**12,600**	**24,672**	**16,761**	**34,677**	**343,225**
Accumulated Depreciation										
At 1 January 2021	-	8,333	17,593	67,911	29,975	3,990	17,949	2,597	-	148,348
Charge for the year	-	1,102	1,863	11,494	3,665	1,260	2,428	1,392	-	23,204
Reclassifications/ transfer from WIP	-	162	(210)	75	(27)	-	-	-	-	-
Disposals	-	(168)	(767)	(3,301)	(400)	-	(1,192)	-	-	(5,828)
At 31 December 2021	**-**	**9,429**	**18,479**	**76,179**	**33,213**	**5,250**	**19,185**	**3,989**	**-**	**165,724**
Net book amount At 31 December 2021	**36,431**	**47,729**	**3,152**	**24,321**	**5,582**	**7,350**	**5,487**	**12,772**	**34,677**	**177,501**

(b) Right of use amounts recognised in the statement of financial postion

In millions of Naira	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
Right-of-use assets				
Aircraft (see note 26)	-	7,350	-	7,350
Buildings (see note 26)	20,797	21,237	15,234	12,772
	20,797	28,587	15,234	20,122

Additions to the right-of-use asset for during the year ended 31 December 2022 was N3,772 million and N3,394 million (31 December 2021: N739 million and N409 million respectively).

In millions of Naira	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
Lease liabilities				
Current	419	3,406	24	2,577
Non-current	14,571	20,696	8,892	14,131
	14,990	24,102	8,916	16,708

(c) Amounts recognised in the income statement

In millions of Naira	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
Depreciation charge of right-of-use asset				
Aircraft (see note 26)	735	1,260	735	1,260
Buildings (see note 26)	2,312	1,966	1,606	1,392
	3,047	**3,226**	**2,341**	**2,652**
Interest expense (included in finance cost)	2,082	3,427	2,069	2,885
Lease expense	593	985	583	46

The total cash outflow of leases as at 31 December 2022 was N3,826 million and 3,255 million respectively (31 December 2021: 4,805million andN3,957 million respectively)

	Group		Bank	
In millions of Naira	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021

27. Intangible assets

Computer software

Cost				
At start of the year	48,353	35,609	41,654	29,747
Exchange difference	(324)	246	-	-
Reclassification from PPE	-	68	-	-
Additions	4,130	14,884	3,461	14,361
Write off	-	(2,454)	-	(2,454)
Disposal	(2,884)	-	-	-
At end of the year	**49,275**	**48,353**	**45,115**	**41,654**

Accumulated amortization

	Group		Bank	
In millions of Naira	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
At start of the year	23,352	19,366	18,112	15,048
Exchange difference	(123)	207	-	-
Disposal	(2,884)	-	-	-
Charge for the year	3,679	3,779	3,045	3,064
At end of the year	**24,024**	**23,352**	**21,157**	**18,112**
Carrying amount at end of the year	**25,251**	**25,001**	**23,958**	**23,542**

All intangible assets are non-current. All intangible assets of the Group have finite useful life and are amortised over 5 years.

The Group does not have internally generated intangible assets.

28. Customers' deposits

Demand	4,880,784	3,530,521	3,844,612	2,561,736
Savingss	2,717,049	2,489,340	2,673,518	2,301,379
Term	1,377,820	452,193	916,676	306,084
	8,975,653	**6,472,054**	**7,434,806**	**5,169,199**
Classified as:				
Current	8,975,653	6,472,054	7,434,806	5,169,199

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

29. Other liabilities

In millions of Naira	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021
Other financial liabilities				
Customer deposits for letters of credit	113,680	86,872	113,680	86,872
Managers' cheques	19,614	18,279	19,244	17,707
Collections accounts	111,953	154,728	108,689	154,694
Unclaimed dividend	29,764	28,647	29,764	28,647
Lease liability (see note (c) below)	14,990	24,102	8,916	16,708
AMCON payable	1,908	3,817	1,908	3,817
Electronic card and settlement payables	107,619	60,829	106,268	58,000
Customers' foreign transactions payables	30,979	8,653	30,975	8,653
Account payables	115,431	69,849	107,501	34,005
Total other financial liabilities	**545,938**	**455,776**	**526,945**	**409,103**

In millions of Naira	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021
Non financial liabilities				
Tax collections	5,765	5,339	5,503	5,003
Deferred income on financial guarantee contracts	2,507	1,206	1,926	1,186
Other payables	7,735	19,495	6,683	6,968
Off Balance Sheet exposures impairment allowance	6,614	5,616	5,290	5,616
Total other non financial liabilities	22,621	31,656	19,402	18,773
Total other liabilities	**568,559**	**487,432**	**546,347**	**427,876**
Classified as:				
Current	556,023	474,070	539,225	413,624
Non-current	12,536	13,362	7,122	14,252
	568,559	**487,432**	**546,347**	**427,876**

(a) ECL allowance for off balance sheet exposure

In millions of Naira				
Bonds and guarantee contracts	1,054	43	59	43
Undrawn portion of loan commitments	863	1,215	863	1,215
Letters of credit	4,697	4,358	4,369	4,358
	6,614	**5,616**	**5,291**	**5,616**

In millions of Naira	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021

(b) Lease liability

This relates to lease rental for aircraft and properties used by the Group. The net carrying amount of leased assets, included within property and equipment is N21.1 billion and N16.1 billion as at 31 December 2022. (31 December 2021: N28.60 billion and N20.12 billion) for both Group and Bank respectively.

The undiscounted cash flow payments on the lease liabilities extend over a number of years. This is analysed as follows:

Not more than one year	1,252	4,561	857	4,311
Over one year but less than five years	8,572	19,531	2,921	19,226
More than five years	13,141	11,681	13,114	4,843
At end of the year	**22,965**	**35,773**	**16,892**	**28,380**

The table below shows the movement in lease liability during the year.

In millions of Naira	Group 31 Dec 2022	Group 31 Dec 2021	Bank 31 Dec 2022	Bank 31 Dec 2021
As at 1 January	24,102	24,456	16,708	17,521
Additions	1,491	499	1,363	259
Reclassification	1,255	-	-	-
Lease Termination	(4,011)	-	(8,640)	-
Principal repayment	(3,493)	(2,802)	(2,927)	(2,007)
Modification	675	353	674	-
Interest expense	2,082	3,427	2,069	2,885
Interest paid	(333)	(2,003)	(333)	(1,950)
Foreign exchange difference	(1,631)	172	-	-
At end of the year	**14,990**	**24,102**	**8,914**	**16,708**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of Naira	Group		Bank	
	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021

30. On-lending facilities

(a) This comprises:

Central Bank of Nigeria (CBN) Commercial Agriculture Credit Scheme Loan (i)	32,893	43,631	32,893	43,631
Bank of Industry (BOI) Intervention Loan (ii)	29,772	32,266	29,772	32,266
Central Bank of Nigeria (CBN) / Bank of Industry(BOI) - Power & Aviation intervention Funds (iii)	2,380	3,893	2,380	3,893
CBN MSMEDF Deposit (iv)	1,349	1,233	1,349	1,233
FGN SBS Intervention Fund (v)	126,917	136,605	126,917	136,605
Excess Crude Loan Facilty Deposit (vi)	74,007	83,030	74,007	83,030
Real Sector Support Facility (vii)	32,336	40,398	32,336	40,398
Non-Oil Export Stimulation Facility (viii)	11,538	19,593	11,538	19,593
Paddy Aggregation Scheme (Phase 2) Fund	-	-	-	-
Creative Industry Financing Initiative (ix)	-	229	-	229
Maize Aggregation Scheme	-	-	-	-
Accelerated Agricultural Development Scheme (x)	-	8,363	-	8,363
	311,192	**369,241**	**311,192**	**369,241**

Classified as:				
Current	71,023	8,363	71,023	8,363
Non-current	240,169	360,878	240,169	360,878
	311,192	**369,241**	**311,192**	**369,241**

(b) Movement

In millions of Naira	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
At beginning of the year	369,241	384,573	369,241	384,573
Principal addition during the year	-	14,482	-	14,482
Principal repayment during the year	(59,470)	(33,011)	(59,470)	(33,011)
Interest expense during the year	6,278	4,881	6,278	4,881
Interest paid during the year	(4,857)	(1,684)	(4,857)	(1,684)
At end of the year	**311,192**	**369,241**	**311,192**	**369,241**

(i) The fund received under the Central Bank of Nigeria (CBN) Commercial Agriculture Credit Scheme represents a credit line granted to the Bank for the purpose of providing concessionary funding to the agricultural sector. The facility has a tenor of 16 years with effect from 2009 and will expire in September 2025. The facility attracts an interest rate of 2% per annum and the Bank is under obligation to on-lend to customers at an all-in interest rate of not more than 9% per annum. Based on the structure of the facility, the Bank assumes the default risk of all amounts lent to the Bank's customers. This facility is not secured.

(ii) The Central Bank of Nigeria (CBN) / Bank of Industry (BOI) - SME / Manufacturing Intervention Fund represents an intervention credit granted to the Bank for the purpose of refinancing / restructuring existing loans to Small and Medium Scale Enterprises

(SMEs) and Manufacturing Companies. The total facility is secured by Nigerian Government Securities. The maximum tenor for term loans under the programme is 15 years while the tenor for working capital is one year, renewable annually subject to a maximum tenor of five years. A management fee of 1% per annum is deductible at source in the first year, and quarterly in arrears thereafter, is paid by the Bank under the Intervention programme and the Bank is under obligation to on-lend to customers at an all-In interest rate of 7% per annum. The Bank is the primary obligor to CBN / BOI and assumes the risk of default.

(iii) The purpose of granting new loans and refinancing / restructuring existing loans to companies in the power and aviation industries is to support Federal Government's focus on the sectors. The facility is secured by Irrevocable Standing Payment Order (ISPO). The maximum tenor for term loans under the programme is 15 years while the tenor for working capital is one year, with option to renew the facility annually subject to a maximum tenor of five years. The facility attracts an interest rate of 2% per annum payable quarterly in arrears and the Bank is under obligation to on-lend to customers at an all-in interest rate of 9% per annum. This facility is not secured.

(iv) The Micro Small & Medium Scale Enterprises Development Fund (MSMEDF) is an intervention fund established to support the channeling of low interest funds to the MSME sub-sector of the Nigerian economy. The facility attracts an interest rate of 2% per annum and the Bank is obligated to on-lend to SMEs at 9% per annum. The maximum tenor is 5 years while the tenor for working capital is 1 year. This facility is not secured.

(v) The Salary Bailout Scheme was approved by the Federal Government to assist State Governments in the settlement of outstanding salaries owed their workers. Funds are disbursed to Banks nominated by beneficiary States at 2% for onlending to the beneficiary states at 9%. The loans have a tenor of 20 years. Repayments are deducted at source, by the Accountant General of the Federation, as a first line charge against each beneficiary state's monthly statutory allocation. This facility is not secured..

(vi) Excess Crude Account (ECA) facilities are loans of N10 billion to each State with a tenor of 10-years priced at 9% per annum interest rate to the beneficiaries. Repayments are deducted at source, by the Accountant General of the Federation, as a first line charge against each beneficiary state's monthly statutory allocation. This facility is not secured. The fund is disbursed to the bank at 2% interest rate.

(vii) The Real Sector Support Facility (RSSF): The Central Bank of Nigeria, as part of the efforts to unlock the potential of the real sector to engender output growth, productivity and job creation has established a N300 billion Real Sector Support Facility (RSSF). The facility is disbursed to large enterprises and startups with financing needs of N500 million up to a maximum of N10.0 billion. The activities targeted by the Facility are manufacturing, agricultural value chain and selected service subsectors. The funds are received from the CBN at 2%, and disbursed at 9% to the beneficiary.

(viii) Non-oil Export Stimulation Facility (NESF): This Facility was established by the Central Bank of Nigeria to diversify the economy away from the oil sector, after the fall in crude prices. The Central Bank invested N500billion debenture, issued by Nigerian Export-Import Bank (NEXIM). The facility disbursed per customer shall not exceed 70% of total cost of project, or subject to a maximum of N5billion. Funds disbursed to the Bank from CBN are at a cost of 2% which are then disbursed to qualifying customers at the rate of 9% per annum.

(ix) Creative Industry Financing Initiative (CIFI) is a scheme established by the Central Bank of Nigeria to provide long term and low interest funding to players in the creative industry. Areas of interest include Information Technology, Fashion, Movie Production/ Distribution and Music. Loans are disbursed to beneficiaries for up to 10 years at 9% per annum. The fund is disbursed to the bank at 5% interest rate

(x) Accelerated Agricultural Development Scheme (AADS) was established by the Central Bank of Nigeria to help states develop at least 2 crops/agricultural commodities in which they have comparative advantage. The fund is disbursed to the Bank at 2% per

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

annum. Each state is allowed a facility of N1.5billion at 9% per annum and repayments are made via ISPO deductions.

The Central Bank of Nigeria (CBN) further extended the 5% per annum interest rate on all intervention facilities for an additional year until February 28, 2023. The Bank on-lends to customers at 5% p.a.

31. Borrowings

	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Long term borrowing comprise:				
Due to BUNGESA	51,938	-	51,938	-
Due to KEXIM (i)	3,859	2,748	3,859	2,748
Due to AFREXIM (i)	30,943	65,936	30,943	65,936
Due to COMMERZ	49,064	-	49,064	-
Due to ABSA bank (ili)	105,677	84,922	105,677	84,922
Due to ICBC (Standard Bank London) (vi)	63,459	-	63,459	-
Due to Mashreq (iv)	124,209	63,739	124,209	63,739
Due to IFC (v)	116,909	49,863	116,909	49,863
Due to First Abu Dhabi Bank	-	42,447	-	42,447
Due to CAIXA	151,200	-	151,200	-
Due to EMIRATESNB	16,493	-	16,493	-
Due to J P Morgan Chase bank	-	31,808	-	31,808
Due to Standard Chartered Bank UK	67,869	10,869	67,869	-
Due to banks for clean letters of credit	52,253	398,137	74,550	427,932
Due to WILBENTRAD	33,790	-	33,790	-
Due to CITILON	36,207	-	36,207	-
Due to SUMITOMOBN	46,578	-	46,578	-
Due to ADMSTF	12,979	-	12,979	-
Due to ZENUK	23	-	13,856	-
	963,450	**750,469**	**999,580**	**769,395**

The Group has not defaulted in the payment of principal or interest neither has the Group been in breach of any covenant relating to the liabilities during the year (31 December 2021: nil). The assets exchanged under repurchase agreements with counterparties are disclosed in note 17.

Classified as:

	Group		Bank	
In millions of Naira	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
Current	846,540	724,548	882,670	743,474
Non-current	116,910	25,921	116,910	25,921
	963,450	**750,469**	**999,580**	**769,395**
Movement in borrowings				
At beginning of the year	750,469	870,080	769,395	874,090
Addition during the year	1,243,614	712,420	1,279,743	693,944
Interest expense	40,609	34,778	38,254	34,011
Interest paid	(20,917)	(41,325)	(20,917)	(40,788)
Repayments (principal)	(1,135,414)	(860,123)	(1,154,340)	(826,805)
Foreign exchange difference	85,089	34,639	87,445	34,943
At end of the year	**963,450**	**750,469**	**999,580**	**769,395**

i. Due to KEXIM(The Export- Import Bank of Korea)

The amount of N3.86billion (US $8.4million) represents the outstanding balance from two (2) short term loan facilities of US $4.8m and US $12million, granted by KEXIM in May 2022 and June 2022 respectively. Interest is payable quarterly at 3 months Term Sofr+1.8% for all running obligations. Final repayments on these facilities are due in May 2023 and June 2023 respectively.

ii. Due to AFREXIM (African Export-Import Bank)

The outstanding balance of N30.94bllion (US $66.66million) due to AFREXIM represents the amount payable by the Bank from 3year term loan, with a oneyear moratorium. The facilities are priced at 3 months LIBOR+3.34% per annum for $150m and LIBOR+4.34% per annum for the balance $50m and will mature in August 2023. Interest on the facility is payable quarterly.

iii. Due to ABSA (Amalgamated Banks of South Africa)

The amount of N105.68billion (US 229 million) represents the amount payable by the Bank on dollar repurchase facilities of US$50 million each granted by ABSA in June 2022and August 2022 respectively. Interest is payable quarterly and is priced at a fixed rate of 4.85% & 5.64%per annum respectively. The facility will mature in June 2023 and August 2023.

iv. Due to Mashreq Bank

The amount of N124.21 billion(US $269 million) represents the amount payable by the Bank on syndicated loan granted to the bank in April 2022 with Mashreq as the Lead Arranger, Bookrunner and Coordinator. Interest is payable at maturity, and it is priced at 12months Term Sofr+1.5%per annum and will mature in April 2023.

v. Due to IFC (International Finance Corporation)

The amount of N116.91 billion (US $250million) represents the amount payable by the bank on a 3-year term loan granted by IFC in two tranches of $150m & $100m in July 2022 and September 2022 respectively. Interest is payable semiannually at 6 months Term SOFR+2.87% and the facility will mature in September 2025.

vi Due to ICBC Standard Bank Plc

The amount of N63.46 billion (US $135 million) represents the amount payable by the Bank on a 6 month repurchase facility of US$ 90 million & US$45 million granted by ICBC in August 2022 & November 22 respectively. Interest is payable at maturity and both deals are priced at 6month Term Sofr+2.75% per annum and will mature in February 2023 and May 2023 respectively

32. Debt securities issued

	Group		Bank	
in Millions of Naira	31-Dec-22	31-Dec-21	31-Dec-22	31-Dec-21
Due to Euro bond holders	-	45,799	-	45,799

In May 2022, the group paid down outstanding balance of the second tranche of US $500million eurobond. This eurobond was issued by Zenith Bank in May 2017 with a maturity date of May 2022

The Group has not had any defaults of principal, interest or other breaches with respect to the debt securities during the period (31 December 2021: Nil).

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

Movement in debt securities issued

	Group		Bank	
In Millions of Naira	31-Dec-22	31-Dec-21	31-Dec-22	31-Dec-21
At start of the year	45,799	43,177	45,799	43,177
Revaluation loss for the year	-	2,491	-	2,491
Interest expense	1,860	3,385	1,860	3,385
Principal repayment	(46,071)	-	(46,071)	-
Interest paid	(1,699)	(3,254)	(1,669)	(3,254)
Foreign exchange	111	-	(683)	-
At end of the year	**-**	**45,799**	**-**	**45,799**
Classified as:				
Current	-	45,799		45,799
Non-current	-	-	-	-

33. Derivative liabilities

Instrument types (Fair value):				
Forward and Swap Contracts	6,026	10,167	5,741	11,350
Futures contracts	299	4,507	299	3,820
	6,325	**14,674**	**6,040**	**15,170**
Instrument types (Notional Amount):				
Forward and Swap Contracts	229,332	226,471	191,737	257,536
Futures contracts	6,262	243,110	11,589	133,919
	235,594	**469,581**	**203,326**	**391,455**
Classified as:				
Current	6,325	14,674	6,040	15,170

see additional disclosures in Note 19.

34. Share capital

Issued and fully paid				
31,396,493,787 ordinary shares of 50k each (December 2021: 31,396,493,787)	15,698	15,698	15,698	15,698
Issued				
Ordinary	15,698	15,698	15,698	15,698

There was no movement in the share capital account during the year. The holders of ordinary shares are entitled to receive dividends, which are declared from time to time, also each shareholder is entitled to a vote at the meetings of the Bank. All ordinary shares rank equally with regards to the Group's residual assets.

35. Share premium, retained earnings and other reserves

(a) There was no movement in the Share premium account during the current and prior year.

	Group		Bank	
In Millions of Naira	31-Dec-22	31-Dec-21	31-Dec-22	31-Dec-21
Share premium	255,047	255,047	255,047	255,047

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

(b) Share premium: Premiums from the issue of shares are reported in share premium.

(c) Retained earnings: Retained earnings represent undistributed profits, net of statutory appropriations attributable to the ordinary shareholders.

(d) Statutory reserve: This represents the cumulative amount set aside from general reserves/retained earnings by the Bank and its subsidiaries. This amount is non-distributable. The Bank's appropriation is in line with BOFIA 2020 which stipulates that an appropriation of 30% of profit after tax be made if the statutory reserve is less than the paid-up share capital and 15% of profit after tax if the statutory reserve is greater than the paid-up share capital. In the current year, a total of N35.19billion (2021: N34.97 billion) representing 15% of Zenith Bank's profit after tax was appropriated.

Other Non-Nigerian subsidiaries also make appropriation which is based on their profit and in line with the requirement of their Central Bank.

(e) SMIEIS reserve: This reserve represents the aggregate amount of appropriations from profit after tax to finance equity investments in compliance with the directives issued by the Central Bank of Nigeria (CBN) through its circulars dated July 11, 2006 (amended).

The SMIEIS reserve was maintained in compliance with the Central Bank of Nigeria's requirement that all licensed banks set aside a portion of the profit after tax in a fund to be used to finance equity investments in qualifying small and medium scale enterprises. Under the terms of the guideline issued in July 2006, the contributions were 10% of profit after tax and were expected to continue after the first 5 years after which banks' contributions were to reduce to 5% of profit after tax.

The small and medium scale industries equity investment scheme reserves are non-distributable.

(f) Fair value reserve: Comprises fair value movements on equity and debt instruments that are carried at fair value through Other Comprehensive Income.

(g) Foreign currency translation reserve: Comprises exchange differences resulting from the translation to Naira of the results and financial position of group companies that have a functional currency other than Naira.

(h) Credit risk reserve: This reserve represents the cumulative difference between the loan loss provision determined per the Prudential Guidelines of the Central Bank of Nigeria and the Central Bank of other subsidiaries vis-a-viz the allowance/ reserve for loan losses as determined in line with the principles of IFRS 9.

As at 31 December 2022, the Bank has made a cumulative credit risk reserve of N93.91 billion, while the cumulative amount made by the Group is N95.30 billion (31 December 2021: Group N21.85 billion and Bank 20.02 billion).

(i) Non-controlling interest: This is the component of shareholders' equity as reported on the consolidated statement of financial position which represents the ownership interest of shareholders other than the parent of the subsidiary. See note below for the changes in non-controlling interest during the year.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of Naira	31-Dec-22	31-Dec-21
Movement in Non-controlling interest		
At start of the year	1,144	974
Profit for the year	(139)	156
Foreign currency translation differences	(192)	14
At end of year	**813**	**1,144**

36. Pension contribution

In accordance with the provisions of the Pensions Reform Act 2014, the Bank and its subsidiaries commenced a contributory pension scheme in January 2005. 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. The contribution by the Group and the Bank during the period were N3.89 billion and N2.98 billion respectively (31 December 2021: N4.07 billion and N2.80 billion).

	Group		Bank	
In millions of Naira	31-Dec-22	31-Dec-21	31-Dec-22	31-Dec-21

37. Personnel expenses

Compensation for the staff are as follows:

Salaries and wages	74,102	69,910	58,576	53,466
Other staff costs	8,423	5,903	6,916	4,860
Pension contribution	3,887	4,072	2,983	2,797
	86,412	**79,885**	**68,475**	**61,123**

(a) The average number of persons employed during the year by category:

	Number	Number	Number	Number
Executive directors	6	6	6	6
Management	449	420	399	368
Non-management	7,622	7,091	6,295	5,924
	8,077	**7,517**	**6,700**	**6,298**

The table below shows the number of employees, whose earnings during the year, fell within the ranges shown below:

	Number	Number	Number	Number
N300,001 - N2,000,000	257	80	-	-
N2,000,001 - N2,800,000	61	1,819	-	1,739
N2,800,001 - N4,000,000	2,601	145	2,487	19
N4,000,001 - N6,000,000	683	1,106	456	985
N6,000,001 - - N8,000,000	717	1,164	518	986
N8,000,001 - N9,000,000	58	154	13	14
N9,000,001 - and above	3,700	3,049	3,226	2,555
	8,077	**7,517**	**6,700**	**6,298**

(b) Directors' emoluments

The remuneration paid to directors are as follows:	Number	Number	Number	Number
Executive compensation	1,563	1,086	1,563	1,086
Fees and sitting allowances	602	568	312	267
Retirement Benefit costs	3,279	9	3,279	9
	5,444	**1,663**	**5,154**	**1,362**

Fees and other emoluments disclosed above include amounts paid to:		
The Chairman	39	38
The highest paid director	285	246

The number of directors who received fees and other emoluments (excluding pension contributions and reimbursable expenses) in the following ranges was:

N5,500,001 and above	15	35	15	13

38. Group subsidiaries and related party transactions

Parent:

The Group is controlled by Zenith Bank Plc (incorporated in Nigeria) which is the parent company and whose shares are widely held.

Subsidiaries:

The amount of N6,266 billion (31 December 2021: N5,568 billion) represents the total pension assets under custody held by the Bank's subsidiary, Zenith Pensions Custodian Limited under the custodial business. Included in the amount above is N114 billion which represents the amount of the Group's guarantee for the assets held by the subsidiary as required by the National Pensions Commission of Nigeria. Aside from the Guarantee on the asset held by our subsidiary, Zenith Pension Custodian Limited, the Group does not have any contingent liabilities in respect of related parties.

Transactions between Zenith Bank Plc and its subsidiaries, which are eliminated on consolidation are not separately disclosed in the consolidated financial statements. The Group's effective interests and investments in subsidiaries as at are shown below.

Entity	Effective holding %	Nominal share capital held
Foreign/banking subsidiaries:		
Zenith Bank (Ghana) Limited	99.42 %	7,066
Zenith Bank (UK) Limited	100.00 %	21,482
Zenith Bank (Sierra Leone) Limited	99.99 %	2,059
Zenith Bank (Gambia) Limited	99.96 %	1,038
Zenith Pensions Custodian Limited	99.00 %	1,980
Zenith Nominee Limited	99.00 %	1,000

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

31 December, 2022

Transactions and balances with subsidiaries	Receivable from	Payable to	Income received from	Expense paid to
In millions of Naira				
Zenith Bank (UK) Limited	158,211	36,212	4,643	-
Zenith Bank (Ghana) Limited	24	9,968	6,897	-
Zenith Bank (Sierra leone) Limited	442	-	-	-
Zenith Bank (Gambia) Limited	796	-	-	-
Zenith Pensions Custodian Limited	-	708	6,000	697

The income received includes dividend received from subsidiaries during the year.

31 December 2021

Transactions and balances with subsidiaries	Receivable from	Payable to	Income received from	Expense paid to
In millions of Naira				
Zenith Bank (UK) Limited	284,453	34,924	3,445	-
Zenith Bank (Ghana) Limited	1,451	116	8,247	-
Zenith Bank (Sierra leone) Limited	353	-	-	-
Zenith Bank (Gambia) Limited	803	-	-	-
Zenith Pensions Custodian Limited	4	708	6,000	-

Significant restrictions

The Group does not have significant restrictions on its ability to access or use its assets and settle its liabilities other than those resulting from the supervisory frameworks within which banking subsidiaries operate. The supervisory frameworks require banking subsidiaries to keep certain levels of regulatory capital and liquid assets, limit their exposure to other parts of the Group and comply with other ratios. See notes 3.4 and 3.6 and for disclosures on liquidity and capital adequacy requirements respectively. The carrying amounts of banking subsidiaries' assets and liabilities are N1,986 billion and N1,767 billion respectively (31 December 2021: N1,907 billion and N1,669 billion respectively).

Non controlling interest in subsidiaries

The Group does not have any subsidiary that has material non-controlling interest.

Key management personnel

Key management personnel is defined as the Group'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 Group.

	Group		Bank	
In millions of Naira	31-Dec-22	31-Dec-21	31-Dec-22	31-Dec-21
Key management compensation				
Short term benefits	1,861	1,716	1,861	787
Post employment benefits	3,279	47	3,279	13
Fees and sitting allowances	602	375	312	267
	5,742	**2,138**	**5,452**	**1,067**

In millions of Naira	Group 31-Dec-22	Group 31-Dec-21	Bank 31-Dec-22	Bank 31-Dec-21
Loans and advances to key management personnel				
At start of the year	2,902	1,797	1,432	1,476
Granted during the year	445	2,167	310	-
Repayment during the year	(102)	(1,062)	(50)	(44)
At end of of the year	**3,245**	**2,902**	**1,692**	**1,432**
Interest earned	261	123	69	65

Loans to key management personnel include mortgage loans and other personal loans. The loans are repayable from various repayment cycles, ranging from monthly to annually over the tenor and have an average interest rate of 4%. Loans granted to key management personnel are performing.

Insider related transactions:

These have been disclosed in accordance with CBN circular BSD/1/2004

31 December, 2022

Name of company	Relationship/Name	Loans	Deposits	Interest received	Interest paid
Directors		1,588	3,298	69	-
Quantum Fund Management	Common significant shareholder/Jim Ovia	-	10	-	-
Zenith General Insurance Company Ltd	Common directorship/Jim Ovia	-	1,026	-	-
Cyberspace Network	Common significant shareholder /Jim Ovia	-	763	-	-
Zenith Trustees Ltd	Common significant shareholder /Jim Ovia	-	7	-	-
Oviation limited	Common directorship /Jim Ovia	-	3,497	-	-
Sirius Lumina Ltd	Director / Prof. Sam Enwemeka	-	1	-	-
		1,588	**8,602**	**69**	**-**

Insider related transactions:

These have been disclosed in accordance with CBN circular BSD/1/2004

31 December 2021

Name of company	Relationship/Name	Loans	Deposits	Interest received	Interest paid
Directors		1,692	2,699	60	15
Quantum Fund Management	Common significant shareholder/Jim Ovia	-	18	-	-
Zenith General Insurance Company Ltd	Common directorship/JimOvia	-	1,136	-	9
Cyberspace Network	Common significant shareholder /Jim Ovia	-	484	-	-
Zenith Trustees Ltd	Common significant shareholder /Jim Ovia	-	12	-	-
Oviation Limited	Common directorship /Jim Ovia	-	2,358	-	-
Sirius Lumina Ltd	Director / Prof. Sam Enwemeka	-	1	-	-
		1,692	**6,880**	**60**	**24**

Loans granted to related parties are secured over real estate and other assets of the respective borrowers. Loans granted to related parties are performing.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

No life time impairment has been recognised in respect of loans granted to related parties (31 December 2021: Nil). During the year, Zenith Bank Plc. paid N795 million as insurance premium to Zenith General Insurance Limited (31 December 2021: N2.23 billion). These expenses were reported as operating expenses.

The Bank entered into a lease contract in October 2017 with Oviation Limited. Oviation Limited has two common Directors with Zenith Bank. The finance lease agreement has Zenith Bank as lessee for a Gulfstream jet over a tenor of 10 years with annual lease payments of N2.76 billion Naira. The lease agreement has been exited and a total payment of 1.84bn was made during the year.

The Bank paid N3.33billion (31 December 2021:N3.89 billion) to Cyberspace Network for various Information technology services rendered during the year.

39. Contingent liabilities and commitments

(a) Legal proceedings

The Group is presently involved in several litigation suits in the ordinary course of business. The total amount claimed in the cases against the Group is estimated at N967 billion (31 December 2021: N143.5 billion). The actions are being contested and the Directors are of the opinion that none of the aforementioned cases is likely to have a material adverse effect on the Group and are not aware of any other pending or threatened claims and litigations.

In arriving at this conclusion, the Group has relied on evidence and recommendations from its internal litigation group and its team of external solicitors.

(b) Capital commitments

At the reporting date, the Group had capital commitments amounting to N630 million (31 December 2021: N1,930 billion) in respect of authorized and contracted capital projects.

	Group	
Break down of capital commitments	31 December 2022	31 December 2021
Property and equipment:		
Motor vehicles, Furniture and equipments	191	811
Property	104	748
Intangible assets:		
Information technology	334	371
	629	**1,930**

(c) Confirmed credits and other obligations on behalf of customers

In the normal course of business the group is a party to financial instruments with off-balance sheet risk. These instruments are issued to meet the credit and other financial requirements of customers. The contractual amounts of the off-balance sheet financial instruments are:

	Group		Bank	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Performance bonds and guarantees	384,382	364,632	349,742	335,833
Usance (see note ii below)	276,481	195,354	276,481	195,354
Letters of credit (see note ii below)	363,355	554,486	279,791	398,605
	1,024,218	**1,114,472**	**906,014**	**929,792**
Pension Funds (See Note iii below)	6,265,755	5,568,341	6,265,755	5,568,341

The transaction related performance bonds and guarantees are, generally, short-term commitments to third parties which are not directly dependent on the customer's creditworthiness. As at 31 December 2022, performance bonds and guarantees worth N7.5 billion (31 December 2021: N356 billion) are secured by cash while others are otherwise secured.

(ii) Usance and letters of credit are agreements to lend to a customer in the future, subject to certain conditions. Such commitments are either made for a fixed period, or have no specific maturity dates, but are cancellable by the Group (as lender) subject to notice requirements. These Letters of credit are provided at market-related interest rates. Usance and letters of credit are secured by different types of collaterals similar to those accepted for actual credit facilities.

(iii) The amount of N6,266 billion (31 December 2021: N5,568 billion) represents the total pension assets under custody held by the Bank's subsidiary, Zenith Pensions Custodian Limited under the latter's custodial business. Included in the amount above is N114.4 million (31 December 2021: N94.4 billion) which represents the amount of the Group's guarantee for the assets held by the subsidiary as required by the National Pensions Commission of Nigeria. Aside from the Guarantee on the pension asset held by our subsidiary, Zenith Pension Custodian Limited, the Group does not have any contingent liabilities in respect of related parties.

40. Dividend per share

	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Dividend proposed	100,467	97,328	100,467	97,328
Number of shares in issue and ranking for dividend	31,396	31,396	31,396	31,396
Proposed dividend per share (Naira)	3.20	3.10	3.20	3.10
Interim dividend per share paid (Naira)	0.30	0.30	0.30	0.30
Final dividend per share proposed	2.90	2.80	2.90	2.80
Final dividend paid during the year	87,952	84,808	87,910	84,771
Interim dividend paid during the year	9,419	9,418	9,419	9,418
Total dividend paid during the year	97,371	94,226	97,330	94,189

TThe Board of Directors, pursuant to the powers vested in it by the provisions of Section 426 of the CAMA 2020, paid an interim dividend of N0.30 per share and proposed a final dividend of N2.90 per share (31 December 2021: interim; N0.30, final; N2.80) from the retained earnings account as at 31 December 2022. This is subject to approval by shareholders at the next Annual General Meeting.

The number of shares in issue and ranking for dividend represents the outstanding number of shares as at 31 December 2022 and 31 December 2021 respectively.

Dividends are paid to shareholders' net of withholding tax at the rate of 10% in compliance with extant tax laws.

41. Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents include cash and non-restricted balances with central banks, treasury bills and other eligible bills, operating account balances with other banks, amount due from other banks and short-term governement securities.

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

	Group		Bank	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Cash and cash balances with central bank (less mandatory reserve deposits)	452,136	157,466	407,487	122,465
Treasury bills ((3 month tenor) (see note 16)	232,218	315,795	232,218	230,213
Due from other banks	1,256,404	661,258	1,017,481	423,896
	1,940,758	**1,134,519**	**1,657,186**	**776,574**

42. Compliance with banking regulations

The bank did not pay any fine or penalty during the year.

43. Prudential Adjustments

Provisions under prudential guidelines are determined using the time-based provisioning specified by the revised Prudential Guidelines issued by the Central Bank of Nigeria. This is at variance with the expected credit loss (ECL) model required under IFRS 9. As a result of the differences in the methodology/provision, there will be variances in the impairments provisions required under the two methodologies.

Paragraph 12.4 of the revised Prudential Guidelines for Deposit Money Banks in Nigeria stipulates that Banks would be required to make provisions for loans as prescribed in the relevant IFRS when IFRS is adopted. However, Banks would be required to comply with the following:

(a) Expenses for loan losses recognised in the profit and loss account should be determined based on the relevant IFRS. However, the provisions for loan losses determined under the IFRS should be compared with the loan loss provisions determined under the Prudential Guidelines. The differences between both provisions should be treated as follows:

(i) Where Prudential Provisions is greater than IFRS provisions, the resulting difference should be transferred from the general reserve account to a nondistributable regulatory credit risk reserve.

(ii) Where Prudential Provisions is less than IFRS provisions, the IFRS determined provision is charged to the statement of comprehensive income. The cumulative balance in the regulatory risk reserve is thereafter transferred to the general reserve account.

(b) The non-distributable reserve is classified under Tier 1 as part of the core capital for the purpose of determining capital adequacy.

In the guidelines to IFRS implementation, the Central Bank of Nigeria (CBN) directed banks to maintain a regulatory credit risk reserve in the event that the impairment on loans determined using the CBN prudential guideline is higher than the impairment determined using IFRS principles. As a result of this directive, the Bank holds credit risk reserves of N93,911 billion as at 31 December 2022.

Provision for loan losses per prudential guidelines

	Bank	
In millions of Naira	**31 December 2022**	**31 December 2021**
Loans and advances:		
-Lost	74,968	16,656
- Doubtful	1,901	7,814
- Substandard	1,069	3,790
- Watchlist	96,484	99,109
- Performing	62,850	47,936
	237,272	**175,305**

ZENITH

In millions of Naira	Bank 31 December 2022	Bank 31 December 2021
Impairment assessment under IFRS		
Loans and advances		
12-months ECL credit	25,268	17,708
Life-time ECL Not impaired	34,341	26,671
Life- time ECL credit impaired	43,518	94,142
(b)	**103,127**	**138,521**
Due from Banks- 12 months ECL (c)	75	58
Treasury bills- 12 months ECL (d)	39	395
Asset pledged as collateral- 12 months ECL (e)	18	198
Investment securities- 12 months ECL (f)	2,583	666
Other financial assets- ECL allowance (g)	28,868	9,835
Other non-financial assets (h)	3,361	-
Off Balance Sheet Exposures- 12 months ECL (i)	5,290	5,616
(m)=(b)+(c)+(d)+(e)+(f)+(g)+(h)+(i)	143,361	155,289
(n)=(a)-(m)	**93,911**	**20,016**
Reversal from)/transfer to retained earnings at year end	(93,911)	(20,016)

44. Statement of cash flow reconciliation

(i) Investment securities (see note 17 & 21)

In millions of Naira **31 December 2022**	Group Investment securities (including pledged instruments amortised cost	Group Investment securities including pledged instruments at FVTPL and FVOCI	Bank Investment securities (including pledged instruments) at amortised cost	Bank Investment securities including pledged instruments at FVTPL and FVOCI
At 1 January 2022	757,851	685,135	483,199	97,471
Change in ECL allowance	(62,562)	-	(1,738)	-
Additions to Investment securities	559,128	200	206,085	200
Disposal of Investment securities	(403,066)	-	(65,448)	-
Unrealised gain from changes in fair value recognised in profit or loss	-	(1,802)	-	(1,802)
Fair value gain/loss OCI	-	1,507	-	8,109
Interest Income	113,841	-	64,914	-
Interest received	(59,116)	-	(50,758)	-
Foreign exchange difference	1,113	603	1,113	603
Balance as at 31 December 2022	(907,188)	(940,273)	(637,367)	(104,443)
Recognised in cash flow statement	**-**	**(254,630)**	**-**	**138**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

31 December 2021	Investment securities (including pledged instruments) at amortised cost	Investment securities (including pledged instruments) at amortized cost and FVOCI	Investment securities (including pledged instruments) at amortised cost	Investment securities (including pledged instruments) at amortized cost and FVOCI
At 1 January 2021	649,228	521,402	381,932	124,910
Change in ECL allowance	(2,835)	-	248	-
Additions to Investment securities	300,852	-	159,577	-
Disposal to Investment Securities	(230,056)	-	(75,928)	-
Unrealised gain from changes in fair value recognised in profit or loss	-	(173)	-	(173)
Fair value gain/loss OCI	-	3,372	-	5,599
Interest income	88,181	-	46,029	-
Interest received	(47,834)	-	28,973	-
Foreign exchange difference	314	524	314	524
Balance as at 31 December 2022	**(757,850)**	**(685,136)**	**(483,199)**	**(97,471)**
Recognised in cash flow statement	-	(160,011)	-	33,389

	Group		Bank	
In millions of Naira	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
(iia) Treasury bills (Amortised cost) (see note 16 & 17)				
31 December 2022				
Treasury bills (including pledged instruments) at amortised cost as at 1 January	(798,022)	(535,673)	(648,637)	(351,511)
Change in ECL allowance	(400)	(781)	356	(281)
Interest income	(43,609)	(40,426)	(32,972)	(19,520)
Additions	(3,060,163)	(2,652,094)	(2,968,565)	(2,346,839)
Redemptions	2,833,003	2,449,816	2,679,567	2,056,995
Interest received	29,300	31,136	20,942	12,519
Balance as at 31 December 2022	**989,891**	**748,022**	**950,021**	**648,637**
(iib) Treasury bills (FVTPL) (see note 16)				
31 December 2022				
Treasury bills fair value through profit or loss (Including pledged instruments) as at 1 January	954,462	770,094	952,131	769,800
Unrealised fair value gain	129,402	86,644	129,281	86,393
Balance as at end of period	(1,159,965)	(954,462)	(1,159,965)	(952,131)
Recognised in Cashflow	**(76,101)**	**(97,724)**	**(78,553)**	**(95,938)**
(iii) Loans and advances (see note 20)				
31 December 2022				
Loans and advances at 1 January	3,355,728	2,779,027	3,099,452	2,639,797
Changes in ECL allowance	(38,343)	(48,873)	(38,429)	(48,357)
Interest income	370,446	292,224	346,320	272,942
Interest received	(342,562)	(270,343)	(298,466)	(241,912)
Foreign exchange difference	125,432	67,679	124,357	67,679
Balance as at end of year	(4,013,705)	(3,355,728)	(3,735,676)	(3,099,452)
Recognised in Cash flow	**(543,004)**	**(536,014)**	**(502,442)**	**(409,303)**

(iv) Customer deposits

In millions of Naira	Group		Bank	
	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
As at 1 January	(6,472,054)	(5,339,911)	(5,169,199)	(4,298,258)
Interest expense	(122,710)	(60,322)	(104,559)	(37,556)
Interest paid	116,053	58,785	101,000	36,019
Foreign exchange differences	(134,652)	(39,313)	(108,216)	(45,554)
Balance as at end of year	8,975,653	6,472,054	7,434,806	5,169,199
Recognised in Cash flow	**2,362,290**	**1,091,293**	**2,153,832**	**823,850**

(v) Other liabilities (see note 29)

31 December 2022

As at 1 January	(487,432)	(703,292)	(427,876)	(599,464)
Changes in ECL allowance	(998)	(784)	326	(784)
Lease modification	(675)	(353)	(675)	-
Lease liability additions	(1,491)	(499)	(1,363)	(259)
Interest expense on lease liability	(2,082)	(3,427)	(2,069)	(2,885)
Lease interest paid	333	2,003	333	1,950
Principal repayment on lease liability	4,011	2,802	2,927	2,007
Foreign exchange difference	(39,361)	(8,330)	(40,993)	(8,159)
Unclaimed dividend received	(1,117)	(612)	(1,117)	(612)
Lease terminations	8,640	-	8,640	-
Balance as at end of year	568,559	(487,432)	546,347	(427,876)
Net cash movement in operating activties	**48,387**	**(225,060)**	**84,480**	**(180,330)**

(vi) Profit on disposal of property and equipment

31 December 2022

Cost (see note 25)	644	(6,395)	(220)	(6,196)
Accumulated depreciation (see note 25)	-	6,025	-	5,828
Net book value	(644)	(370)	(220)	(368)
Sales proceed	3,207	448	2,671	437
Profit on Disposal (see note 10)	**2,563**	**78**	**2,451**	**69**

(vii) Due from Banks (greater than 90 days)

31 December 2022	31-Dec-21	31-Dec-20	31-Dec-21	31-Dec-20
As at 1 January	29,986	179,244	94,157	179,244
Due to banks below 90 days	-	(666)	-	-
Changes in ECL allowance	649	-	(17)	-
Interest Income	12,270	6,766	3,967	1,898
Interest received	(12,159)	(16,297)	(3,857)	(11,429)
Foreign exchange difference	-	-	-	-
Balance as at end of Period	(46,407)	(29,986)	(115,315)	(94,157)
Recognised in cash flow statement	**(15,661)**	**139,061**	**(21,065)**	**75,556**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

In millions of Naira	Group		Bank	
	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
(viii) Other assets				
31 December 2022				
As at 1 January	168,210	169,967	152,326	159,625
Changes in ECL allowance	(22,398)	(7,555)	(22,394)	(7,563)
Foreign exchange difference	8,125	7,160	8,125	7,160
Balance as at end of period	(213,523)	(168.210)	(193,792)	(152,326)
Net cash movement in operating activities	**(59,586)**	**1,362**	**(55,735)**	**6,896**
(ix) Net movement in Derivatives				
Derivative assets				
31 December 2022				
At 1 January	(56,187)	(44,496)	(57,476)	(41,729)
Balance as at end of year	49,874	56,187	48,851	57,476
	(6,313)	**11,691**	**(8,625)**	**15,747**
Derivative liabilities				
31 December 2022				
At 1 January	(14,674)	(11,076)	(15,170)	(11,076)
Balance as at end of period	6,325	14,674	6,040	15,170
Recognised in cash flow	(8,349)	3,598	(9,130)	4,094
Net movement in derivatives	**2,036**	**8,073**	**505**	**11,653**

In millions of Naira	Group		Bank	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021
(x) Restricted balances (Cash Reserve)31				
December 2022				
Opening Balance	1,330,897	1,411,422	1,275,201	1,370,619
Mandatory reserve deposit with central bank	(1,668,919)	(1,250,208)	(1,614,217)	(1,194,512)
Special Cash Reserve	80,689	80,689	80,689	80,689
Recognised in cash flow	**(418,711)**	**80,525**	**(419,705)**	**95,418**

(xi) Interest paid

31 December 2022

In millions of Naira	Group		Bank	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Customer deposit (see note 44(iv))	(116,053)	(58,785)	(101,000)	(36,019)
Onlending facilities (see note 30b)	(4,857)	(1,684)	(4,857)	(1,684)
Lease liabilities (see 44(v))	(333)	(3,254)	(333)	(3,254)
Borrowings (see note 31)	(20,917)	(2,003)	(20,917)	(1,950)
Debt securities (see note 32)	(1,699)	(41,325)	(1,698)	(40,788)
	(143,859)	**(107,051)**	**128,805**	**(83,695)**

(xii) Unrealised fair value change

31 December 2022

Investment securities (see note 44(i))	1,802	173	1,802	173
Treasury bills (see note 44(ii))	(129,402)	(86,644)	(129,281)	(86,393)
Derivatives (see note 44(ix))	(2,036)	(8,093)	(505)	(11,653)
Hedging effectiveness	39,590	-	39,590	-
	(90,046)	**(94,564)**	**(88,394)**	**(97,873)**

(xiiia) Interest received from operating activities

31 December 2022

Due from other banks (see note 41(vii))	12,160	16,297	5,858	11,429
Loans and advances (see note 41(iii))	342,562	270,343	298,466	241,912
	354,722	**286,640**	**302,324**	**253,341**

(xiiib) Interest received from treasury bills and investment securities

31 December 2022

Treasury bills (see note 41(ii))	29,300	31,136	20,942	12,519
Investment securities (see note 41(i))	59,116	47,834	50,758	28,973
	88,416	**78,970**	**71,700**	**41,492**

(xiva) Acquisition of Right of use asset

31 December 2022

Addition to right of use (see note 26)	(3,772)	(739)	(3,394)	(409)
Lease liability addition (see note 44(v))	1,491	499	1,363	259
	(2,281)	**(240)**	**(2,031)**	**(150)**

(xivb) Additions to property, plant and equipment other than right of use

31 December 2022

Addition to property, plant and equipment (see note 26)	(71,017)	(34,848)	(67,751)	(31,993)
Addition to right of use asset (see note 26)	3,772	739	3,394	409
	(67,245)	**(34,109)**	**(64,357)**	**(31,584)**

Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2022

(xv) Additions to investment securities

31 December 2022

	Group		Bank	
In millions of Naira	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Investment securities at amortized cost	(559,128)	(300,852)	(206,085)	(159,577)
Investment securities at FVOCI	(200)	-	(200)	-
	(559,328)	**(300,852)**	**(206,285)**	**(159,577)**
(xvi) Lease Modification				
31 December 2022				
Right of use	(675)	-	(675)	-
Lease Liability	675	353	675	-
	-	**(353)**	**-**	**-**
(xvii) Unclaimed dividend received				
31 December 2022				
As at 1 January	(28,647)	(28,035)	(28,647)	(28,035)
Balance as at 31 Dec 2022	29,764	28,647	29,764	28,647
	1,117	**612**	**1,117**	**612**
(xviii) Lease derecognition				
31 December 2022				
Right of use- cost	12,773	-	12,600	-
Right of use-Accumulated depreciation	(6,160)	-	(5,985)	-
lease liability	(8,640)	-	(8,640)	-
	(2,028)	-	(2,025)	-

45. Comparatives

Certain disclosures and some prior year figures have been re-presented to conform with current period presentation.

46. Events after the reporting period

On 14 February 2023, the Group exchanged N123.6bln (GHS 2,675,754,659) of its existing Government of Ghana bonds for a series of new bonds with maturity dates commencing from 2027 to 2038 under the Ghana Domestic Debt Exchange Programme. The new bonds were successfully settled on the 21st of February 2023 and have been allotted on the Central Securities Depository. The effect of the exchange on impairment of the existing bonds at 31 December 2022 was duly recognised in the consolidated financial statements. See disclosures in Note 4.1

04

Other National Disclosures

Value Added Statement

In millions of Naira	31 December 2022	31 December 2022	31 December 2021	31 December 2021
		%		%
Group				
Gross income	956,351		765,558	
Interest and fee expense				
- Local	(132,589)		(110,698)	
- Foreign	(76,169)		(25,021)	
	747,593		629,839	
Impairment loss on financial and non-financial instruments	(123,252)		(59,932)	
	624,341		**569,907**	
Bought-in materials and services				
- Local	(206,841)		(167,921)	
- Foreign	(16,131)		(12,643)	
Value added	**401,369**	**100**	**389,343**	**100**
Distribution				
Employees				
Salaries and benefits	86,412	22	79,885	21
Government				
Income tax	60,739	14	35,816	9
Retained in the Group				
Replacement of property and equipment/ intangible assets	30,308	8	29,084	7
Profit for the year (including statutory reserves, small scale industry, and non-controling interest)	233,910	56	244,558	63
Total Value Added	**401,369**	**100**	**389,343**	**100**

Value added represents the additional wealth which the group has been able to create by its own and employees efforts.

In millions of Naira	31 December 2022	31 December 2022	31 December 2021	31 December 2021
		%		%
Bank				
Gross income	833,087		677,283	
Interest and fee expense				
- Local	(136,285)		(65,532)	
- Foreign	(40,112)		(45,161)	
	656,690		566,589	
Impairment loss on financial and non-financial instruments	(61,896)		(56,175)	
	594,794		**510,415**	
Bought-in materials and services				
- Local	(204,704)		(165,857)	
- Foreign	-		-	
Value added	**390,088**	**100**	**344,558**	**100**
Distribution				
Employees				
Salaries and benefits	68,475	18	61,123	18
Government				
Income tax	59,457	15	24,034	7
Retained in the Group				
Replacement of property and equipment/ intangible assets	27,564	7	26,268	8
Profit for the year (including statutory reserves, small scale industry, and non-controling interest)	234,593	60	233,133	68
Total Value Added	**390,089**	**100**	**344,558**	**100**

Five Year Financial Summary

In millions of Naira	31 December 2022	31 December 2021	31 December 2020	31 December 2019	31 December 2018
Group					
Statement of Financial Position					
Assets					
Cash and balances with central banks	2,201,744	1,488,363	1,591,768	936,278	954,416
Treasury bills	2,246,538	1 764 946	1.577 875	991.393	1,000,560
Assets pledged as collateral	254,663	392,594	298,530	431,728	592,935
Due from other banks	1,302,811	691,244	810,494	707,103	674,274
Derivative assets	49,874	56,187	44,496	92,722	88,826
Loans and advances	4,013,705	3,355,728	2,779,027	2,305,565	1,823,111
Investment securities	1,728,334	1,303,725	996,916	591,097	565,312
Investments in associates	-	-	-	-	-
Deferred tax asset	18,343	1,837	5,786	11,885	9,513
Other assets	213,523	168,210	169,967	77,395	80,948
Property and equipment	230,843	200,008	190,170	185,216	149,137
Intangible assets	25,251	25,001	16,243	16,497	16,678
Total assets	**12,285,629**	**9,447,843**	**8,481,272**	**6,346,879**	**5,955,710**
Liabilities					
Customer deposits	8,975,653	6,472,054	5,339,911	4,262,289	3,690,295
Derivative liabilities	6,325	14,674	11,076	14,762	16,995
Current tax payable	64,856	16,909	11,690	9,711	9,154
Deferred tax liabilities	16,654	11,603	-	25	67
Other liabilities	568,559	487,432	703,292	363,764	231,716
On-lending facilities	311,192	369,241	384,573	392,871	393,295
Borrowings	963,450	750,469	870,080	322,479	437,260
Debt Securities issued	-	45,799	43,177	39,092	361,177
Total liabilities	**10,906,689**	**8,168,181**	**7,363,799**	**5,404,993**	**5,139,959**
Net assets	**1,378,940**	**1,279,662**	**1,117,473**	**941,886**	**815,751**
Equity					
Share capital	15,698	15,698	15,698	15,698	15,698
Share premium	255,047	255,047	255,047	255,047	255,047
Retained earnings	625,005	607,203	521,293	412,948	322,237
Other Reserves	482,377	400,570	324,461	257,439	221,231
Attributable to equity holders of the parent	1,378,127	1,278,518	1,116,499	941,132	814,213
Non-controlling interest	813	1,144	974	754	1,538
Total shareholders' equity	**1,378,940**	**1,279,662**	**1,117,473**	**941,886**	**815,751**

* See note 43

In millions of Naira	31 December 2022	31 December 2021	31 December 2020	31 December 2019	31 December 2018
Statement of profit or loss and other comprehensive income					
Gross earnings	945,554	765,558	696,450	667,751	630,344
Share of profit / (loss) of associates	-	-	-	-	-
Interest expense	(173,539)	(106,794)	(121,131)	(148,532)	(144,458)
Operating and direct expenses	(364,113)	(318,458)	(279,974)	(246,393)	(235,829)
Impairment charge for financial and non-financial assets	(123,252)	(59,932)	(39,534)	(24,032)	(18,372)
Profit before taxation	**284,650**	**280,372**	**255,861**	**243,294**	**231,685**
Taxation	(60,739)	(35,816)	(25,296)	(34,451)	(38,261)
Profit after tax	**223,911**	**244,556**	**230,565**	**208,843**	**193,424**
Foreign currency translation differences	(28,768)	8,485	-	(8,498)	4,828
Fair value movements on equity instruments	8,109	5,599	16,295	13,870	1,459
Fair value movements on debt securities at FVOCI	(6,602)	(2,227)	1,981	518	-
Related tax	-	-	(355)	(66)	-
Total comprehensive income	**196,650**	**256,413**	**248,486**	**214,667**	**199,711**
Earning per share:					
Basic and diluted (kobo)	714	778	734	665	615

Five Year Financial Summary

In millions of Naira	31 December 2022	31 December 2021	31 December 2020	31 December 2019	31 December 2018
Bank					
Statement of Financial Position					
Assets					
Cash and balances with central banks	2,102,394	1397,666	1,503,245	879,449	902,073
Treasury bills	2,206,668	1,577,647	1,393,421	822,449	817,043
Assets pledged as collateral	254,565	357,000	298,530	431,728	592,935
Due From Other Banks	1,132,796	518,053	532,377	482,070	393,466
Derivatives	48,851	57,476	41,729	92,722	88,826
Loans and advances	3,735,676	3,099,452	2,639,797	2,239,472	1,736,066
Investment securities	622,781	477,004	333,126	189,358	156,673
Investment in subsidiaries	34,625	34,625	34,625	34,625	34,003
Investment in associates	-	-	-	-	-
Deferred tax	-	-	4,733	11,223	9,197
Other assets	193,792	152,326	159,625	71,412	75,910
Property and equipment	214,572	177,501	169,080	165,456	133,854
Intangible assets	23,958	23,542	14,699	15,109	15,399
Total assets	**10,570,678**	**7,872,292**	**7,124,987**	**5,435,073**	**4,955,445**
Liabilities					
Customer deposits	7,434,806	5,169,199	4,298,258	3,486,887	2,821,066
Derivative liabilities	6,040	15,170	11,076	14,762	16,995
Current tax payable	61,655	14,241	9,117	6,627	5,954
Deferred income tax liabilities	15 911	11.596	-	-	-
Other liabilities	546,347	427,876	599,464	386,061	223,463
On Lending Facilities	311,192	369,241	384,573	392,871	393,295
Borrowings	999,580	769,395	874,090	329,778	458,463
Debt Securities issued	-	45,799	43,177	39,092	361,177
Total liabilities	**9,375,531**	**6,822,517**	**6,219,755**	**4,656,078**	**4,280,413**
Net assets	**1,195,147**	**1,049,775**	**905,232**	**778,995**	**675,032**
Equity					
Share capital	15,698	15,698	15,698	15,698	15,698
Share premium	255,047	255,047	255,047	255,047	255,047
Retained earnings	494,429	466,250	382,292	302,028	238,635
Other reserves	429,973	312,781	252,195	206,222	165,652
Attributable to equity holders of the parent	1,195,147	1,049,776	905,232	778,995	675,032
Total shareholders' equity	**1,195,147**	**1,049,776**	**905,232**	**778,995**	**675,032**

In millions of Naira	31 December 2022	31 December 2021	31 December 2020	31 December 2019	31 December 2018
Statement of profit or loss and other comprehensive income					
Gross earnings	833,087	677,283	595,921	564,687	538,004
Interest expense	(153,019)	(82,718)	(102,111)	(126,237)	(124,156)
Other operating expenses	(324,122)	(281,223)	(246,566)	(215,037)	(206,428)
Impairment charge for financial assets	(61,896)	(56,175)	(37,237)	(23,393)	(15,313)
Profit before tax	**294,050**	**257,167**	**210,007**	**200,020**	**192,107**
Income tax	(59,457)	(24,034)	(12,155)	(19,688)	(26,627)
Profit after tax	**234,593**	**233,133**	**197,852**	**180,332**	**165,480**
Other comprehensive income	-	-	-	-	-
Fair value movements on equity instruments	8,109	5,599	16,295	13,870	1,459
	8,109	**5,599**	**16,295**	**13,870**	**1,459**
Total comprehensive income	**242,702**	**238,732**	**214,147**	**194,202**	**166,939**
Earning per share:					
Basic and diluted (kobo)	747	743	630	567	527

Share Capital History

Financial year	Nominal value of shares (₦)	Number of shares (units)	Nominal value per share (₦)
30-Jun-91	24,839,000.00	24,839,000.00	1
30-Jun-92	54,407,000.00	54,407,000.00	1
30-Jun-93	57,897,352.00	57,897,352.00	1
30-Jun-94	90,062,000.00	90,062,000.00	1
30-Jun-95	178,744,000.00	178,744,000.00	1
30-Jun-96	242,830,000.00	242,830,000.00	1
30-Jun-97	244,054,000.00	244,054,000.00	1
30-Jun-98	512,513,000.00	512,513,000.00	1
30-Jun-99	512,513,000.00	512,513,000.00	1
30-Jun-00	513,329,000.00	513,329,000.00	1
30-Jun-01	1,026,658,000.00	1,026,658,000.00	1
30-Jun-02	1,026,658,000.00	1,026,658,000.00	1
30-Jun-03	1,548,555,000.00	1,548,555,000.00	1
30-Jun-04	1,548,555,000.00	3,097,110,000.00	0.5
30-Jun-05	3,000,000,000.00	6,000,000,000.00	0.5
30-Jun-06	4,586,744,450.00	9,173,488,900.00	0.5
30-Jun-07	4,632,762,150.00	9,265,524,300.00	0.5
30-Sep-08	8,372,398,343.00	16,744,796,686.00	0.5
31-Dec-09	12,558,597,514.50	25,117,195,029.00	0.5
31-Dec-10	15,698,246,893.00	31,396,493,786.00	0.5
31-Dec-11	15,698,246,893.00	31,396,493,786.00	0.5
31-Dec-12	15,698,246,893.00	31,396,493,786.00	0.5
31-Dec-13	15,698,246,893.00	31,396,493,786.00	0.5
31-Dec-14	15,698,246,893.00	31,396,493,786.00	0.5
31-Dec-15	15,698,246,893.00	31,396,493,786.00	0.5
31-Dec-16	15,698,246,893.00	31,396,493,786.00	0.5
31-Dec-17	15,698,246,893.00	31,396,493,786.00	0.5
31-Dec-18	15,698,246,893.00	31,396,493,786.00	0.5
31-Dec-19	15,698,246,893.00	31,396,493,786.00	0.5
31-Dec-20	15,698,246,893.00	31,396,493,786.00	0.5
31-Dec-21	15,698,246,893.00	31,396,493,786.00	0.5
31-Dec-22	15,698,246,893.00	31,396,493,786.00	0.5

Affix Current Passport
(To be Stamped by Bankers)

Please write your name at the back of your passport photograph

e-DIVIDEND MANDATE FORM

Please complete **all sections** of this form to make it eligible for processing and return to the address below:

The Registrar,
Veritas Registrars Limited.
Plot 89A, Ajose Adeogun Street, Victoria Island, Lagos.

Date: __ __ / __ __ / __ __ __ __

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:

Surname/Company Name **First Name** **Other Names**

Address

City **State** **Country**

Previous Address

Bank:

Bank Account No.:

Account Opening Date:

BVN 1:

BVN 2:
(for joint signatories)

Clearing House Number (CHN)

Please note that **Only Clearing Banks** are acceptable

Tick	Name of Company	Shareholder's Account No.
	Ardova Plc	
	Dangote Sugar Refinery Plc	
	Guinness Nigeria Plc	
	May & Baker Nigeria Plc	
	Zenith Bank Plc	

Mobile Telephone 1

Mobile Telephone 2

E-mail Address

☑ *By signing this form, I/we hereby consent that Veritas Registrars Limited can collect and process my/our personal data for the purpose of managing my/our records in the companies for which Veritas Registrars Limited act as Registrars. I/we also confirm that I/we have read and accept the extent to which data can be collected and processed as contained in* ***http://veritasregistrars.com/privatepolicy.aspx***

Shareholder's Signature or Thumbprint

Shareholder's Signature or Thumbprint

Company Seal/Incorporation No. (Corporate Shareholder)

Head Office: Plot 89A, Ajose Adeogun Street, P.O. Box 75315, Victoria Island, Lagos, Nigeria.
Telephone: +234 (1) 2784167, 2784168, 2784169, 2784170; 0704 499 7048 (Text Messages only)
E-mail: enquiry@veritasregistrars.com; customercare@veritasregistrars.com; **Website:** www.veritasregistrars.com

ZENITH BANK PLC

PROXY FORM FOR THE 32nd ANNUAL GENERAL MEETING OF ZENITH BANK PLC TO BE HELD VIRTUALLY VIA **WWW.ZENITHBANK.COM/32AGM** ON TUESDAY, MAY 2, 2023 AT 9.00 A. M.

I/We, ………………………………. being a member of Zenith Bank Plc hereby appoint..
....
.... as our proxy to act and vote for us and on our behalf at the Annual General Meeting of the Company to be held via **www.zenithbank.com/32AGM** on Tuesday, May 2, 2023 at 9.00 a.m. and at any adjournment thereof.

I/We desire this proxy to be used in favour of/or against the resolution as indicated below (strike out whichever is not desired).

S/N	RESOLUTIONS	FOR	AGAINST
1.	To present and consider the Bank's Audited Accounts for the financial year ended 31st December, 2022, the Reports of the Directors, Auditors and Audit Committee thereon.		
2.	To declare a final dividend.		
3.	To approve the appointment of the following Directors: (a.) Dr. Peter Olatunde Bamkole as Independent Non-Executive Director (b.) Mr. Chuks Emma Okoh as Non-Executive Director (c.) Mrs. Adobi Stella Nwapa as Executive Director (d.) Mr. Anthony Akindele Ogunranti as Executive Director		
4.	To re-elect the following Directors who retire by rotation at this meeting (I) Dr. Omobola Ibidapo-Obe Ogunfowora (ii) Mr. Gabriel Ukpeh (iii) Dr. Temitope Fasoranti		
5.	To authorize the Directors to fix the remuneration of the Auditors.		
6.	To disclose the remuneration of Managers of the bank.		
7.	To elect members of the Audit Committee.		
8.	That Dr. Al-Mujtaba Abubakar, *MON*, who has attained the age of 70 years since the last general meeting be re-elected as an Independent Non-Executive Director of the bank.		
9.	To consider and if thought fit, to pass the following as ordinary resolution: "That the remuneration of the Directors of the Bank for the year ending December 31, 2023 be and is hereby fixed at N30 million only" for each Director.		

Please indicate with "x" in the appropriate box how you wish your vote to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting on his/her discretion.

Dated this 31st Day of March, 2023

Authorized Signatory

Name/Designation

NOTE

Please sign the Proxy Form and stamp at the Stamp Duties Office and forward by return email to **enquiry@veritasregistrars.com**, **veritasregistrars@veritasregistrars.com** and **michael.otu@zenithbank.com** or by depositing it at the office of the Company's Registrars, Veritas Registrars Limited, 89A, Ajose Adeogun Street, Victoria Island, Lagos State not later than 24 hours before the time fixed for the meeting. The Company will bear the cost of stamping of all the duly completed and signed proxy forms submitted within the stipulated time.

The meeting would also be accessible to all members virtually on the bank's website and our social media platforms.

A member who is unable to attend the Annual General Meeting is allowed to vote by Proxy.


Introducing
SME Grow my Biz
ARENA
Powerful Business Tools
Exciting Opportunities
Join our SME community to enhance your business efficiency, boost productivity and drive profitablility with our comprehensive suite of digital tools and support services.
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or go to
smearena.zenithbank.com


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... A competitively priced loan scheme for senior citizens aged between 60 and 70 years that receive their monthly pension in Zenith Bank.
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