



NASD **PLC**

POSITIONED FOR SUSTAINABLE GROWTH

2023 Annual Report &
Financial Statements

VISION

The Most Innovative Exchange for Capital Formation

MISSION

Enabling Economic Development Through Consistent Innovation

OUR CORE VALUES

TRANSPARENCY

We will provide information that is relevant, necessary and timely.

INTEGRITY

We will honour all commitments and never compromise our ethics.

PERFORMANCE

We will ensure that all requirements are executed to exceed stakeholders' expectations

INNOVATION

We will push beyond boundaries to develop customer focused products – bringing ideas to life.

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Corporate Profile

NASD PLC (NASD) is a Self-Regulatory Organization (SRO) licensed by the Securities and Exchange Commission (SEC) to develop and operate an Over-The-Counter Securities Exchange.

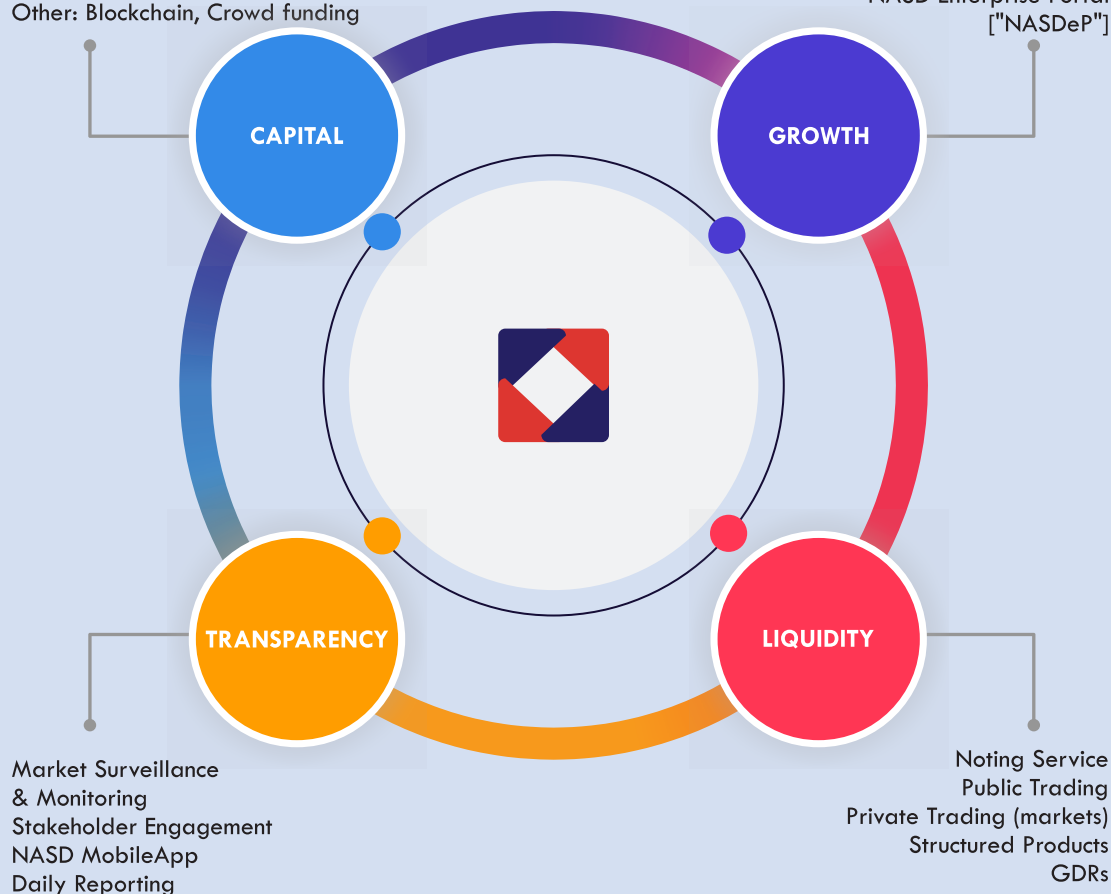
WHAT WE DO

We provide the opportunity for investors to trade their holdings transparently in a formal and orderly manner. Our service offerings are designed to deepen the Nigerian capital market, enhance investor confidence, and ease the capital raise process for organisations.

OUR VALUE POINTS ARE

Equity: Public, Private, IPO
Debt: Corporate Bonds, Commercial Paper
Other: Blockchain, Crowd funding

NASD Enterprise Portal
["NASDeP"]



Irrespective of the complexity of a transaction, NASD's structure and function as an OTC market allows us the flexibility to develop innovative solutions to meet the most unique requirements.



Our objectives are met through the following platforms:

- NASD OTC Securities Exchange
- NASD Enterprise Portal
- Digital Securities Platform
- NASD VentureRamp

NASD OTC Securities Exchange:

- Provides a cost-effective alternative to full listing.
- Creates public visibility for issuers and acts as a centralised data source for unlisted securities.
- Provides a new exit window for Venture Capital and Private Equity investors.
- Deepens the capital market by providing public access to non-quoted investment opportunities.
- Creates transparency around transactions in all publicly held securities.
- Provides a platform on which issuers may seek project funding.
- Supports growth in the real sector by providing liquidity platform for investors.

Admission Roadmap

Admission onto NASD OTC Securities Exchange can either be through an Admission of Company (Issuer-Led) or an Admission of Securities (Investor-Led).

An Admitted Company is an entity that has formally applied to NASD for admission and thereby agrees to adhere to the admission requirements and rules of The Exchange. Upon admission, the company is then ranked and placed in one of the NASD Market tiers according to the level of compliance with corporate governance best practices.

The second route for being admitted on the NASD OTC Exchange is through Admission of Securities, indicating that investor(s) of an unlisted public company has chosen to offer their holdings in the said company for trading on the NASD OTC Exchange.



ADMITTED COMPANY	ADMITTED SECURITIES
Initiated by the Company	Initiated by investor(s)
Requires active participation/compliance of the issuer.	Does not require active participation of the issuer
Full register is dematerialised with CSCS	Partial dematerialisation of register.
Issuer agrees to comply with NASD OTC Market rules.	Regulation is directed at the Participating Institutions.
Company will be placed in one of two bands (Blue or Pink).	Securities are placed in one of three bands (Blue, Pink, Red)

NASD Enterprise Portal

The NASD Enterprise Portal (NASDeP) is the proprietary portal of NASD that eases the capital raising process for viable small and medium scale enterprises (SMEs). NASDeP is an online platform for connecting SMEs with different capital market operators and facilitating safe and efficient capital formation.

The portal encourages growth enterprises to release structured information about their performance, operations, and requirements to a select audience of investors who are seeking investment opportunities.

Objectives and benefits of NASDeP

NASDeP creates an efficient, accessible, and transparent information exchange.

Specifically, it:

- Encourages enterprises to imbibe the best practice that include regular financial reporting and corporate governance that is critical for next stage financing.
- Eases the due diligence process.
- Collates standardised information on viable SMEs, free of entrepreneur bias.
- Provides registered capital market operators with information on potential clients and market depth.

NASDeP Participants

Enterprises

These include the promoters of viable enterprises seeking medium to long term capital. By subscribing to NASDeP, enterprises are visible to a wide range of investors.

Due Diligence Analysts

These are companies registered on NASDeP and can upload verified information provided by Incubator Firms or Enterprises. They serve as intermediaries between Enterprises and Accredited Investors.

There are two categories of Due Diligence Analysts: Enterprise Representatives (those that represent the enterprises solely) and Investor Representatives (those that represent the investors solely).

Investors

These are accredited individuals and institutions who have agreed to abide by the rules of NASDeP. By subscribing to NASDeP, investors have unparalleled access to high-yield potential enterprises that match their investment requirements. Investors on NASDeP include Angel Investors, Venture Capital Firms, Private Equity Firms, and other Institutional Investors.

How NASDeP works

Due Diligence Analysts perform preliminary due diligence on viable SMEs in their clientele, or in the Incubator Pool. After preliminary due diligence, information memoranda, investment teasers and supporting documents are uploaded to the portal. Investment teasers are available to the general NASDeP Community, while analysts and their clients have full discretion over which investors they grant access to more detailed information.

NASD VentureRamp

NASD VentureRamp (VentureRamp) is the donor crowdfunding platform of NASD PLC that provides a secure and transparent platform for facilitating the aggregation of donations for social causes. VentureRamp helps with the coordination of the parties and distillation of the project steps to better assure successful outcomes.

The platform is very suitable for hosting and coordinating endowments for small to large scale projects such as giving back initiatives of old school associations, community groups, and NGOs, among others.

Why VentureRamp?

VentureRamp creates an efficient, accessible, and transparent platform for both donors and project promoters. The purpose of VentureRamp is to:

- Provide a platform for efficient donations for different types of social causes.
- Ease the donation process by giving access to a larger and more diverse group of donors.
- Encourage donors of varying financial capacity to donate to social causes of their choice and have real impact.
- Support social causes which exist to help others, by giving them access to donations from people who believe in these causes.

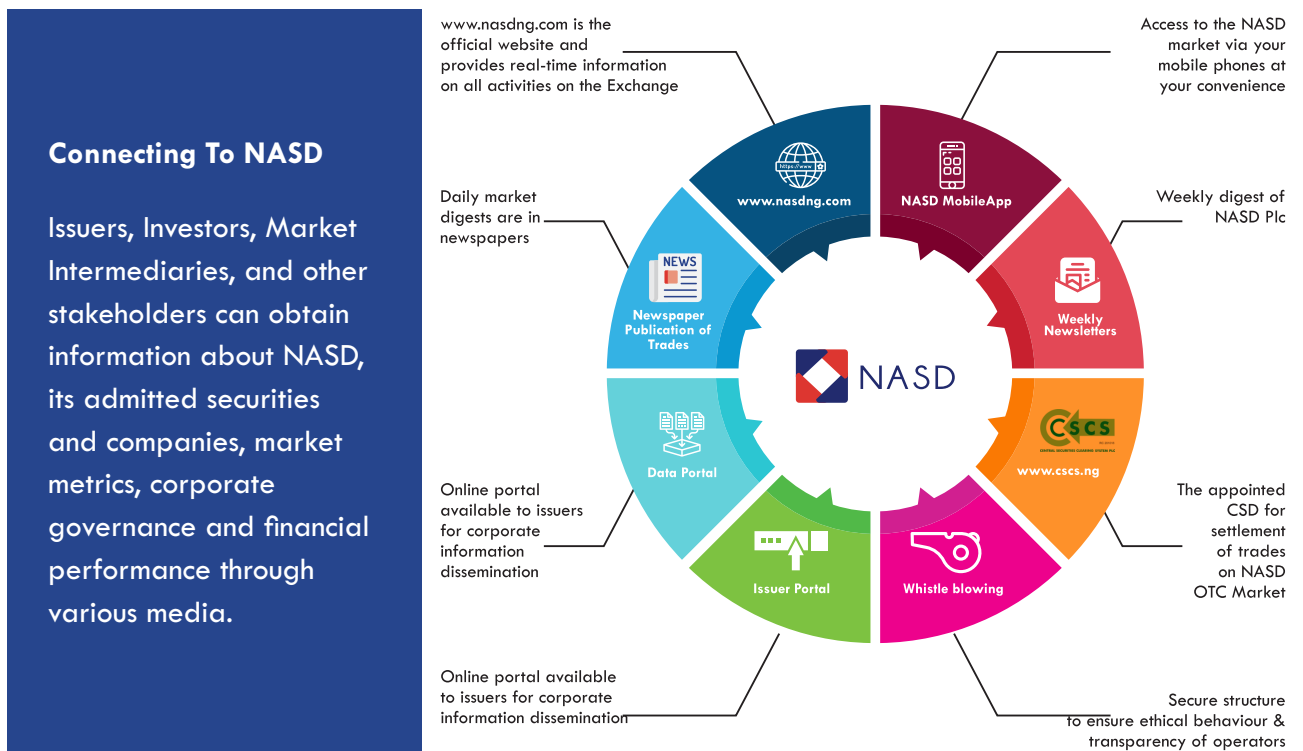
NASD Digital Securities

The NASD Digital Securities Platform (N–DSP) is a proprietary platform of NASD which seeks to revolutionize the investing ecosystem in Nigeria by leveraging cutting-edge blockchain technologies. The Unique value proposition of N–DSP is broken into buckets highlighted below:

- **Democratize access to capital markets:** N–DSP seeks to democratize access to capital markets by lowering the barriers to both issuing and investing in securities, leveraging the blockchain to minimize costs and increase accessibility.
- **Multi Asset Availability:** N–DSP with other key sector players will power the availability of tokenization of multi–asset securities such as real estate, private equity funds and other traditionally illiquid but profitable assets which will help diversify current stock exchange listings.
- **Smart Contracts:** The platform will deploy smart contract technology to mitigate the risk of fraudulent activity through automatically enforced governance rules.
- **Settlements:** Clearing and settlement can occur on a T+0 basis, down from the existing T+3, reducing the financial burden by freeing up funds that would otherwise be tied up unproductively.
- **Legal Structure:** On N–DSP, the Securities will be based on a legal structure whereby a trustee protects the interests of the token holders.

Benefit to Issuers and Investors:

Issuers	Investors
Provide issuers with a to end solution for raising capital in a compliant and transparent manner through Security Token Offerings (STOs) and Tokenized IPOs.	Opportunities for portfolio diversification.
Cost savings – Digital distribution, eliminate paperwork, marketing etc.	Digital subscription through mobile phones – No paperwork and lower cost of trading and API’s to crowd funding platforms.
Shorter capital raise period.	Settlement – from T+3 to T+1 or T+0.
Broad investors base from a Geographic and Demographic standpoint, thus granting access to international portfolio investors.	Investors will have access to accurate, real–time, transparent transaction records of total issued and outstanding securities as well as market cap data.
Create liquidity for illiquid asset for investors access to new asset classes.	Investors will now have access to broad range of tradeable asset classes previously regarded as illiquid.



Corporate Information

For the year ended 31 December 2023

Board of directors	Mr. Kayode Falowo Mr. Eguarekhide Longe Mr. Ariyo Olushekun Mr. Abubakar Lawal Mrs. Olayimikah Bolo Ms. Kenechi Ezezika Mr. Ebhodaghe Ishmeal Fatumata Soukouna Coker Aishetu Azumi Abraham	(Chairman/Non-executive director) (MD/CEO) (Non-executive director) (Non-executive director) (Non-executive director) (Non-executive director) (Non-executive director) (Non-executive director) (Independent Non-executive director)	Nigerian Nigerian Nigerian Nigerian Nigerian Nigerian Nigerian American Nigerian
Company secretary	GIO Nominees Limited 864B Bishop Aboyade Cole Street Victoria Island Lagos		
Business office	9th Floor, UBA House 57 Marina Lagos		
Auditor	KPMG Professional Services KPMG Tower Bishop Aboyade Cole Street Victoria Island, Lagos Nigeria		
Registrar	Coronation Registrars Limited Plot 009 Amodu Ojikutu Victoria Island Lagos		
Bankers	United Bank of Africa Plc First Bank Nigeria Limited Guaranty Trust Bank Plc Stanbic IBTC Bank Plc		
Registration Number	RC336267		
TIN	01170128-0001		

Notice of 11th Annual General Meeting

NOTICE IS HEREBY GIVEN that the **Eleventh Annual General Meeting** of **NASD PLC.** (The Company) will hold on Tuesday, the **24th day of September 2024** at Colonades Hotel, 21 Alfred Rewane Road, Ikoyi, Lagos at **11am** to transact the following business:

ORDINARY BUSINESS

- To present and consider the Audited Financial Statements of the Company for the year ended 31st December 2023 together with the Reports of the Directors, Auditors and Audit Committee thereon.
- To ratify the appointment of Mrs. Aisha Abraham as an Independent Non-Executive Director.
- To re-elect the following Directors who retire by rotation at this meeting and being eligible, offer themselves for re-election:
 - Mrs. Kenechi Ezezikah
 - Mrs. Olayimikah Bolo
 - Mr. Ishmael Ebhodaghe
- To re-appoint KPMG as the Auditors of the Company and authorise the Directors to fix the remuneration of the Auditors.
- To elect/re-elect members of the Statutory Audit Committee.
- To disclose the remuneration of Managers pursuant to Section 257 of the Companies and Allied Matters Act 2020.

SPECIAL BUSINESS

To consider and if thought fit, pass the following special resolution:

"That the Articles of Association of the Company be amended by consolidating Articles 1-12 of the Articles adopted by a special Resolution passed by the Company on the 17th day of July 2019 with Articles 13-14 of the Company's Articles of Association in one document and generally to bring the Articles in line with the Model Articles as set out in the Companies Regulations 2021".

To consider and if thought fit, pass the following ordinary resolution:

"That the total remuneration of Directors of the Company for the year ending December 31, 2024, be and is hereby fixed at N8,325,000 (Eight Million, Three Hundred and TwentyFive Thousand Naira)"

PROXY

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her/its stead. For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Company's Registrars, Coronation Registrars Limited, 9 Amodu Ojikutu St, Victoria Island, Lagos, Nigeria, or sent via email to eforms@coronationregistrars.com not less than 48 hours before the time fixed for the meeting. A blank proxy form is attached to the Annual Report.

NOTES

1) AUDIT COMMITTEE

In accordance with Section 404(6) of the Companies and Allied Matters Act, 2020 any shareholder may nominate another shareholder for election to the Audit Committee by giving notice in writing of such nomination to the email of the Company Secretary

likwuagwu@ikoliokagbue.com or to legalcompliance@nasdng.com at least 21 days before the Annual General Meeting. Nominations can also be submitted to the Company Secretary, GIO Nominees Limited, 864B, Bishop Aboyade Cole Street, Victoria Island, Lagos.

The Code of Corporate Governance for Public Companies issued by the Securities and Exchange Commission provides that members of the Audit Committee should be financially literate and able to read financial statements. We therefore request that all nominations to the Audit Committee should be accompanied with the Curriculum Vitae of the Nominees.

2) LIVE STREAMING OF AGM

The AGM will be streamed live. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM live streaming will be made available on the Company's website at www.nasdng.com.

Shareholders who wish to attend and vote at the meeting virtually can do so using the Coronation Virtual platform. The Link and the Access Code to attend and participate in the meeting virtually via the Coronation Virtual platform would be shared with the shareholders with valid email addresses on the night before the meeting date, being, September 23, 2024.

3) CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from the 10th to 13th of September 2024 (both days inclusive) for the purpose of updating the Register of Members.

4) WEBSITE – ANNUAL REPORT

A copy of this Notice, the Annual Report and Accounts and other information relating to the meeting can be accessed via the Company's website at www.nasdng.com. Shareholders who have submitted their email details to the Registrar will receive the electronic version of the Annual Report via email.

5) UPDATE OF SHAREHOLDERS INFORMATION

Shareholders are required to update their email address and other contact details with the Registrars by using this link <https://crselfservice.coronation.ng/>

6) E-ANNUAL REPORT

The electronic version of the Annual report will be available at www.nasdng.com. Members who have provided their email details to the Registrars will receive the electronic version of the Annual Report via email. Additionally, Members who are interested in receiving the electronic version of the Annual Report may request via e-mail to legalcompliance@nasdng.com.

7) ACCREDITATION AND VOTING

Accreditation of shareholders at the meeting venue will commence by 9.00am on the AGM Day. The Voting shall be done by show of hands using the Coronation Virtual Platform. The Registrars would provide adequate guidance on the Accreditation and the Voting process at the meeting venue.

8) SHAREHOLDERS' RIGHT TO ASK QUESTIONS

The right of shareholders and other holders of the Company's securities to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the Annual Report and Accounts is recognised. Please send questions, comments or observations to the Company, 9th Floor, UBA Building, 57, Marina, Lagos or the email of the Company Secretary likwuagwu@ikoliokagbue.com or office of the Company Secretary, GIO Nominees Limited, 864B, Bishop Aboyade Cole Street, Victoria Island, Lagos not later than July 20, 2024. Questions will be presented at the Annual General Meeting and answered thereat.

Dated this 31st Day of July 2024

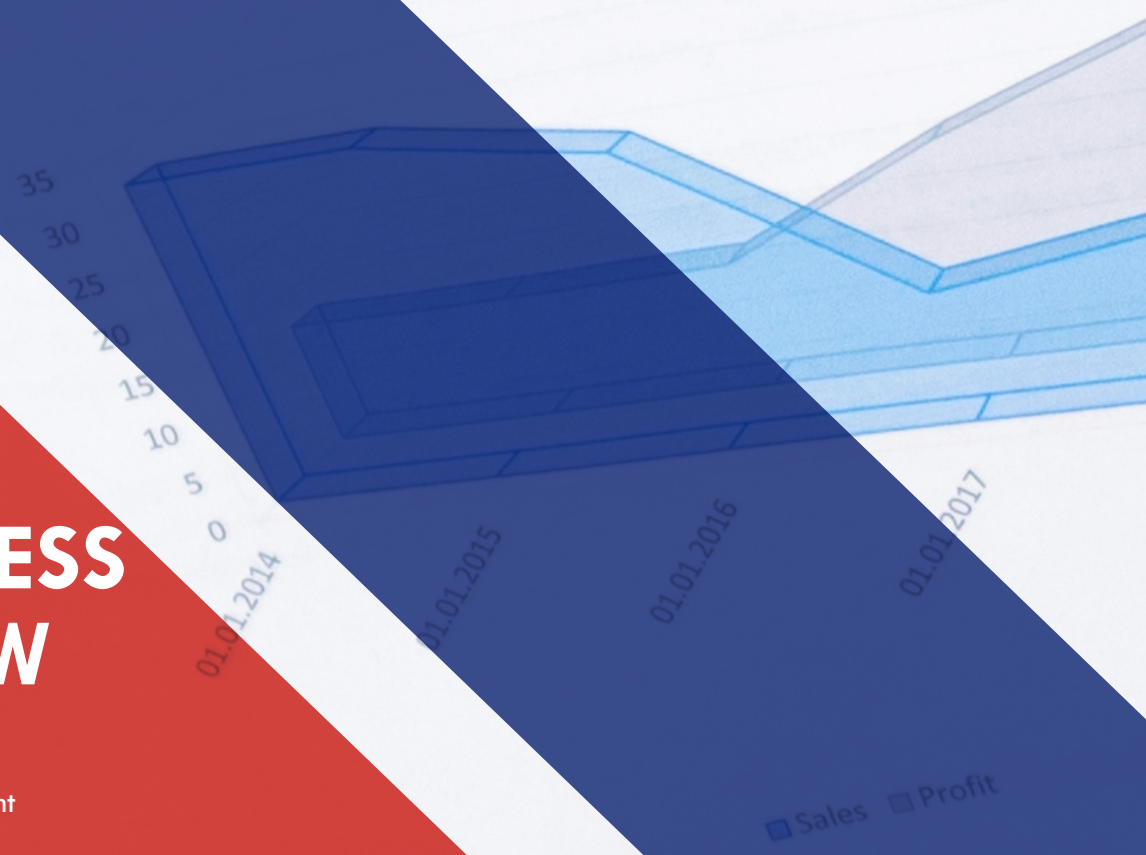
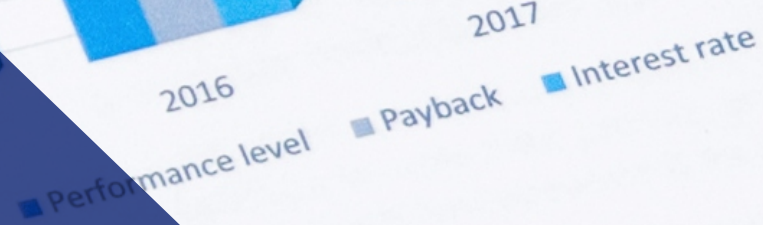
By Order of the Board

GIO NOMINEES LIMITED
864B, Bishop Aboyade Cole Str,
Victoria Island, Lagos

L. Omolola Ikwuagwu (Mrs.)

FRC/2014/NBA/00000007013

GIO Nominees Limited (Company Secretary)



BUSINESS REVIEW

- Chairman's Statement
- Managing Director's Report
- Business Review



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Product 3 ■ Product

Production level

Statistics

level

Profit
Sales

01.01.2018

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60%

from m

Chairman's Statement



Introduction

Distinguished shareholders, esteemed regulators, members of the Board of Directors, invited guests, ladies and gentlemen.

It is with much pleasure that I welcome you to the 11th Annual General Meeting of our Company, NASD PLC (“NASD” or “the Company”). I hereby present to you the Annual Report and Accounts for the financial year ended December 31, 2023, as well as an overview of the major developments that influenced our operations and financial results during the period.

The Global Economy In 2023

The global economy was resilient in 2023 despite several headwinds that arose from geopolitical tensions in different regions of the world and interest rate hikes as central banks strive to restore price stability. The global economy expanded by 3.2%, albeit at a slightly slower rate than the 3.4% growth rate recorded in the previous year. With a growth rate of 3.4%, Sub-Saharan Africa’s economic growth was more than double the 1.6% growth rate recorded in advanced economies.

Table 1 – Regional economic growth rates (%)

	2023	2024 est.
World	3.2	3.2
Advanced Economies	1.6	1.7
United States	2.5	2.7
Euro Area	0.4	0.8
Middle East & Central Asia	2.0	2.8
Sub-Sahara Africa	3.4	3.8

Source: IMF dataset

The Russo-Ukrainian War which heightened geopolitical tensions between Russia and the Western nations remained a sticky point for international economic collaborations and discussions during the year. Consequently, the economic sanctions imposed by western nations on Russia and major

corporations and individuals of Russian origin are still in force. Furthermore, the full-blown Israel-Hamas war that started in Q4 2023 escalated the geopolitical tension in the Middle East and has since elicited differing views in the international diplomatic community.

Some of the world’s largest economies witnessed deceleration

in growth as monetary and fiscal measures weighed on demand. This was evidenced in the economic growth of advanced economies which weakened to 1.6% in 2023, slower than the 2.7% recorded in 2022, according to the International Monetary Fund (IMF). As a result of the weaker momentum, global inflation was estimated at 6.88% in 2023, down from 8.71% in 2022, according to data from Statista.

Furthermore, the Organization of Petroleum Exporting Countries and its allies (OPEC+) maintained its coordinated measures to support crude oil prices in the face of weakened demand following global headwinds. However, the OPEC Basket Price – the weighted average of crude oil prices from the different OPEC members – declined by about 2.4% relative to the previous year while the price of the West Texas Intermediate (WTI) also fell by 9.1% relative to the previous year.

Going forward, the global economy is projected to stabilize and maintain similar growth rates in the coming years. The IMF estimates that the world economy would grow by 3.2% in 2024 as relatively stable growth rates are expected from Sub-Saharan Africa (3.8%) and Central Asia (2.9%), while global inflation has been projected by Statista to further decline to 5.79% in 2024.

The Nigerian Economy

Nigeria's economy was equally resilient in 2023 despite several macroeconomic and non-economic challenges that the country faced during the year. Accordingly, the domestic economy expanded by 2.74% year-on-year in 2023, following thirteen straight quarters of growth of the Gross Domestic Product ("GDP"). The growth rate of the GDP in 2023 was however slower than the 3.1% growth rate recorded in 2022, according to data from the National Bureau of Statistics (NBS).

The year 2023 was an election year in Nigeria, as such, a lot of attention was on the political space as a new federal government was elected and subsequently sworn into office leading to the introduction of new economic policies. Notable among the new policies were the removal of subsidies on Premium Motor Spirit (petrol) and the unification of the foreign exchange windows.

Fuel subsidies were discontinued by the new leadership of the nation. Consequent upon the removal of petrol subsidy, and together with other sources of cost pressures, Nigeria's headline inflation surged further to reach 28.92%

in December 2023. On the other hand, the twelve-month average consumer price index (CPI) for the year came in at 24.66%, higher than the 18.85% average for 2022, according to the NBS. The two main components of the CPI, food inflation and core inflation, were also on the increase during the year.

Another major change in the monetary policy regime was the collapse of all official foreign exchange windows into the Importer and Exporter (I&E) window as the foreign exchange challenges persisted. The unification of the forex windows resulted in the devaluation of the Naira by almost 40% at the time of the announcement. Furthermore, there were changes at the leadership of the Central Bank of Nigeria (CBN) as a new Governor and four new Deputy Governors were appointed to the CBN.

The growth of the nation's GDP was largely driven by the non-oil sectors which grew by 3.0%, compared to 4.8% growth recorded in 2022, and accounted for 94.6% of the GDP. On the other hand, Nigeria's oil sector contracted by 2.22% largely due to domestic production challenges associated with crude oil theft and pipeline vandalization. As a result, the total contribution of crude oil to the Nation's GDP in 2023 reduced to 5.4%, lower than the 5.7% it contributed in the preceding year, according to the NBS. The new leadership of the Federal Government has been making frantic efforts to attract investments to the oil and gas sector, giving us some optimism about the outlook of the sector.

Trade Activity

Trading activity at the NASD recorded strong growth in 2023, compared to the previous year as the number of trades executed on the NASD OTC Exchange increased by 41.8% compared to the preceding year.

Table 2 – Activity On The NASD OTC Exchange

	2023	2022	% Change
No of Deals Executed	3,838	2,706	41.8%
Volume Of Shares Traded	4,840,838,743	3,898,173,423	24.2%
Value of Shares Traded (₦)	37,570,756,563.46	28,002,672,737	34.2%
NASD Securities Index	927.47	709.66	30.7%
NASD Market Capitalization (₦)	1,257.23	932.51	34.8%

The volume of shares traded during the year also increased by 24.2%, while the value of shares traded increased by 34.2% compared to the previous year. As of 31 December 2023, the value of transactions executed on the OTC Exchange for the year was ₦37.57 billion and the Market Capitalization had increased by 34.8% over the preceding period to almost ₦1.26 trillion.

Financial Performance

Distinguished shareholders, in the year under review, your Company generated Transaction Income of ₦295.3 million, representing 25.7% increase compared to the N234.9 million recorded in the corresponding period of 2022. The Company's Investment Income however decreased by 19.5% to ₦42.7 million, compared to the ₦53.1 million recorded in 2022.

Total Expenses amounted to ₦406.1 million in 2023, representing an increase of 2.7%, compared to the ₦395.5 million recorded in the corresponding period of 2022. At the year ended 31 December 2023, NASD recorded a Net Loss of ₦69.6 million as compared to ₦79.3 million in 2022.

There is considerable work-in-progress to restructure the business from its dependence on a narrow income base. The Board is working diligently with Management to ensure that these efforts at creating a more sustainable structure for the business lead to improved financial performance very soon.

Board of Directors

The Board of Directors are ultimately responsible for ensuring that the Company adheres to sound corporate governance practices, the highest standards of ethics and that it operates in a fair and transparent manner.

There have been some changes to the Board since the last Annual General Meeting. During the year, the Board appointed Mrs. Aishetu Abraham as an Independent (Non-Executive) Director of the Company. Mrs. Abraham is a seasoned professional whose experience cut across different sectors that include commercial banking, investment banking and real estate sectors, among others. Her appointment has broadened the diversity and deepened the corporate governance function of the Board. She will be presented to you for ratification during the Annual General Meeting (AGM).

Furthermore, in accordance with the provisions of the Companies and Allied Matters Act (CAMA) that governs the rotation of Directors, the following directors will be presented to you for re-election during the AGM; Mrs. Olayimikah Bolo, Mrs. Kenechi Ezezikah and Mr. Ishmael Ebhodaghe.

Outlook

More policy reforms are expected from the Federal Government and its agencies in the coming year. As a company, NASD PLC would be embarking on strategic initiatives that would position itself, not only to take advantage of such policy changes as they emerge but also to prepare us for the future and strengthen our capacity to become the preferred Exchange for capital formation in Africa.

Appreciation

In conclusion, I would like to thank my colleagues on the Board, as well as the Management team and Staff of the Company as a whole.

I also thank the Securities and Exchange Commission for its continued efforts at maintaining a vibrant and robust capital market.

I wish to extend my felicitation to our distinguished shareholders, for continuing to support the course of development of our dear Company. Our positioning in the Nigerian Capital Market has been duly examined in detail by the Board and a distinct course for growth has been agreed with Management. As a result, we look forward with great expectancy to better years ahead.

Thank you and God bless.

Mr. Kayode Falowo

Chairman, Board of Director,
NASD Plc



Managing Director's Review



Distinguished Shareholders,

It is an honour for me to report to you insights on the operations and performance of your company for the financial year ended December 31, 2023.

THE BUSINESS AND SOCIO-POLITICAL ENVIRONMENT IN NIGERIA IN 2023

With the general elections held in late February to mid-March 2023, there was much focus on political activities with the elections having been keenly contested in Q1:2023. At 2.31% real GDP growth in Q1:2023; a decline of 26% and 35% in comparison to Q1:2022 (3.11) and Q4:2022 (3.54), the clear focus of the period was well evinced.

The economic environment at the time of the elections is rounded up with the picture of the Consumer Price Index (CPI) at approximately 21.91% (Year-on-Year) in February 2023 and the benchmark US\$ exchange rate to the Naira at US\$1:N461.66 (official); US\$1:N765 (parallel market).

This should be contrasted with the corresponding numbers of H1:2023 and full year 2023, as shown below to get a tangible perception of the adverse changes that have occurred within the Nigerian economic environment pre and post elections and regime change of 2023:

Nigerian Economic Indicators

	Pre – Elections		Post-Elections	
	FEB: 2023	March: 2023	June: 2023	Dec.: 2023
GDP	-	2.31%	2.54%	2.74%
CPI	21.91%	22.04%	22.77%	28.91%
FX Rate (Official)	461.66	460.85	763	972.30
FX Rate (Parallel)	765	750	770	896.61

Source: Nigeria Galleria, NBS

The signal from the new administration on May 29, 2023, was for the embrace of market-driven reforms. Thus, the prices of premium motor spirit (petrol) were de-subsidized at the inauguration of the President. Likewise, the direction to attain a unified foreign exchange rate was pronounced. Other bold reforms initiated by the new government have driven the Nigerian economy towards a new equilibrium, which it has been set on attaining.

The adjustments have, however, come with unavoidable business and personal strains that have shocked the economy and various economic actors into seeking for new and more sustainable operating patterns.

In the wake of these developments, the Capital Market has recorded a significant post-election bounce. With reference to the NASD Stock Index (NSI), a growth of 29.69% from the end of February (week 8, 2023) to the end of December (week 52, 2023), signified the drive for bargains by investors on the equity capital market platforms seeking for real rates of return on investment to curb the rapidly growing inflation and exchange rate volatility the economy was experiencing. The sectors of focus by investors were majorly Oil and Gas exploration, Oil and Gas services, and Financial Services.

In the wake of the transition being experienced in the economy, NASD PLC. continued to work at intensifying its philosophy of relevance to the Nigerian economy in being an effective channel for capital mobilisation and wealth creation, and diligently introspecting its market positioning to deliver tangible value to the market on the fund mobilisation and investment fronts.

CONTINUING THE REPOSITING PROCESS OF THE COMPANY

Having identified that NASD PLC. required clear definition of its market positioning in the Nigerian Capital Market in 2022, the effort to anchor the needed diversification in the value proposition of the business of the Company continued diligently throughout 2023.

It bears reiterating that NASD PLC. was licensed by the Securities & Exchange Commission (SEC) to serve as an Over The Counter (OTC) Securities Exchange for public unlisted companies.

The table below shows a breakdown of the OTC market activity on NASD reflecting the trades of the admitted companies in 2023.

2023 SECURITY BREAKDOWN

S/N	SECURITY SYMBOL	DEALS	% DEALS	VOLUME	% VOLUME	VALUE	% VALUE
1	SDCSCSPLC	487	12.92	1,129,263,832	23.47	21,935,294,270.01	58.57
2	SDVFDGROUP	236	6.26	26,477,560	0.55	5,904,314,071.70	15.76
3	SDARADEL	650	17.25	6,689,091	0.14	2,673,979,017.86	7.14
4	SDUBNPROP	124	3.29	1,669,728,726	34.70	2,164,098,133.31	5.78
5	SDFCWAMCO	1100	29.19	25,502,762	0.53	1,847,798,767.48	4.93
6	SDGEFLUID	163	4.33	806,409,775	16.76	1,613,188,516.43	4.31
7	SDPURPLERE	96	2.55	71,320,830	1.48	370,948,771.07	0.99
8	SD11PLC	178	4.72	1,688,725	0.04	268,928,040.92	0.72
9	SDAGMBANK	5	0.13	324,004,000	6.73	168,482,080.00	0.45
10	SDNIPCOPLC	1	0.03	25,000,000	0.52	137,500,000.00	0.37
11	SDNASDPLC	118	3.13	9,706,691	0.20	122,915,650.35	0.33
12	SDNIPCOPLC	179	4.75	1,423,025	0.03	101,846,173.04	0.27
13	SDIGIPLC	58	1.54	647,826,049	13.46	53,344,994.06	0.14
14	SDAFRILAND	112	2.97	19,060,352	0.40	45,017,710.52	0.12
15	SDFOODCPT	73	1.94	17,584,733	0.37	19,846,225.40	0.05
16	SDCBANCO	11	0.29	5,063,300	0.11	11,198,635.00	0.03
17	SDACORN	73	1.94	15,620,802	0.32	5,075,906.30	0.01
18	SDNEWREST	12	0.32	249,225	0.01	3,441,842.00	0.01
19	SDFSTRUSTMB	14	0.37	5,799,178	0.12	2,688,668.66	0.01
20	SDAIRLIQ	20	0.53	271,960	0.01	1,400,108.00	0.00
21	SDMIXREAL	17	0.45	685,390	0.01	1,106,933.70	0.00
22	SDLIGHTFSP	1	0.03	1,896,000	0.04	948,000.00	0.00
23	SDCITITRUST	19	0.50	63,178	0.00	853,079.56	0.00
24	SDRSOURCE	13	0.35	120,752	0.00	48,947.34	0.00
25	SDGOLDEN	5	0.13	3,650	0.00	3,750.00	0.00
26	SDMASSTCOM	3	0.08	5,150	0.00	2,317.50	0.00
	TOTAL	3,768	100.00	4,811,464,736	100	37,454,270,610.21	100

Source: NASD PLC. Market Operations

The table above demonstrates practically the enunciated need for the prompt diversification of the business of the

company.

To achieve our drive to vastly improve the financial fortunes of the Company to significantly enhance shareholder value, a minimum target revenue from operations of N1 billion has been identified as the business activity level required. The over-concentration of trading on 6 stocks, constituting an overall market turnover of 96.49%, falls far short of the requirement to attain our target.

It is thus to this purpose that we have continued to consolidate our efforts on diversification of the value proposition and (resultant) broadening of the revenue base of the Company.

OPERATIONALISING MULTIPLE PLATFORMS (The Quest to Activate 5 Market Platforms)

Origination has been/is critical to our vision of a restructured NASD PLC. Below are the market platforms which serve as distinct segments around which the business of the company has been articulated:

SEGMENT	PRIMARY DRIVE & FOCUS	ACHIEVEMENT/PROGRESS MADE IN 2023
The OTC Market	Consolidate relationships with admitted companies. Work with Regulators (SEC & CAC) to pursue full dematerialization of unlisted Public Companies on a SEC licensed stock exchange.	Diligently undertaken in 2023 Obtainment of Regulators’ effective collaboration still in view. National Pension Commission’s no-objection to investment of Pension Funds on NASD’s OTC platform tacitly achieved.
The Market Feeder Pipeline (NASD Enterprise Portal – NASDep)	Develop an efficient private market process to incubate and scale high growth nascent companies (agric. aggregation, logistics, financial technology, entertainment & creatives, clean energy, the automotive industry)	A clear origination, assessment and investor partnering process has been established. Initial transactions executed. Process now ready to achieve required operating scale
Donor Crowd Funding (VentureRamp)	Endowments Self-help projects	Technology revamp and operations restructuring achieved.
The Digital Securities Platform	Introduction of Security Token Offerings to the Nigerian Capital Market	Sandbox approval from the SEC achieved. Market prepared and ready for inaugural issuances.
Short-term Debt Financing	Regulatory approval of Commercial Paper rules, invoice securitisation	Market structure articulation in progress.

This strategic thrust is conceived to improve current market activity at NASD PLC., attract new admissions to the various market segments, project NASD distinctly as a hub for innovative capital mobilisation for businesses and a potent repository of value for investors.

MARKET & COMPANY PERFORMANCE REVIEW OF 2023

The market performance for 2023 demonstrates growth in major indices. This growth provides the signal that NASD PLC. as a company is being anchored at significant depth in value-proposition terms. However, it is evident from the financial performance of the Company that there is significant work yet to be done to establish NASD PLC. as an internally consistent business.

	ADMITTED SECURITIES	MARKET CAPITALISATION (N'Bn)	NUMBER OF DEALS	VOLUME (Bln)	VALUE (N'Bln)	NASD SECURITIES INDEX (NSI)
2023	44	1,260.00	3,838	4.84	37.57	927.77
2022	40	932.51	2,706	3.89	28.02	709.66
% age [^]	10%	35%	42%	24%	34%	31%

Source: NASD PLC. Market Operations

FINANCIAL PERFORMANCE

Operating income for 2023 grew by 26% with fee and commission income at N295m in 2023 from N235m 2022. Non-operating investment and ancillary income were down (collectively) by 20% from N53m in 2022 to N43m in 2023. Total income for 2023 at N338m improved 17% from the figure of N288m recorded in 2022. **It is important to note here and reiterate Management's identification of a minimum total income of N1bn as the desirable target on which sustenance of the business of the Company will be guaranteed.** The effort to attain this target is in progress in the 2024 Financial Year.

A loss after tax of N69.7m in 2023 was recorded as against a loss after tax of N79.3m in 2022. Employee benefits, administrative and operating expenses were up 3% in 2023 at N383m as compared to N372m in 2022.

It is difficult to identify and express progress in a company which records a financial loss. However, the indicators of tangible growth in operating income and an improvement in the organic bottom-line financial performance in 2023 (shorn of income tax credits in 2022) underlies the progress of Management's diversification in the revenue base and strategic direction of the Company. For 2024, the drive to return the company to appreciable profitability from core operations, reverse negative reserves, and attempt to place the Company in a position to pay shareholders a cash dividend, remains central in the focus of the Management team.

OPERATIONS

Market capitalization grew by 35% from N932.51bln at the end of 2022 to N1.260bln in 2023.

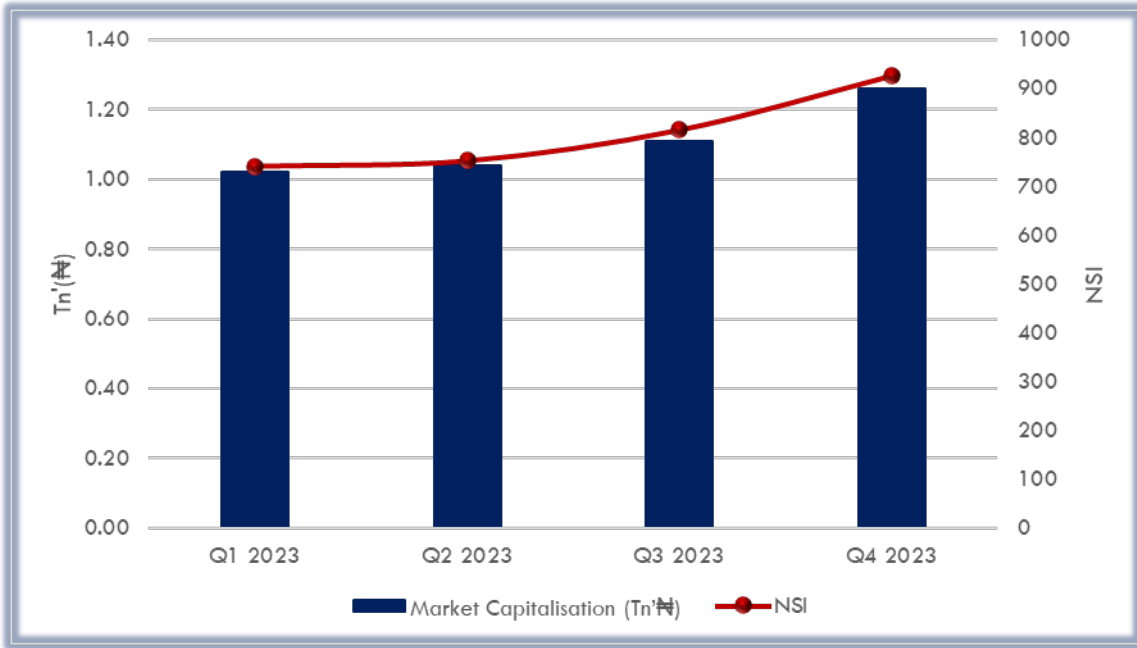
Growth in market capitalisation was both a combination of the gains in the NSI and admission of new companies unto the OTC platform. It is important to note that the net growth in market capitalization was achieved despite the exit of one of the very active companies on the NASD OTC platform; VFD PLC. (exited with a market cap. of N46.5bln in Q3:2023).

It has become imperative that NASD will serve the Nigerian Capital Market as an incubation platform. A first point of contact with growth companies looking to acclimatize their businesses with the capital market discipline. To this end, we recognize that a lot of origination and development work of companies (largely in the real sector of the economy) will be done at NASD PLC. to feed the platform and, by extension, feed the Capital Market. Companies may and will inevitably grow to seek further interaction and engagement with other segments of the Capital Market in their quest to broaden their value proposition.

This realization anchors a significant part of the philosophy of developing and diversifying NASD's business into the future. A clear definition of the Company's market positioning in the Nigerian Capital Market.

Quarterly Market Performance Overview

Description	Q1 2023	Q2 2023	Q3 2023	Q4 2023
NSI	741.04	752.03	815.65	927.47
Market Capitalisation (Tn'N)	1.02	1.04	1.11	1.26

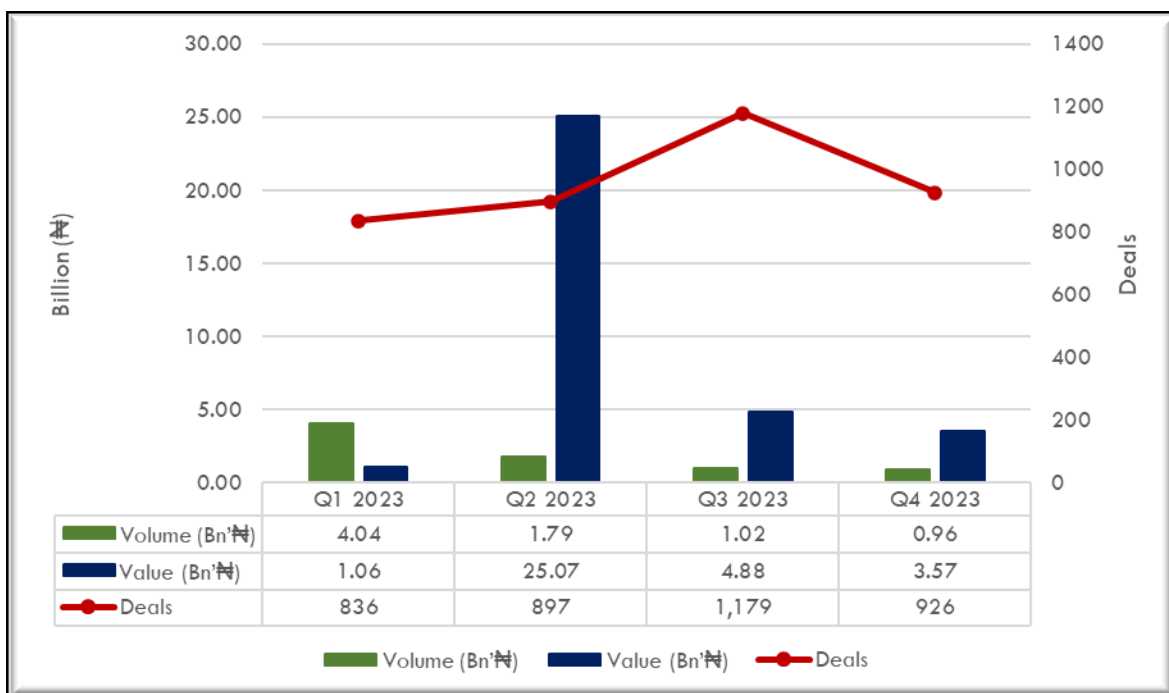


Graphical Representation

Quarterly Trade Breakdown

Description	Q1 2023	Q2 2023	Q3 2023	Q4 2023
Volume (Bn'₹)	4.04	1.79	1.02	0.962
Value (Bn'₹)	1.06	25.07	4.88	3.57
Deals	836	897	1,179	926

Graphical Representation



Top Five Traded Securities by Value

SECURITY	VALUE (Bn'₦)	Comment
CENTRAL SECURITIES CLEARING SYSTEM PLC	21.94	
VFD GROUP PLC	5.90	A large CSCS transaction occurred in Q2 2023. 1.08bn Units transaction valued at ₦21 billion.
ARADEL HOLDINGS PLC	2.69	
UBN PROPERTY COMPANY PLC	2.17	
FRIESLAND CAMPINA WAMCO NIGERIA PLC	1.87	

Top Five Traded Securities by Volume

SECURITY	VOLUME (Bn')	Comment
UBN PROPERTY COMPANY PLC	1.67	N/A
CENTRAL SECURITIES CLEARING SYSTEM PLC	1.13	
GEO-FLUIDS PLC	0.83	
INDUSTRIAL & GENERAL INSURANCE PLC	0.65	
AG MORTGAGE BANK PLC	0.32	

Market Growth 2023

COMPANY NAME	ADMITTED PRICE (₦)	Market Cap (Bn'₦)	DATE OF LISTING
IPWA PLC	0.50	0.26	17/08/23
LAGOS BUILDING INVESTMENT COMPANY PLC	2.40	9.32	13/09/23
PURPLE REAL ESTATE INCOME PLC	5.20	21.44	23/03/23

2023 Market Gainers

Symbol Code	Close Price (₦)	Open Price (₦)	% Growth
SDARADEL	1,089.00	197.78	450.61%
SDACORN	0.60	0.14	328.57%
SDGEFLUID	2.55	0.70	264.29%
SDIGIPLC	0.25	0.08	212.50%
SDUBNPROP	1.90	0.80	137.50%
SDAFRILAND	3.46	1.50	130.67%
SDFOODCPT	1.84	0.90	104.44%
SDNEWREST	17.71	11.00	61.00%
SDCSCSPLC	19.84	12.46	59.23%
SDNIPCOPLC	80.00	60.00	33.33%
SDFCWAMCO	80.00	67.38	18.73%
SD11PLC	180.00	154.00	16.88%
SDAIRLIQ	5.50	4.95	11.11%
SDNMRCPLC	5.50	5.24	4.96%
SDCITITRUST	13.50	13.25	1.89%
SDVFDGROUP	244.88	244.00	0.36%

Note: VFD Group was delisted 28th September 2023.

**2023 Market Decliners**

Symbol Code	Close Price (₦)	Open Price (₦)	% Decline
SDIPLC	0.30	0.50	-40.00%
SDFSTRUSTMB	0.43	0.57	-24.56%
SDMIXREAL	1.49	1.76	-15.34%
SDNASDPLC	12.98	14.79	-12.24%
SDRSOURCE	0.41	0.45	-8.89%
SDCBANCO	2.15	2.26	-4.90%

NASD 2023 Security Categorisation

S/N	BLUE CATEGORY
1	11 PLC
2	ACCESS BANK PLC
3	AFRILAND PROPERTIES PLC
4	AG MORTGAGE BANK PLC
5	AIR LIQUIDE PLC
6	ARADEL HOLDINGS PLC
7	CENTRAL SECURITIES CLEARING SYSTEM PLC
8	CITITRUST HOLDINGS PLC
9	FRIESLAND CAMPINA WAMCO NIGERIA PLC
10	NASD PLC
11	NEWREST ASL NIGERIA PLC
12	NIGERIA MORTGAGE REFINANCE COMPANY PLC
13	NIPCO PLC
14	UBN PROPERTY COMPANY PLC

Note: Companies listed here have up to date financial records, corporate disclosures.

S/N	PINK CATEGORY
1	CAPITAL BANCORP PLC
2	CR SERVICES PLC
3	DUFIL PRIMA FOODS PLC
4	FAN MILK NIGERIA
5	FIRSTTRUST MORTGAGE BANK PLC
6	FOOD CONCEPTS PLC
7	FUMMAN AGRICULTURAL PRODUCTS INDUSTRIES PLC
8	GREAT NIGERIA INSURANCE PLC
9	INDUSTRIAL & GENERAL INSURANCE PLC
10	IPWA PLC
11	LAGOS BUILDING INVESTMENT COMPANY PLC
12	LIGHTHOUSE FINANCIAL SERVICES PLC
13	MIXTA REAL ESTATE PLC
14	PURPLE REAL ESTATE INCOME PLC
15	THE INFRASTRUCTURE BANK PLC

Note: Companies listed here do not have the most recent financial records, corporate disclosures.

S/N	RED CATEGORY
1	ACORN PETROLEUM PLC
2	CAPPA AND D'ALBERTO PLC
3	COSTAIN (WEST AFRICA) PLC
4	FAMAD NIGERIA PLC
5	FREE RANGE FARMS PLC
6	GEO-FLUIDS PLC
7	GOLDEN CAPITAL PLC
8	INTERNATIONAL PACKAGING IND. OF NIGERIA PLC
9	MASS TELECOMMUNICATION & INNOVATION PLC
10	RESOURCERY PLC
11	RIGGS VENTURES PLC
12	VITAL PRODUCTS PLC

Note: Companies listed here do not have the most recent financial records, corporate disclosures.

PROTECTION OF INVESTORS AND TRADE ON THE NASD OTC MARKET

In previous years it was reported that in furtherance of its objective of creating confidence in the OTC Market, and pursuant to its Rules and Regulations, NASD established two Funds. One known as the 'Trade Guarantee Fund' and the other known as the "Investor Protection Fund".

Trade Guarantee Fund

The Trade Guarantee fund is being administered by appointed members of the Board of Trustees. The Fund has the principal objective to:

Protect investors interest in the event of a settlement default.

Ensure timely execution and settlement of transactions on the NASD OTC Market; and

Promote the development and regulation of the Market and ensure that Market equilibrium is not disturbed in the event of payment defaults by Participating Institutions.

The Board of the NASD PLC appointed GTL Trustees Limited (now Greenwich Trustees Ltd) to be the Trustee/Managers to hold and administer the Fund's assets not immediately required in permissible investments and to also perform other oversight functions relating thereto.

The fund is domiciled in Sterling Bank PLC. As at the end of the year 2023, the Statement of Account of the GTL/NASD Trade Guarantee Fund from Greenwich Trustees Ltd showed a balance of N15,159,630.19 (Fifteen Million, One Hundred and Fifty-Nine Thousand, Six Hundred and Thirty

Naira, Nineteen Kobo). There has, thus far, not been any claim on the Fund.

Investor Protection Fund

The NASD Investor Protection Fund is established to compensate investors who suffer pecuniary loss arising from:

- a. the insolvency or bankruptcy of a Participating Institution.
- b. defalcation committed by a Participating Institution or any of its directors, officers, employees, or representatives in relation to securities, money or any property entrusted to, or received or deemed received by the Participating Institution during its business as a capital market operator.
- c. the suspension or cancellation of registration of a Participating Institution by the Securities and Exchange Commission ("the Commission") in accordance with the provisions of Section 38 of the Act

Membership of the Board of Trustees:

S. 199 ISA 2007 provides that the Board shall be constituted by a maximum of 9 members. In view of the recent approval of the NASD Investor Protection Fund Rules by the SEC, the Board of the Company has constituted the Board of Trustees. Set out below is the list of the members of the Board of Trustees and the representative interest groups:

S/N	Members	Status
1	NASD	Eguarekhide Longe
2	SEC	Mfong O. Bassey
3	CSCS	Onome Kolawole
4	Association of Capital Market Registrars	Dele Ikotun
5	Registered Shareholders Association	Alhaja Ayodele Sarat Kudaisi
6	Institutional Investors	Eric Idiahi
7	Dealing Member Firms	Bunmi Ajayi
8	A legal practitioner knowledgeable in capital market matters.	Vincent Iweze
9	A person with integrity knowledgeable in capital market matters.	Hakeem Oyewale

As at the end of the year 2023, the Board of Trustees of the Fund held two consecutive meetings in November. The Board of Trustees as part of its mandate had approved and ratified all governance documents for regulation of the Fund, and approved the opening of a collection account for the receipt of the contributions required to be made to the Fund by NASD Plc and all Participating Institutions who may make early payments to the Fund pending the appointment of a Fund Manager.

PEOPLE & CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility

NASD, as an organisation every year, takes its Corporate Social Responsibility very seriously. This is not due to any mandate, but as an organisation, giving back to Africa and its Country in a sustainable way has become woven in the fabric of its operation.

For the year 2023, NASD decided to kill two very important birds with one stone – Hunger and Sustainability.

Noting that the poverty index in Nigeria is one of the worst in the world, NASD PLC donated to the Lagos Food bank Initiative to fight hunger, reduce food waste, and solve the problem of malnutrition through targeted programs in Nigeria.

Our contribution supports our CSR objective of making hunger alleviation more sustainable through planet friendly farming initiatives, alongside a good food bank system.

NASD will continue to make sure that its initiatives and social responsibilities are good for the people now and in generations to come.

Human Resource

In 2023, the Human Resource team took a holistic position of Total Performance. This was defined as follows;

A. Business Performance

As a Strategic Partner and an Administrative Expert, HR supported Business Performance from the strategic position of:

1. Reducing cost,

2. Improving customer service
3. Quicker delivery and
4. Product innovation.

This was done through actively aligning the HR to the Business Strategy, reengineering the administrative process and providing resources to employees.

B. Employee Performance

NASD HR, as an Employee Champion, understands that staff support and wellbeing are not only critical to the performance, but also its responsibility to ensure that the Company's most important assets are mentally and physically balanced to deliver the expected goals and objectives. Employees having a perfect work life balance was the utmost goal.

Employees were supported through the following

1. Wellness
2. Information
3. Fairness
4. Involvement

This was achieved through a continuous and effective engagement of employees to gain a deeper understanding of their needs and proffer solutions as appropriate.

TECHNOLOGY

NASD Electronic Trading System (N-ETS)

The OTC Exchange which runs on the N-ETS system supported by the Escrow Group PLC has been very efficient and cost effective in our trading activities whilst 2023 saw a stable market growth in comparison with 2022.

Following the NASD-CSCS tight coupling concluded in 2022, 2023 leveraged on continuous service improvements across touchpoints to ensure trade efficiency and real-time data exchange. These enhancements ensured that traders could effect trades on the NASD platform with real-time updates on their securities balances enabling them to work with daily net settlement positions to aid intra-day trading activities. This provides opportunities for more dynamic trading on the NASD OTC Exchange. Riding also on the introduction of NASD APIs service to stockbrokers to enhance the order and

dealing experience enabling straight-through processing for transactions.

NASD continually works with all our partners to maintain the stability of all technology touchpoints while adding necessary updates and upgrades in functionality to enhance trading activities and make it even more seamless for all users.

NASD Mobile App

The NASD mobile app, following its MVP launch in 2023, has unlocked a new investor demography. Retail investors, accustomed to digital interactions, will find the NASD OTC Exchange highly convenient. With direct market access for registered investors (both local and global) this in turn has increased transaction income revenue as transaction numbers steadily increase. NASD is actively developing its next version of the app to enhance operations and further provide even more efficient services and a seamless user experience.

NASD BROKER PORTAL

In today's fast-paced world, we understand the value of convenience and real-time information. With the NASDMobile app, a personalized trading experience is now available to investors. The NASDMobile Broker Portal integrated with the NASDMobile app empowers the Stockbrokers to carry out KYC validation for investors and more.

NASD's Digital Securities Platform

The NASD Digital Securities Platform (N-DSP) is powered by blockchain technology and facilitates the trading of digital assets in the Nigerian capital market. With its comprehensive, end-to-end functionality, the platform ensures a secure and seamless experience throughout all operational aspects of capital market activities.

Introduction and Regulatory Approval:

The NDSP has received positive resonance from the apex regulator of the Nigerian Capital Market, the Securities and Exchange Commission (SEC). In May 2022, the SEC issued rules on issuance, offering platforms, and custody of digital assets, paving the way for the NDSP's implementation.

In November 2022, NASD and its consortium partners (Blockstation Incorporated, USA, T.K. Tech Africa Limited, and Sophus Consulting Nigeria Limited) with the SEC facilitated a training workshop overseeing the introduction of digital and virtual asset trading in the Nigerian Capital Market.

NASD secured approval from the SEC to implement the NDSP under the newly introduced Regulatory Incubation (RI). The RI provides a limited and controlled observatory environment for technology innovation initiatives.

The NDSP underscores NASD's commitment to advancing economic growth in Africa through continuous innovation. It opens new possibilities for stakeholders and contributes to

the Nigerian economy. The NASD Digital Securities Platform represents a significant step toward modernizing the Nigerian capital market and enhancing accessibility while minimizing costs.

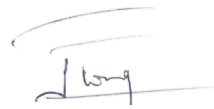
OUTLOOK FOR 2024 AND BEYOND

Amidst the transition being experienced in the Nigerian economy, we find a clear and significant niche to identify, nurture, and appropriately match the right type of capital funding to growth and transformational companies bravely weathering the storm in a harsh economic climate.

We see our role as being the first port of call to growth and less discovered companies looking for structured capital beyond the traditional finance sources (usually deposit money banks). Being the first port of call inheres on us the responsibility to be eclectic and creative in structuring financial solutions to the funding and business development needs of these companies.

We also see that we must focus on developing a digital channel to investing on our market and discover 'new' investors who we will proffer fractionalised retail options to participate in significant value investment opportunities denoting the power of the New Investment Tribe. We will keep this new demography of investors engaged with transformatory market offers bordering on technology, infrastructure asset conversions from the public sector, and the exciting segment of the entertainment and creatives industry, among other exciting economic segments.

We know that a capital market infrastructure platform obtains, retains and increases its relevance from intricately integrating with the real economy. To this task we will be unwavering in our efforts to grow the value proposition of the unique franchise that NASD PLC. possesses.



Eguarekhide Longe
Managing Director/CEO

CORPORATE GOVERNANCE

Corporate Governance Report

Directors' Report

The Board of Directors

Report of External Consultants on Board

Evaluation

Statement of Directors Responsibilities

Certificate Pursuant to Section 60(2) of

The Investments and Securities Act

Report of the Statutory Audit Committee



Corporate Governance Report

As of 31st December 2023



1. INTRODUCTION

NASD PLC (“NASD” or “the Company”) is committed to promoting the highest standards of corporate governance as guided by its Corporate Governance Policy Manual, in accordance with the core principles of ethical culture, stewardship, independence, oversight of risk, accountability, transparency, and continuous improvement. Other policies that further speak to our corporate governance approach include but are not limited to our Whistleblowing, Insider Dealing, Risk Management, and Corporate Communications Policies. The business adopts standard accounting practices to facilitate transparency in the disclosure of information and to give assurance of the reliability of the financial statements.

Guided by our core values, we are also committed to excellent standards of integrity in all business dealings, applying the principles of transparency, accountability, and ethics to prevent corruption and bribery in all its forms.

In the conduct of our business, we seek to comply with all statutory requirements, and have adopted tried and proven best practices to protect the environment and our employees and strive to enhance shareholder value in the process.

THE COMPANY’S APPROACH TO CORPORATE GOVERNANCE

The Board of Directors is fully devoted to ensuring that the Company meets best practice corporate governance principles and adheres to topmost ethical standards,

values, and behaviours. To this end, the Board has put in place relevant structures, policies, and processes to ensure adherence to the Securities and Exchange Commission (SEC) Code of Corporate Governance for Public Companies (the “SEC Code of Corporate Governance”), the Nigerian Code of Corporate Governance (NCCG) issued by the Financial Reporting Council of Nigeria, relevant provisions of extant law – including the Investments and Securities Act 2007, the Companies and Allied Matters Act, 2020 – and global best practices, to deliver sustainable value for the Company’s shareholders, employees and other stakeholders.

The responsibilities of the Board are detailed in the Board Charter. The Board’s conduct is also governed by the Company’s Memorandum and Articles of Association. All Board Committees have Terms of Reference which inform their activities.

The Company’s approach to corporate governance is guided by the following core principles:

The Company’s Ethical Culture

Trust, integrity, and good governance are hallmarks of the Board’s governance approach. In setting the tone at the top, the Board strives to nurture the strong corporate values that are well entrenched in the culture of NASD and reinforces the ethical principles on which NASD’s reputation and success are founded. These values extend to every segment of the Company’s operations and business activities.



Independence

Independence from Management is fundamental to its role, and, in order to ensure that independence continues to inform the Board's decision-making process, the Board has put effective mechanisms in place to safeguard this independence.

Oversight of Strategy

The members of the Board are the key advisers to Management, overseeing strategic direction and the formulation of plans, considering both the opportunities and risks of NASD's businesses. In carrying out this oversight role, the Board actively engages in setting the long-term strategic goals of the organisation, reviewing and approving business strategies, corporate financial objectives and financial and capital plans that are consistent with the strategic goals, and monitoring the Company's performance in executing strategies and meeting objectives.

Oversight of Risk

A key priority of the Board is embedding a strong risk management culture throughout the organisation and overseeing the frameworks, policies and processes adopted to identify principal risks to the business and systems implemented to manage those risks. The Board actively monitors the organisation's risk profile relative to risk appetite and seeks to ensure that Management's plans and activities provide an appropriate balance of return for the risks assumed and are prudently focused on generating shareholder value and safeguarding the integrity of NASD.

Accountability and Transparency

The Board defines the expectations and scope of duties of its committees and Management and is accountable to shareholders and other stakeholders. Transparency is fundamental to good governance, and the Board takes seriously NASD's commitment to constructive stakeholder engagement, clear and comprehensive disclosure and financial reporting and its role as a public interest entity.

Continuous Improvement

The Board is committed to the continuous improvement of NASD's corporate governance principles, policies, and practices. To ensure that these policies and practices meet or exceed evolving best practices and regulatory expectations, NASD's corporate governance system is subject to on-going review by the Board Governance and General-Purpose Committee.

2. CORPORATE GOVERNANCE COMPLIANCE STATEMENT

During the year ended December 31, 2023, the Company complied with the provisions of the SEC Code of Corporate Governance and the NCCG. The Company applied the principles recommended in both Codes to its corporate governance structure and practices. The Board assures shareholders and stakeholders that an able internal audit function exists in the Company and that, similarly, the Company's risk management, control and compliance functions and mechanisms are operational.

3. BOARD OF DIRECTORS

The Board is accountable to shareholders for the overall direction and control of the Company. It is committed to high standards of governance designed to protect the interests of its shareholders and all other stakeholders while promoting the highest standards of integrity, transparency, and accountability. The profiles of the Directors are contained in this Annual Report and can also be accessed via the Company's website: www.nasdng.com.

The Board is duly constituted to provide support for, and control of the activities of Management, led by the Managing Director/Chief Executive Officer. The Board is responsible for monitoring Management's implementation of the Company's strategic plans and initiatives for the long-term benefit of the Company and its shareholders.

Board Balance and Independence

The Board is satisfied that it has the appropriate balance of skills, experience, independence, and knowledge to enable it and its committees discharge their duties and responsibilities effectively, as required by the SEC Code of Corporate Governance and the NCCG.

The independence of the Board from Management is a principle that the Board takes seriously; to this end, the Board and all Board Committees are chaired by Non-Executive Directors, while the Statutory Audit Committee – responsible for the review of the adequacy of the audit functions and the adequacy of internal control systems – is chaired by a Shareholder Representative.

The non-executive Directors are independent from Management and are free from any constraints which may materially affect their ability to exercise independent judgement as Directors of the Company.

Information Flow and Access to Advisers

All Directors have access to the advice and services of the Company Secretary; in addition, the Board solicits external opinions and counsel as and when required. The Board has a good line of communication with Management and can request the presence of any senior management staff to provide information when required at its meetings.

Comprehensive Board papers are circulated electronically and in print to the Directors before each meeting of the Board and Board Committees. The Board papers sufficiently detail and address matters on which Management will report and areas requiring approvals and decisions of the Board.

Board Structure and Composition

The Board comprises 9 (nine) Directors which include: 7 (seven) Non-Executive Directors, 1 (one) Executive Director, who is the Managing Director/Chief Executive Officer and

1 (one) Independent Non-Executive Director. As stipulated in the SEC Code of Corporate Governance and the NCCG, the roles of Chairman and Managing Director/Chief Executive Officer are distinct and separate with a clear division of responsibilities.

The Chairman provides leadership to the Board whilst ensuring its effectiveness in discharging its supervisory duties. The Board delegates responsibility for the day-to-day management of the business to the Managing Director/Chief Executive Officer but retains responsibility for the overall strategy and direction of the Company. The Managing Director/Chief Executive Officer in turn delegates authority to the appropriate Senior Executives for specific activities and transactions.

The members of the Board of Directors as at 31st December 2023 are as follows:

S/N	Director	Designation	Date Appointed
1.	Mr. Kayode Falowo	Chairman	5/04/2013
2.	Mr. Eguarekhide Longe	Managing Director	28/04/2021
3.	Mr. Ariyo Olushekun	Non-Executive Director	5/04/2013
4.	Mr. Abubakar Lawal	Non-Executive Director	5/04/2013
5.	Mrs. Olayimikah Bolo	Non-Executive Director	25/03/2021
6.	Mrs. Kenechi Ezezika	Non-Executive Director	15/12/2022
7.	Mr. Ishmael Ebhodaghe	Non-Executive Director	15/12/2022
8.	Mrs. Fatumata Soukouna Coker	Non-Executive Director	15/12/2022
9.	Mrs. Aisha Abraham	Independent Non-Executive Director	26/04/2023

Retirement of Directors and Appointment of New Board Members

On 3 October 2023 Mr. Olutola Mobolurin resigned from his position as Chairman of the NASD Board, while both Mr. Chike Nwanze and Mr. Oladipo Aina who retired in line with the provision of the Companies and Allied Matters Act 2020 on rotation of directors, were not re-elected to the Board of NASD PLC. The Board and Management of NASD PLC. wish them the best in their current and future endeavours.

On April 26, 2023, the Board appointed Mrs. Aisha Abraham as an Independent Non-Executive Director. She has over 15 years financial services experience and had served in multiple managerial roles before this appointment.

Re-Election of Directors

In accordance with Section 285(1) of the Companies and Allied Matters Act 2020, the following Directors retiring by rotation being eligible are presenting themselves for re-election:

Mrs. Kenechi Ezezika

Mrs. Olayimikah Bolo

Mr. Ishmael Ebhodaghe

Their profiles are contained on pages 42-48 of this Annual Report.

Board Appointments, Induction and Training

All Directors are appointed on the basis of certain core competencies as outlined in the Company's 'Selection and Appointment of Directors Policy' and in line with best corporate governance practice.

The Governance and General-Purpose Committee has overall responsibility for the appointment process subject to approval by the Board. The fundamental principles of the process include evaluation of the balance of skills, knowledge and experience on the Board, leadership needs of the Company and ability of the candidate to fulfill his/her duties and obligations as a director.

The Company has in place a 'Board Induction Policy' which ensures that newly appointed Directors have a broad understanding of their role, the Board's culture, and

operations and that they receive adequate information and support to discharge their functions effectively.

The Company is committed to ensuring that Directors attend trainings to continually update their skills and knowledge of the Company's business, relevant operating environment, and overall economic landscape to assist them effectively discharge their duties.

Board Meetings

The Board of Directors met seven (7) times in the 2023 financial year. In compliance with Section 284 (2) of the Companies and Allied Matters Act, 2020, the record of Directors' attendance at Board Meetings is set out below:

DIRECTORS	MEETING DATES							%
	26/01/23	21/03/23	26/04/23	27/07/23	3/08/23	3/10/23	26/10/23	
1. Mr. Olutola Mobolurin	✓	✓	✓	✓	✓	✓	N/A*	100%
2. Mr. Chike Nwanze	✓	✓	✓	✓	✓	✓	N/A**	100%
3. Mr. Oladipo Aina	✓	✓	✓	✓	✓	✓	N/A**	100%
4. Mr. Abubakar Lawal	✓	✓	✓	✓	✓	✓	✓	100%
5. Mr. Olushekun Ariyo	✓	✓	✓	✓	✓	✓	✓	100%
6. Mr. Kayode Falowo	✓	x	x	✓	✓	✓	✓	72%
7. Mrs. Olayimikah Bolo	✓	✓	✓	✓	✓	✓	✓	100%
8. Mr. Kenechi Ezezika	✓	✓	✓	✓	✓	✓	✓	100%
9. Mr. Ishmael Ebhodaghe	✓	x	✓	✓	✓	✓	✓	85%
10. Mr. Eguarekhide Longe	✓	✓	✓	✓	✓	✓	✓	100%
11. Mrs. Fatumata Soukouna Coker	N/A***	N/A***	✓	✓	✓	✓	✓	100%
12. Mrs. Aisha Abraham	N/A****	N/A****	N/A****	N/A****	N/A**** *	N/A**** *	✓	100%

Keys:

*Resigned 3 October 2023

**Exited the Board on 3 October 2023

*** Elected December 2022 – Securities and Exchange Commission (SEC) Approval April 2023

****Elected April 2023 – Securities and Exchange Commission (SEC) Approval November 2023

Board Performance and Evaluation

As required by the SEC Code of Corporate Governance, the firm of DCSL Corporate Services Limited upon the approval of the Board, was engaged to conduct the 2023 Board Evaluation of NASD PLC. They engaged with relevant

personnel and examined relevant documentation from 2023. They also conducted interviews with the Board Chair and Chairs of the Board Committees and administered questionnaires.

4. BOARD COMMITTEES

The Board carries out its oversight function through its committees each of which has Terms of Reference that clearly define its purpose, composition and structure, frequency of meetings, duties, tenure, and reporting lines to the Board. In line with best practice, the Chairman of the Board does not sit on any of the committees. The committees report to the Board and provide recommendations to the Board on matters reserved for Board approval.

During the period under review, the Board of Directors worked through Seven (7) committees.

**Audit and Risk Committee**

The Audit and Risk Committee assists the Board in fulfilling its corporate governance and oversight responsibilities relating to the integrity of NASD's financial reporting and

the effectiveness of the Company's management framework.

The Audit and Risk Committee met four (4) times in the 2023 financial year and the following members served on the Committee during this period:

DIRECTOR	MEETING DATES				%
	11/01/23	18/04/23	11/7/23	18/10/23	
Mr. Abubakar Lawal	✓	✓	✓	✓	100%
Mrs. Olayimikah Bolo	✓	✓	✓	✓	100%
Mrs. Fatumata Soukouna Coker	N/A**	N/A**	✓	✓	100%
Mrs. Kenechi Ezezika	N/A*	N/A*	✓	✓	100%

Keys:

*The Committees were reconstituted at the Q2 Board meeting

** Elected December 2022 – Securities and Exchange Commission (SEC) Approval April 2023

Governance and General-Purpose Committee

The Committee assists the Board to discharge its responsibilities as regards corporate governance strategy and organisational structure. The Committee is responsible for compliance with and review of the Company's corporate governance policies and practices, the review and setting of the Charter and Terms of Reference for the Board and

Board Committees, and ensuring that the Company's policies, including the Remuneration Policy, support the successful identification, recruitment, development, and retention of directors, senior executives, and managers.

The Committee is equally responsible for the development of recruitment policies, training, promotion, and all other Human Capital Management issues. The relevant members of the management team in attendance at the Committee's meetings include the Head of Legal and the Head of Human Resources.

The Committee met five (5) times during the year and the following members served on the Committee during this period:

DIRECTOR	MEETING DATES					%
	12/01/23	05/04/23	13/07/23	01/8/23	12/10/23	
Mr. Chike Nwanze	✓	✓	✓	N/A**	N/A*	100%
Mr. Oladipo Aina	✓	✓	✓	N/A**	N/A*	100%
Mr. Ariyo Olushekun	✓	✓	✓	✓	✓	100%
Mr. Kayode Falowo	X	✓	✓	✓	N/A***	75%
Mr. Abubakar Lawal	✓	✓	✓	✓	✓	100%

Keys:

*Exited the Board on 3 October 2023

** Excluded from meeting due to discussions regarding a conflict of interest *** Elected as Chairman of the Board 3 October 2023

Finance and Investment Committee

The Finance and Investment Committee assists the Board in its oversight responsibilities over the Company's financial and investment strategy. The Committee ensures that clear

policies are in place for treasury management, investment management, risk management and other financial processes and that these policies are periodically reviewed. The Head of Finance and Accounts sits in attendance at the Committee's meetings to provide answers to questions that may arise in the course of the meeting.

The Finance and Investment Committee met five (5) times in the 2023 financial year and the following members served on the Committee during this period:



DIRECTOR	MEETING DATES					%
	19/01/23	16/03/23	17/04/23	20/07/23	17/10/23	
Mr. Ariyo Olushekun	✓	✓	✓	✓	✓	100%
Mrs Fatumata Soukouna Coker	N/A*	N/A*	N/A*	✓	✓	100%
Mr. Abubakar Lawal	✓	✓	✓	✓	✓	100%
Mr. Eguarekhide Longe	✓	✓	✓	✓	✓	100%
Mr. Ishmael Ebhodaghe	N/A**	N/A**	N/A**	✓	✓	100%

Keys:

* Elected December 2022 – Securities and Exchange Commission (SEC) Approval April 2023 **The Committees were reconstituted at the Q2 Board meeting

to choose and maintain a reliable trading platform, assess the viability and integrity of the trading network, product development and improving IT governance and strategy. The Head of IT and Operations reports to the Technical Committee.

Technical Committee

The Technical Committee assists the Board in its responsibility

The Technical Committee met four (4) times in the 2023 financial year and the following members served on the Committee during this period:

DIRECTOR	MEETING DATES				%
	9/01/23	13/04/23	5/07/23	6/10/23	
Mr. Ariyo Olushekun	✓	✓	✓	✓	100%
Mr. Kayode Falowo	✓	✓	✓	N/A*	100%
Mrs. Olayimikah Bolo	✓	✓	✓	✓	100%
Mr. Eguarekhide Longe	✓	✓	✓	✓	100%
Mr. Fatumata Soukouna Coker	N/A**	N/A**	✓	✓	100%
Mrs. Kenechi Ezezika	N/A**	N/A**	✓	✓	100%

Keys:

*Elected as Chairman of the Board 3 October 2023

**The Committees were reconstituted at the Q2 Board meeting

STATUTORY AUDIT COMMITTEE

The Statutory Audit Committee was established in accordance with Section 404 (2) of the Companies and Allied Matters Act, 2020. The Committee consists of five (5) members comprising Two (2) Non-Executive Directors and Three (3) representatives of the shareholders.

The Committee meets to review the adequacy of the internal and external audit plan, receive, and deliberate on the report of the external auditors, review the adequacy of internal control systems and the degree of business compliance with laid down internal policies, laws, codes of business principles and any other relevant regulatory framework.

The Statutory Audit Committee met five (5) times in the 2023 financial year and the following members served on the Committee during this period:



MEMBERS	MEETING DATES					%
	18/01/23	13/03/23	17/04/23	18/07/23	19/10/23	
Mr. Kashimu Garba Kurfi (Representing APT Securities and Funds Limited)	✓	✓	✓	✓	N/A*	100%
Mr. Nornah Awoh (Representing Palesa Capital Associates Limited)	✓	✓	✓	✓	✓	100%
Mr. Abubakar Lawal	✓	✓	✓	✓	✓	100%
Mrs. Olayimikah Bolo	✓	✓	✓	✓	✓	100%
Mrs. Fiona Ahimie (Representing FBNQuest Securities Limited) *	✓	✓	✓	✓	N/A*	100%
Mrs. Juliet Eberechukwu Gbaka	N/A**	N/A**	N/A**	N/A**	✓	100%
Mr. Abayomi Oluwafemi Adebayo	N/A**	N/A**	N/A**	N/A**	✓	100%

Keys:

*Exited the Committee on 3 October 2023

** Elected to the Committee 3 October 2023

Rules and Membership Committee

The Rules and Membership Committee is responsible for reviewing the Rules of the NASD OTC Securities Exchange, applications for membership and participation on the Market and admitting new companies.

The Committee oversees, monitors, and ensures the effectiveness and independence of the Company's regulatory program including trade practice and market surveillance and other regulatory responsibilities with respect to Participating Institutions registered with NASD. The Head of Legal and Compliance reports to this Committee.

The Rules and Membership Committee met four (4) times in the 2023 financial year and the following members served on the Committee during this period:

DIRECTOR	MEETING DATES				%
	23/01/23	11/04/23	6/07/23	9/10/23	
Mr. Kayode Falowo	✓	✓	✓	✓	100%
Mr. Oladipo Aina	✓	✓	✓	N/A*	100%
Mr. Chike Nwanze	✓	✓	✓	N/A*	100%
Mr. Ishmael Ebhodaghe	N/A**	N/A**	✓	✓	100%
Mr. Eguarekhide Longe	✓	✓	✓	✓	100%

Keys:

*Exited the Board on 3 October 2023

**The Committees were reconstituted at the Q2 Board meeting

Market Development Committee

The Market Development Committee assists the Board in fulfilling its responsibilities relating to market awareness, business development and client retention, and recommends policies that will encourage trading activities on NASD. This Committee was renamed the Strategy and Market Development Committee at the Board Meeting of October 26 2023

The Market Development Committee met four (4) times in 2023 financial year and the following members served on the Committee during this period:



DIRECTOR	MEETING DATES				
	17/01/23	19/04/23	21/07/23	11/10/23	%
Mr. Oladipo Aina	✓	✓	✓	N/A*	80%
Mr. Abubakar Lawal	✓	✓	✓	✓	100%
Mr. Olayimikah Bolo	✓	✓	✓	✓	100%
Mr. Eguarekhide Longe	✓	✓	✓	✓	100%
Mrs. Fatumata Soukouna Coker	N/A**	N/A**	✓	✓	50%
Mr. Ebhodaghe Ishmael	N/A**	N/A**	✓	X	20%

Keys:

*Resigned 3 October 2023

**The Committees were reconstituted at the Q2 Board meeting

Disciplinary Committee

The Disciplinary Committee was set up to investigate violations of the Rules and Regulations of NASD OTC Securities Exchange and adjudicate all disputes between Participating Institutions and their customers. The Committee meets on an ad hoc basis as the need arises.

The Disciplinary Committee did not meet in the 2023 financial year.

5. CODE OF PROFESSIONAL CONDUCT

NASD PLC has a documented Code of Professional Conduct approved by the Board which sets out basic principles to guide all employees, Directors and business partners of NASD and sets the standard of professionalism and degree of integrity required for business operations. The Code covers a wide range of business practices and procedures including compliance with the law, conflicts of interest, public activities, environmental management, diversity in the workplace, accuracy and reliability of financial reporting, related party transactions and procedure for handling breaches and instances of non-compliance.

6. INVESTOR RELATIONS AND SHAREHOLDER COMMUNICATION

The Board understands the importance of effective communication with shareholders. NASD has a vibrant and dynamic website where important information is provided on a timely basis. There is also a dedicated information desk where email enquiries are responded to within 24 hours. In addition, the Annual General Meeting gives the shareholders an opportunity to communicate and interact with members of the Board.

7. CONFLICT OF INTEREST

The Board has approved a Conflict-of-Interest Policy, which outlines guidelines and procedures in connection with the

identification, disclosure, and management of any real, potential, or perceived conflict of interest as it relates to NASD. In addition, all new and existing Directors are required to annually disclose their memberships on other Boards and any real or potential conflict of interest situations which they are aware of.

8. WHISTLEBLOWING POLICY

NASD PLC in its capacity as a self-regulatory organisation, is committed to the preservation of the integrity of the Nigerian financial markets. In line with this commitment, the Company has established a Whistle Blowing Policy which provides a secure channel of communication for all employees and stakeholders (members, regulators, investors, industry professionals, issuers, and the general public) to report issues of a sensitive nature or wrongdoing to the Board and Management of NASD while maintaining the confidentiality of the whistle-blower. The Company has a dedicated whistleblowing channel that may be accessed at <https://nasdng.com/about/whistleblowing/>. In addition, the Company has dedicated email addresses through which such complaints can be received; these are legal@nasdng.com; or marketoperations@nasdng.com.

Directors' Report

For the year ended 31 December 2023

The Directors submit their report together with the audited financial statements for the year ended 31 December 2023.

a. Legal form and principal activity

The Company was promoted by the National Association of Security Dealers ("NASD") and incorporated on the 1st of June 1998 as a private limited liability company. By 2012, the Company morphed into a Self-Regulatory Organisation ("SRO") licensed by the Securities and Exchange Commission ("SEC or the Commission") to develop and operate a Securities Exchange and formal Over the Counter platform for trading securities. The Company converted to a public limited liability company on 5th April 2013.

The Company has since transformed into a central infrastructure provider that ensures the flow of information and money between banks, traders, merchants, investors and service providers worldwide. The principal service offerings of NASD include securities trading, stock market transactions, transaction noting, donor crowdfunding, private market transactions, financial information/data, and an alternative market for capital raising for both private and public companies.

The shares of the Company are currently admitted to trade on the NASD OTC Exchange.

b. Company's subsidiaries

The Company has two subsidiaries, NASD Technologies Limited, which was incorporated on 21 February, 2020, and NASD Services Limited, which was incorporated on 24 February, 2020.

The two companies were yet to commence operations as at 31 December, 2023, hence no financial transactions have been recorded by them. The Company (NASD Plc) has therefore not prepared a consolidated financial statement.

c. Operating results

Highlights of the Company's operating results for the year are as follows:

	Dec. 2023	Dec. 2022
	₦'000	₦'000
Loss before tax	(67,934)	(107,313)
Income tax expense	(1,691)	28,057
Loss after tax	(69,625)	(79,256)
Loss per share (kobo)	(13.93)	(15.85)

d. Dividends

The Company did not declare any dividend for the year (2022: Nil)

e. Directors and their interests

The interest of directors in the issued share capital of the Company, NASD Plc, as recorded in the register of directors' shareholding and/or as notified by the Directors for the purpose of section 301 and 302 of CAMA 2020 are as follows as of 31 December 2023:

Name	Designation	Interests		Interests	
		Ordinary shares of ₦1 each		Ordinary shares of ₦1 each	
		Dec. 2023		Dec. 2022	
		Direct	Indirect	Direct	Indirect
Mr. Kayode Falowo	Chairman	5,000,550	–	5,000,550	–
Mr. Eguarekhide Longe	Managing Director	–	–	–	–
Mr. Abubakar Lawal	Non-Executive	17,190,179	–	17,190,179	–
Mr. Ariyo Olushekun	Non-Executive	–	39,217,973	–	39,217,973
Ms. Olayimikah Bolo	Non-Executive	–	2,953,418	–	2,953,418
Ms. Kenechi Ezezika* (Appointed December 15 2022)	Non-Executive	–	1,902,666	–	1,902,666
Mr. Ebhodaghe Ishmeal* (Appointed December 15)	Non-Executive	–	3,966,542	–	2,023,880
Fatumata Soukouna Coker	Non-Executive	–	3,111,691	–	3,111,691
Aishetu Azumi Abraham	Independent Non-Executive	–	–	–	–

f. Shareholding

According to the register of members at 31 December 2023, the spread of shareholding in the Company was as follows:

Number of holding	31 December 2023			31 December 2022		
	Number of shareholders	Number of shares held	Percentage	Number of shareholders	Number of shares held	Percentage
1–1,000,000	163	13,639,842	2.73%	107	13,232,070	2.71%
1,000,001–10,000,000	31	87,752,775	17.55%	32	90,856,953	18.59%
Over 10,000,001	15	98,607,383	79.72%	14	84,535,803	78.70%
	209	00,000,000	100.00%	153	88,624,826	100.00%

Substantial Interest in shares

According to the register of members at 31 December 2023, no shareholder held more than 5% of the issued share capital of the Company except the following:

	31 December 2023			31 December 2022		
	Percentage	Number of Shares held	Board Representation	Percentage	Number of Shares held	Board Representation
Greenwich Trust Limited	5.00	25,000,550	Yes	5.12	25,000,550	Yes
Trinet Technologies Limited	5.53	27,631,175	No	5.65	27,631,175	No
VFD Group Plc	6.79	33,966,542	Yes	6.55	32,023,880	No
Chapel Hill Advisory Partners Limited	6.59	32,953,418	Yes	6.74	32,953,418	Yes
TRW Stockbrokers Ltd FFIG NOM	7.37	36,860,108	No	7.39	36,106,364	No
Capital Assets Limited	7.84	39,217,973	Yes	8.03	39,217,973	Yes
Heirs Holdings Plc	8.38	41,902,666	Yes	8.58	41,902,666	Yes
NSE Consult Limited	10.62	53,111,691	Yes	10.87	53,111,691	No

g. Plant, property and equipment

Information relating to changes in property, plant and equipment is given in note 19 of the financial statements

**h. Human resources****Employment of physically challenged persons**

The Company operates a non-discriminatory policy in the consideration of applications for employment, including those received from physically challenged persons. The Company's policy is that the most qualified and experienced persons are recruited for appropriate job levels irrespective of such applicant's state of origin, ethnicity, religion, or physical condition.

In the event that an employee becomes physically challenged in the course of employment, the Company shall arrange appropriate training to ensure the continuous employment of such a person without subjecting him/her to any disadvantage in his/her career development. Currently, the Company has no physically challenged persons on its staff list.

Employee health, safety and welfare at work

The Company maintains business premises designed to guarantee the safety and healthy living conditions of its employees and customers alike. Employees are adequately insured against occupational and other hazards. Fire prevention and fire-fighting equipment are installed in strategic locations within the Company's premises. Fire drills are carried out quarterly and Safety Officers attend safety training refresher courses on an annual basis.

In addition, the Company provides medical and transportation subsidies to all levels of employees and also operates a contributory pension plan in line with the Pension Reform Act.

Fire prevention and fire-fighting equipment are installed in strategic locations within the Company's premises.

i. Employee training and involvement

The directors maintain regular communication and consultation with the employees and staff representatives on matters affecting employees and the company.

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

j. Sustainability/CSR

NASD, as an organisation takes its Corporate Social Responsibility very seriously. This is not due to any mandate, but as an organisation, giving back to Africa and its country in a sustainable way has become woven into the fabric of its operation.

For the year 2023, NASD decided to kill two very important birds with one stone—Hunger and Sustainability.



the Lagos Food Bank Initiative to fight hunger, reduce food waste, and solve the problem of malnutrition through targeted programs in Nigeria.

Our contribution supports our CSR objective of making hunger alleviation more sustainable through planet-friendly farming initiatives, alongside a good food bank system.

NASD will continue to make sure that its initiatives and social responsibilities are good for the people now and in generations to come.

Corruption

The Board of Directors has a long-standing commitment to good corporate governance, in addition to zero-tolerance of corrupt practices including bribery and breach of applicable anti-corruption laws. The Company's Code of Professional Conduct stipulates measures that guide the professional conduct of employees, Directors, and other stakeholders in line with NASD's core values.

Donation

The Company made a total donation of N2 Million (2022: Nil) during the year to the Chartered Institute of Stockbrokers (CIS) and the Institute of Capital Market Registrars (ICMR).

k. Diversity and Inclusion

NASD is committed to employment policies free from discrimination against existing or potential employees on the grounds of age, race, ethnic and national origin, gender, sexual orientation, faith, or disability. The Company's workforce consists of a fair proportion of the genders and is drawn from diverse tribes and cultures within and outside Nigeria. The Company continues to recognise the need for diversity and inclusion in leadership including the need to promote gender equality and equity in leadership.

I. Code of Business Conduct and Business Ethics

In order to further strengthen the Company's Corporate Governance policies, the Board has approved and implemented the following internal policies and practices which are reviewed periodically:

- **Whistle-Blowing Policy:** The whistle-blowing policy of the Company specifically mandates members of staff to promptly disclose any illegal, immoral, or illegitimate practices including suspicious activities that may adversely affect the Company and/or its stakeholders. The Company provides a window for anonymous disclosures under this policy via a dedicated portal in addition to other channels through which employees may wish to make whistleblowing disclosures anonymously.
- **Employment Practices:** The NASD Staff Handbook regulates the conduct and affairs of members of staff.
- **Service Delivery:** To facilitate quality service delivery to customers, the Company has in place Service Level Agreements (SLA), which regulate the contractual relationships among different units of the Company and their external vendors.
- **Board Evaluation Policy:** To formulate procedures and lay down criteria for the evaluation of the Board, Committees, Chairman, and Individual Directors.
- **Board Induction Policy:** Ensures that newly appointed Directors have a broad understanding of their role, the Board's culture and operations as well as ensuring that new members are well informed and receive the required support to function as Directors.
- **Conflict of Interest Policy:** Aims to identify, reduce, and address conflicts of interest within the Company.
- **Complaint Management Policy:** To ensure the delivery of consistent, high quality and accountable responses to complaints and minimise damage to the Company's reputation arising from an unattended or unresolved complaint.
- **Directors' Remuneration Policy:** Sets out remuneration for Directors that is fair and appropriate and ensures that the Company maintains the mix and balance of remuneration to adequately reward, attract, motivate, and retain Directors and Senior Executives.
- **Selection and Appointment of Directors Policy:** Stipulates the procedure for selection and appointment of Directors.
- **Employee Trading Account Policy:** To ensure that

transactions undertaken by employees in securities trading on the NASD platform do not conflict with money laundering and other regulations.

- **Code of Professional Conduct:** Sets out basic principles to guide the conduct of Directors, employees and other stakeholders who have dealings with NASD.
- **Corporate Communications Policy:** Aims to ensure the dissemination of high quality internal and external information consistent with the Company's identity, positioning, and strategic priorities.
- **Remote Working Policy:** In view of current realities, this policy outlines NASD's guidelines and expectations for employees working from a location other than its physical offices, ensures business continuity during crisis and provides a framework to guide remote working to ensure efficiency productivity.

m. Insider Trading

The Directors of the Company and employees who are in possession of price sensitive information are prohibited from dealing with the shares of the Company, in compliance with the provisions of the Investments and Securities Act 2007. As required by law, the shares held by Directors are disclosed in the Annual Report. The Company has adopted a Securities Trading Policy applicable and circulated to Directors, insiders, external advisers, and all employees that may at any time possess any inside or material information about our Company. The Policy is also available on the website of the Company.

n. Enterprise Risk Management

NASD PLC is committed to the effective management of risk, which is central to the continued growth and profitability of the Company. Our risk management approach ensures that both prevailing and emerging risks are proactively identified and appropriately mitigated to reduce the likelihood of occurrence. It also ensures the development of opportunities inherent in the risks in order to create value.

NASD operates a suitable enterprise risk management structure for the purpose of planning, executing, monitoring, and improving the organisation's risk management processes.

The Board

The Board is responsible for:

1. Setting risk appetite levels.
2. Overseeing ERM activities of the Company.
3. Understanding the nature and magnitude of significant risks to which the Company is exposed.
4. Reviewing reports on the assessment of risk levels compared to established strategic risk targets; and
5. Annually reviewing risk management policies, including risk appetite, and strategies to ensure

that risk exposures remain appropriate and prudent.

The Audit and Risk Committee:

The Audit and Risk Committee assists the Board in fulfilling its corporate governance responsibilities regarding risk management. Specifically, these include:

1. To review and approve NASD's risk management policy and framework for identifying, assessing, monitoring, and managing risk.
2. To regularly review and update NASD's risk profile.
3. To review at least quarterly, the implementation of the risk management policy and framework.
4. To report to the Board on risk exposure levels.

Executive Management

Executive management is responsible for periodically reviewing the Company's risk profile, fostering a risk-aware culture, and reporting to the Board on the effectiveness of the risk management framework and the Company's management of its material business risks.

Head of Risk

The Risk Officer co-ordinates:

1. The development of the Risk Management Policy and keeping it up to date;
2. Risk management activities and appropriate risk management training, and
3. Compilation of risk information and provision of reports for the Audit and Risk Committee and Board.

Internal Audit

NASD's Internal Audit is an independent appraisal function established to provide assurance to the Board, the Audit Committee and the Executive Committee about the adequacy and effectiveness of existing internal controls vis-à-vis the associated risks.

In the context of risk management, the Internal Audit function is more specifically responsible for:

1. Developing and implementing an annual audit plan having regard to NASD's material risks;
2. Reviewing the effectiveness of the risk management policy and risk management processes;
3. Notifying new and emerging risks identified in the course of implementing the audit plan and, where necessary, modifying the audit plan to take account of the impact of new risks; and
4. Reporting to the Audit and Risk Committee no less frequently than quarterly on risk and compliance issues.

Line Managers

Business unit leaders are responsible for the effective identification, assessment, management, monitoring, reporting, and control of risk within their areas of responsibility in

accordance with the organisation's approved risk management process methodology, and for developing risk management performance targets and a risk awareness culture. Among other things, they are responsible for the following:

1. Supporting the risk culture of the organization.
2. Identifying, communicating, and managing risks in their areas of operation.
3. Preparing risk analysis worksheet (risk registers) on risks concerning their areas of operation on a semi-annual basis; and
4. Managing risks on a day-to-day basis.

All Managers, Supervisors and Employees

All managers, supervisors and employees are responsible for: taking all reasonable and practicable steps to perform their responsibilities delegated under the Risk Management Policy and the related systems and procedures, reporting inefficient, unnecessary, or unworkable risk controls, reporting risk events and near-miss incidents, and co-operating with Management on incident investigations.

o. Acquisition of Own Shares

The Company did not acquire any of its own shares during the period under review.

p. Events after reporting period

There are no significant events which could have had a material effect on the state of affairs of the Company as at 31 December 2023 that have not been adequately provided for or disclosed in these financial statements.

q. Auditors

Messrs. KPMG Professional Services, having satisfied the relevant corporate governance rules on their tenure in office have indicated their willingness to continue in office as auditors to the Company. In accordance with Section 401(2) of the Companies and Allied Matters Act (CAMA) 2020 of Nigeria, therefore, the auditors will be re-appointed at the next annual general meeting of the Company without any resolution being passed.

By order of the Board

L. Omolola Ikwuagwu (Mrs)

GIO Nominees Limited

Company Secretary

FRC/2014/NBA/00000007013

26 March 2024

GIO NOMINEES LIMITED
864B, Bishop Aboyade Cole Str,
Victoria Island, Lagos

Board of Directors

“No one can whistle a symphony. It takes a whole orchestra to play it.”
— H.E. Luccock





Mr. Olutola Mobolurin
(Retired by rotation in
October 2023)

Mr. Olutola Mobolurin is the immediate past Chairman of the Board of Directors of NASD. He resigned as Chairman on 3 October 2023 and retired by rotation from the Board on 3 October 2023. He is also the Chairman and pioneer Managing Director of Capital Bancorp Plc. He holds a Bachelor of Science degree in Accounting and Finance from State University of New York in Binghamton and an MBA from York University, Toronto.

Prior to joining Capital Bancorp Plc, he worked at City Securities Limited and Continental Merchant Bank Plc (formerly Chase Merchant Bank) where he was a Deputy General Manager and Head of Corporate Finance.

Mr. Mobolurin was the Vice-Chairman and Group Chief Executive of Crusader Nigeria Plc till October 2012 and the first Chairman of CrusaderSterling Pensions Limited. He is currently a Non-Executive Director of the FCMB Group Plc. He had in the past served as the Chairman of the Securities and Exchange Commission's Committee on the Resuscitation of the Bond Market and was the President of the Chartered Institute of Stockbrokers from 2001 to 2003. He also served as an assessor/part-time member of the Investment and Securities Tribunal, from 2003 - 2006. He has over 40 years' experience of varied exposure and experience in the financial services industry and has been involved in pioneering many financing structures in the Nigerian Financial Market.



Mr. Kayode Falowo

Mr. Kayode Falowo is the Chairman of the Board of Directors of NASD. He was appointed by members of the Board on the 3rd of October 2023. He is the Managing Director/CEO of Greenwich Trust Limited, one of the leading Investment Banking firms in Nigeria. He is a Chartered Stockbroker with over 25 years post graduate experience and practice in Finance, Commercial, and Investment Banking. He holds a B.Sc. (Hons) in Agricultural Engineering from the University of Ife (now Obafemi Awolowo University) and an MBA from the University of Benin. He is a distinguished Fellow of the Chartered Institute of Stockbrokers (2010) and the Association of Investment Advisers and Portfolio Managers (2005). He is also a Council Member of the Nigerian-British Chamber of Commerce and a Council Member of the Nigerian Stock Exchange.

Kayode is also a Member of the Lagos Chamber of Commerce & Industry, Institute of Directors Nigeria, Institute of Management Consultants, and Nigerian Institute of Management. He serves as a Member of the Central Organising Committee of the Nigerian Economic Summit Group (NESG), and a Council Member of the Lagos Business School Alumni Association. He is the Chairman of DN Meyer Plc, the Chairman of GTL Registrars, and a Director of Skye Trustees Limited.

He has in the recent past, served as the Chairman of the Association of Issuing Houses of Nigeria (AIHN), a Member of the National Bond Steering Committee, and Standard for Service and Disclosure Subcommittee of the Capital Market Committee, Rules and Regulations Committee of the Nigerian Stock Exchange and the National Essay Committee of the Nigerian Capital Market. He is currently a member of the Technical Committee of the Bureau of Public Enterprise (BPE) and a member of the Presidential Advisory Committee on the Nigerian Capital Market.



Mr. Chike Nwanze
(Retired by rotation
in October 2023)

Mr. Chike Nwanze is the Vice Chairman/CEO of ICON Stockbrokers Limited. He holds a bachelor's degree in business administration and also an MBA in Financial Management. He has had diverse work experience in the oil and gas, banking, and stockbroking sectors of the economy. Prior to his current position, he worked in Shell, Houston Texas from 1969 to 1972 before returning to Nigeria to join Shell-BP Petroleum Development Company Nigeria. In 1975, he joined the Nigerian Bank for Commerce and Industry (now Bank of Industry) and ICON Limited (Merchant Bankers) as a General Manager.

He has participated in various workshops, seminars, and executive programs at The Economic Development Institute of the World Bank; Industrial Projects Course, and Amos Tuck School of Business Administration, USA. He is a fellow of the Institute of Directors, a Fellow of the Economic Development Institute (F.E.D.I), and a Fellow of the Chartered Institute of Stockbrokers. former Director of the Central Securities Clearing System Plc and former council member of The Nigerian Stock Exchange.



Mr. Oladipo Aina
(Retired by rotation
in October 2023)

Mr. Oladipo Aina is the Managing Director & Chief Executive Officer of Signet Investment and

Securities Limited. He is an accomplished Stockbroker with over 36 years' experience in the Money and Capital markets. He is a Fellow of and served as President of the Chartered

Institute of Stockbrokers between 2005 to 2007. He is also a Fellow of the Institute of Directors, London, a former Director of the Central Securities Clearing System Plc, and a former council member of The Nigerian Stock Exchange.

Prior to establishing Signet Investment and Securities Limited, Mr. Aina worked at NAL Merchant Bank Limited (now Sterling Bank Plc) in 1980 and then transferred to Nigerian Stockbrokers Limited, a company managed by NAL as the Managing Director. He also worked with the Bank of the North Limited in Gusau, Zamfara state.

He holds a BSc in Economics from the University of Ife (now Obafemi Awolowo University) and an MSc in Banking and Finance from the University of Ibadan. He also holds a Master of Science Degree in Corporate Governance and Finance from Liverpool John Moores University, Liverpool UK.



**Mr. Ariyo
Olushekun**

Mr. Olushekun is the Chief Executive Officer of Capital Assets Limited. He is a Fellow of the Institute of Chartered Accountants of Nigeria, the Chartered Institute of Stockbrokers, and the Institute of Directors. He is also an Associate of the Chartered Institute of Taxation and The Nigerian Institute of Management. He is an Authorised Dealing Clerk of The Nigerian Stock Exchange and NASD Plc. He is registered by the Securities & Exchange Commission. He holds an HND (Upper Credit) in Accountancy from Yaba College of Technology as well as an MBA (Marketing) from the University of Lagos. He is an Alumnus of the Advanced Management Program (AMP) of IESE Business School, Barcelona, Spain. Mr. Olushekun has about 30 years experience of active participation in various aspects of Investment Banking eleven of which were spent at Centre-Point Merchant Bank Plc. He left Centre-Point in 1998 to establish and manage Capital Assets Limited, a leading Investment Banking outfit in Nigeria.

Mr. Olushekun is a Past President and Chairman of the Governing Council of the Chartered Institute of Stockbrokers. He has served on the National Council of The Nigerian Stock Exchange as well as on the Board of its subsidiary, NSE Consult Limited. He is currently serving on the Boards of Central Securities Clearing System Plc, NASD Plc - the Over-The-Counter Trading Platform of the Nigerian Capital Market, Unity Registrars Limited, Co-Link Investment Management Limited, and Applied Logic Limited, operators of BroadStreetLagos.com, a Stock market Research Portal.



**Mr. Abubakar
Lawal**

Mr. Abubakar Lawal is the Chairman of the Audit & Risk Committee of NASD Plc. He is the Managing Director and Chief Executive Officer of GTI Capital Limited. His wealth of experience in Finance and Investment Banking spans over two decades having participated in various landmark capital market transactions.

He has attended various international training and competence development programs. He is a fellow of the Chartered Institute of Stockbrokers (CIS) of Nigeria. He currently serves on the board of Wema Bank Plc. Abubakar is a retired Council member of the Nigerian Stock Exchange and Chartered Institute of Stockbrokers of Nigeria.



Mrs. Olayimikah Bolo

Mrs. Olayimikah Bolo is currently the Chief Risk Officer of Chapel Hill Denham and is an accomplished professional with over 25 years of experience in strategic risk management, risk governance (credit, market, operational risks), strategy & policy formulation, and corporate finance advisory.

She sits as a Non-Executive Director on the board of Unicorn Exploration & Production Nigeria Limited (UEPNL) and Siglo Risk Consultants (formerly Falkirk Risk Limited).

Prior to joining Chapel Hill Denham, Mrs. Bolo was the Acting Managing Director/Chief Operations Officer of FMDQ Clear Limited (a subsidiary of FMDQ OTC Securities Exchange Limited). Before then Mrs. Bolo was the Head of Risk Governance for Stanbic IBTC Holdings (a subsidiary of Standard Bank, South Africa in Nigeria) and her role included regional responsibility for Standard Bank in Ghana, Angola, and DRC. Over the years, she held different roles in Stanbic IBTC Bank and Kakawa Discount House Limited (now FBNQuest Merchant Bank).

Mrs Bolo holds a BSc degree in Chemical Engineering from the University of Lagos, Nigeria, and an Executive Masters in Business Administration from the Lagos Business School. She is an active member of the Risk Management Association of Nigeria (RIMAN) and occupied the position of the 2nd Vice President in 2015/2016. She is also a member of the Institute of Directors.



Mrs. Kenechi Ezezika

Kenechi is a legal practitioner and the Managing Partner of OAKE Legal, a mid-sized business law firm with offices in Lagos and Abuja. Her core specializations are Mergers and Acquisitions, Capital Markets, and Private Equity. She has led several acquisition engagements (including cross-border acquisitions) from preliminary deal structuring through to post-completion support.

She routinely advises on financing transactions and has worked on significant transactions ranging from corporate restructuring to divestment structuring. She has advised on loans, private equity, and other investment transactions with a value in excess of US\$5 Billion. She has also advised on the debt financing of several infrastructure development projects and supported the establishment of several private equity funds. She is recognised for her astuteness and practical approach in driving transactions to closing.

Kenechi is also a member and sits on the board of directors of ImpactHER Limited/Guarantee, a non-profit organization established to help bridge the financing gap for African women-owned small businesses, through training, business support, and networking channels and recipient of the 2021 Google Impact Challenge Funding.

Kenechi graduated from the University of Nigeria in 2006 and was called to the Nigerian Bar in 2007.

Kenechi is a member of the Chartered Institute of Taxation of Nigeria and is recognized by IFLR1000 as a highly regarded leading lawyer in the areas of Banking and M&A.



**Mr. Ishmael
Ebhodaghe**

Ishmael Ebhodaghe is the Managing Partner at Bernateva Partners, a leading commercial law firm based in Lagos.

Ishmael holds a Bachelor of Law degree (Second Class Upper Division) from Obafemi Awolowo University and a Banister at Law (B. L) (Second Class Upper) from Nigerian Law School and has significant commercial and litigation experience working in leading law firms in Nigeria such as Paul Usoro & Co and Templars where he rose to the position of Associate Partner.

His areas of expertise include Financial Regulatory Compliance, Corporate Governance, Securities Law, Corporate Finance, Structured Finance, Project Finance, Mergers, Acquisition, Securitization, Commercial and Civil litigation, and Alternative Dispute Resolution.

With over 23 years' experience at the Bar, he has played key roles in providing professional legal advisory services to multinational companies spanning a variety of sectors and handling numerous civil and commercial disputes both at the High courts and Appellate courts.

He currently sits on the Board of several companies ranging from the financial services sector to the oil & gas sector. He is a member of the Nigerian Bar Association (NBA) and the International Bar Association (IBA). He is happily married with children.



**Mr. Eguarekhide
Longe**

Mr. Eguarekhide Longe is a consummate professional with over 30 years of experience in financial services and business analytics. He holds a B.Sc. degree in Political Science from the University of Ibadan, Nigeria, and an MBA from IESE Business School, University of Navarra, Spain. He is a Fellow of the Chartered Institute of Stockbrokers.

He started his career at Fidelity Finance Company as an Investment Analyst and later moved to Hamilton Hammer & Co. Ltd. He then proceeded to work at Securities Transactions & Trust Co Ltd. (now Afrinvest West Africa) where he rose to the level of Vice President of Sales and Business Development. Mr. Longe subsequently moved to Shell Trustees Nigeria Ltd; the pension fund Manager of Shell Petroleum Development Company, Nigeria, as the Capital Market Analyst where he advised and managed the Capital Market portfolio.

Following this, Mr. Longe moved to First Funds Ltd- the Venture Capital subsidiary of First Bank of Nigeria Limited- as Head of Financial Advisory where he succeeded in raising capital for clients via debt/equity through Private market placements. He joined Kakawa Asset Management Ltd. as the MD/CEO and then moved to Diamond Capital Ltd. as Head of Asset Management where he handled Securities Dealing, Sales, and Product Development. Mr. Longe, in his immediate last role, served as the Managing Director of AllCO Pension Managers Ltd. from November 2011 to November 2021.

Mr. Longe is currently the Managing Director of NASD Plc and was appointed as an Executive Director of NASD, effective 9th December 2021.



**Mrs. Fatumata
Soukouna Coker**

Fatumata Soukouna Coker has over 20 years of experience working with Fortune 500 companies in the high-tech industry, including extensive global management responsibilities at IBM in the USA, African experience at Microsoft, and Nigerian experience at Soft Solutions Limited, a Nigerian information technology solutions company. Her specialty in global and emerging markets has enabled her to work with a wide variety of companies in the USA, Africa, India, and the Middle East.

Mrs. Coker's passion for technology is underpinned with about 10 years with IBM in the USA. In 1999, she commenced as a Sales Territory Rep in the education industry covering the second largest school district in the US, quickly moved to Senior roles in IBM Public Sector by her 5th year had not only developed the sales enablement program across sectors, she was also managing the sales enablement programs across all sectors with major impact. In 2005 she was invited to join the IBM Service Oriented Architecture (SOA) worldwide team to develop and manage the brand's global go-to-market strategy and roll out the worldwide web strategy and programs across all sectors. Mrs. Coker's passion for the continent led her to take the role with a sabbatical leave from IBM for a short-term role for an IFC-funded initiative in Ghana, the firm's first fintech investment.

She was then headhunted from IBM and joined Microsoft, from March 2008 – September 2010 as Partners Strategy and Programs Lead, Anglophone West Africa, and her role quickly expanded to West, Central, and East Africa (WECA), based in Lagos Nigeria with 90% of travel across the Continent where her achievements, included the growth of a competitive and loyal Partner Ecosystem across WECA, Partners revenue growth of over 200%, led channel strategy development, and management of the WECA partner communities while enabling long-term regional capacity planning and sustainability.

In October 2010, she was appointed Managing Director/CEO of Soft Solutions Limited (SSL). She transformed the SSL brand and people's capacity to become one of the leading information technology solutions providers and consultancies in Nigerian and West Africa, with a major focus on the financial sector.

Mrs. Coker is the Chairman of Afrinvest Securities Limited, a leading Nigeria-based investment bank, and in December 2019 she was appointed the Chairman of the Board of Directors at CreditRegistry Services, after only serving 2yrs as Chairman of the governance and nomination committee of the board, CreditRegistry Services is a pioneer credit reference agency in Nigeria.

She also participates in start-up forums and IT incubators across the globe, including faith base organizations as well and is a very active member in her communities, sharing her expertise with the LBS Executive MBAs and the American University of Cairo Business School Undergrads; is on the National Planning committee of the Institute of Board of Directors (IoD) Nigeria and a member the NESG Technical Subcommittee. Mentor for undergrads at GBS, Emory University, she's passionate about the electrification of the continent and creating a seamless payment and settlement solution across Africa.

Mrs. Coker was invited and presented with an Honorary Doctoral and Fellowship from the Joint Senate of the Africa Institute of Public Administration, (AIPA, Ghana) and the London Bridge Business School, (LBBS, UK) at the 8TH AIPA Transformational Leadership Fellowship Induction and Doctoral Investiture June 2021 and She got a Personal Invitation to Participate at the European International University, Paris – France Top Leadership workshop, got nominated and received Honorary Doctorate Degree Growth and Sustainability Strategies For Top Leaders, Professionals & Entrepreneurs Oct 2021.

She is the founder of Ygroup Holdings, Inc. and YGH West Africa Limited a West African technology and business payments and settlement Integration Company headquartered in Monrovia, Liberia, and Lagos, Nigeria. She is co-founder and Chair at the Center for Women & Children Empowerment, Inc. CEWCE is a non-profit, non-governmental organization established with the vision to empower vulnerable women and children in a post-war society in Liberia.

Mrs. Fatumata Soukouna Coker is a Liberian born. She is passionate and dedicated to the transformation of her African Continent through technology and incredibly committed to all the various communities that she is a part of around the globe.



**Mrs. Aisha
Abraham**

Mrs. Aishetu Azumi Abraham also known as Aisha Abraham is an Independent Director on the Board of Directors of NASD. She is renowned for her extensive array of works of leadership in the private sector. She is a legal practitioner, called to the Nigerian Bar in 1983. She worked as a lecturer (graduate Assistant) in the faculty of law, at the prestigious Ahmadu Bello University, Zaria before joining the Banking Industry in 1985; thus, her banking career started with Defunct NAL Merchant Bank Plc and Ivory Merchant Bank. She was also a pioneer Director of Urban Development Bank of Nigeria, now the Infrastructure Bank.

After a stint with legal practice in 1994 at Baiyee, Abubakar & CO, she joined Defunct First Interstate Bank in 2002 as Company Secretary/Legal Adviser. Upon the announcement of a New Capital Base of N25 billion for Banks, she was appointed Project Coordinator and then Project Secretary for the merger of Nine Banks that resulted in the emergence of Unity Bank Plc.

In 2006, Aisha Abraham was appointed Company Secretary/Legal Adviser of Unity Bank Plc. She served in that capacity before additional responsibilities as General Manager of Total Quality Management and Corporate Communication were given to her. She served as a Board Member in some subsidiaries of the Bank, such as; Unity Registrars, and Unity Kapital Assurance Plc.

In 2013, the CBN approved her appointment as Executive Director of Unity Bank Plc. She was in charge of the Company Secretariat as well as the Corporate Services Divisions of the Bank. She was also appointed Chairman of Unity Kapital Assurance Plc. Before her retirement in December 2017, she headed the Strategy and Risk Management Directorate of Unity Bank.

Aisha Abraham is currently the Chairman of the Board of Chateau Royal Real Estate Ltd and a Board Member of Planet Governance Ltd.

5th August 2024

The Chairman
Board of Directors
NASD Plc
9th Floor UBA House
57 Marina
Lagos

Dear Sir,

REPORT ON THE PERFORMANCE OF THE BOARD OF DIRECTORS OF NASD PLC FOR THE YEAR-ENDED 31st DECEMBER 2023



In accordance with the provisions of Principle 14.1 of the Nigerian Code of Corporate Governance, 2018 (“NCCG Code”) and Guideline 9 of the Securities and Exchange Commission (SEC) Corporate Governance Guidelines (“SCGG”), DCSL Corporate Services Limited (DCSL) was engaged by NASD Plc to carry out an evaluation of the performance of its Board of Directors for the year-ended December 31, 2023.

The essence of the review was to ascertain the level of the Board's compliance with corporate governance practices with reference to the provisions of the NCCG, and SCGG and covered the following seven (7) key corporate governance themes:

Board Structure and Composition

- Strategy and Planning
- Board Operations and Effectiveness
- Measuring and Monitoring Performance
- Risk Management and Compliance
- Corporate Citizenship; and
- Transparency and Disclosure.

Having reviewed the policies and processes put in place by the Board, we confirm that NASD Plc has substantially complied with the provisions of the NCCG and SCCG and that the activities of the Board and the Company aligns with corporate governance best practices. We believe that the Board is committed to the sustenance of best corporate governance practices in the Company and would continue to provide effective leadership for the Company.

Details of our key findings and recommendations are contained in our Report.

We are grateful for the opportunity to be of service and look forward to working with you in the future. Please accept the assurances of our highest regards and esteem.

Yours faithfully,

For: DCSL Corporate Services Ltd



Bisi Adeyemi
Managing Director
FRC/2013/NBA/00000002716

Statement of Directors' Responsibilities

For the year ended 31 December 2023

The Directors of NASD Plc accept responsibility for the preparation of the financial statements that give a true and fair view of the financial position of NASD Plc as at 31 December 2023, and the results of its operations, statement of cash flows, and changes in equity for the year then ended, in compliance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards) and in the manner required by the Companies and Allied Matters Act, (CAMA), 2020, and the Financial Reporting Council of Nigeria (Amended) Act, 2023.

In preparing the financial statements, the Directors are responsible for:

- a. properly selecting and applying accounting policies;
- b. presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- c. providing additional disclosures when compliance with the specific requirements in IFRS Standards are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the company's financial position and financial performance.
- d. ensuring that the Company keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company and complies with the requirements of the Companies and Allied Matters Act 2020, IFRS Accounting Standards and other relevant legislation
- e. designing, implementing, and maintaining an effective and sound system of internal controls throughout the Company;
- (f) taking such steps as are reasonably available to them to safeguard the assets of the Company.

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

Going Concern:

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

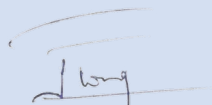


Kayode Falowo

Chairman

FRC/2014/CISN/00000007051

26 March 2024



Eguarekhidi Longe

Managing Director/Chief Executive Officer

FRC/2013/CISN/00000002092

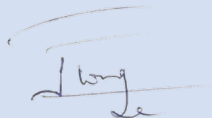
26 March 2024

Statement of Corporate Responsibility

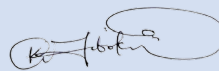
For the year ended 31 December 2023

Further to the provisions of section 405 of the Companies and Allied Matters Act (CAMA), 2020, we, the Managing Director/ CEO and Chief financial Officer, hereby certify the financial statements of NASD Plc for the year ended 31 Dec 2023 as follows:

- a. That we have reviewed the audited financial statements of the Company for the year ended 31 December 2023.
- b. That the audited financial statements do not contain any untrue statement of material fact or omit to state a material fact which would make the statements misleading, in the light of the circumstances under which such statement was made.
- c. That the audited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the Company as of and for, the year ended 31 December 2023.
- d. That we are responsible for establishing and maintaining internal controls and have designed such internal controls to ensure that material information relating to the Company is made known to the officer by other officers of the companies, during the period end 31 December 2023.
- e. That we have evaluated the effectiveness of the Company's internal controls within 90 days prior to the date of audited financial statements, and certify that the Company's internal controls are effective as of that date
- f. That there were no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our evaluation, including any corrective action with regard to significant deficiencies and material weaknesses.
- g. That we have disclosed the following information to the Company's Auditors and Audit Committee:
 - i. there are no significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarise and report financial data, and have identified for the Company's auditors any material weaknesses in internal
 - ii. there is no fraud that involves management or other employees who have a significant role in the Company's internal control.



Eguarekhide Longe
Managing Director/Chief Executive Officer
FRC/2013/CISN/00000002092
26 March 2024



Kolawole Jiboku
Head, Finance and Accounts
FRC/2013/ICAN/00000003810
26 March 2024

Certification Of The Audited Financial Statements

of NASD Plc For The Year Ended 31st December 2023

Pursuant to Section 60 (2) of the Investments and Securities Act, 2007, and in respect of the Audited Financial Statements of NASD PLC (the Company) for the year ended 31st December 2023.

I, Eguarekhide Longe, certify that:

1. I have reviewed this Audited Financial Statement for the year ended 31st December 2023 of NASD PLC (the Company);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I:
 - a. are responsible for establishing and maintaining internal controls;
 - b. have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the company, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - c. have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - d. have evaluated the effectiveness of the company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control system, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control system.
6. The company's other certifying officer(s) and I have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.

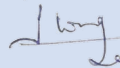
Name: Eguarekhide Longe

Designation: Managing Director

FRC No: **FRC/2013/CISN/00000002092**

Date: 26/03/2024

Signature: _____



Certification Of The Audited Financial Statements

of NASD Plc For The Year Ended 31st December 2023

Pursuant to Section 60 (2) of the Investments and Securities Act, 2007, and in respect of the Audited Financial Statements of NASD PLC (the Company) for the year ended 31st December 2023.

I, Kolawole Jiboku, certify that:

1. I have reviewed this Audited Financial Statement for the year ended 31st December 2023 of NASD PLC (the Company);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I:
 - a. are responsible for establishing and maintaining internal controls;
 - b. have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the company, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - c. have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - d. have evaluated the effectiveness of the company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control system, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control system.
6. The company's other certifying officer(s) and I have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.

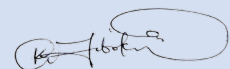
Name: Kolawole Jiboku

Designation: Head of Finance

FRC No: **FRC/2013/ICAN/00000003810**

Date: 26/03/2024

Signature: _____



Report of the Statutory Audit Committee

for the Year Ended December 31, 2023, to the Members of NASD PLC ("Company")

In accordance with the provisions of Section 404 (7) of the Companies and Allied Matters Act, 2020, we, the Members of the Statutory Audit Committee of NASD PLC report as follows:

1. We have exercised our statutory functions under Section 404 (7) of the Companies and Allied Matters Act, 2020, and acknowledge the cooperation of Management in conducting these functions.
2. We are of the opinion that the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices.
3. The scope and planning of the external and internal audit programmes for the year ended 31 December 2023 were satisfactory and reinforced the Company's internal control systems.
4. Having reviewed the External Auditors' findings and recommendations on Management matters, and deliberated with the external auditors, who confirmed that they received Management's cooperation in the course of their audit, we are satisfied with Management's response to the Management Letter on the audit of the Financial Statements of the Company.



Mr. Nornah Awoh

Chairman, Statutory Audit Committee
FRC/2021/003/00000022526
May 16, 2024

Members of the Statutory Audit Committee

Mr. Nornah Awoh	Chairman / Shareholders' Representative
Mrs. Juliet Eberechukwu Gbaka	Shareholders' Representative
Mr. Abayomi Oluwafemi Adebayo	Shareholders' Representative
Mr. Abubakar Lawal	Non-Executive Director
Mrs. Olayimikah Bolo	Non-Executive Director

FINANCIAL STATEMENTS

The background features a dark blue gradient with a grid of faint white numbers. A large, glowing white arrow points upwards and to the right. In the center, there are several stacks of blue coins. To the right, a bar chart with blue bars is visible. A red diagonal shape is in the bottom-left corner.

Independent Auditor's Report

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Value Added Statement

Five-year Financial Summary



KPMG Professional Services

KPMG Tower
 Bishop Aboyade Cole Street
 Victoria Island
 PMG 40014, Falomo
 Lagos

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INDEPENDENT AUDITOR’S REPORT

To the Shareholders of NASD Plc

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of NASD Plc (the Company), which comprise:

- the statement of financial position as at 31 December 2023;
- the statement of profit or loss and other comprehensive income;
- the statement of changes in equity;
- the statement of cash flows for the year then ended; and
- the notes, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards) and in the manner required by the Companies and Allied Matters Act (CAMA), 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with International Ethics Standards Board for Accountants *International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code)* together with the ethical requirements that are relevant to our audit of the financial statements in Nigeria and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Other Information

The Directors are responsible for the other information. The other information comprises the Corporate information, Director’s report, Statement of Directors’ responsibilities, Statement of Corporate responsibility, Report of the Statutory Audit Committee and other national disclosures which we obtained to the date of this auditor’s report, but does not include the financial statements and our auditor’s report thereon.

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

PMG Professional Services, a partnership registered in Nigeria and a member firm of the KPMG global organisation of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

registered in Nigeria No BN 986925

A list of partners is available for inspection at the firm’s address.



In connection with our audit of the financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards and in the manner required by the Companies and Allied Matters Act (CAMA), 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 financial statements.

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

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

We communicate with the Statutory Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal



control that we identify during our audit.

We also provide the Statutory Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

Report on Other Legal and Regulatory Requirements

Compliance with the requirements of Schedule 5 of the Companies and Allied Matters Act (CAMA), 2020

- i. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- ii. In our opinion, proper books of account have been kept by the Company, so far as appears from our examination of those books.
- iii. The Company's statement of financial position and statement of profit or loss and other comprehensive income are in agreement with the books of account.

Compliance with FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting

In accordance with the requirements of the Financial Reporting Council of Nigeria, we performed a limited assurance engagement and reported on management's assessment of the Company's internal control over financial reporting as of December 31, 2023. The work performed was done in accordance with ISAE 3000 (Revised) *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* and the FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting. We have issued an unmodified conclusion in our report dated 28 March 2024.

Elijah Oladunmoye, FCA
FRC/2013/ICAN/00000019769
For: KPMG Professional Services
Chartered Accountants
28 March 2024
Lagos, Nigeria



Statement of Comprehensive Income

For the year ended 31 December 2023

	Notes	31 December 2023	31 December 2022
		N'000	N'000
Fees and commission income	5	295,358	234,916
Employee benefits and compensation costs	7	(183,433)	(170,078)
Depreciation and amortization	8	(23,433)	(23,637)
Other administrative and operating expenses	9	(199,209)	(201,794)
Operating loss		(110,717)	(160,593)
Interest income	10	42,733	53,109
Other Income	6	50	170
Loss before tax		(67,934)	(107,313)
Minimum tax	11	(1,691)	(1,440)
Income tax credit	11	–	29,497
Loss for the year		(69,625)	(79,256)
Other Comprehensive income:			
Items that may or may not be classified to profit or loss		–	–
Total comprehensive loss for the year		(69,625)	(79,256)
Loss per share (kobo) – basic/diluted	14	(13.93)	(15.85)

The accompanying notes form an integral part of these financial statements

Statement of Financial Position

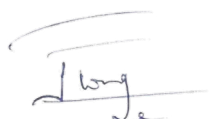
as at 31 December 2023

		31 December 2023	31 December 2022
	Notes	₦'000	₦'000
Assets			
Cash and cash equivalents	15	174,839	295,525
Investment securities	16	172,788	100,402
Other assets	17	23,273	11,869
Intangible assets	18	18,097	32,062
Property and equipment	19	30,512	34,232
Deferred tax asset	12	138,442	138,442
Total assets		557,951	612,532
Liabilities			
Other liabilities	20	47,802	33,009
Current income tax	13	1,691	1,440
Total liabilities		49,493	34,449
Equity			
Share capital	14.2	500,000	500,000
Share premium	14	232,418	232,418
Accumulated losses	21	(223,960)	(154,335)
		508,458	578,083
Total liabilities and equity		557,951	612,532

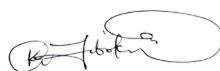
Signed on behalf of the Board of Directors on 26 March 2024 by:



Kayode Falowo
Chairman
FRC/2014/CISN/00000007051



Eguarekhide Longe
Managing Director/Chief Executive Officer
FRC/2013/CISN/00000002092



Kolawole Jiboku
Head, Finance and Accounts
FRC/2013/ICAN/00000003810

The accompanying notes form an integral part of these financial statements

Statement of Changes in Equity

For the year ended 31 December 2023

	Share capital	Share premium	Accumulated losses	Total
	N'000	N'000	N'000	N'000
As at 1 January 2023	500,000	232,418	(154,335)	578,083
Loss after tax	–	–	(69,625)	(69,625)
As at 31 December 2023	500,000	232,418	(223,960)	508,458
As at 1 January 2022	444,204	288,214	(75,078)	657,340
Issue of Bonus Shares	44,421	(44,421)	–	–
Shares held in Trust for Staff Scheme	11,375	(11,375)	–	–
Loss after tax	–	–	(79,257)	(79,257)
As at 31 December 2022	500,000	232,418	(154,335)	578,083

The accompanying notes form an integral part of these financial statements

Statement of CashFlow

For the year ended 31 December 2023

Cash used/generated from operating activities	22	(81,232)	(105,446)
Tax paid	13	(1,441)	(1,538)
Net cash used in operating activities		(82,673)	(106,984)
Investing activities			
Purchase of government bond and treasury bills	16	(70,000)	–
Purchase of property and equipment	19	(5,478)	(35,854)
Purchase of intangible assets	18	(270)	(3,305)
Proceeds from sale of property and equipment	6	–	120
Proceeds from penalty income	6	50	–
Proceeds from insurance claim		–	50
Interest received	10.1	40,348	53,080
Net cash generated from investing activities		(35,350)	14,090
(Decrease)/Increase in cash and cash equivalents		(118,023)	(92,894)
Cash and cash equivalents at start of year		295,525	393,355
Foreign Exchange losses		(2,663)	(4,936)
Cash and cash equivalents at end of year	15	174,839	295,525

The accompanying notes form an integral part of these financial statements

Notes To The Financial Statements

For the year ended 31 December 2023

1 The Company

NASD Plc was incorporated as a private limited liability company in 1998 and converted to a public company in May 2012. It was licensed by the Securities and Exchange Commission in December 2012 to operate an over the counter (“OTC”) market for securities of unquoted companies.

Ownership

NASD Plc is owned by a number of licensed and corporate capital market operators.

2.1 Basis of Preparation

2.1.1 Statement of compliance

The financial statements have been prepared in accordance with IFRS Standards.

The financial statements include the statement of comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity and explanatory notes. The financial statements were authorised for issue by the Board of Directors on 21 March 2023.

2.1.2 Functional Currency

The financial statements are presented in Nigerian Naira (N), which is the Company’s presentation currency, and rounded to the nearest thousand (N’000) unless otherwise indicated. Items in the statement of financial position have been presented in order of liquidity.

2.1.3 Basis of measurements

The financial statements have been prepared on a going concern basis using the historical cost convention.

2.2 Significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

Financial instruments

2.2.1 Recognition and initial measurement

Trade receivables and debt securities issued are initially

recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2.2.2 Classification and subsequent measurement

Financial assets

On initial recognition, the Company’s financial asset is classified as measured at amortised cost.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

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

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

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- a. it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

- b. its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment

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

- a. the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of assets;
- b. the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of assets;
- c. how the performance of the portfolio is evaluated and reported to the Company's management;
- d. the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- e. 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
- f. the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – Assessment whether contractual cashflows 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 a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company 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 cashflows such that it would not meet this condition. In making this assessment, the Company considers:

- a. contingent events that would change the amount or timing of cash flows;
- b. terms that may adjust the contractual coupon rate, including variable-rate features;
- c. prepayment and extension features; and
- d. terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount is substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract.

Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition

Financial assets – Subsequent measurement and gains and losses:

Financial assets at amortised cost These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

The Company classifies non-derivative financial assets as those held at amortised cost.

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

2.2.3 Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, 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 Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

2.2.4 Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the company 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.

2.3 Cash and cash equivalent

Cash and cash equivalent include notes and coins in hand, deposits held at call with banks and other short-term placements with banks and other financial institution which are used by the Company in the management of its short-term commitments, treasury bills in an active market with original maturities of three months or less.

Cash and cash equivalents as referred to in the cash flow statement comprises cash in hand, and amounts due from banks on demand or with an original maturity of three months or less.

2.4 Intangible assets

Intangible assets comprise computer software licences. Intangible assets are recognised at cost. Intangible assets with a definite useful life are amortised using the straight-line method over their estimated useful economic life, generally not exceeding 4 years.

The intangible assets of the Company have a definite useful life. At each date of the statement of financial position, intangible assets are reviewed for indications of impairment or changes in estimated future economic benefits. If such indications exist, the intangible assets are analysed to assess whether their carrying amount is fully recoverable. An impairment loss is recognised if the carrying amount exceeds the recoverable amount. The estimated useful life and amortisation method are reviewed at the end of each reporting year and are adjusted for if appropriate.

2.4.1 Subsequent measurement

After initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses. The amortisation period, amortisation method and residual value is reviewed at each financial year end.

2.4.2 Derecognition

An asset's carrying amount is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Intangible assets are derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition is included in profit or loss in the year the asset is derecognised.

2.5 Property and equipment

Recognition and measurement

An asset is recognized when it is probable that economic benefits associated with the item would flow to the company, the cost of the item can be reliably measured and when it is available for use

All property and equipment are initially recognized at cost.

They are subsequently stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the asset. Property and equipment items are recognised in the book of the company when they are available for use. All repairs and maintenance costs are charged to other operating expenses in the financial period in which they occur

Subsequent costs

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 company and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in the income statement during the financial period in which they are incurred.

Depreciation

Depreciation on assets is calculated using the straight-line method to allocate their cost to their residual values on a systematic basis over their estimated useful lives. Depreciation begins when an asset is available for use and ceases at the earlier of the date that the asset is derecognised or classified as held for sale in accordance with IFRS 5 Non-Current Assets Held for Sale and Discontinued operations.

The estimated useful lives for the current and comparative periods are as follows:

• Computer equipment	:	4 years
• Furniture and fittings	:	5 years
• Office equipment	:	5 years
• Motor vehicles	:	6 years

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

The asset's residual values, useful lives and depreciation method are reviewed on an annual basis, and are adjusted if appropriate.

An asset's carrying amount is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount

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

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are included in the income statement under other operating expenses.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in IFRS 16. This policy is applied to contracts entered into, on or after 1 January 2019.

2.6.1 As a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, 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 Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

2.7 Share capital

i. Ordinary shares

Ordinary shares are classified as equity and are recorded at the proceeds received net of incremental external costs directly attributable to the issue.

ii. Share premium

This represents the excess of share issuance price over the nominal price of the shares.

iii. Accumulated losses

This represents the carried forward losses from previous years and the current year retained loss amount.

2.8 Employee benefits

Defined contribution (Pension)

In line with the Pension Reform Act of 2014, the Company operates a defined contribution scheme. A defined contribution plan is a post employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The employee and the Company contributes 8% and 10% of the employee's basic, transport and rent allowances respectively. The employee contributions are funded through payroll deductions while the Company's contributions are recognised as employee benefit expenses when they are due. The Company has no further payment obligations once the contributions have been paid, and obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement when they are due in respect of service rendered before the end of the reporting period. Prepaid

contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available while unpaid contributions are recognized as liability.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

2.9 Income Taxes

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 Company 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*.

i. 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:

- a. Company income tax is computed on taxable profits
- b. Tertiary education tax is computed on assessable profits
- c. Nigeria Police Trust Fund levy is computed on net profit (i.e. profit after deducting all expenses and taxes from revenue earned by the Company during the year).
- d. The National Agency for Science and Engineering Infrastructure Levy is computed on net profit

Total amount of tax payable under CITA is determined based on the higher of two components namely Company Income Tax (based on taxable income (or loss) for the year); and minimum tax. Taxes based on profit for the period are treated as income tax in line with IAS 12.

Minimum tax

Minimum tax which is based on a gross amount is outside the

scope of IAS 12 and therefore, are not presented as part of income tax expense in the profit or loss.

In line with the Finance Act 2019, minimum tax is determined at a base rate of 0.5% of the qualifying company's gross turnover. The Finance Act defines gross turnover as the gross inflow of economic benefits (cash, revenues, receivables and other assets) arising from the operating activities of a Company, including sales of goods, supply of services, receipt of interest, rents, royalties or dividends.

Where the minimum tax charge is higher than the Company Income Tax (CIT), a hybrid tax situation exists. In this situation, the CIT is recognised in the income tax expense line in the profit or loss and the excess amount is presented above the income tax line as minimum tax.

The Company offsets the tax assets arising from withholding tax (WHT) credits and current tax liabilities if, and only if, the entity has a legally enforceable right to set off the recognised amounts, and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. The tax asset is reviewed at each reporting date and written down to the extent that it is no longer probable that future economic benefit will be realised.

ii. **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 Company 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 liabilities are offset only if certain criteria are met.

2.10 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business net of VAT and other related sales taxes.

i. **Fees and commission income**

Commission income comprises transaction fees earned on trading activities, registration/ annual fees paid by registered participating institutions and their sponsored representatives, and the annual fees paid by the banks registered to be used for the settlement activities .

ii . **Interest income**

Interest income comprises interest income on short term deposits, treasury bills and federal government bonds.

Interest income is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

2.11 Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. The functional currency is the currency of the primary economic environment in which the entity operates, which is the Nigerian Naira.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end

closing exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

2.12 Operating expenses

Operating expenses are expenses that the company incurred through its normal business operations. The expenses include rent and service charge expenses, personnel costs, marketing expenses, insurance, and other running expenses which do not include allowances for depreciation in the value of physical property.

Operating expenses are recognized evenly through the financial or according to performance of the underlying transaction

2.13 Prepayments

Prepayments are stated at cost less amortised amounts. Prepayments are amortised to income by the straight-line method or according to performance of the underlying transaction

2.14 Investment securities

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

2.15 Other income

Other income comprises of gains from asset disposals, insurance claims received, and foreign exchange difference. Other income is recognised when it is probable that future economic benefits will flow to the NASD Plc and when the amount can be measured reliably.

2.16 Other receivable

Other receivables comprises of advances to staff repayable through deductions from salaries. It is amortized evenly over the approved period and recognised at net realizable value.

2.17 Operating profit/(Loss)

Operating profit/(loss) is the result generated from the continuing revenue-producing activities of the Company as well as other income and expenses related to operating activities. Operating profit/(loss) excludes net finance cost and income and income taxes.

2.18 Earnings per share

The Company 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 Company by the weighted average number of ordinary shares outstanding during the period. Where there are shares that could potentially affects the numbers of share issued, those shares are considered in calculating the diluted earnings per share.

2.19 Changes in material accounting policies and disclosures

The Company adopted Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) from 1 January 2023. The amendments require the disclosure of 'material', rather than 'significant', accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful information that users need to understand other information in the financial statements. The amendments did not result in any significant change in the existing policy.

2.20 Standards and interpretations relevant to NASD issued/amended but not yet effective

A number of new IFRS Accounting Standards, Amendments to IFRS Accounting Standards, and Interpretations are effective for annual periods beginning after 1 January 2024 and have not been applied in preparing these financial statements. Those IFRS Accounting Standards, Amendments to IFRS Accounting Standards and Interpretations which may be relevant to the Company are set out below

Standard	Effective Date
Classification of Liabilities are Current or Non-Current Liabilities with Covenants (Amendments to IAS 1)	1 January 2024
Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)	1 January 2024
Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)	1 January 2024
Lack of Exchangeability (Amendments to IAS 21)	1 January 2025

3.0 Financial risk management

3.1(a) Introduction and overview

NASD Plc has exposure to the following risks from financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the company's exposure to each of the above risks, the company's objectives, policies and processes for measuring and managing risk, and the company's management of capital.

(i) Risk management framework

The company maintains positions in a variety of non-derivative financial instruments in accordance with its investment management strategy. The company's investment strategy states that its investible funds shall be spread among

different financial institutions in such a way that no single financial institutions shall hold more than 20% of its invested funds. The company's investment profile comprises short term deposit in financial institution in Nigeria and the FGN Sukuk.

Financial assets & liabilities

Financial assets and liabilities are recognised in the statement of financial position and measured in accordance with their assigned category. The Company uses settlement date accounting for regular way contracts when recording financial asset transactions.

The Company classifies the financial instruments into classes that reflect the nature of information and take into account the characteristics of those financial instruments. The Company allocates financial assets and financial liabilities at amortized cost. Management determines the classification of its financial instruments at initial recognition. The classification made can be seen below:

31 December 2023

N'000	Financial assets at Amortized Cost	Financial liabilities at amortized cost	Carrying Amount
Cash and cash equivalents	174,839	–	174,839
Investment securities	172,788	–	172,788
Other assets	4,821	–	4,821
Account payable	–	47,777	(47,777)
	352,448	47,802	304,671

31 December 2022

N'000	Financial assets at Amortized Cost	Financial liabilities at amortized cost	Carrying Amount
Cash and cash equivalents	295,525	–	295,525
Investment securities	100,402	–	100,402
Other assets	4,478	–	4,478
Account payable	–	32,977	(32,977)
	400,405	32,977	367,428

3.1(b) Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the company, resulting in a financial loss to the company. It arises principally from debt securities held, and also from non derivative financial assets, cash and cash equivalents and balances due from brokers. For risk management reporting purposes the company considers and consolidates all elements of credit risk exposure (such as individual obligor default risk, country and sector risk).

Maximum exposure to credit risk	31 December	31 December
	2023	2022
	N'000	N'000
Balances with banks	37,039	17,376
Money market placement	137,764	278,047
FGN Sukuk	172,788	100,402
Other assets	4,821	4,478
	352,412	400,303

The exposures set out above are based on amounts reported in the statements of financial position.

Concentration of risks of financial assets with credit risk exposure

(a) Geographical sectors:

The following table shows the Company's credit exposure at their carrying amounts as categorised by geographical region as of 31 December 2023 and 31 December 2022.

31 December 2023	FGN Sukuk	Money market placement	Balances with banks	Other receivable	Total
	N'000	N'000	N'000	N'000	N'000
Nigeria	172,788	137,764	37,039	4,821	352,412
	172,788	137,764	37,039	4,821	352,412
31 December 2022	FGN Sukuk	Money market placement	Balances with banks	Other receivable	Total
	N'000	N'000	N'000	N'000	N'000
Nigeria	100,402	278,047	17,376	4,478	400,303
	100,402	278,047	17,376	4,478	400,303

(b) Industry sector: The following table breaks down the Company's credit exposure at their carrying amounts as categorised by industry as of 31 December 2023 and 31 December 2022.

31 December 2023	FGN Sukuk	Money market placement	Balances with banks	Other receivable	Total
	N'000	N'000	N'000	N'000	N'000
Government	172,788	–	–	–	172,788
Financial services	–	137,764	37,039	–	174,803
Others	–	–	–	4,821	4,821
	172,788	137,764	37,039	4,821	352,412
31 December 2022	FGN Sukuk	Money market placement	Balances with banks	Other receivable	Total
	N'000	N'000	N'000	N'000	N'000
Government	100,402	–	–	–	100,402

Financial services	–	278,047	17,376	–	295,423
Others	–	–	–	4,478	4,478
	100,402	278,047	17,376	4,478	400,303

3.1c Credit quality of financial assets

IFRS 7 requires information about the credit quality of financial assets. This information is provided below for balances held with banks, money market placements, federal government bond and treasury bills.

FGN Bonds & Treasury Bills		
	31-Dec-23	31-Dec-22
	N'000	N'000
Sovereign Ratings		
Nigeria (B) S&P	172,788	100,402
	172,788	100,402
Balances with banks		
	31-Dec-23	31-Dec-22
	N'000	N'000
External credit rating (S&P)		
B+ & above	37,039	17,376
	37,039	17,376
Money market placement		
	31-Dec-23	31-Dec-22
	N'000	N'000
External credit rating (S&P)		
B+ & above	137,764	278,047
	137,764	278,047
Unrated (other assets)	4,821	4,478
	4,821	4,478

Rating Legend:

External credit rating (S&P)

B	:	Highly speculative credit rating
B+	:	Highly speculative credit rating
B-	:	Highly speculative credit rating

(i) Management of credit risk

The Company's policy over credit risk is not to deal with counterparties with perceived higher risk of default and by dealing only with counterparties meeting the credit standards set out in the company's prospectus.

NASD Plc is not currently involved in granting credit facilities to counterparties and does not hold investment securities of any organisation. Also, NASD Plc does not collect funds directly from brokers for trades executed through its platform, rather all cash settlements for trades executed are managed by Central Securities Clearing Systems Plc (CSCS) and accredited settlement banks.

(ii) Exposure to credit risk

The Company's maximum credit risk exposure is managed by only investing idle funds in Treasury bills and financial institutions with high credit rating and at the reporting date is represented by the respective carrying amounts of the relevant financial assets in the statement of financial position.

(iii) Cash and cash equivalents

The Company's cash and cash equivalents are held mainly with selected deposit money banks. The investment team monitors the financial position of the institutions on a monthly basis.

(iv) Settlement risk

The company's activities may give rise to risk at the time of settlement of transactions. Settlement risk is the risk of loss due to the failure of an entity to honour its obligations to deliver cash, securities or other assets as contractually agreed.

For the majority of transactions the company mitigates this risk by conducting settlements through Central Securities Clearing Systems Ltd and its accredited six (6) settlement banks which executed firm agreements with CSCS that all trades executed by the bank's clients (that is, brokers firms) will be settled.

3.1(d) Expected credit loss measurement

IFRS 9 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- a. A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit

risk continuously monitored by the Company.

- b. If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired. Refer below for a description of how the Company determines when a significant increase in credit risk has occurred.
- c. If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3'. Refer below for a description of how the Company defines credit-impaired and default.
- d. Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 or 3 have their ECL measured based on expected credit losses on a lifetime basis. Refer below for a description of inputs, assumptions and estimation techniques used in measuring the ECL.
- e. A pervasive concept in measuring ECL in accordance with IFRS 9 is that it should consider forward-looking information.
- f. Purchased or originated credit-impaired financial assets are those financial assets that are credit-impaired on initial recognition. Their ECL is always measured on a lifetime basis (Stage 3).

Further explanation is also provided of how the Company determines appropriate groupings when ECL is measured on a collective basis.

The following diagram summarises the impairment requirements under IFRS 9 (other than purchased or originated credit-impaired financial assets):

Change in credit quality since initial recognition

Stage 1	Stage 2	Stage 3
(initial recognition)	(Significant increase in credit risk since initial)	(Credit-impaired assets)
12 month expected credit losses	Lifetime expected credit losses	Lifetime expected credit losses

3.1e Significant increase in credit risk

The Company considers a financial instrument to have experienced a significant increase in credit risk when one or more of the following quantitative, qualitative or backstop criteria have been met:

The quantitative criteria is based on either absolute or relative changes in credit quality. In both cases, the Company is expected to specify the percentage change, for either 12-month or lifetime PDs in comparison to the corresponding 12-month or lifetime PDs as calculated at origination,

respectively, that would indicate a significant increase in credit risk since origination.

3.1f Maximum exposure to credit risk

Maximum exposure to credit risk – Financial instruments subject to ECL impairment

For ECL purposes, the company's financial asset is segmented into sub-portfolios as listed below:

- Cash and cash equivalents
- Investment securities – Debt instruments

– Other assets – Fees receivables

The following table contains an analysis of the credit risk exposure of financial instruments and at the related ECL allowance. The gross carrying amount of financial assets below also represents the Company's maximum exposure to credit risk on these assets.

Money Market and Bank Placements						
	As at December 31 2023				31-Dec-22	
ECL Staging	Stage 1	Stage 2	Stage 3	Purchased credit-impaired	Total	Total
	12-month ECL	Lifetime ECL	Lifetime ECL		₹'000	₹'000
Gross carrying amount	174,803	–	–	–	174,803	295,423
Loss allowance	–	–	–	–	–	–
Carrying amount	174,803	–	–	–	174,803	295,423

Investment Securities – Debt Instruments						
	As at December 31 2023				31-Dec-22	
ECL Staging	Stage 1	Stage 2	Stage 3	Purchased credit-impaired	Total	Total
	12-month ECL	Lifetime ECL	Lifetime ECL		₹'000	₹'000
Gross carrying amount	172,788	–	–	–	172,788	100,402
Loss allowance	–	–	–	–	–	–
Carrying amount	172,788	–	–	–	172,788	100,402

Other assets						
	As at December 31 2023				31-Dec-22	
ECL Staging	Stage 1	Stage 2	Stage 3	Purchased credit-impaired	Total	Total
	12-month ECL	Lifetime ECL	Lifetime ECL		₹'000	₹'000
Gross carrying amount	22,338	–	4,821	–	27,159	15,755
Loss allowance	–	–	(3,886)	–	(3,886)	(3,886)
Carrying amount	22,338	–	935	–	23,273	11,869

3.2 Liquidity risk

Liquidity risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

3.2a (i) Management of liquidity risk

The Company's policy and the investment team's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stress conditions, including estimated redemptions of short term fund placements, without incurring unacceptable losses or risking damage to the company's reputation.

The Company's liquidity risk is managed on a daily basis by the investment team in accordance with policies and procedures in place. The Company's investment team at all time are guided by the approved investment policy on how to invest the

company's funds.

3.2b (ii) Liquidity gap analysis

The table below analyses financial liabilities and non-derivative financial assets of the company into relevant maturity groupings based on the remaining period at balance sheet date to the contractual maturity date. The table includes both principal and interest cash flows.

31 December 2023							
		Carrying amount	Gross nominal	less than 3months	3-6 months	6-12 months	1-5years
	Notes	N'000	N'000	N'000	N'000	N'000	N'000
Financial liabilities							
Accounts payable	20	47,777	47,777	47,777	–	–	–
		47,777	47,777	47,777	–	–	–
Financial assets							
Cash and cash equivalents	15	174,839	174,839	174,839	–	–	–
Investment securities	16	172,788	319,450	–	11,113	11,113	297,224
Other assets	17	4,821	4,821	475	–	–	4,346
		352,448	499,110	175,314	11,113	11,113	301,570
Gap(assets-liabilities)		304,671	451,333	127,537	11,113	11,113	301,570
Cummulative liquidity gap				127,537	138,650	149,763	451,333

31 December 2022							
		Carrying amount	Gross nominal	less than 3months	3-6 months	6-12 months	1-5years
		N'000	N'000	N'000	N'000	N'000	N'000
Financial liabilities							
Accounts payable	20	32,977	32,977	32,977	–	–	–
		32,977	32,977	32,977	–	–	–
Financial assets							
Cash and cash equivalents	15	295,525	295,525	295,525	–	–	–
Investment securities	16	100,402	156,031	–	5,585	5,615	144,831
other assets	17	4,478	4,478	592	–	–	3,886
		400,405	456,034	296,117	5,585	5,615	148,717
Gap(assets-liabilities)		367,428	423,057	263,140	5,585	5,615	148,717
Cummulative liquidity gap				263,140	268,725	274,340	423,057

3.3 Market risk

Market risk is the risk that changes in market prices, such as interest rates, equity prices will affect the company's income

or the fair value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(i) Management of market risk

The company's strategy for the management of market risk is driven by the company's investment objective, which focuses on long-term growth while taking into cognizance the preservation of investor capital.

The company's market risk is managed on a daily basis by the investment team in accordance with policies and procedures in place. The company's investment team may not invest more than 25% of its investible funds in any single financial institution

(ii) Currency risk

NASD Plc has no investments that are exposed to currency risk and it does not plan to enter into such investment in the foreseeable future.

(iii) Interest rate risk

The Company's investment in fixed interest money market placements, treasury bills and Federal Government Bonds are not exposed to interest rate risks, due to the short term nature of the placements and treasury bills the fair value risk is considered insignificant.

Exposure to fixed interest rate risk

31 December 2023

Assets	Fixed	Non-Interest bearing	Total
	N'000	N'000	N'000
Balances with banks	–	37,039	37,039
Money market placement	137,764	–	137,764
FGN Sukuk	172,788	–	172,788
Other assets	–	4,821	4,821
	310,552	41,860	352,412
Liabilities			
Accounts payable	–	47,777	47,777
	–	47,777	47,777
Total Asset Pricing Gap	310,552	(5,917)	304,635

31 December 2022

Assets	Fixed	Non-Interest bearing	Total
	N'000	N'000	N'000
Balances with banks		17,376	17,376
Money market placement	278,047	–	278,047
FGN bonds	100,402	–	100,402
Other assets	–	4,478	4,478
	378,449	21,854	400,303
Liabilities			
Accounts payable	–	32,977	32,977

	–	32,977	32,977
Total Asset Pricing Gap	378,449	(11,155)	367,326

A reasonably possible change of 1% in interest rates of the Company's Federal Government Securities at the reporting date would increase (decrease) profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

Interest from Federal Government securities in 2023 was N13.6 million (2022: N11.2 million).

	1% Increase	1% Decrease
	N'000	N'000
31 December 2023		
Loss before tax	427	(427)
31 December 2022		
Profit before tax	112	(112)

3.4 Fair value of financial assets and liabilities

All of NASD's assets and liabilities are measured at amortized cost. For financial assets with short term maturity the amortized cost closely approximates the fair value

The table below shows the analysis of financial instruments not measured at fair value:

At 31 December 2023	Carrying value N'000	Fair value N'000
Financial assets		
Cash and cash equivalents	174,839	174,839
Investment securities	172,788	172,788
Other assets	4,821	4,821
	352,448	352,448
Financial liabilities		
Accounts payable	47,777	47,777
	47,777	47,777
At 31 December 2022		
Financial assets		
Cash and cash equivalents	295,525	295,525
Investment securities	100,402	100,402
Other assets	4,478	4,478
	400,405	400,405

	Carrying value N'000	Fair value N'000
Financial Liabilities		
Accounts payable	32,977	32,977
	32,977	32,977

Fair value hierarchy for financial assets not measured at fair value

IFRS 7 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflects market data obtained from independent sources; unobservable inputs reflect the company's market assumptions. These two types of inputs have created the following fair value hierarchy:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

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)

Level 3: Inputs for the asset or liability that are not based on observable market data

Fair valuation methods and assumptions

For other financial assets and liabilities not measured at fair value, due to their short term nature, the fair values are not significantly different from their carrying amounts. These financial assets and liabilities are as follows:

(i) Cash and cash equivalents

Cash and cash equivalents represent cash and short term deposit held with various banks in Nigeria. The fair value of these balances approximates their carrying amounts.

(ii) Other assets

Other assets represent short term receivables from third parties, therefore the fair values of these balances approximates their carrying amounts.

(iii) Accounts payable

Sundry creditors represents short term payables to third parties. The carrying value approximates the value required to settle these liabilities. Hence, the fair values of these balances approximate their carrying amount.

4 Critical judgements and estimates

The preparation of financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and associated assumptions have been based on historical experience and other factors that management believes to be reasonable under the circumstances.

(a) Recoverability of deferred tax assets

The company has deferred tax assets amounting to ₦138.4 million (31 December 2021: ₦108.9 million). The deferred tax assets are primarily due to taxable losses of ₦354.3 million (31 December 2021: ₦286.4 million). The company has concluded that deferred tax assets will be recoverable using the estimated future taxable income based on approved profit projections of the company. The losses can be carried forward indefinitely and have no expiry date.

	31 December 2023	31 December 2022
	N'000	N'000
5 Fees and commission income		
Trading commission	197,033	147,532
Registration fees	21,892	25,553
Listing Fees	71,162	61,231
NASDep	4,956	–
Data Related Fees	315	100
Settlement Bank Fees	–	500
	295,358	234,916

incurred by the Company in generating these revenue.

	31 December	31 December
6 Other income	2023	2022
	N'000	N'000
Penalty Income	50	–
Insurance claims received	–	50
Gains from asset disposal	–	120
	50	170

	31 December	31 December
7 Employee benefits and compensation costs	2023	2022
	N'000	N'000
Salaries and wages	170,155	157,778
Pension cost	13,278	12,300
	183,433	170,078

The pension cost represents the employer's contribution of 10% of the total of employees' basic salaries, housing allowances, and the transportation allowances.

	31 December	31 December
8 Depreciation and amortization	2023	2022
	N'000	N'000
Intangible assets (Note 18)	14,235	12,985
Property, plant and equipment (Note 19)	9,198	10,652
	23,433	23,637

	2023	2022
9 Other operating expenses	N'000	N'000
Trading costs	426	100
Marketing expenses	9,157	11,036
Professional Membership Subscription	292	1,032
Professional and Consultancy fees	38,962	12,046
Rent	10,750	10,750
Service charge	16,000	13,500
Annual general meeting expense	8,153	3,496
Travelling expenses	2,595	1,553
Insurance expense	4,783	6,018
Training expenses	5,442	1,686
CSR Expenses	102	423
Auditor's remuneration	9,675	8,063

Conference and seminars	1,717	662
Printing and stationeries	901	1,049
Directors Sitting Allowances	19,900	17,805
Directors Fees	6,772	5,325
Exchange Rate Differences	2,663	4,936
General and administrative expenses (Note 9.1)	60,919	102,314
	199,209	201,794

KPMG Professional Services performed the assurance evaluation of the Company's Internal Control over Financial Reporting (ICFR) for the year. Fees charged in respect of this service was ₦5,000,000.00 already included in the Professional and Consultancy fees. (2022: Nil)

	31 December	31 December
9.1 General and administrative expenses	2023	2022
	₦'000	₦'000
EDMS Expenses	4,700	3,296
Office Services	2,314	1,073
ITF Expense	3,264	1,946
Hosting Fees and Web Security	15,573	4,481
Medical Expenses	3,785	3,104
Gift expenses	3,522	2,867
Assets written-off	–	12,797
Compliance and Registration	7,584	4,076
Office / General Expense	9,466	2,468
Internet Subscription	2,640	2,072
Hotel & Accommodation Expense	3,200	1,577
Payment in lieu of Pioneer Equity	–	50,000
Other general and admin expenses	4,871	12,556
	60,919	102,314

	31 December	31 December
10 Interest income	2023	2022
	₦'000	₦'000
Money market placements	29,147	41,940
FGN Sukuk	13,586	11,169
	42,733	53,109

The interest income of N42.1 million (2022: N53.1 million) is calculated using effective interest rates.

	31 December	31 December
	2023	2022
	N'000	N'000
10.1 Reconciliation of changes in interest received to cash flow		
Interest income for the year	42,733	53,109
Prior year interest received	4,813	4,784
Current year interest receivable	(7,199)	(4,813)
Interest income received	40,347	53,080

11 Taxation	31 December	31 December
	2023	2022
	N'000	N'000
Minimum tax	1,691	1,440
Deferred tax (credit)/expense (Note 12)	–	(29,497)
	1,691	(28,057)

Reconciliation of effective tax rate	31 December		31 December	
	2023		2022	
	N'000		N'000	
(Loss)/Profit before Tax	(67,934)		(107,313)	
Income tax using the statutory tax rate	30%	(20,380)	30%	(32,195)
Impact of tertiary education tax	0%	–	0%	–
Non deductible expenses	-13%	8,647	-9%	9,447
Non-taxable income	5%	(3,258)	3%	(3,633)
Tax Incentives	0%	0	0%	(237)
Tax effect of unrecognised and unused tax losses and deductible temporary differences	-22%	14,991	0%	-
Minimum tax	2%	(1,691)	1%	(1,440)
Total Income tax in income statement	2.5%	(1,691)	26%	(28,057)

The Company has a 'Nil' company income tax for 2023 (2022: nil) due to its carried forward unrelieved losses situation. Minimum tax has been computed as the Company is liable to be assessed under the minimum tax law. The Company is also liable for both the tertiary education tax and the Police trust Fund.

12 Deferred tax asset

Deferred income taxes are calculated on all temporary differences under the liability method using an effective tax rate of 30% (2022: 30%).

	31 December	31 December
	2023	2022
	N'000	N'000
At 1 January	138,442	108,945

Credited/(debited) to profit and loss account	–	29,497
At 31 December	138,442	138,442

12.1 Deferred tax assets

Deferred income tax assets are attributable to the following items:

	31 December 2023	31 December 2022
	N'000	N'000
Property and equipment	32,139	32,139
Unutilised tax losses	106,303	106,303
	138,442	138,442

12.2 Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom.

	31 December 2023	31 December 2022
	N'000	N'000
Property and equipment	12,897	-
Unutilised tax losses	14,991	-
	27,888	-

Deferred tax assets to be recovered after more than 12 months	(138,442)	(138,442)
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13 Current income tax	31 December 2023	31 December 2022
	N'000	N'000
At 1 January	1,440	1,597
Payments made during the year	(1,441)	(1,538)
Charge for the year (minimum tax)	1,691	1,440
Increase/(Decrease) in tax charge for the year	1	(59)
At 31 December	1,691	1,440

14 (Loss)/profit per share

	31 December 2023	31 December 2022
	(69,625)	(79,257)
Weighted average number of ordinary shares in issue (000)	500,000	500,000
(Loss)/basic earning per share (expressed in kobo per share)	(13.93)	(15.85)

		31 December	31 December
		2023	2022
14.1	Share capital		
	Authorized share capital		
	500,000,000 ordinary shares of N1 each	500,000	500,000
	Issued and fully paid		
	500,000,000 ordinary shares of N1 each	500,000	500,000
15	Cash and cash equivalents		
		2023	2022
		N'000	N'000
	Cash	36	102
	Balances with banks	37,039	17,376
	Money market placements	137,764	278,047
	Current	174,839	295,525
16	Investment securities		
		2023	2022
		N'000	N'000
	FGN Sukuk 2027	100,402	100,402
	FGN Sukuk 2033	72,386	–
		172,788	100,402
	Current		
	Non-current	172,788	100,402
	Total current and non current	172,788	100,402
17	Other assets		
	Financial assets:		
	Fee receivables	4,346	3,886
	Other receivables	475	592

	4,821	4,478
Non financial assets:		
Prepaid rent	10,083	6,583
Prepaid insurance	2,313	375
Other prepaid expenses (Note 17.1)	9,942	4,319
	27,159	15,755
Impairment provision	(3,886)	(3,886)
	23,273	11,869
Current	23,273	11,869
	31 December	31 December
	2023	2022
Movement in impairment provision	N'000	N'000
Balance as at 1 January	3,886	3,886
Balance at 31 December	3,886	3,886

	31 December	31 December
17.1 Other prepaid expenses	2023	2022
	N'000	N'000
Medical expenses	52	–
Web Security expenses	1,024	437
Hosting Fees	3,710	1,860
Professional Services	1,500	–
Advert & Publicity expenses	1,075	1,075
Consultancy Fees	48	57
Meeting Expenses	2,043	360
EDMS Expenses	490	530
	9,942	4,319

18 Intangible assets			
Cost	Computer software	Trading software	Total
	N'000	N'000	N'000
As at 1 January 2023	370	73,816	74,186
Addition	–	270	270
As at 31 December 2023	370	74,086	74,456
Accumulated amortisation			
As at 1 January 2023	370	41,754	42,124
Charge for the year	–	14,235	14,235
As at 31 December 2023	370	55,989	56,359

Net book value as at 31 December 2023	–	18,097	18,097
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Cost	Computer software	Trading software	Total
	₦'000	₦'000	₦'000
As at 1 January 2022	370	70,511	70,881
Addition	–	3,305	3,305
As at 31 December 2022	370	73,816	74,186
Accumulated amortisation			
As at 1 January 2022	370	28,769	29,139
Charge for the year	–	12,985	12,985
As at 31 December 2022	370	41,754	42,124
Net book value as at 31 December 2022	–	32,062	32,062

- a) There were no impairment losses on any intangible asset during the year (December 31, 2022: Nil)
- b) There were no capitalised borrowing costs related to the acquisition of intangible assets during the year (December 31, 2022: Nil).
- c) All intangible assets are non-current.
- d) None of the Company's Intangible assets were financed from borrowings, consequently no borrowing cost has been capitalized as part of asset cost.
- e) The Company had no capital commitments at the year end (2022: Nil).
- f) The Company did not use any item of intangible asset as security during the year (2022: Nil)

19	Property and equipment	Motor	Office	Furniture	Computer	Total
		vehicles	equipment	and fittings	equipment	
		N'000	N'000	N'000	N'000	
Cost						
	As at 1 January 2023	29,025	3,394	11,287	21,126	64,832
	Addition	–	342	748	4,388	5,478
	As at 31 December 2023	29,025	3,736	12,035	25,514	70,310
Accumulated depreciation						
	As at 1 January 2023	3,629	2,395	9,746	14,830	30,600
	Charge for the year	4,837	657	435	3,269	9,198
	As at 31 December 2023	8,466	3,052	10,181	18,099	39,798
Net book value						
	As at 31 December 2023	20,559	684	1,854	7,415	30,512
2022						
	Property and equipment	Motor	Office	Furniture	Computer	Total
		vehicles	equipment	and fittings	equipment	
		N'000	N'000	N'000	N'000	
Cost						
	As at 1 January 2022	30,403	3,204	10,324	16,364	60,295
	Addition	29,025	190	1,294	5,345	35,854
	Disposal/Write-off	(30,403)	–	(331)	(583)	(31,317)
	As at 31 December 2022	29,025	3,394	11,287	21,126	64,832
Accumulated depreciation						
	As at 1 January 2022	14,981	1,792	9,833	11,862	38,468
	Charge for the year	6,606	603	244	3,199	10,652
	Disposal/Write-off	(17,958)	–	(331)	(231)	(18,520)
	As at 31 December 2022	3,629	2,395	9,746	14,830	30,600
Net book value						
	As at 31 December 2022	25,396	999	1,541	6,296	34,232

- a) There were no impairment losses on any property, plant and equipment during the year (December 31, 2022: Nil)
- b) There were no capitalised borrowing costs related to the acquisition of property, plant and equipment during the year (December 31, 2022: Nil).
- c) All property, plant and equipment are non-current.

- d) None of the Company's property, plant and equipment were financed from borrowings, consequently no borrowing cost has been capitalized as part of asset cost.
- e) The Company had no capital commitments at the year end (2022: Nil).
- f) The Company did not use any item of property, plant and equipment as security during the year (2022: Nil)

	31 December 2023	31 December 2022
	N'000	N'000
20 Other Liabilities		
Financial liabilities:		
Other payables	47,777	32,977
Non-financial liabilities:		
Withholding tax payable	25	32
	47,802	33,009
Current	47,802	33,009
20.1 Other Payables		
	31 December 2023	31 December 2022
	N'000	N'000
Directors' fees	6,772	5,325
Audit fees	10,213	8,063
Professional fees	12,446	5,190
Consultancy fees	6,893	484
ITF Levy	170	1,946
Taxes	26	735
Receipts in advance	4,960	3,574
SEC Annual fees	–	732
Maintenance charge payable	1,667	4,500
Pensions payable	2,526	2,009
Others	2,104	419
	47,777	32,977
21 Accumulated losses		
	31 December 2023	31 December 2022
	N'000	N'000
Balance at beginning of year	(154,335)	(75,078)
(Loss)/profit for the year	(69,625)	(79,257)
	(223,960)	(154,335)

22 Cash (used in)/generated from operations

	31 December 2023	31 December 2022
	N'000	N'000
(Loss)/profit before income tax	(67,934)	(107,314)
Adjustments for		
– Depreciation (Note 9)	9,198	10,652
– Amortisation (Note 9)	14,235	12,985
– Interest income (Note 10)	(42,733)	(53,109)
– Profit on disposal of fixed asset (Note 6)	–	(120)
– Assets written off	–	12,797
– Insurance Claims received	–	(50)
– Penalty Income	(50)	–
– Foreign Exchange (gains)/loss (Note 6)	2,663	4,936
Changes in components of working capital		
– (Increase)/decrease in other assets	(11,404)	4,813
– Increase in payables	14,793	8,963
	(81,232)	(105,446)

23 Related party transactions

The Company has related party relationships where control and/or significant influence exists with its shareholding members. The company enters into business transactions with these members who are also its customers, on an arms length basis in the normal course of business.

The income and expenses and assets and liabilities resulting from transactions with related parties are as follows:

Transactions	Type of relationship	Nature of transaction	2023	2022
Income:				
Transaction fees	Shareholding companies	Fees from shareholding companies that are also dealers	106,015	77,558

23.1 Key management compensation

	31 December 2023	31 December 2022
	N'000	N'000
Salaries and other short-term employee benefits	49,865	77,671
Defined contribution	3,889	5,590
	53,754	83,261

Key management comprise of the Managing director and the Chief Operating Officer.

24 Directors and employees

The average number of persons employed by the Company during the year was as follows:

	31 December 2023	31 December 2022
Executive director	1	2
Management	5	5
Non-management	15	13
	21	20

	31 December 2023	31 December 2022
	₦'000	₦'000
The total employee benefits expense in the year comprise the following:		
Salaries and other short term benefits	170,155	157,778
Pension cost	13,278	12,300
	183,433	170,078

The number of employees of the company, other than directors, who received emoluments in the following ranges were:

	31 December 2023	31 December 2022
N500,001 – N1,000,000	–	1
N1,000,000 – N4,000,000	10	12
Over N4,000,000	11	7
	21	20

	31 December 2023	31 December 2022
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25 Directors' emoluments

Remuneration paid to the Company's directors:

Executive directors' compensation	49,865	77,671
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Fees and other emoluments disclosed above include amounts paid to:

Highest paid director	49,865	77,671
	49,865	77,671

26 Capital commitments

There were no capital commitments to purchase any asset as at 31 December 2023 (31 December 2022: Nil).

27 Contingent Assets/Liabilities

There were no contingent assets or liabilities as at 31 December 2023 (31 December 2022: Nil).

28 Event after reporting period

There were no post balance sheet events after the reporting date which could have a material effect on the state of affairs of the company as at 31 December, 2023 and the loss for the year ended on that date have been adequately for or disclosed in the financial statements.

29 Operating Segments

The Company operates a single segment which is market regulations. The Company also does not operate in any other geographical region except Lagos Nigeria. Therefore all revenue and expenses are allocated to this segment.

Value Added Statement

For the year ended 31 December 2023

	31 December 2023		31 December 2022	
	N'000		N'000	
Gross income	338,090		288,026	
Cost of services	(202,540)		(145,511)	
Value Added	135,550	100	142,515	100
Distribution				
Directors and employees				
Salaries and benefits	183,433	135	170,078	119
Government				
Net tax credit/(expense)	(1,691)	(1)	28,057	20
Retained in the Company				
(Loss)/Profit	(69,625)	(51)	(79,256)	(56)
The future				
Asset replacement (depreciation & amortization)	23,433	17	23,637	17
	135,550	100	142,515	100

Five-Year Financial Summary

For the year ended 31 December 2023

	31 Dec 2023	31 Dec 2022	31 Dec 2021	31 Dec 2020	31 Dec 2019
	N'000	N'000	N'000	N'000	N'000
Statement of financial position					
Assets					
Cash and cash equivalents	174,839	295,525	393,355	240,741	70,826
Investment securities	172,788	100,402	100,432	207,225	440,829
other assets	23,273	11,869	16,682	12,331	8,825
Intangible assets	18,097	32,062	41,742	55,990	3,129
Property and equipment	30,512	34,232	21,827	26,188	32,046
Deferred tax asset	138,442	138,442	108,945	110,735	105,163
	557,951	612,532	682,983	653,210	660,818
Liabilities					
Accounts payable	47,802	33,009	24,046	18,668	18,711
Current income tax	1,691	1,440	1,597	440	1,146
	49,493	34,449	25,643	19,108	19,857
Equity					
Share capital	500,000	500,000	444,204	444,204	444,204
Share premium	232,418	232,418	288,214	288,214	288,214
Accumulated losses	(223,960)	(154,335)	(75,078)	(98,316)	(91,457)
Total liabilities and equity	557,951	612,532	682,983	653,210	660,818
	12 months ended 31 Dec 2023	12 months ended 31 Dec 2022	12 months ended 31 Dec 2021	12 months ended 31 Dec 2020	12 months ended 31 Dec 2019
Statement of comprehensive income					
Gross earnings	338,141	288,196	288,704	176,231	229,097
Net operating income	338,141	288,196	288,704	176,231	229,097
Employee benefits and compensation cost	(183,433)	(170,078)	(135,109)	(98,230)	(90,075)
Depreciation	(23,433)	(23,637)	(22,978)	(10,755)	(12,536)
Other operating expenses	(199,209)	(201,794)	(103,992)	(78,932)	(90,429)
(Loss)/profit before tax	(67,934)	(107,313)	26,625	(11,685)	36,057
Net tax credit/(expense)	(1,691)	28,057	(3,387)	5,132	8,994
(Loss)/profit for the year	(69,625)	(79,256)	23,238	(6,553)	45,051
Basic (loss)/earnings per share (kobo)	(13.93)	(15.85)	4.65	(1.54)	10.14

OTHER INFORMATION

NASD Securities Directory by Industry

NASD Participating Institution Buy & Sell Transactions
Summary 2023

Security Categorization Report 2023

NASD Management Team

Proxy Form

NASD Securities Directory by Industry

CONSUMER GOODS:

These are products that are purchased for consumption by the average consumer. Alternatively called final goods, consumer goods are the result of production and manufacturing and are what a consumer will see on the store shelf.

Admitted Securities under Consumer Goods:

Food Products



Dufil prima food Plc was incorporated in 1995 and admitted to trade on NASD OTC Securities Exchange market on January 20, 2015 with security code **SDDUFIL**. The principal activities of the company are manufacturing and marketing of indomie brand of instant noodles.

It has an issued and fully paid capital of 6.75 billion Ordinary Shares of 50 kobo each.



Friesland Campina Wamco Plc was incorporated in April 1973 and admitted to trade on NASD OTC Securities Exchange market on July 25, 2013 with security code **SDFCWAMCO**. The company is principally engaged in manufacturing and marketing of evaporated milk, instant milk powder and other dairy products. It has an issued and fully paid capital of 976.33 million Ordinary Shares of 50 kobo each.



Fumman Agricultural Product Industries Plc was incorporated in 1994 and admitted to trade on NASD OTC Securities Exchange market June 8, 2015 with security code **SDFUMMAN**. The company is principally engaged in producing and marketing wholesome fruits and juices in Nigeria. It has an issued and fully paid capital of 3.6billion Ordinary Shares of 50kobo each



Free Range Farms Plc was incorporated in 2009 and admitted to trade on NASD OTC Securities Exchange market on September 28, 2015 with security code **SDFARMSPLC**. The company is principally engaged in carrying out integrated poultry farming. It has an issued and fully paid capital of 519.99 million Ordinary Shares of 50 kobo each.



Vital Product Plc was incorporated in 1999 and admitted to trade on NASDOTC Securities Exchange market on January 25, 2016 with security code **SDVITPROD**. The company is principally engaged in manufacturing and distribution of fruit drinks and non-alcoholic beverages. It has an issued and fully paid capital of 1.82 billion Ordinary Shares of 50 kobo each.



Fan Milk Plc was incorporated on the 4 November 1961 and admitted to trade on NASD OTC Securities Exchange market on February 25, 2016 with security code **SDFANMILK**. The company is principally engaged in production and distribution of dairy and food products. It has an issued and fully paid capital of 1.16 million Ordinary Shares of 50 kobo each.

CONSUMER SERVICES

A sector of the economy that consists of businesses that sell non-essential goods and services. Companies in this sector include retailers, media companies, consumer services companies, consumer durables and apparel companies and automobiles and components companies.

Admitted Securities under Consumer Services.



Food Concepts Plc commenced operations in 2001 and admitted to trade on NASD OTC Securities Exchange market on July 15, 2013 with security code **SDFOODCPT**. The company is engaged in the provision of restaurant services, bakery and confectionery products. It has an issued and fully paid capital of 5.7 billion Ordinary Shares of 50 kobo each.



This company (originally known as Bata Trading Company) was founded in 1932 and admitted to trade on NASD OTC Securities Exchange market on April 5, 2016 with security code **SDFAMADPLC**. The company is mainly into manufacturing and marketing of footwear and purchasing and sales of footwear accessories. It has an issued and fully paid capital of 185.62 million Ordinary Shares of 50 kobo each.

FINANCIALS

This category of stocks contains firms that provides financial services to commercial and retail customers. This sector includes banks, investment funds, insurance companies and real estate.

Admitted Securities under Financials Industry

Real Estate Services



Afriland Properties Plc was incorporated on 14 March 2007 and admitted to trade on NASD OTC Securities Exchange market on April 9, 2014 with security code **SDAFRILAND**.

The company principal line of business includes Property Development, Project Management and Property Acquisition and Sales. It has an issued and fully paid capital of 1.37 billion Ordinary Shares of 50 kobo each



Mixta Real Estate Plc (formerly ARM Properties Plc) commenced operations in February 2006 as a real estate investment fund management and admitted to trade on NASDOTC Securities Exchange market on May 11, 2015 with security code **SDMIXREAL**. The company is licensed to provide property development and investment services.

It has an issued and fully paid capital of 9.83 billion Ordinary Shares of 50 kobo each.



UBN Property Company Plc was incorporated on November 1, 2003 and admitted to trade on NASD OTC Securities Exchange market on January 25, 2018 with security code **SDUBNPROP**. The company's principal line of business includes purchase and sale of land properties, management of real estate properties and construction of estate and estatesales. It has an issued and fully paid capital of 5.6 billion Ordinary Shares of ₦1 each.



VFD Group was incorporated on July 7, 2009 and admitted to trade on NASD OTC Securities Exchange market on November 12, 2019 with security code **SDVFDGROUP**. The company's principal line of business includes providing Financial Advisory, Asset Management, Currency, Real Estate, Debt Services and Private Funds Management Services, taking deposits and providing loans at very competitive rates. It has an issued and fully paid capital of 126.68 million Ordinary Shares of 50 kobo each.

Special Services



Great Nigeria Insurance Plc was incorporated in 1960 and admitted to trade on NASD OTC Securities Exchange market on August 27, 2019 with security code **SDGNI**. The company is licensed and regulated by the National Insurance Commission of Nigeria (NAICOM) to underwrite insurance. It has an issued and fully paid capital of 3.8 billion Ordinary Shares of 50 kobo each.



Industrial & General Insurance Plc was incorporated on 31 October 1991 and admitted to trade on NASD OTC Securities Exchange market on July 19, 2013 with security code **SDIGIPLC**. The company is licensed and regulated by the National Insurance Commission of Nigeria (NAICOM) to cover tailor-made Life and Non-Life Insurance protection. It has an issued and fully paid capital of 14.2 billion Ordinary Shares of 50 kobo each.

Mortgage Finances



FirstTrust Mortgage Bank Plc was incorporated in 2014 and admitted to trade on NASD OTC Securities Exchange market on August 7, 2014 with security code **SDFSTTRUSTMB**. The company is licensed to provide Mortgages, Real Estate Finance and Financial Advisory services. It has an issued and fully paid capital of 4.67 billion Ordinary Shares of ₦1 each.



Trustbond Mortgage Bank Plc was incorporated in 2014 and admitted to trade on NASD OTC Securities Exchange market on August 7, 2014 with security code **SDNMRCPLC**. The company is licensed to provide and encourage financial institutions by increasing their mortgage lending and providing them with long term funding. It has an issued and fully paid capital of 212.54 million Ordinary Shares of ₦1 each.



AG Mortgage Bank Plc was incorporated on 21st July 2004 and admitted to trade on NASD OTC Securities Exchange market on June 17, 2016 with security code **SDAGMBANK**. The company is licensed to carry on business as a Primary Mortgage Institution [PMI]. It was granted a mortgage banking license by the Central Bank of Nigeria in December 2004 and commenced full operations by 31st January 2005. It has an issued and fully paid capital of 7.75 billion Ordinary Shares of 50 kobo each.



Lagos Building Investment Company PLC (LBIC) was established as a corporate entity on the 14th of February 1980 and admitted to trade on NASD OTC Securities Exchange market on 13, September 2023. with security code **SDLBICPLC**. The company was established as a corporate entity on the 14th of February 1980 to Provide mortgage finance facilities to allottees of the various low- cost housing schemes. Built by Lagos State Government. It has an issued and fully paid capital of 3.88 billion Ordinary Shares of 50 kobo each.

Special Services



Central Securities Clearing System Plc was incorporated on July 29, 1992 and admitted to trade on NASD OTC Securities Exchange market on May 14, 2014 with security code **SDCSCSPLC**. The company was licensed by the Securities and Exchange Commission as an agent for Central Depository, Clearing and Settlement of transactions in the stock market. It has an issued and fully paid capital of 5 billion Ordinary Shares of ₦1 each.



NASD PLC was incorporated in June 1998 and admitted to trade on the NASD OTC Securities Exchange market on August 4, 2016 with security code **SDNASDPLC**. The company provides a Network that eases secondary market trading of all Securities of unquoted public companies. It has an issued and fully paid capital of 444.20 million Ordinary Shares of ₦1 each.



CR Services (Credit Bureau) PLC was incorporated in January 2003 and admitted to trade on the NASD OTC Securities Exchange market on March 29, 2017 with security code **SDCRSBUR**. The company is licensed by the Central Bank of Nigeria as a credit bureau providing credit and risk management solutions. It has an issued and fully paid capital of 45.99 million Ordinary Shares of 50 kobo each.

Investment Services



Golden Capital Plc was incorporated on 16 September 2008 and admitted to trade on NASD OTC Securities Exchange market on March 18, 2014 with security code **SDGOLDEN**. The Company is licensed to carry out issuing House, financial consultancy and investment activities. It has an issued and fully paid capital of 1.2 billion Ordinary Shares of 50kobo each



Lighthouse Financial Services PLC was incorporated in January 1984 and admitted to trade on the NASDOTC Securities Exchange market on September 25, 2017 with security code **SDLIGHTFSP**. The company is registered with the Securities and Exchange Commission that provides financial advisory and fund-raising services to SMEs through its group registered subsidiaries. It has an issued and fully paid capital of 2.15 billion Ordinary Shares of 50kobo each



Newrest ASL PLC was incorporated in 1996 and admitted to trade on the NASD OTC Securities Exchange market on September 25, 2017 with security code **SDNEWREST**. The company provide catering and related services to airlines operating in Nigeria. It has an issued and fully paid capital of 634 million Ordinary Shares of 50 kobo each.



The Infrastructure Bank PLC (formerly known as Urban Development Bank of Nigeria Plc) was incorporated in 1992 and admitted to trade on NASD OTC Securities Exchange market on June 18, 2021 with security code **SDINFRABANK**.

The company In line with its establishing Act, the Bank has the mandate to raise and manage funds for infrastructure development projects in the country.

It has an issued and fully paid capital of 6.21 billion Ordinary Shares of 50 kobo each.



Capital Bancorp Plc. (CBP) was incorporated on June 13, 1988 and admitted to trade on NASD OTC Securities Exchange market on June 18, 2021 with security code **SDCBANCO**. The company is licensed to operate by the Securities and Exchange Commission (SEC) as an Issuing House, Investment Adviser and Portfolio Manager. It has an issued and fully paid capital of 766.34 million Ordinary Shares of 50 kobo each.



Access Bank Plc delisted from the Nigerian Exchange (NGX) on Thursday 24 March 2022 following the Scheme of Arrangement in December 2021. While the Holding company remains listed on NGX, the entire share capital of Access Bank Plc was admitted to NASD as an Admission of Company on Monday 28, March 2022 with security code **SDACCESS**. It has an issued and fully paid capital of 35.54 billion Ordinary Shares of 50 kobo each.



CITITRUST Holdings Plc is a financial solutions provider that covers Commercial Banking, Investment Banking, Wealth Management, Pension Management, Insurance and Alternative Investment and Securities Trading. CITITRUST Holdings Plc was admitted to trade on NASD OTC Securities Exchange market on Thursday, May 26, 2022 with security code **SDCITITRUST**. It has an issued and fully paid capital of 766.34 million Ordinary Shares of 50 kobo each.

INDUSTRIALS:

These are companies that produce goods for construction and manufacturing purposes. This sector includes companies involved with aerospace and defense, industrial machinery, tools, lumber production, construction, cement and metal fabrication

Heavy Construction

IPWA Plc was incorporated in 1932 and admitted to trade on NASD OTC Securities Exchange market on 17, August 2023 with security code **SDIPWAPLC**. The company is a leading paint manufacturing company in Nigeria equipped with global standard facilities and tools for the manufacture of standard and top-notch paints, coatings and finishes.

It has an issued and fully paid capital of 514.14 million Ordinary Shares of 50 kobo each.



Cappa & D'Alberto Plc was incorporated in 1932 and admitted to trade on NASD OTC Securities Exchange market on January 22, 2015 with security code **SDCAPDBETO**. The company is principally engaged in Engineering, Procurement and Construction (EPC).

It has an issued and fully paid capital of 264.09 million Ordinary Shares of 50 kobo each.



Costain West Africa Plc was incorporated in 1948 and admitted to trade on the NASD OTC Securities Exchange market on March 10, 2017 with security code **SDCOSTAIN**. The Company is principally engaged in building and civil engineering projects.

It has an issued and fully paid capital of 1.08 billion Ordinary Shares of 50 kobo each.

Industrial Supplies

Geo-Fluids Plc was incorporated in 1994 and admitted to trade on NASD OTC Securities Exchange market on August 20, 2013 with security code **SDGEOFLUID**. The Company is principally engaged in Drilling, Mud engineering services, Filtration services and product, Storage capacity and Laboratory services. It has an issued and fully paid capital of 4.25 billion Ordinary Shares of 50 kobo each.

Container & Packaging

Riggs Ventures West Africa Plc was incorporated on the 22nd of August 1993 and admitted to trade on NASD OTC Securities Exchange market on 9 April 2014 with security code **SDRIGGS**. The Company is principally engaged in production of high-quality poly- propylene sacks. It has an issued and fully paid capital of 4.67 billion Ordinary Shares of 50 kobo each



International Packaging Industries of Nigeria Plc was incorporated 26th September 1964 and admitted to trade on the NASDOTC Securities Exchange market on June 20, 2016 with security code **SDIPIPLC**. The Company is principally engaged in manufacturing and sale of waxed sheets, paper bags, exercise books, toilet roll wrappers and other printing materials. It has an issued and fully paid capital of 40million Ordinary Shares of 50Kobo each.

OIL & GAS

A business entity that engages in the exploration, production, refinement and distribution of oil and gas in Nigeria. Admitted Securities under Oil & Gas.



Acorn Petroleum Plc was incorporated in 1981 and admitted to trade on NASD OTC Securities Exchange market on November 14, 2014 with security code **SDACORN**. The Company is principally engaged in trading and distribution of refined petroleum products. It has an issued and fully paid capital of 2billion Ordinary Shares of 50kobo each.



Aradel Holdings Plc previously known as Niger Delta Exploration & Production Plc was incorporated on 25 March 1992 (as the Midas Drilling Fund) and admitted to trade on NASD OTC Securities Exchange market on August 1, 2013 with security code **SDARADE**. The Company is principally engaged in Exploration and production of oil and natural gas.

It has an issued and fully paid capital of 181 million Ordinary Shares of N10 each.



Air Liquide Nigeria Plc, a subsidiary of Air Liquide Group was incorporated in 1992 and admitted to trade on NASD OTC Securities Exchange market on September 5, 2016 with security code **SDAIRLIQ**. The Company is principally engaged in the production and sales of industrial and medical gases in the country.

It has an issued and fully paid capital of 180 million Ordinary Shares of 50 kobo each.



Nipco Plc was incorporated on 8 January 2001 and admitted to trade on NASD OTC Securities Exchange market on February 16, 2017 with security code **SDNIPCOPLC**. The Company is principally engaged in the distribution of Oil products, Compressed Natural Gas (CNG) and Liquefied Petroleum Gas (LPG).

It has an issued and fully paid capital of 187.67 million Ordinary Shares of N1 each



11 PLC (formerly known as Mobil Oil Nigeria Plc) was incorporated on 8 January 2001 and admitted to trade on NASD OTC Securities Exchange market on June 18, 2021 with security code **SD11PLC**. 11 PLC is the sole authorized distributor of Mobil fuel and lubricant brands in Nigeria and continues to posts superior returns to its shareholders. She is committed to lead the oil industry in efficiency, brand image and safety.).

It has an issued and fully paid capital of 360.59 million Ordinary Shares of 50 kobo each.

TECHNOLOGY:

This sector contains businesses revolving around the manufacturing of electronics, creation of software, computers or products and services relating to information technology.

Admitted Securities under Technology:

TELECOMMUNICATION EQUIPMENT



Resourcery Plc was incorporated in 1985 and admitted to trade on NASD OTC Securities Exchange market on November 25, 2013 with security code **SDRSOURCE**. The Company provides Network and Infrastructure, business voice & video and data security solutions. It has an issued and fully paid capital of 2.6 billion Ordinary Shares



Swap Technologies & Telecoms Plc was incorporated in June 1996 and admitted to trade on NASD OTC Securities Exchange market on September 30, 2013 with security code **SDSWAPPLC**. The company provides engineering & project service, networking sharing & managed service and international operation. It has an issued and fully paid Capital of 2.7 billion Ordinary Shares of 50 kobo each.



Mass Telecom Innovation Plc was incorporated in the year 2001 and admitted to trade on NASD OTC Securities Exchange market on December 14, 2017 with security code **SDMASSTCOM**. The company provides telecommunication products & services especially in the area of sales, installation and maintenance of telecommunication switching and transmission equipment. It has an issued and fully paid capital of 4.89 billion Ordinary Shares of 50 kobo each.

NASD Participating Institution Buy & Sell Transaction

Summary 2023

NASD PARTICIPATING INSTITUTION BUY & SELL TRANSACTION SUMMARY 2023

S/N	NASD REGISTERED DEALING MEMBER	No of Trades	Total Volume Traded	Total Value Traded (₦)
1	Chapel Hill Denham Securities	87	1,081,940,576	21,162,389,702.50
2	RMB STOCKBROKERS Limited	1	830,641,902	16,197,517,089.00
3	Anchoria Investment & Securities Limited	680	192,772,819	12,813,335,676.60
4	Stanbic IBTC Stockbrokers Limited	123	254,787,731	5,166,323,097.84
5	Apt Securities And Funds Limited	344	2,131,518,687	2,901,053,388.30
6	Resort Securities & Trust Limited	98	1,063,969,516	2,237,452,181.80
7	Capital Asset Limited	155	3,681,625	1,604,813,596.71
8	Calyx Securities Limited	262	742,652,321	1,326,865,507.23
9	Greenwich Securities Limited	53	826,329,107	1,275,286,029.15
10	Security Swaps Limited	187	15,909,963	1,122,295,498.90
11	Apel Asset Limited	195	22,545,258	1,032,660,096.06
12	Arthur Steven Asset Management Limited	511	17,140,697	1,000,740,055.41
13	The Bridge Securities Limited	423	5,264,948	543,598,996.04
14	Dunbell Securities Limited	153	7,539,846	542,153,487.90
15	Edgefield Capital Management Limited	49	31,800,160	473,612,300.70
16	Valmon Securities Limited	330	3,738,124	429,785,355.44
17	Fidelity Securities Limited	19	648,252,904	355,765,027.70
18	TRW Stockbrokers Limited	220	28,855,721	323,653,117.94
19	Capital Bancorp Plc	188	46,200,560	310,126,476.54
20	Fortress Capital Limited	60	29,347,644	261,729,086.99
21	Equity Capital Solution Limited	209	133,332,755	231,614,185.68
22	Compass Investment & Securities Limited	280	83,018,145	226,332,366.73
23	Reward Investments & Services Limited	123	3,453,560	225,903,912.80
24	Portfolio Advisers Limited	95	2,375,532	222,507,882.24
25	CSL Stockbrokers Limited	84	775,301	208,832,197.93
26	Bestworth Assets & Trust Limited	34	772,311	193,361,308.62
27	Securities Africa Financial Limited	11	10,050,288	185,651,306.56
28	Tiddo Securities Limited	175	8,255,405	161,263,219.94
29	UCML Capital Limited	3	115,000,400	156,400,516.00
30	Investment One Stockbrokers International Limited	147	1,525,372	137,942,381.09
31	Capital Express Securities Limited	35	6,222,448	119,034,645.50
32	Dynamic Portfolio Limited	55	8,074,612	117,547,778.60
33	Network Capital Limited	18	6,035,343	113,734,307.47
34	Pivot Capital	35	12,155,686	101,585,293.44
35	Cardinal Stone Securities Limited	39	32,177,516	101,095,380.10

36	GTI Securities Limited	195	20,997,779	99,772,221.38
37	Vetiva Securities Limited	20	1,012,870	98,671,554.00
38	Regency Assets Management Limited	80	112,552,304	87,574,787.57
39	Rencap Securities Limited	2	1,026,911,722	82,152,937.76
40	Kinley Securities Limited	58	1,178,336	79,119,000.86
41	Capital Trust Brokers Limited	61	1,003,606	73,124,262.36
42	Planet Capital Limited	18	329,604	72,159,427.75
43	Sigma Securities Limited	106	2,606,102	72,080,618.12
44	Tradelink Securities Limited	104	11,262,918	68,818,268.12
45	Nigerian Stockbrokers Limited	60	3,377,992	61,567,461.56
46	FCSL Asset Management Company Limited	18	3,522,286	57,761,152.00
47	Afrinvest Securities Limited	202	1,433,686	54,346,060.35
48	Kapital Care Trust & Securities Limited	63	1,815,305	45,289,620.20
49	Cordros Capital Limited	20	380,954	42,559,765.52
50	Century Securities Limited	17	480,148	34,222,476.00
51	Harmony Securities Limited	34	2,369,017	33,771,485.56
52	Mega Equities Limited	37	6,179,413	30,540,628.81
53	Coronation Securities Limited	13	25,717,619	28,466,332.10
54	ICMG Securities Limited	35	1,521,495	27,586,996.45
55	Golden Securities Limited	35	5,484,175	27,307,376.70
56	Woodland Capital Market Plc	39	797,233	23,819,240.55
57	Signet Investments & Securities Limited	49	1,719,386	23,245,434.70
58	Novembl Securities Limited	22	9,506,080	22,913,923.44
59	Quantum Zenith Securities Ltd	26	288,019	20,801,458.20
60	Lighthouse Asset Management Limited	6	7,956,000	19,482,000.00
61	ARM Securities Limited	75	1,627,846	18,344,159.83
62	Topmost Securities Limited	8	270,100	17,102,000.00
63	Newdevco Investments And Securities Company Limited	38	426,638	16,497,831.51
64	FIS Securities Limited	55	2,120,007	15,593,657.30
65	Wstc Financial Services Limited	15	280,774	15,168,459.96
66	Icon Stockbrokers Limited	7	26,333	14,984,765.00
67	Mbc Securities Limited	31	192,882	13,497,977.25
68	AVA Securities Limited	1	47,034	11,517,685.92
69	Standard Union Securities Limited	24	647,600	10,947,536.00
70	Rostrum Investment & Securities Limited	66	247,797	10,686,109.48
71	Imperial Asset Managers Limited	4	10,000	10,395,000.00
72	Readings Investments Limited	24	267,627	10,153,615.10
73	United Capital Securities Limited	44	3,860,556	9,688,058.46
74	Growth And Development Asset Management	1	16,000	9,632,000.00
75	Lambeth Trust & Investment Company Limited	15	163,350	9,131,337.00
76	PIPC Securities Limited	4	162,398	6,558,850.00
77	Meristem Securities Limited	40	1,145,733	6,180,398.57
78	SFC Securities Limited	10	138,820	6,153,488.00

79	Molten Trust Limited	36	626,140	6,142,545.45
80	Trusthouse Investments Limited	54	282,558	6,069,018.40
81	Gidauniya Investment and Securities Limited	10	51,424	4,556,141.88
82	ATLASS Pportfolio Limited	40	322,821	4,232,113.14
83	Pilot Securities Limited	6	29,385	3,972,140.00
84	Heartbeat Investments Limited	40	6,962,176	3,919,217.30
85	Diamond Securities Limited	5	23,790	3,455,387.60
86	Traders Trust And Investment Company Limited	18	64,563	2,823,066.00
87	Morgan Capital Securities Limited	64	45,536	2,770,011.45
88	Cowry Securites Limited	13	96,550	2,288,300.40
89	FSDH Securities Limited	7	370,533	2,108,680.51
90	Skyview Capital Limited	7	24,993	1,956,271.50
91	Qualinvest Capital Limited	6	72,621	1,684,995.01
92	Primera Africa Securities Limited	3	585,719	1,592,852.90
93	First Integrated Capital Management Limited	16	46,549	1,586,523.53
94	Pac Securities Limited	10	20,113	1,438,117.40
95	Magnartis Finance & Investment Limited	6	125,852	1,427,383.00
96	Parthian Securities Limited	4	12,381	1,423,815.00
97	EFCP Limited	5	448,377	1,013,808.93
98	Eurocomm Securities Limited	3	5,151	901,425.00
99	Associated Asset Managers Limited	5	9,000	664,350.00
100	Chartwell Securities Limited	7	7,405	538,301.00
101	Solid Rock Securities & Investments Plc	9	6,863	474,557.00
102	FBN Securities Limited	19	20,023	415,525.55
103	NOVA Finance And Securities Limited	7	1,240,500	255,900.00
104	Lead Securities & Investment Limited	1	1,000	190,000.00
105	Springboard Trust And Investment Limited	5	1,880	127,875.88
106	Tyndale Securities Limited	1	401	98,196.88
107	Global Asset Management Nigeria Limited	3	1,395	19,450.00
108	Finmal Finance Services Limited	3	1,460	17,285.32

Security Categorization Report 2023

S/N	SECURITY NAME	SYMBOL CODE	RANKING
1	11 PLC	SD11PLC	BLUE
2	ACCESS BANK PLC	SDACCESS	BLUE
3	AFRILAND PROPERTIES PLC	SDAFRILAND	BLUE
4	AG MORTGAGE BANK PLC	SDAGMBANK	BLUE
5	AIR LIQUIDE PLC	SDAIRLIQ	BLUE
6	ARADEL HOLDINGS PLC	SDNDEP	BLUE
7	CENTRAL SECURITIES CLEARING SYSTEM PLC	SDCSCSPLC	BLUE
8	CITITRUST HOLDINGS PLC	SDCITITRUST	BLUE
9	FRIESLAND CAMPINA WAMCO NIGERIA PLC	SDFCWAMCO	BLUE
10	NASD PLC	SDNASDPLC	BLUE
11	NEWREST ASL NIGERIA PLC	SDNEWREST	BLUE
12	NIGERIA MORTGAGE REFINANCE COMPANY PLC	SDNMRCPLC	BLUE
13	NIPCO PLC	SDNIPCOPLC	BLUE
14	UBN PROPERTY COMPANY PLC	SDUBNPROP	BLUE
S/N	SECURITY NAME	SYMBOL CODE	RANKING
1	CAPITAL BANCORP PLC	SDCBANCO	PINK
2	CR SERVICES PLC	SDCRSBUR	PINK
3	DUFIL PRIMA FOODS PLC	SDDUFIL	PINK
4	FAN MILK NIGERIA	SDFANMILK	PINK
5	FIRSTTRUST MORTGAGE BANK PLC	SDTRUSTMB	PINK
6	FOOD CONCEPTS PLC	SDFOODCPT	PINK
7	FUMMAN AGRICULTURAL PRODUCTS INDUSTRIES PLC	SDFUMMAN	PINK
8	GREAT NIGERIA INSURANCE PLC	SDGNI	PINK
9	INDUSTRIAL & GENERAL INSURANCE PLC	SDIGIPLC	PINK
10	IPWA PLC	SDIPWAPLC	PINK
11	Lagos Building Investment Company Plc	SDLBICPLC	PINK
12	LIGHTHOUSE FINANCIAL SERVICES PLC	SDLIGHTFSP	PINK
13	MIXTA REAL ESTATE PLC	SDMIXREAL	PINK
14	PURPLE REAL ESTATE INCOME PLC	SDPURPLERE	PINK
15	THE INFRASTRUCTURE BANK PLC	SDINFRABANK	PINK
S/N	SECURITY NAME	SYMBOL CODE	RANKING
1	ACORN PETROLEUM PLC	SDACORN	RED
2	CAPPA AND D'ALBERTO PLC	SDCAPDBETO	RED
3	COSTAIN (WEST AFRICA) PLC	SDCOSTAIN	RED
4	FAMAD NIGERIA PLC	SDFAMADPLC	RED
5	FREE RANGE FARMS PLC	SDFARMSPLC	RED

6	GEO-FLUIDS PLC	SDGEFLUID	RED
7	GOLDEN CAPITAL PLC	SDGOLDEN	RED
8	INTERNATIONAL PACKAGING IND. OF NIGERIA PLC	SDIPLC	RED
9	MASS TELECOMMUNICATION & INNOVATION PLC	SDMASSTCOM	RED
10	RESOURCERY PLC	SDRSOURCE	RED
11	RIGGS VENTURES PLC	SDRIGGS	RED
12	VITAL PRODUCTS PLC	SDVITPROD	RED

NASD Management Team



Mr Eguarekhide Longe
Managing Director/CEO



Chinwendu Ekeh
Head, Operations & IT



Kolawole Jiboku
Head Finance & Risk
Management



Koha Okukulabe
Head, Legal & Compliance



Oludare Fajimolu
Head, Strategy & Research



Margaret Fadipe
Head, Human Resource &
Administration



PROXY FORM

I/We

 Being member(s) of NASD PLC hereby

S/N	RESOLUTIONS	FOR	AGAINST
1.	To present and consider the Audited Financial Statements for the year ended December 31, 2023, and the Reports of the Directors, Auditors, and Statutory Audit Committee thereon.		
2.	To ratify the appointment of Mrs. Aisha Abraham as an Independent Non-Executive Director.		
3.	To re-elect the following Directors: i. Mrs. Kenechi Ezezika ii. Mrs. Olayimikah Bolo iii. Mr. Ishmael Ebhodaghe		
4.	To re-appoint KPMG as the External Auditors of the Company and authorise the Directors to fix the remuneration of the Auditors.		
5.	To elect/re-elect members of the Statutory Audit Committee.		
6.	To consider and if thought fit, pass the following special resolution: That the Articles of Association of the Company be amended by consolidating Articles 1-12 of the Articles adopted by a special Resolution passed by the Company on the 17 th day of July 2019 with Articles 13-14 of the Company's Articles of Association in one document and generally to bring the Articles in line with the Model Articles as set out in the Companies Regulations 2021.		
7.	To consider and if thought fit, pass the following ordinary resolution: "That the total remuneration of Directors of the Company for the year ending December 31, 2023, be and is hereby fixed at ₦8,325,000 (Eight Million, Three Hundred and Twenty-Five Thousand Naira only)"		

appoint..... as my/our proxy to act and vote on my/our behalf at the Annual

General Meeting of the Company to be held on September 24, 2024, and at any adjournment thereof.

Dated this..... day of 2024

Shareholder's Signature.....

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his or her stead. All executed proxy forms should be deposited at the registered office of the Company, 9th floor, UBA House, 57 Marina, Lagos, or the office of the Registrar, Coronation Registrars Limited, Plot 009, Amodu Ojikutu Street, Off Saka Tinubu Street, Victoria Island, Lagos, sent via email to eforms@coronationregistrars.com not less than 48 hours before the time fixed for the meeting. A proxy need not be a member of the Company.
2. It is required by the law under the Stamp Duties Act, Cap. S8 Laws of the Federation of Nigeria 2004 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must bear Stamp Duty at the appropriate rate, not adhesive postage stamps.
3. If the shareholder is a corporation, this form must be under its common seal.

Before posting the above slip, tear off this part and retain it.

**ADMISSION SLIP
 NASD PLC
 11th ANNUAL GENERAL MEETING**

PLEASE ADMIT ONLY THE SHAREHOLDER NAMED ON THIS CARD OR HIS/HER DULY APPOINTED PROXY TO THE 11TH ANNUAL GENERAL MEETING THAT WILL BE HELD ON SEPTEMBER 24, 2024, at Colonades Hotel, 21 Alfred Rewane Road, Ikoyi, at 11:00 a.m.

NAME OF SHAREHOLDER

NAME OF PROXY

SIGNATURE.....

ADDRESS.....



9th floor UBA House
57 Marina , Lagos,
Nigeria.



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