



Beyond the Frontier:

Executing With Purpose

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2025 ANNUAL REPORT
AND ACCOUNTS



Positioning Africa to Maximise the Future.

70+

Partnerships

26+

Countries
(Pan-African Initiative)

5

Operation Hubs





CWG PLC - RC 615619

2025

**ANNUAL REPORT
AND ACCOUNTS**

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Corporate Information

Directors

Dr. Philip Obioha	Chairman (Non-Executive)
Mr. Austin Okere	Non-Executive Director
Mr. Abiodun Fawunmi	Non-Executive Director
Dr. Olusegun Oso	Non-Executive Director
Mr. Babawale Agbeyangi	Non-Executive Director
Mrs. Taba Peterside	Independent Non-Executive Director
Mr. Adewale Adeyipo	Managing Director/Chief Executive Officer
Mr. Afolabi Sobande	Executive Director
Mr. Ireti Yusuf	Executive Director

Registered Office

Block 54A, Plot 10, Adebayo Doherty Road,
Off Admiralty Way, Lekki Phase 1, Lagos.
Tel: 01-7406817, 01-8936502 www.cwg-plc.com

Offices in Nigeria

Abuja
Port Harcourt

Subsidiaries

CWG Ghana Ltd
CWG Cameroun Ltd
CWG Uganda Ltd
FTHLAB Ltd
CWG Global Services FZ - LLC

External Auditors

PKF Professional Services

PKF House, 205A Ikorodu Road, Obanikoro, Lagos, Nigeria.
Email: lagos@pkf-ng.com

Solicitors

Templars Law

5th Floor, The Octagon, 13 AJ Marinho Drive, Victoria Island, Lagos.

Internal Auditors

PwC

FF Millenium Towers
Ligali Ayorinde street, Victoria Island, Lagos, Nigeria.
E-mail: enquiry@ng.pwc.com

Key Bankers

Globus Bank Limited	Stanbic IBTC Bank Plc
United Bank for Africa Plc	Guaranty Trust Bank Plc
First Bank of Nigeria Limited	Zenith Bank Plc
First City Monument Bank Plc	

Registrars

Cordros Registrars Limited

70 Norman Williams Street, Ikoyi. PO Box 75590
Victoria Island, Lagos, Nigeria.
www.cordros.com

Company Secretary

DCSL Corporate Services Limited

2nd Floor, Mega House, 19 CIPM Avenue, CBD Alausa, Ikeja Lagos.

NOTICE OF 21st ANNUAL GENERAL MEETING

CWG PLC

(RC No 615619)

(PURSUANT TO SECTION 237 OF THE COMPANIES AND ALLIED MATTERS ACT 2020)

NOTICE IS HEREBY GIVEN THAT the 21st Annual General Meeting of **CWG PLC** will be held at The Jewel Aeida, Plot 105B Hakeem Dickson Link Road Lekki Phase 1, Lagos, on **Thursday the 16th day of April 2026** at **10.00 a.m.** prompt to transact the following business:

Ordinary Business:

1. To lay before the Members, the Report of the Directors, the Audited Statements of Financial Position of the Company, together with the Statement of Comprehensive Income for the year ended 31st December 2025 and the Reports of the Auditors and the Audit Committee thereon.
2. To declare a dividend.
3. To re-appoint PKF Professional Services as the Auditors of the Company and authorize the Directors to fix their remuneration.
4. To disclose the remuneration of the Managers of the Company.
5. To elect members of the Statutory Audit Committee.

Special Business:

Ordinary Resolution

1. To approve the remuneration of the Non-Executive Directors for the Financial Year 2026

Dated This 23rd Day of March 2026

BY ORDER OF THE BOARD

DCSL Corporate Services Limited
Company Secretaries

DCSL Corporate Services Limited
Company Secretaries

Notes:

Proxy: Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. For the appointment of the proxy to be valid, a Proxy Form must be completed and deposited at the office of the Company's Secretary, DCSL Corporate services Ltd, 2nd Floor, Mega House, 19 CIPM Avenue, CBD Alausa, Ikeja Lagos. not later than 48 hours before the time fixed for the meeting. A blank Proxy Form is attached to the Annual Report and may also be downloaded from the Company's website at www.cwg-plc.com

Stamping of Proxy: The Company has made arrangement at its cost, for the stamping of the duly completed and signed Proxy Forms submitted to the Company's Registrars within the stipulated time.

Online Streaming Of AGM: The AGM will be streamed live online. This will enable Shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM online live streaming will be made available on the Company's YouTube Channel at https://www.youtube.com/cwgafrica?uid=FLAvVjxEmBru49o_NllukQ

Closure of Register: The Register of Members shall be closed on Wednesday, 8th April 2026 for the purpose of updating the Register of Members for dividend payment.

Dividend: If the final dividend recommended by the Directors is approved, dividend will be paid on the 17th of April 2026 to shareholders whose names are registered in the Register of Members as at the close of business on Tuesday 7th April 2026.

E-Dividend: Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of

dividend payment. Detachable application forms for the e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their bank accounts to the Registrar as soon as possible. The e-dividend form is also available on the website of our Registrar: www.cordrosregistrars.com

Nomination of Statutory Audit Committee Members: In accordance with Section 404(6) of the Companies and Allied Matters Act Cap C20, Laws of the Federal Republic of Nigeria, 2020, any member may nominate a shareholder as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one (21) days before the Annual General Meeting. Such notice of nominations should be sent via email to to DCSLCWGteam@dcs.com.ng or oabimbola@dcs.com.ng

Rights of Security Holders to Ask Questions: In compliance with Rule 19.12(c) of the Nigerian Exchange Limited's Rulebook, a member and other Security Holders of the Company have a right to ask questions not only at the Annual General Meeting, but also in writing prior to the Meeting, and such questions must be submitted at least one week before the meeting.

Who We Are



Our Mission

Positioning Africa to maximize the Future



Our Values

Integrity
Quality
Efficiency
Customer Obsession
Transformative Innovation
Leadership

Our Vision

Our vision is to be the most preferred technology solutions company out of Africa.



Our Strengths



Awarded Global Growth Company by the World Economic Forum



Largest IT Security Listed on NGX

Countries Served 

31
Countries served and still serving

Customers Served 

293
Enterprise customers served in 5 years

Managed Services 

47
Number of enterprise managed services in 5 years

Projects Implemented 

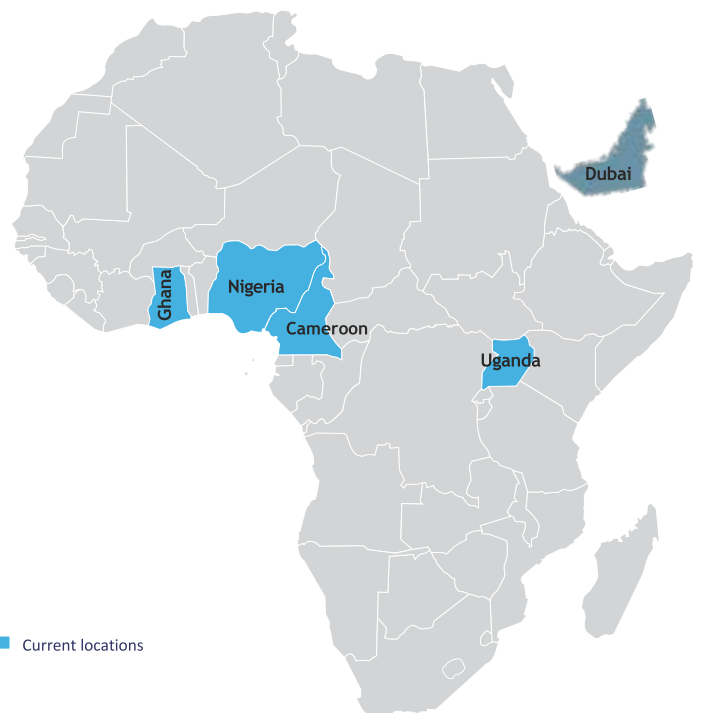
Over 400
Successful projects implemented in 5 years

IPs Owned 

10
Owned IPs

Accreditations and Certifications

- * SOC2 Type 2 Report
- * Accredited Meter Asset Provider (MAP) supplier
- * Payment Terminal Service Provider (PTSP)
- * International Data Access (IDA)
- * Information Security Management System (ISMS)
- * Business Continuity Management System (BCMS)
- * Quality Management System (QMS)



Finacle Support Capacity In Africa

Countries Reached



24

Countries reached

Bank Transactions Supported



~60%

Of commercial banking transactions are facilitated on our core-banking platform

Customers Supported



94,724,265+

Number of bank customers supported

Bank Accounts Supported



120,857,866

Number of bank accounts supported

Transaction Count



250,000,000+

Daily transaction count

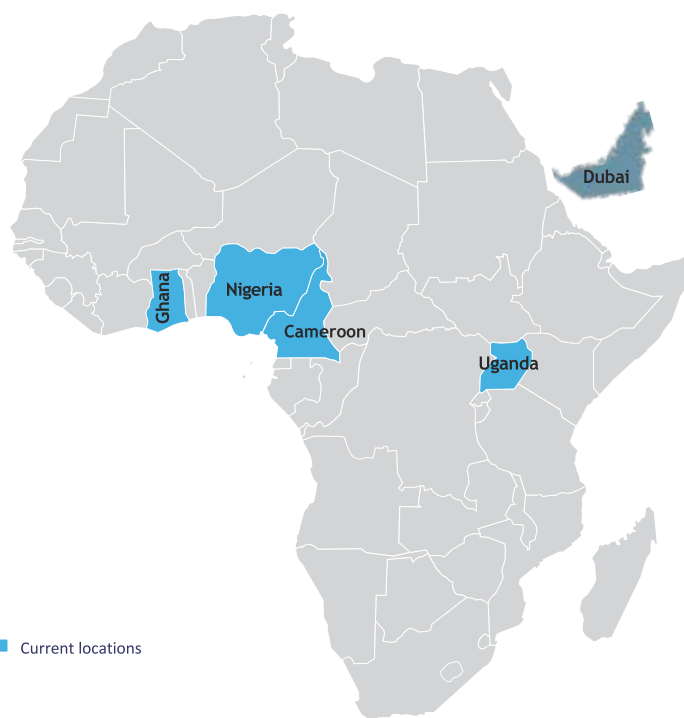
APIs Supported



300/2000

Standard Regulatory Report / APIs

Banks Supported



Current locations



Learn More

Empowering The Future, Today

At CWG, we're at the forefront of change, dedicated to propelling brilliant ideas to their tipping points. We believe in the pursuit of groundbreaking innovations that will redefine the future

Our Services



E-Government Solution



IT Infrastructure



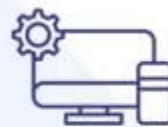
Cloud Services



Hardware Services



Colocation Services



Software Services



BLOCK 54A, PLOT 10, OFF RUFUS GIWA STREET, OFF ADEBAYO
DOHERTY ROAD, OFF ADMIRALTY WAY, LEKKI PHASE 1, LAGOS

+234-012809800

INFO@CWG-PLC.COM

www.cwg-plc.com



Corporate Governance Report

CWG PLC/Annual Report and Accounts

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31ST DECEMBER 2025

Corporate Governance is a key driver of corporate accountability and business prosperity. The Nigerian Code of Corporate Governance, 2018 (NCCG 2018) seeks to institutionalize corporate governance best practices in Nigerian companies. It is also aimed at increasing entities' levels of transparency, trust and integrity, and create an environment for sustainable business operations.

The Code adopts a principle-based approach in specifying minimum standards of practice that companies should adopt. Where so required, companies are required to adopt the "Apply and Explain" approach in reporting on compliance with the Code. The 'Apply and Explain' approach assumes application of all principles and requires entities to explain how the principles are applied. This requires companies to demonstrate how the specific activities they have undertaken best achieve the outcomes intended by the corporate governance principles specified in the Code.

This will help to prevent a 'box ticking' exercise as companies deliberately consider how they have (or have not) achieved the intended outcomes. Although, the Code recommends practices to enable companies apply the principles, it recognises that these practices can be tailored to meet industry or company needs. The Code is thus scalable to suit the type, size and growth phase of each company while still achieving the outcomes envisaged by the principles.

This form seeks to assess the company's level of compliance with the principles in the NCCG 2018. Entities should explain how these principles have been applied, specify areas of deviation from the principles and give reasons for these deviations and any alternative practice(s) adopted.

GOVERNANCE STRUCTURE

The governance bodies in place, as well as an outline of their composition and responsibilities, are detailed below:

THE BOARD

The Board plays a pivotal role in ensuring compliance with corporate governance standards and overseeing the strategic direction,

management and performance of the Company. These oversight functions of the Board of Directors are exercised through its various Committees.

The Board is also responsible for evaluating and directing the implementation of the Company's internal controls and procedures including (but not limited to) maintaining a sound system of internal controls to safeguard shareholders' investments and the Company's assets.

These functions of the Board are guided by the provisions of the NCCG, SCGG, the Companies and Allied Matters Act 2020, the Company's Articles of Association and other relevant laws and regulations.

COMPOSITION OF THE BOARD

The Board size is appropriately aligned with the scale and complexity of the Company's operations. The Board is responsible for governing and overseeing all aspects of the Company's activities. During the period under review, the Board comprised nine (9) Directors: three (3) Executive Directors, five (5) Non-Executive Directors, and one (1) Independent Non-Executive Director.

The Directors are accomplished professionals who have distinguished themselves in diverse fields, including computer science, engineering, economics, and accounting. Their collective expertise, integrity, and sound judgment significantly enhance the Board's deliberations and decision-making processes. Appointments to the Board are based on candidates' professional track records, leadership qualities, industry experience, and their capacity to contribute meaningfully to the Company's strategic objectives and operational effectiveness.

ROLES & RESPONSIBILITY OF THE BOARD

The Board's functions are outlined in the CWG Corporate Governance Framework which is periodically updated to reflect evolving governance responsibilities.

The Board has ultimate responsibility for determining the strategic objectives and policies of the Company to deliver long-term value by providing overall strategic direction within a framework of rewards, incentives, and controls.

While the day-to-day management of the Company is delegated to Management, the Board retains authority over key matters, including:

- Reviewing and monitoring the execution of strategic initiatives, financial objectives, and

- performance targets.
- Approving major corporate actions, annual budgets, investment policies, and financial statements.
- Overseeing risk management frameworks and endorsing risk policies recommended by the Risk Management Committee.
- Making decisions regarding corporate structure, capital changes, and executive appointments, including the selection or removal of the Company Secretary and Auditors.
- Evaluating the performance of Executive Directors and planning for Board and senior Management succession.
- Approval of the Company's corporate governance framework and policy documents on significant issues including Enterprise Risk Management, Human Resources, Corporate Governance, Anti-Money laundering policies.

SEPARATION OF THE ROLES OF CHAIRMAN AND MANAGING DIRECTOR

To ensure effective governance and compliance with Principle 2.7 of the Nigerian Code of Corporate Governance (2018), The roles of the Chairman of the Board and the Managing Director are separated and clearly defined such that no individual combines both positions.

THE CHAIRMAN

The Chairman is solely responsible to lead and manage the Board to ensure that it operates effectively and fully discharges its legal and regulatory responsibilities.

The Chairman is responsible for ensuring that the Directors receive accurate, timely and clear information to enable the Board take informed decisions and provide advice to promote the success of the Company. He also facilitates the contribution of Directors and promotes effective relationships and open communication between Executive and Non-Executive Directors, both inside and outside the Boardroom.

The current Chairman, Mr. Philip Obioha, serves in a Non-Executive capacity and is not involved in the day-to-day management of the Company. He does not serve on any Board Committee, in line with governance best practices.

THE MANAGING DIRECTOR

The Managing Director is tasked with executing the Company's strategic plans, as set by the Board, and overseeing daily business operations. The Managing Director exercises delegated authority within approved guidelines and is supported by the executive Management team in achieving corporate objectives.

BOARD COMMITTEES

The Board effectively steer the affairs of the Company through specialized Committees, each with a distinct mandate. These Committees enable a more focused approach to corporate governance, allowing for in-depth assessments of management proposals and operational matters before recommendations are presented to the full Board. In line with the provisions of the NCCG, the Board Committees are comprised of Board members with the requisite training and knowledge to enhance the performance of the Board's duties.

CWG Plc has four Board Committees namely -

- Finance and General-Purpose Committee (FGPC);
- Risk Management Committee (RMC);
- Audit Committee (Audit) and
- Remuneration and Nomination Committee (REMCO). The Committees are part of the Company's formal governance structure and provide the Board with regular reporting and formal assurance.

The Committees form an integral part of the Company's formal governance structure, providing the Board with regular reports and assurance on key matters. This enables the Board to dedicate more of its time to strategic decision-making, while remaining confident that decisions across the organization are being made effectively and on the basis of accurate and reliable information. Each Committee is chaired by a Non-Executive Director, in line with good corporate governance practice..

Finance and General- Purpose Committee

The Finance and General- Purpose Committee (FGPC) plays a crucial role in supporting the Board's oversight responsibilities. Its functions include scrutinizing the Company's accounting policies, financial reporting mechanisms, quarterly Management Accounts, strategic planning and execution, financial statements, annual budgets, and banking facilities.

During the period, the Committee comprised of six (6) members as listed below: two (2) Executive Directors,

three (3) Non-Executive Directors and one (1) Independent Non-Executive Director. The Committee met 4 (four) times during the financial year.

S/N	NAME	STATUS	DESIGNATION
1.	Mrs. Taba Peterside	Independent Non-Executive	Chairman
2.	Dr. Olusegun Oso	Non-Executive	Member
3.	Mr. Austin Okere	Non-Executive	Member
4.	Mr. Wale Agbeyangi	Non-Executive	Member
5.	Mr. Adewale Adeyipo	Executive	Member
6.	Mr. Afolabi Sobande	Executive	Member

RISK MANAGEMENT COMMITTEE

This Committee is tasked with evaluating and recommending risk management policies and frameworks for Board approval. It aids the Board in supervising the Company's risk management activities, defining the risk appetite, and establishing guidelines for managing risk and ensuring regulatory compliance. It monitors the Company's risk profile relative to the defined risk parameters.

The Committee, during the period, consisted of six (6) members as listed below: three (3) Executive Directors, two (2) Non-Executive Directors and one (1) Independent Non-Executive Director.

The Committee met four (4) times during the financial year.

During the period under review, the members of the Risk Management Committee were:

S/N	NAME	STATUS	DESIGNATION
1.	Dr. Olusegun Oso	Non-Executive	Chairman
2.	Mr. Abiodun Fawunmi	Non-Executive	Member
3.	Mrs. Taba Peterside	Independent Non-Executive	Member
4.	Mr. Adewale Adeyipo	Executive	Member
5.	Mr. Afolabi Sobande	Executive	Member
6.	Mr Irete Yusuf	Executive	Member

Audit Committee

The Audit Committee is entrusted with overseeing the effectiveness of the Company's accounting systems and internal controls. The Committee also authorizes the internal auditors to undertake investigations into any activities of the Company which may be of interest or concern.

The Committee receives quarterly internal audit reports and ensures ongoing adherence to the internal control framework.

The Committee, during the period, consisted of four (4) members as listed below: three (3) Non-Executive Directors and one (1) Independent Non-Executive Director; and the Committee met four (4) times during the financial year.

During the period under review, the members of the Audit Committee were:

S/N	NAME	STATUS	DESIGNATION
1.	Mr. Abiodun Fawunmi	Non-Executive	Chairman
2.	Mr. Austin Okere	Non-Executive	Member
3.	Mr. Wale Agbeyangi	Non-Executive	Member
4.	Mrs Taba Peterside	Non-Executive	Member

REMUNERATION AND NOMINATIONS COMMITTEE

The Remuneration and Nominations Committee among other functions, is responsible for overseeing Board nominations and remuneration matters in line with corporate governance best practices. Its responsibilities encompass the formulation of remuneration policies and procedures, succession planning, the establishment of Key Performance Indicators for Executive Directors, identification of qualified candidates for Board membership, and assessment of the Board's skills and training needs.

Additionally, it addresses Human Resources matters, including the recruitment and performance appraisal of Senior Management, and manages issues related to staff welfare. The Committee also supervises the annual evaluation of both the Board and Committees.

The Committee, during the period, consisted of five (5) members as listed below: four (4) Non-Executive Directors and one (1) Independent Non-Executive Director; The committee met five (5) times during the financial year.

During the period under review, the members of the Remuneration and Nominations Committee were:

S/N	NAME	STATUS	DESIGNATION
1.	Mr. Wale Agbeyangi	Non-Executive	Chairman
2.	Mr. Austin Okere	Non-Executive	Member
3.	Mr. Abiodun Fawunmi	Non-Executive	Member
4.	Dr. Olusegun Oso	Non- Executive	Member
5	Mrs. Taba Peterside	Independent Non-Executive	Member

STATUTORY AUDIT COMMITTEE

In line with Section 404 of the Companies and Allied Matters Act, 2020, the Company has a Statutory Audit Committee which is charged with overseeing audit functions to ensure compliance with relevant regulatory policies and Board guidelines.

Its remit includes reviewing the scope and outcomes of external audits relative to the Company's annual audited financial statements, examining the External Auditors' Management Letter and the subsequent management response, and evaluating the effectiveness of the accounting and internal control systems. The Committee also verifies the accuracy and completeness of the statutory accounts and other published financial statements while safeguarding the independence and objectivity of the External Auditors.

The Committee is currently composed of five (5) members: two (2) Non-Executive Directors and three (3) Shareholders appointed at the Annual General Meeting. Membership is determined based on the relevant expertise of the Directors, and the Committee is chaired by one of the shareholder representatives. The Company Secretary serves as the Secretary to the Committee. During the financial year under review, the Committee held four (4) meetings.

The following members served on the committee during the 2025 financial year:

S/N	NAME	STATUS	DESIGNATION
1.	Mr. Akinsola Akinyemi	Shareholders' Representative	Chairman
2.	Mr. Ibekwe Robert	Shareholders' Representative	Member
3.	Alhaji Wahab Ajani	Shareholders' Representative	Member
4.	Dr. Olusegun Oso	Non-Executive Director	Member
5.	Mr. Abiodun Fawunmi	Non-Executive Director	Member

ATTENDANCE OF THE BOARD AND BOARD COMMITTEE MEETINGS

BOARD MEETINGS ATTENDED

S / N	NAME	30 th April 2025	4 th August 2025	27 th October 2025	15 th December 2025	19 th January 2026	4 th February 2026
1	Dr. Philip Obioha (Chairman)	✓	✓	✓	✓	✓	✓
2	Mr. Austin Okere	✓	✓	✓	✓	✓	✓
3	Mr. Abiodun Fawunmi	✓	✓	✓	✓	✓	✓
4.	Dr. Olusegun Oso	✓	✓	✓	✓	✓	✓
5.	Mr. Wale Agbeyangi	✓	✓	✓	✓	✓	✓
6.	Mrs. Taba Peterside	✓	✓	✓	✓	✓	✓
7.	Mr. Adewale Adeyipo	✓	✓	✓	✓	✓	✓
8.	Mr. Afolabi Sobande	✓	✓	✓	✓	✓	✓
9	Mr. Irete Yusuf	✓	✓	✓	✓	✓	✓

Note:

✓ - Present × - Absent with apology

FINANCE AND GENERAL-PURPOSE COMMITTEE (FGPC) MEETINGS ATTENDED

S/N	NAME	27 th January 2025	24 th April 2025	1 st August 2025	21 st October 2025	30 th January 2026
1	Mrs Taba Peterside (Chairperson)	✓	✓	✓	✓	✓
2	Dr. Olusegun Oso	✓	✓	✓	✓	✓
3	Mr. Austin Okere	✓	✓	✓	✓	✓
4.	Mr. Wale Agbeyangi	✓	✓	✓	✓	✓
5.	Mr. Adewale Adeyipo	✓	✓	✓	✓	✓
6.	Mr. Afolabi Sobande	✓	✓	✓	✓	✓

RISK MANAGEMENT COMMITTEE (RMC) MEETINGS ATTENDED

S/N	NAME	24 th April 2025	1 st August 2025	21 st October 2025	30 th January 2026
1	Dr. Olusegun Oso (Chairman)	✓	✓	✓	✓
2	Mr. Abiodun Fawunmi	✓	✓	✓	✓
3	Mrs Taba Peterside	✓	✓	✓	✓
4	Mr. Adewale Adeyipo	✓	✓	✓	✓
5.	Mr. Afolabi Sobande	✓	✓	✓	✓
6.	Mr. Irete Yusuf	✓	✓	✓	✓

Note:

✓ - Present

× - Absent with apology

N/A- Not yet a member of the Committee

AUDIT COMMITTEE MEETINGS ATTENDED

S/N	NAME	24 th April 2025	1 st August 2025	21 st October 2025	30 th February 2026
1	Mr. Abiodun Fawunmi (Chairman)	✓	✓	✓	✓
2	Mr. Austin Okere	✓	✓	✓	✓
3	Mr. Wale Agbeyangi	✓	✓	✓	✓
4.	Mrs Taba Peterside	✓	✓	✓	✓

Note:

✓ - Present

× - Absent with apology

REMUNERATION AND NOMINATIONS COMMITTEE (REMCO) MEETINGS ATTENDED

S/N	NAME	14 th February 2025	30 th April 2025	4 th August 2025	27 th October 2025	4 th February 2026
1	Mr. Wale Agbeyangi (Chairman)	✓	✓	✓	✓	✓
2	Mr. Austin Okere	✓	✓	✓	✓	✓
3	Dr. Olusegun Oso	✓	✓	✓	✓	✓
4.	Mr. Abiodun Fawunmi	✓	✓	✓	✓	✓
5.	Mrs Taba Peterside	✓	✓	✓	✓	✓

Note:

- ✓ - Present
- x - Absent with apology

**The fourth quarter 2025 meeting was held in February 2026*

STATUTORY AUDIT COMMITTEE MEETINGS ATTENDED

S/N	NAME	27 th June 2025	29 th October 2025	27 th February 2026	16 th March 2026
1.	Mr. Akinsola Akinyemi (Chairman)	✓	✓	✓	✓
2.	Mr. Robert Ibekwe	✓	✓	✓	✓
3.	Alhaji Wahab Ajani	✓	✓	✓	✓
4.	Mr. Abiodun Fawunmi	✓	✓	✓	✓
5.	Dr. Olusegun Oso	✓	✓	✓	✓

Note:

- ✓ - Present
- x - Absent with apology

BOARD APPOINTMENT PROCESS

Directors are appointed to the Board in line with the Company's Corporate Governance Framework and the applicable codes of corporate governance to which the Company is subject. The Remuneration and Nominations Committee is responsible for overseeing the Board appointment process, including the identification and nomination of suitable candidates for the Board's consideration and approval.

New Directors are selected through a well-defined set of guidelines that emphasize integrity, relevant skills, and competencies aligned with the Company's strategic objectives. To ensure the suitability of prospective Directors, the Committee conducts comprehensive background checks to confirm that candidates are fit and proper for the role.

The Committee's recommendations are then presented to the Board for further review and approval before any appointment is finalized.

INDUCTION AND CONTINUOUS TRAINING

The Company has a structured and robust induction Programme for new Directors in which the Company's business structure and operations are covered in depth and requisite information provided to equip new Directors with the requisite knowledge about the Company and discharging their duties effectively. Directors participate in relevant continuing education programmes to update their knowledge and skills.

SHAREHOLDERS

The Company actively upholds and promotes Shareholders' rights, taking deliberate steps to ensure that Shareholders participate meaningfully in matters that influence the Company's growth and development. The Board is committed to safeguarding both the statutory and general rights of Shareholders, including their fundamental right to vote at general meetings. All Shareholders are accorded equal treatment, irrespective of their shareholding or social status.

In accordance with Section 404 of the Companies and Allied Matters Act (CAMA), Shareholders, through their representatives on the Statutory Audit Committee, assume responsibility for oversight of the integrity of the Company's audited financial statements.

Furthermore, the Board and Management ensure that operational, financial, and managerial updates are communicated to Shareholders in a timely and accurate manner through the Nigerian Stock Exchange (NSE) and other appropriate channels.

THE COMPANY SECRETARY

The Company Secretary serves as the primary point of contact for the Board and provides essential support to all Directors by ensuring the timely delivery of relevant information. The role also includes assisting both the Board and Management in upholding the Company's corporate governance principles, developing the annual Board plan in collaboration with the Chairman and the Managing Director, and coordinating strategic matters at the Board level.

The Company Secretary is responsible for organizing Board meetings and ensuring that meeting minutes accurately capture deliberations and decisions. In addition, the Company Secretary oversees compliance with all applicable corporate and regulatory requirements. The protocols

governing the appointment and removal of the Company Secretary are determined by the Board.

REPORTING AND CONTROL

The Board is accountable for ensuring that financial reports are prepared accurately and that robust internal control mechanisms are in place. Oversight of these processes is provided by the Statutory Audit Committee.

While the internal audit functions are managed by PricewaterhouseCoopers.

INDEPENDENT ADVICE

Directors are entitled to obtain independent professional advice, at the Company's expense, whenever such advice is required to support the effective discharge of their duties. The Company bears the cost of this advice, whether sought individually or collectively, ensuring that Directors have the necessary resources to fulfil their responsibilities competently and confidently.

EXECUTIVE MANAGEMENT COMMITTEE

The Executive Management Committee, comprising senior management, evaluates business opportunities and risks arising from daily operations. It develops recommendations for the Board Committees and oversees the execution of directives issued by the Board and its Committees. The Committee meets as frequently as necessary to facilitate timely decision-making and ensure effective operational management.

CODE OF PROFESSIONAL CONDUCT

The Company maintains a comprehensive Ethics and Conduct Policy that is binding on all Directors, Senior Management, and Employees. This policy outlines clear ethical standards and procedures, requiring every member of the organization to demonstrate the highest levels of integrity and ethical behaviour in the performance of their duties.

INTERNAL MANAGEMENT STRUCTURE

The Company operates under a well-structured internal management framework in which every officer is accountable for clearly defined duties and responsibilities. Explicit lines of authority ensure that all operational activities are carried out efficiently, responsibly, and in full compliance with established corporate standards.

CONFLICT OF INTEREST

Directors of CWG are required to avoid any actions, roles, or interests that conflict or may reasonably be perceived to conflict with the best interests of the Company. In line with this obligation, each

Director must submit an annual disclosure of any economic interest relating to contracts or arrangements between CWG and any entity in which they serve as a director, officer, employee, creditor, or hold significant shareholdings or securities.

Where a Director has a material or personal interest in any matter concerning the Company, they are required to declare such interest at the relevant Board meeting. The Company Secretary records all disclosures in the meeting minutes, and any Director with a declared conflict is excluded from participating in discussions or decisions on the matter.

WHISTLEBLOWING PROCEDURE

The Company's unwavering commitment to strong corporate governance is reflected in its comprehensive whistleblowing framework. This framework enables any individual associated with the Company including Directors, employees, suppliers, consultants, and other stakeholders to report suspected or actual instances of malpractice, unsafe practices, mismanagement, or any conduct that is illegal, unethical, or otherwise inappropriate, without fear of reprisal.

The policy provides clear procedures for raising and addressing such concerns, ensuring that Management is promptly notified of potential fraud, misconduct, or violations of Company standards.

The dedicated whistleblowing email is: whistleblower@cwg-plc.com

SECURITIES TRADING POLICY

In line with international corporate governance best practices and applicable regulatory requirements, CWG has established a Securities Trading Policy that strengthens the Company's commitment to transparency. The policy regulates the trading of the Company's securities by Directors, employees, and other closely associated persons ("Insiders") who may have access to confidential or price-sensitive information.

The policy ensures compliance with the mandatory provisions of the Nigerian Stock Exchange (NSE) Rulebook and reinforces the fiduciary duty of Insiders to act in the best interest of Shareholders. It requires that Insiders place Shareholders' interests above their own and conduct personal trading activities in a manner that avoids conflicts of interest or any action that could compromise Shareholder value. The policy also provides for continuous monitoring to ensure strict adherence to its provisions.

ENVIRONMENTAL POLICY

The Company is devoted to complying with all existing and future environmental regulations, including the mandates outlined in CAMA (Section 305(3)), which require Directors to be vigilant regarding the environmental impact of our operations.

This policy underscores our responsibility to the environment and our commitment to achieving world-class operational standards in all aspects of our business.

QUALITY POLICY

This Policy is designed to ensure that the Company consistently delivers products and services that reflect its vision of becoming the preferred IT Platform Service Provider. It reinforces the Company's commitment to providing value-added solutions that meet and exceed customer expectations. At CWG, responsibility for quality is shared by everyone.

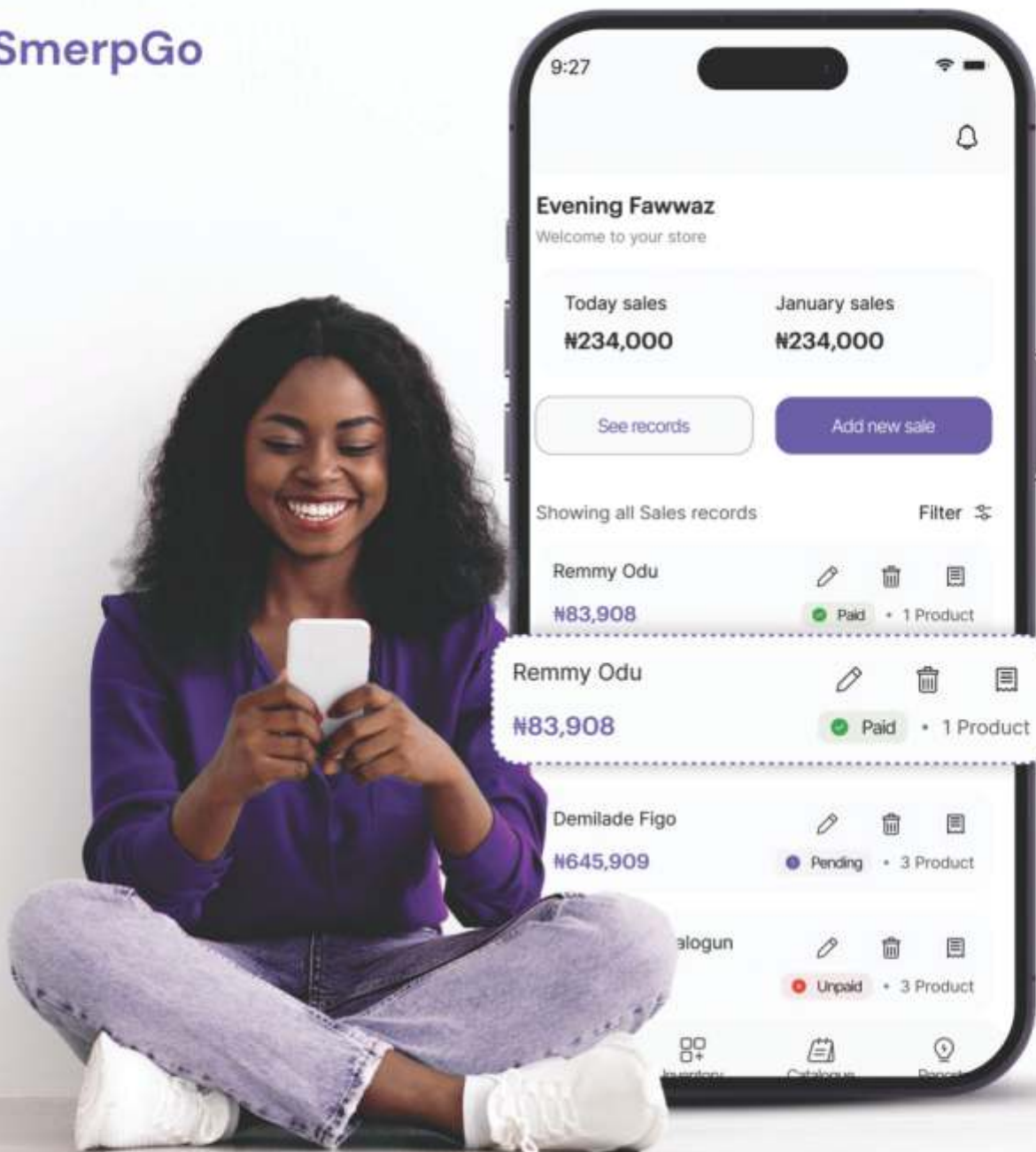
COMPLAINTS MANAGEMENT

The Company recognizes that feedback is essential to its continuous improvement and has therefore implemented a comprehensive Complaints Management Policy to ensure that grievances are addressed promptly, fairly, and effectively.

This policy applies to all employees, officers, Directors, representatives, and advisors of CWG, and is fully aligned with the Nigerian Capital Market's Complaints Management Framework. It establishes a structured process for managing complaints arising under the Investment and Securities Act 2025 from clients, Shareholders, public companies, investors, and other stakeholders, ensuring that concerns are handled in a timely, equitable, and consistent manner.

COMPLIANCE

Throughout 2025, the Company fulfilled all regulatory filing requirements without any violations or infractions, reaffirming its commitment to maintaining the highest standards of legal and regulatory compliance.



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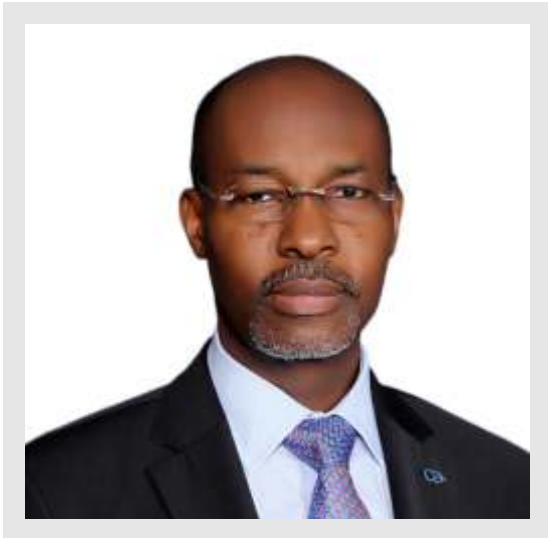
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Board Of Directors

CWG PLC/Annual Report and Accounts



Dr. Philip Obioha

Chairman

Dr. Philip Obioha is an accomplished Technology operations services professional with over 30 years of comprehensive experience in the Information, Communication and Technology services industry. He is the Co-Founder and Chairman, Board of Directors of CWG Plc.

He is also the chairman of Ambulatory Surgical Centre of Lagos, a medical firm and Amaphil Limited, an investment firm. Prior to this, Dr Obioha worked as the Chief Operating Officer of CWG Plc, where he led the Communications Division of the company to become the foremost provider of Wide Area Communications that enabled the local banking industry to start offering branchless and online banking services to customers.

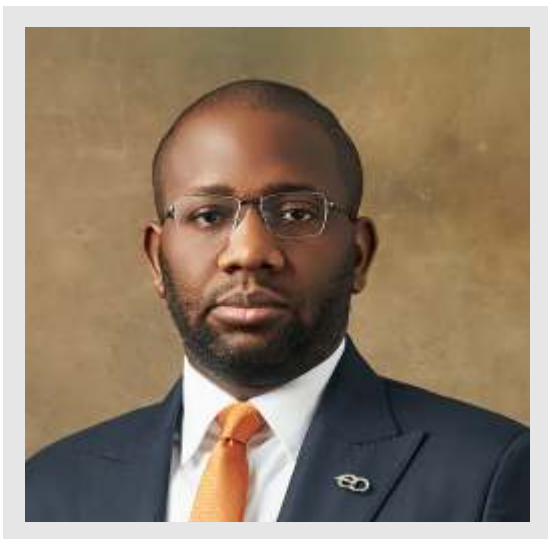
He oversaw the geographical diversification of the group with the establishment of subsidiary companies in Ghana, Uganda and Cameroon. As the COO, he also oversaw the institutionalisation of the

company, implementing systems and processes and the successful listing of the group at the Nigerian Stock Exchange.

Trained as an Electrical Engineer, with a specialisation in Digital Electronics at West Virginia University, USA, he also holds MBA degrees from the Lagos Business School and the International Graduate School of Management (IESE), Navarra, Spain, as well as a doctorate in Business Administration from the Pan Atlantic University (Lagos Business School).

Dr Obioha was conferred with the Titans of Tech award by Technology Africa in 2015. He is a fellow of the Institute of Directors (FIOD), Fellow Institute of Information Management (FIIM), member of the Institute of Electrical and Electronic Engineers (IEEE, USA), and the Nigerian Computer Society (NCS).

Dr. Obioha has a passion for the Real Estate industry and has founded Four-Cees-Gee Limited and Managed Offices, a real estate development and services firm respectively.



Adewale Adeyipo

Group MD/CEO

Adewale Adeyipo is a proficient technology enthusiast and Business Executive with extensive experience in Strategy, Management, and Leadership. He is the Group CEO of CWG Plc—a leading technology conglomerate with Headquarters in Lagos and operations in five (5) countries. Before his appointment, he was the Executive Director for Sales and Marketing, overseeing all Sales, Marketing, Product Management, and Market Penetration responsibilities within the CWG Group.

He is known for his knack for proffering diverse angles on innovation and has worked closely with African industry leaders and government parastatals on models and mechanisms for SME growth. He has worked with multiple investors/ promoters to set up new financial institutions while creating a plan to power their growth aspirations.

In 2014, he led the CWG Plc PAN Africa Initiatives (PAI). The PAI was a brainchild that produced CWG's strategic delivery partnerships and business expansion in 23 Africa operations.

Wale possesses extensive study in Valuation and Funding, Dynamic System Thinking, Digital and ITO Transformation from Harvard and London Business School. He is a certified AFN CEO Panelist and a member of the Forbes Business Council (an Invitation-Only Community for Successful Business Owners and Leaders). He is an alumnus of Lagos Business School, Business School Netherlands, and Massachusetts Institute of Technology (MIT).

Adewale has a proven track record of collaborating closely with industry leaders and promoters of new financial institutions, offering strategic guidance on setting up banks and driving their growth ambitions. His diverse experience, combined with his deep understanding of technology as an enabler for business success, has made him a sought-after consultant for numerous organizations seeking expansion and transformation.

He also serves as a mentor and facilitator at the CWG Academy, established to groom technology-savvy professionals. He is a member and fellow of several organizations, including the BCS, The Chartered Institute of IT, the Institute of Directors (Nigeria), Nigeria Computer Society, Nigeria Institute of Management, and the Institute of Management Consultant.



Austin Okere Non-Executive Director

Austin Kwesi Okere the founder of CWG Plc and the Ausso Leadership Academy. An Entrepreneur-in-Residence at Columbia Business School, New York, Austin has also facilitated at the United States International University in Kenya and consulted for the Sustainable Development Goals, Africa Centre in Rwanda.

Austin was appointed to the Business Practices Council of the AACSB International and Advisory Board of the Global Business School Network in recognition of his contribution to the development of business education and knowledge transfer in Africa.

CWG Plc, the company which he founded has been recognized as a 'Global Growth Company' by the World Economic Forum and is the largest security listed in the Technology Sector of the NGX.

Austin now runs the Ausso Leadership Academy, an institution which mentors business leaders and entrepreneurs to scale their business geometrically for Shared Prosperity and serves on the Editorial Advisory Board of BusinessDay Publications.

Austin Okere received special commendation from Columbia Business School, New York, for his mentorship role, especially in innovation and entrepreneurship. He was recognized with a "Lifetime Entrepreneurship Achievement Award" by the American University of Nigeria in 2017 for his dedicated service and outstanding entrepreneurial accomplishments. He was named "ICT Personality of the year" by the Nigerian Computer Society in 2014 in recognition of his invaluable contribution to the growth and promotion of ICT, and ICT Man of the Decade by ICT Watch Africa Digital Network in 2012. Austin was listed on the UK's C.Hub Magazine's "100 Most Influential Creatives" in 2016.



Abiodun Fawunmi Non-Executive Director

Abiodun Fawunmi is a highly experienced technology expert who, in his professional career, has led multicultural professional teams to high levels of effectiveness in a variety of competitive industries and fast-paced environments. Armed with strong technical and business qualifications, Abiodun has created an impressive track record with over 35 years of hands-on experience in strategic planning, business unit development and resource management.

He holds postgraduate degrees in Engineering, Business Management and Analytical Finance from different Universities in Nigeria, the U.K and the U.S.

He has also played significant roles in multinational organizations such as Shell Petroleum Development Corporation, Unilever, Unisys

Corporation, Price Waterhouse Coopers and Coca-Cola Hellenic Corporation.

He worked for various United Nations Organizations in different countries for almost two decades, at one point being Head Infrastructure Services at the International Atomic Energy Agency in Vienna and later as the Chief Information Officer (CIO) from where he retired in 2016.

He currently consults on derivatives investments and developmental economics with a focus on energy. He serves as the Chairman of the Board Audit committee.



Dr Olusegun Oso

Non-Executive Director

Dr. Olusegun Oso is a medical doctor turned finance professional with a Bachelor of Medicine and Surgery (MBBS) degree from the University of Ibadan and an MBA from MIT, where he was a Sloan Fellow. He has worked in the fields of investment banking, private equity/venture capital, portfolio management, and corporate governance.

Dr. Oso has held various roles at organizations such as FCMB, Accenture, PWC, Afrinvest, Aureos Capital, The Abraaj Group, and Actis. He co-founded the Nigeria Healthcare Development Fund as its pioneer CIO and is currently the CFO of Metro Africa Xpress, a venture-backed company operating in the mobility space.

Dr. Oso is a non-executive director on the boards of Custodian Life Assurance Limited, and CWG Plc, where he serves as Chairman of CWG's Risk Management Committee.



Wale Agbeyangi

Non-Executive Director

Wale is a consummate entrepreneur and investment banker with specialist knowledge of Securities Trading, Asset Management, and Investment Banking Services. He has an extensive network of Institutional and High net worth clients and investors across the global financial markets. He worked with Great Africa Trust Limited and later Meristem Securities Limited from where he joined Cordros Capital as the founding Managing Director.

Wale holds an MBA from Business School Netherlands, attended the University of Lagos, and was enrolled at the Nigerian Law School as a Solicitor and Advocate of the Supreme Court. He is an Authorized Dealer of the Nigerian Stock Exchange and a Fellow of the Chartered Institute of Stockbrokers (FCS).

He is currently the Group Managing Director/CEO of Cordros Capital and sits as the serving Chairman, Remuneration and Nominations Committee (REMCO) on the Board of CWG Plc.



Mrs. Taba Peterside Independent Non-Executive Director

Taba Peterside is the founder and CEO of Waveline Growth Partners, a microfinance institution focused on promoting financial inclusion. She has over 35 years' international financial sector experience. Before founding Waveline in 2017, Mrs Peterside headed various functions at the Nigerian Exchange, including new listings and listed company relationships. At Stanbic IBTC, she led a dynamic team that executed several landmark transactions in the capital market and propelled the bank to market leadership in investment banking. Her work experience also includes other leading institutions such as the Canada Deposit Insurance Corporation, International Finance Corporation and Africa Finance Corporation.

Among several company and NGO board commitments, Mrs Peterside currently serves on the board of CWG Plc as an Independent Non-

Executive Director, and chairs its Finance and General Purpose Committee. She also sits on the board of Ecobank Nigeria in the same capacity, and is an active Life Member of Wimbiz, (Women in Management, Business and Public Service), where she previously served on its Executive Council.

Mrs Peterside is a graduate of Development Studies (Economics) from the University of Kent, UK and has a Masters in Development Economics from Dalhousie University, Canada. She is a member of the Nigeria chapter of Women Corporate Directors, a Fellow of the Chartered Institute of Directors Nigeria and a Certified Microfinance Professional of the Chartered Institute of Bankers of Nigeria.



Mr. Afolabi Sobande Executive Director

Afolabi is a seasoned finance professional with experience spanning over fifteen years in the banking and technology industry. He is revered for his leadership and specialized skills in finance, project management and systems implementation.

Afolabi has a comprehensive knowledge of business processes and has managed many high-level projects throughout his career. Prior to joining CWG, he worked in Sterling Bank Plc where he was Head of IFRS reporting within the Financial Control group.

During his time at the Bank, he worked in various departments, including Treasury, Risk Management, Corporate Banking, and Operation and Technology departments). He was also faculty member in the Sterling Bank's academy as a financial accounting/reporting

lecturer and a facilitator with Financial Institutions Training Centre (FITC). Afolabi is an alumnus of the University of Sunderland (BA, Hons) in Accounting and Financial Management, and the Sterling Management Associate Programme.

He is also a member of the Association of Chartered Certified Accountants (ACCA). Currently Afolabi serves as the Chief Operating Officer at CWG, where he oversees the global operations of the Group.

He brings his wealth of experience in leading teams, focused on delivering technology-driven business services and solutions, providing outstanding client service, as well as driving profitability and revenue growth.



Moruf Irete Yusuf

Executive Director

Irete Yusuf is a seasoned technology leader and the Chief Technology Officer (CTO) of CWG. He studied Computer Science with Economics in Obafemi Awolowo University and obtained an MSc in Computer Science from the University of Lagos. He is an Alumnus of the Advanced Management Program of Lagos Business School

He studied Computer Science with Economics in Obafemi Awolowo University and obtained an MSc in Computer Science from the University of Lagos. He is an Alumnus of the Advanced Management Program of Lagos Business School

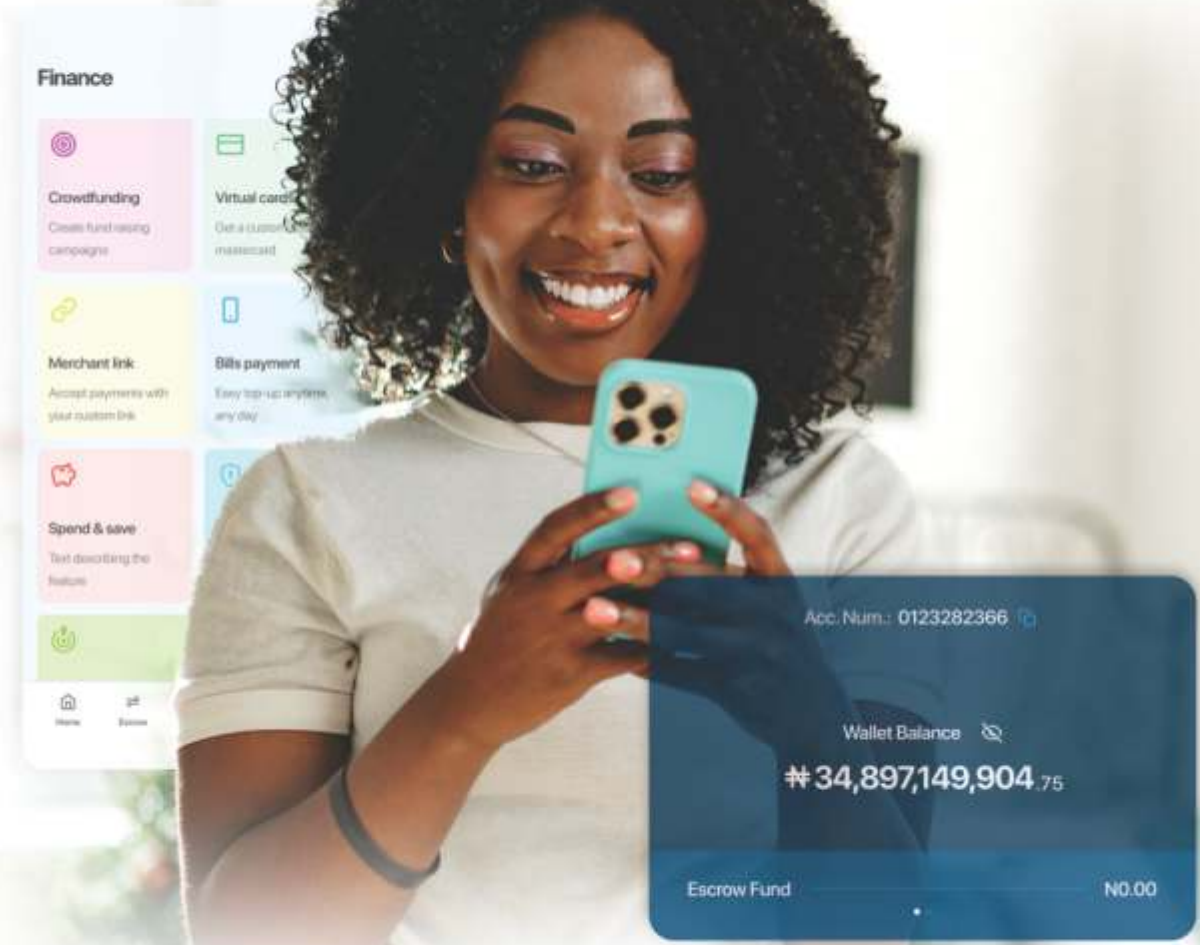
As the CTO, Irete Yusuf carries the responsibility of spearheading strategic initiatives that ensure CWG remains at the forefront of technological advancements. He is dedicated to leveraging cutting-

edge solutions and emerging technologies to deliver exceptional value to CWG's clients and maintain the company's competitive edge in the market.

With an extensive background in Systems Design Engineering, Software Development, and Project Management, Irete brings a wealth of expertise to his role. His profound understanding of the intricacies of IT systems and his ability to design and implement robust architectures enable CWG to provide world-class services to its diverse clientele.

Prior to his position at CWG, Irete Yusuf held key leadership roles in renowned organizations within the tech industry. As the Head of Managed Support Services & Training at ExpertEdge Software, he successfully oversaw the delivery of top-notch services and played a vital role in nurturing a culture of excellence and customer satisfaction.

Irete Yusuf's exceptional track record, coupled with his visionary approach to technology, has earned him a reputation as a results-oriented and highly capable technocrat. He remains committed to leveraging his skills and experience to propel CWG towards greater success, empowering the company to stay ahead in the rapidly evolving digital landscape.



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Chairman's Statement

CWG PLC/Annual Report and Accounts

CHAIRMAN'S STATEMENT 2025

Distinguished Shareholders, Fellow Directors, Representatives of Regulatory Bodies, Ladies and Gentlemen of the Press, it is my honour to welcome you to the 21st Annual General Meeting of CWG Plc. On behalf of the Board of Directors, I am pleased to present our Operating Results, Strategic Reports, and Financial Statements for the year ended 31 December 2025.

I will begin by setting the context, the forces that shaped 2025, what they mean for the trajectory of our industry, and the strategic vision that anchored CWG's response through the year.

2025 confirmed what many in our industry have long anticipated: we are no longer approaching a technological inflection point; we are inside it. Across the global economy, the convergence of artificial intelligence, cloud infrastructure, and digital financial systems is fundamentally redrawing the boundaries of what businesses can do and what customers will expect. The question for every technology company is no longer whether to transform, but how boldly and how quickly.

At CWG, we have chosen to be architects of this transformation, not its observers. Our 2025 theme, "Beyond the Frontier: Executing with Purpose", was not merely a rallying call. It was a declaration of intent: to build the capabilities, forge the partnerships, and cultivate the institutional resilience that will position CWG as a defining force in Africa's digital future.

REVIEW OF THE GLOBAL ECONOMY

The world economy in 2025 presented a study in contrasts, modest in its traditional growth metrics, yet electric with transformative possibility. As nations navigated the transition from post-pandemic recovery into a new era of digital-centric productivity, the global stage was defined less by what economies achieved and more by the profound structural shifts quietly reshaping the foundations of value creation.

The numbers told a familiar story of caution. The IMF recorded global GDP growth of approximately 3.2%, a marginal retreat from 3.3% in 2024, with advanced economies expanding at a more subdued 1.5%. The World Bank noted that growth forecasts were revised downward in nearly 70% of countries, one of the slowest periods of expansion outside a major recession since 2008. Persistent inflationary pressures, though beginning to ease in certain regions, continued to constrain momentum across others. Yet beneath this surface of macroeconomic restraint, a far more consequential story was unfolding.

The digital revolution, accelerated by the rapid mainstreaming of Artificial Intelligence and advanced technology platforms ceased in 2025 to be a trend and became, unmistakably, a civilisational shift. UNCTAD projects the AI market to expand from approximately \$189 billion in 2023 to \$4.8 trillion by 2033, a decade-long transformation that will fundamentally redefine productivity, reshape labour markets, and redraw the competitive map of the global economy.

This is the world CWG is building for. As headline inflation continues its gradual descent and the global outlook stabilises, we believe the decisive variable will not be the recovery of traditional economic indicators – it will be the readiness of institutions to operate, compete, and lead in a world where digital capability is the primary currency of relevance

REVIEW OF NIGERIA'S ECONOMY

The Nigerian landscape demonstrated a period of gradual stabilization and measured recovery in the financial year 2025, reflecting the combined effects of monetary discipline and improved foreign exchange management. The economy maintained its recovery momentum, with Real GDP growing by 3.87% for the year,

up from 3.38% recorded in 2024. This growth was mostly driven by the non-oil economy, particularly the services, industry, and agriculture sectors, while the information and communications technology industry continued to expand steadily.

Nigeria's inflation, while still elevated, showed clear signs of moderation, averaging around 23% over the year compared to the higher peaks of previous periods. The decline in the year-on-year inflation rate is attributable to coordinated policy interventions, including tighter monetary controls and more predictable fiscal management. However, food prices and energy costs remain key drivers of inflationary pressure, continuing to affect household budgets across the country. Core inflation remained a concern, and while pressures began to subside, the impact of structural constraints on production costs has yet to fully dissipate.

The Central Bank of Nigeria (CBN) maintained a careful monetary stance, balancing the twin objectives of price stability and economic growth. These measures were supported by market reforms that enhanced liquidity, thereby significantly narrowing the gap between the parallel and official rates. By the end of the year, the official exchange rate stood at approximately N1,436 per USD, while the parallel market rate settled around N1,485 per USD. This reduction is attributable to the success of the Electronic Foreign Exchange Matching System, which enhanced market transparency and helped attract foreign investment.

On the home front, net foreign reserves rose to \$34.8 billion, providing a solid buffer to support external stability and investor confidence. This was further bolstered by diaspora remittances, which continued to provide much-needed FX liquidity to the market. On the fiscal side, revenue mobilization improved because of enhanced tax efficiency and the rationalization of subsidies, which helped limit the budget deficit relative to GDP. Public debt remained manageable, with debt service obligations contained through prudent borrowing and stronger revenues. Other interventionist measures and structural reforms implemented during the year have laid the foundation for more sustainable growth, although the complete success of these initiatives in lowering the cost of living was still being felt by the end of the year.

Without a doubt, 2025 was a year of consolidation for businesses operating in Nigeria. While challenges remain, particularly regarding living costs and structural bottlenecks, the policies and outcomes of 2025 have positioned the country for more resilient and inclusive economic growth in the near term.

OPERATIONAL REVIEW OF 2025

2025 was a landmark year for CWG, one in which strategy met execution, and ambition translated into measurable results. The investments we have made over successive years in governance, digital capability, and regional expansion did not merely hold their value in 2025; they compounded. Total revenue reached N65.6 billion, a 43% increase over the N46.3 billion recorded in 2024. This is not simply a financial milestone – it is evidence that CWG's model is working, and that the market is responding to the depth and relevance of what we bring.

Our IT Infrastructure Services emerged as the standout growth engine of the year, with revenue nearly doubling from N12.8 billion to N24 billion. This performance reflects our sustained commitment to building the robust technological backbone that Africa's digital economy demands, and the growing recognition among enterprises and institutions that CWG is the partner of choice for that infrastructure. Managed and Support Services contributed N18.8 billion, up from N14.7 billion, demonstrating the durability of our recurring revenue model. Our Software division generated N21.3 billion, reflecting strong momentum in our ability to develop localised, high-impact solutions that speak directly to the realities of the African market.

Beyond the revenue lines, 2025 was a year of deepening strategic value. We continued to deploy our proprietary intellectual property to clients through a subscription-based model that removes the burden of capital expenditure, offering instead the scalability, security, and continuity that modern institutions require.

Our Unified Cooperative Platform expanded its market share through new customer onboardings, reinforcing CWG's leadership in a segment with significant long-term potential.

Our regional ambitions advanced with renewed momentum. We restored and fortified our operations in Cameroon, expanded our footprint into Tanzania, and deepened our presence across the broader Middle East and Africa corridor, creating new pathways for collaboration, cross-border service delivery, and sustainable revenue diversification. To anchor this international trajectory with the credibility it demands, we achieved SOC 2 compliance, a certification that, alongside our existing ISO standards, strengthens our governance environment, reduces friction in enterprise sales cycles, and signals to regulate international clients that CWG operates to the highest standards of trust and security.

We also sustained our commitment to shaping the continent's technology conversation. Texcellence, our flagship annual technology conference, continued to serve as a premier platform for innovators, institutions, and industry leaders to engage with the trends and transformations defining Africa's digital future. It is more than a conference; it is a statement of CWG's role as a thought leader and institution-builder in this ecosystem.

The strategic milestones of 2025, revenue growth, regional expansion, product deepening, and governance elevation are not endpoints. They are the foundations from which CWG will press further into 2026 and beyond, compounding our advantages in a market where the window for bold, purposeful leadership has never been wider.

FINANCIAL PERFORMANCE

Despite the challenging operating environment in 2025, the Group delivered robust growth across key financial metrics, reinforcing CWG's position as a premier ICT solutions provider across our regional markets. Profit before Tax reached N7.88 billion, a 78% increase over the N4.42 billion recorded in the prior year.

Revenue grew by 41.4%, from N46.35 billion in 2024 to N65.56 billion in 2025. Gross Profit margins strengthened considerably, rising 61% to N15.94 billion from N9.89 billion, driven by disciplined cost-of-sales management even as revenues expanded significantly. Finance Income also improved markedly, reaching N421 million compared to N62.6 million in the prior year, reflecting stronger yields on our cash positions and optimised treasury management.

These top-line gains translated directly to our bottom line. Profit after Tax stood at N4.98 billion, a 63.7% increase from N3.04 billion in 2024, a result achieved despite notable increases in administrative expenses and exchange rate pressures, and one that speaks to the efficiency with which we are scaling our operations.

This consistent year-on-year growth validates our strategic pivot toward high-margin platform and subscription-based services and gives the Board confidence in the sustainability of our performance trajectory.

2026 MACRO-ECONOMIC OUTLOOK

The world economy entered 2026 on a trajectory of steady growth, though this outlook has been materially disrupted by the geopolitical shock of the US-Israeli military conflict with Iran, which commenced in late February 2026. The joint operation, codenamed "Operation Epic Fury" targeted Iranian leadership and military infrastructure, triggering Iranian retaliatory attacks and the closure of the Strait of Hormuz, through which approximately 20% of the world's oil passes. This represents the largest energy supply disruption since the 1973 Arab oil embargo, stranding roughly 75% of Gulf and Iraqi energy exports and triggering simultaneous shocks across oil, LNG, and fertiliser markets. IMF projections, which had placed global GDP growth at

approximately 3.3%, are now subject to downward revision. The WTO has warned that if oil and gas prices remain elevated through the year, forecasted global GDP growth could be reduced by 0.3 percentage points. As of early April 2026, the United States and Iran agreed to a two-week ceasefire, offering cautious grounds for optimism, though the underlying tensions remain unresolved.

Nigeria's economic trajectory in 2026 signals a transition from post-reform recovery to sustained long-term growth, even as the Iran conflict introduces new headwinds. The CBN projects GDP growth of 4.6%, up from 4.17% in 2025, driven by the deepening of structural reforms, continued stability in the energy sector, and the growing contribution of the digital economy to national output. The World Bank has revised Nigeria's 2026 growth estimate to 4.4%, noting that business activity remains in expansion territory, with the impact on growth relatively contained thus far. The IMF's more conservative projection of 3.5% reflects the added uncertainty introduced by global energy market volatility.

Inflationary trends, which were expected to continue moderating through 2026, now face renewed upward pressure. The NBS had projected a decline to 15.7% by mid-2026, reflecting improved agricultural output and sustained monetary policy tightening. However, rising fuel costs from the Iran conflict are feeding directly into transport, food, and production costs, keeping inflation elevated and posing risks to incomes and poverty reduction. The IMF's projection of between 18% and 21% now appears the more realistic range, and both monetary authorities and businesses must plan accordingly.

The exchange rate and energy dynamics present a dual-edged challenge for Nigeria. As a major crude oil producer, Nigeria stands to benefit from elevated global oil prices. With Brent crude surpassing \$100 per barrel, there is a meaningful revenue upside for Africa's top crude producer. Yet Nigeria still imports the majority of its refined petroleum products, meaning that higher fuel prices feed directly into the cost of transport, food, and production, complicating the macroeconomic reform agenda. Notably, the Dangote Refinery has increased production to help meet global supply shortfalls, a development that, if sustained, could partially insulate Nigeria's downstream market and moderate domestic pump prices. Continued improvements in foreign exchange management and non-oil export liquidity are expected to support Naira resilience, though tighter global financing conditions remain a risk to capital inflows.

Fiscal sustainability remains a priority. The administration is intensifying efforts to broaden the tax base and improve revenue collection through digital automation, with the fiscal deficit projected to narrow to 5.2% of GDP. Public-private partnerships remain the primary vehicle for infrastructure development, reducing dependence on external borrowing. Nigeria's debt-to-GDP ratio fell for the first time in a decade in 2025, supported by stronger fiscal performance and exchange rate valuation gains, a foundation that must be preserved as global financing conditions tighten.

While structural headwinds persist and the Iran conflict has introduced new layers of uncertainty into the global and domestic economic environment, the convergence of fiscal discipline and market-driven reform continues to produce a more investable business climate in Nigeria. For CWG, the digital economy remains the critical variable, structurally resilient to commodity price cycles and positioned to grow regardless of energy market volatility. The Board views CWG's prospects for 2026 with measured confidence, and we remain well-positioned to scale our digital transformation initiatives and deepen our pan-African footprint as Nigeria's technology-led economy continues to mature.

DIVIDEND

The Board is pleased to recommend a dividend of 70 kobo per share for the year ended 31 December 2025, representing an increase of approximately 79% over the 39 kobo per share paid in the prior year. This recommendation reflects the Board's confidence in the sustainability of CWG's earnings trajectory and our commitment to delivering consistent and growing returns to our shareholders. The proposed dividend is subject to the approval of shareholders at the forthcoming Annual General Meeting.

BOARD AND COMMITTEE CHANGES

No board changes were made during the reporting period.

CONCLUSION/APPRECIATION

On behalf of the Board, I express my profound gratitude to our shareholders for your continued faith and support. We remain committed to sustaining and building on the performance delivered in 2025, and to ensuring that your confidence in CWG continues to be well-placed.

I am sincerely grateful to the management and staff of CWG Plc, whose dedication, resilience, and ingenuity have been the foundation of our continued success. To our clients, your trust and continued loyalty remain our strongest motivation to innovate and raise the standard of technology solutions and services we deliver. We equally thank our host communities and all stakeholders for their steadfast support during the year under review.

To my colleagues on the Board, I am grateful for your guidance, your rigour, and your unwavering commitment to the long-term interests of this Company.

CWG Plc enters 2026 from a position of strength, financially sound, strategically focused, and deeply rooted in the digital transformation of Africa. The opportunities ahead are significant, and this Board and Management are fully committed to capturing them in the interest of every stakeholder we serve

Thank you.



Dr. PHILIP OBIOHA
Chairman



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CEO's Statement

CWG PLC/Annual Report and Accounts

CEO'S STATEMENT 2025

Distinguished shareholders, esteemed members of the Board, valued customers and partners, colleagues, and friends, it is my pleasure to welcome you to the 21st Annual General Meeting of CWG Plc.

Twenty-one years is more than a point on our timeline. It is a statement of staying power. In an industry defined by constant disruption, rapid innovation, and shifting customer expectations, CWG has not only endured, but evolved. That evolution is the clearest proof of our resilience, our relevance, and our readiness for the future.

Last year, at our 20th AGM, we spoke about **"The Next Frontier: Elevating Excellence and Innovation."**

We described our transformation from a technology reseller, to a services-led business, and increasingly into a creator of proprietary platforms and solutions. This year, we can say with confidence that the ideas we articulated are gaining stronger commercial shape and strategic meaning. Our 21st AGM theme, **"Beyond the Frontier: Executing With Purpose,"** reflects a company that is no longer simply preparing for the future, but actively building it.

A Stronger Business, Built on Strategic Execution

Our journey has always been shaped by our ability to respond intelligently to market shifts. We began by helping businesses acquire and deploy critical technology infrastructure. As customer needs matured, we evolved into a trusted technology solutions and managed services partner. Today, we are advancing into a new phase, one where CWG is increasingly defined not just by the technology we implement, but by the technology we create.

That strategic direction is already visible in our performance. In 2025, CWG delivered a landmark financial result, with revenue rising to N65.6 billion from N46.35 billion in 2024, representing approximately 42% increase. But more than the topline, what excites me is the quality of our growth. Profit before tax surged by 78%, i.e., N7.9 billion, compared to N4.4 billion in 2024. Over the course of the year, our gross profit jumped by 61%. Our EBITDA rose to N8.4 billion in that period, a clear signal that our efficiency engines are firing on all cylinders.

These numbers tell a story far deeper than spreadsheets. They tell a story of a business that has learned to balance aggressive growth with operational efficiency. We grew our top line while maintaining the discipline to protect our bottom line, a balance that is the hallmark of a mature, world-class organisation.

One of the most important strategic decisions we have made is to scale our proprietary intellectual property solutions. This is not a departure from our past; it is the natural next step in our evolution.

For many years, CWG built deep sector knowledge by serving banks, financial institutions, enterprises, cooperatives, governments, and SMEs across Africa. That experience gave us something invaluable: a first-hand understanding of local problems that global, off-the-shelf solutions often do not solve effectively. We recognised a clear market reality.

Customers increasingly want solutions that are localised, adaptable, faster to deploy, cost-efficient over time, and aligned to specific operating environments. They are no longer looking only for technology vendors; they are looking for technology partners and problem-solvers with market context.

This is why our focus on proprietary IP has become so important.

Our own platforms allow us to move up the value chain from implementation to ownership. They create recurring revenue opportunities through licensing, support, and transaction-based models. They improve margins over time, reduce dependence on third-party product cycles, and give us greater control over innovation, pricing, customer experience, and roadmap execution. Most importantly, they position CWG to build solutions around market realities rather than businesses adapting to systems designed primarily for other markets.

The early outcomes validate that direction. In 2025, Fifthlab, our fintech subsidiary, recorded exceptional revenue growth and onboarded 8 new financial institutions to our digital banking platform, Finedge. KuleanPay recorded over 35% new downloads. BillsnPay processed over 24 million transactions, moving 26 billion in value—a utility that many now rely on. Our cooperative platform, UCP, onboarded 19 new cooperative bodies, a 48% increase in its customer base, processing over half a trillion Naira in transactions. While SMERP delivered a staggering 43% growth rate, proving that our vision to empower the SME sector is not just noble but commercially vibrant.

These are not experimental indicators. They are clear commercial signals that our proprietary solutions are gaining traction in sectors where trust, efficiency, and localisation matter deeply. Fifthlab, in particular, represents an important part of this strategy. As our fintech subsidiary, it gives CWG a sharper vehicle for product innovation, market responsiveness, and ecosystem play in financial services. Through Fifthlab and platforms such as Finedge, KuleanPay, BillsnPay, UCP, and SMERP, we are not only participating in Africa's digital economy, we are helping to shape its infrastructure.

Relevance Through Product Evolution: The CWG Academy Story

As we evolve, our products and platforms must evolve with us. That principle goes beyond commercial offerings; it also applies to how we build talent, expand inclusion, and deepen our impact on the broader ecosystem.

This is why the evolution and rebrand of CWG Academy is strategically important.

CWG Academy has always represented more than a training initiative. It is part of our long-term investment in the digital future of Africa. It reflects our belief that technology leadership is not only about building platforms, but also about building people with the skills to use, support, and improve them.

In the years ahead, Africa's digital opportunity will be shaped not just by infrastructure and software, but by the availability of digitally skilled talent across engineering, cloud, cybersecurity, data, product development, Artificial Intelligence and business operations.

The scaling of CWG Academy is therefore about reach, relevance, and impact. It is about repositioning the platform to serve a broader audience, respond to changing industry demands, and create clearer pathways from learning to employability, entrepreneurship, and innovation. It is also about aligning the Academy more closely with CWG's evolving business model, especially in areas such as software platforms, digital financial services, AI-enabled systems, enterprise automation, and cybersecurity.

As we continue to scale our proprietary solutions, we must also build the talent pipeline that sustains them. The Academy helps us do that. It strengthens our ecosystem, supports national and regional digital capacity-building efforts, and reinforces CWG's role not just as a technology company, but as a long-term builder of digital capability in Africa. This is how we expand impact beyond the balance sheet.

Regional Strength and Ecosystem Power

Our results have been made possible by the combined efforts of our teams across markets. Nigeria remains our strongest base, contributing the most revenue in 2025 and accounting for a significant share of the Group's growth. Ghana maintained strong growth through strengthened governance and compliance, the relaunch of the CWG Academy in Ghana, and the expansion of Cybersecurity and solutions capabilities. These efforts helped Ghana sustain healthy gross margins, acquire new customers, and achieve key certifications, reinforcing our credibility in regulated sectors and laying a solid foundation for increased revenue and improved performance in 2026.

2025 was a landmark year for CWG Uganda. We delivered record financial performance, secured strategic partnerships, expanded into new markets, and made meaningful progress in our transition to a trusted strategic partner. The year also established a clearer long-term direction focused not only on revenue growth, but on helping customers derive measurable and lasting value from their technology investments. While in Cameroon, we recognised renewed focus and growth, with encouraging gains across key indices. These performances demonstrate the benefits of our pan-African strategy and the importance of local execution backed by a unified Group vision.

At the same time, our progress is reinforced by the strength of our partnerships. We continue to work with leading global and regional technology players to expand our capabilities, strengthen delivery, and create integrated value for our customers. We understand clearly that digital transformation is not built in isolation. It is built through ecosystems, partnerships, and platforms that connect infrastructure, software, skills, trust, and execution.

Maximising Shareholder Value

Our commitment to shareholder value remains unwavering.

Everything we are doing, from strengthening operational efficiency to scaling proprietary IP, expanding regionally, and investing in talent and infrastructure, is designed with long-term value creation in mind. We are focused not merely on growth for its own sake, but on quality growth that improves earnings resilience, diversifies revenue streams, enhances margins, and increases the strategic value of the CWG brand.

We are scaling and building assets that are generating recurring returns, creating a war chest that will drive and propel our strategic positioning in a fast-paced technology landscape. By strengthening Fifthlab and other platform businesses, we are improving our exposure to scalable digital markets. By evolving CWG Academy, we are investing in the human capital required to sustain innovation. And by preserving financial discipline amid macroeconomic volatility, we are reinforcing the confidence that shareholders place in us.

We recognise that shareholder trust is earned through consistency, transparency, and performance. That is why we remain committed to prudent capital allocation, strong governance, execution excellence, and strategic clarity. Our ambition is to grow CWG in a way that compounds value for our shareholders over the long term.

Navigating the Headwinds

Of course, the path was not without its rocks. The economic landscape remained challenging. Exchange rate volatility tested our resolve and our financial models. Global geopolitical tensions sent ripples through supply chains. And the competition for talent remained fierce.

Across our key markets—Nigeria, Ghana, Cameroon, and Uganda—businesses faced a difficult 2025.

Persistent inflation and high interest rates squeezed operating margins and made borrowing costly. Trade disruptions and tariff shifts increased the cost of imported technology components. In Nigeria, high costs and regulations made businesses more conservative in their spending; in Ghana, high taxation and compliance burdens ate into profits; in Cameroon, companies adjusted to post-election realities; and in Uganda, currency appreciation hurt export competitiveness. For the technology sector specifically, the pressure was double-edged: slowing growth, tighter margins, and the intensifying need to prove return on investment for AI and digital platforms. These challenges led more businesses to seek cost-efficient, value-driven solutions.

But where others saw obstacles, we saw the opportunity to show our strength. We leaned into our “One CWG” philosophy, unifying our command across regions to respond with agility to meet evolving customer needs. We invested in our own technology infrastructure and software because we know that to lead the digital future, we must first build a resilient digital present. We addressed our internal constraints head-on, refining our strategy to ensure we successfully navigate what lies ahead.

Looking Ahead

Globally, 2026 is expected to bring a gradual easing of inflation and a pivot toward lower interest rates, unlocking renewed investments in digital infrastructure. While geopolitical trade tensions may linger, supply chains are stabilising through regionalisation and nearshoring. For the technology sector, the near-term outlook is optimistic: global tech spending is projected to grow by 5–6%, led by cloud, cybersecurity, AI-enabled platforms, and fintech. The key opportunity lies in moving from AI experimentation to measurable productivity gains, especially in emerging markets where legacy systems create room for leapfrogging.

Across Africa, the medium-term story remains one of demographic dividend, rising digital adoption, and accelerating formalisation of economies. In Nigeria, despite currency and fiscal adjustments, reforms in the tech and financial services sectors are expected to improve the business environment; opportunities abound in digital payments, cooperative digitisation, and SME enablement. Ghana is forecast to see growth recover to 4.5% in 2026, with easing borrowing costs and renewed investor interest in technology-led services.

Cameroon, while still recovering from political and post-election activities, offers untapped potential in digital financial inclusion and enterprise automation as momentum gradually returns. Uganda faces currency headwinds, but the government’s push for export diversification and investment in digital infrastructure creates fertile ground for platforms that improve trade efficiency and last-mile connectivity.

For CWG, these conditions are not distant promises—they are immediate opportunities. Businesses across our markets are demanding localised, scalable, and cost-effective technology solutions. Our proprietary Fifthlab platforms, such as Finedge, KuleanPay, BillsnPay, UCP, and SMERP, are exactly the kind of resilient, IP-led assets that thrive when customers seek both innovation and value. The expected decline in interest rates will ease capital constraints for our SME clients, while the continued push for digital inclusion will drive adoption of our cooperative and fintech solutions.

The opportunities before us are enormous, but so are the responsibilities. The market is evolving rapidly. Customer expectations are changing. Competitive intensity remains high. Macroeconomic pressures persist. Yet these realities also create the conditions for stronger companies to distinguish themselves. CWG is ready for that moment.

We will continue to scale with purpose. We will deepen our transition into an IP-led and platform-enabled business. We will broaden our regional footprint with discipline. We will continue to invest in the systems, people, and partnerships required to support sustainable growth. And we will remain focused on delivering solutions that are practical, scalable, and relevant to the markets we serve.

We started by enabling digital transformation. Today, we are increasingly engineering the platforms, capabilities, and talent that will define its next phase.

Appreciation

On behalf of management, I would like to express my heartfelt appreciation to our shareholders for your continued confidence and support. I thank our Board for its guidance and stewardship. I thank our customers and partners for trusting us to serve as a strategic technology partner. And above all, I thank the entire CWG team across all our markets for your dedication, professionalism, and belief in what we are building together.

The future will favour organisations that can adapt, create, and execute with discipline. CWG has demonstrated that it can do all three.

Thank you for believing in our journey. Thank you for standing with us. And thank you for helping us build a stronger, more innovative, and more valuable CWG.

Thank you, and God bless.



ADEWALE ADEYIPO

Group MD/CEO



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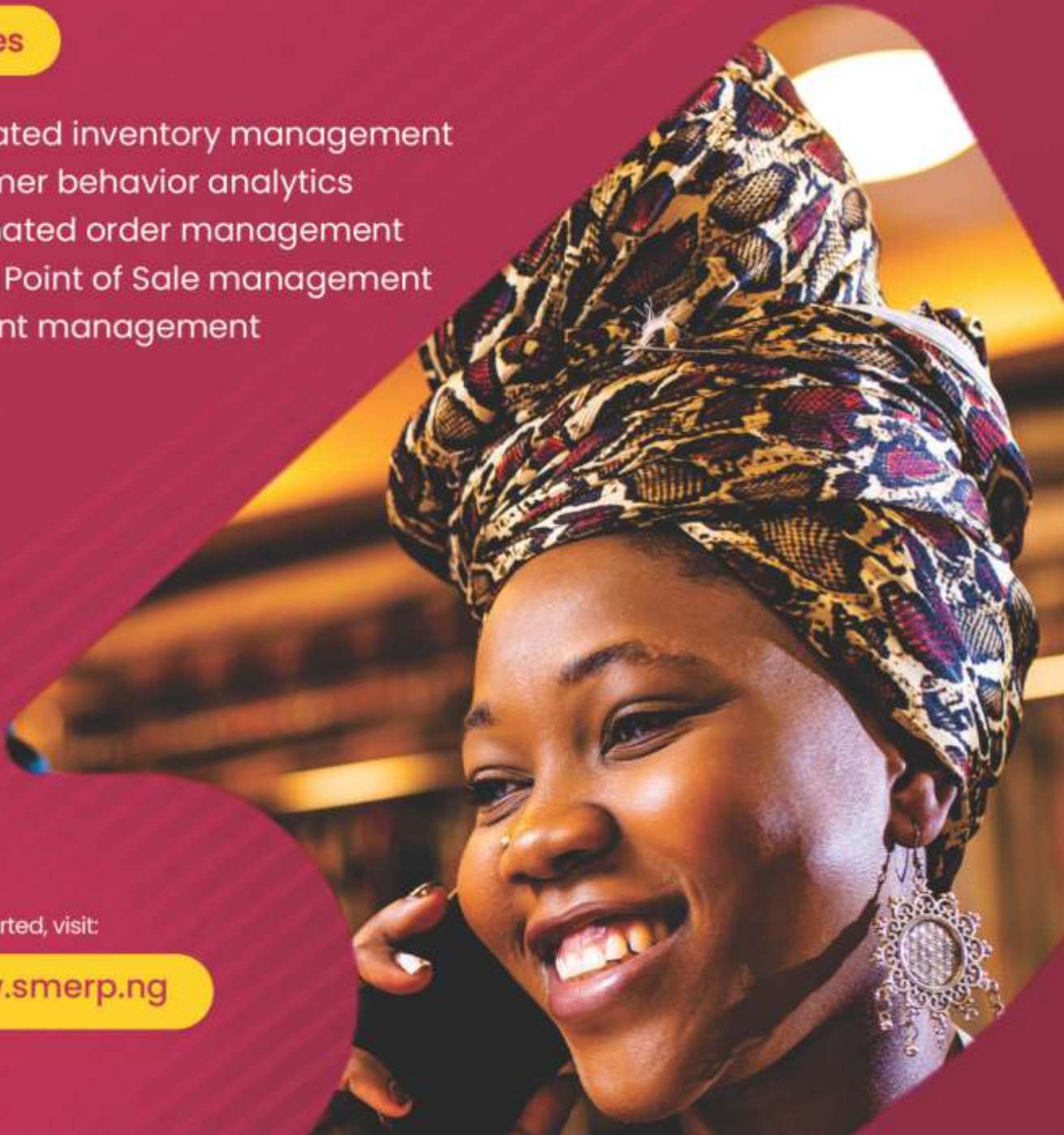
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Directors' Report

CWG PLC/Annual Report and Accounts

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2025

In compliance with the provisions of the Companies and Allied Matters Act, 2020 (“CAMA”), the Board of Directors is pleased to present its report on the affairs of CWG Plc (formerly Computer Warehouse Group Plc) (“the Company”), together with those of its subsidiaries (“the Group”), as well as the Consolidated and Separate audited financial statements for the financial year ended 31st December 2025.

LEGAL FORM

CWG Plc (formerly Computer Warehouse Group Plc) was incorporated in Nigeria as a private limited liability company on 1 February 2005 and became a public limited liability company on 15 November 2013. The certificate of incorporation number of the Company is RC 615619.

PRINCIPAL ACTIVITIES

The principal activities of the Group continued to encompass the supply, installation, integration, and maintenance of computer hardware and software, as well as the provision of consultancy, communications, infrastructure, and related support services.

The subsidiaries of CWG Plc comprise; CWG Ghana Ltd, CWG Uganda Ltd, CWG Cameroon Ltd, FTHLAB Ltd, and CWG Global Services FZ-LLC.s.

STATE OF AFFAIRS

In the opinion of the Directors, the state of the Group’s affairs remains satisfactory, and no material event has occurred since the reporting date that would have any impact on the financial statements as presented.

In 2025, the global economy experienced moderate challenges, with inflation easing in advanced economies but remaining elevated in many emerging markets. Africa demonstrated resilience with a growth rate of 3.8%, although several key markets continued to face currency pressures and fluctuating commodity prices. Amid these dynamics, CWG strengthened its strategic partnerships, expanded market reach, and advanced innovation across its operational footprint. Well-positioned for continued progress, CWG remains committed to scaling its operations, enhancing its solutions portfolio, and accelerating digital transformation across Africa.

	The Group		The Company	
	2025 N’000	2024 N’000	2025 N’000	2024 N’000
Revenue	65,558,198	46,353,452	42,878,451	30,064,062
Profit before taxation	7,879,261	4,417,183	6,557,480	3,439,924
Income tax expense	(2,904,158)	(1,373,123)	(2,412,764)	(1,087,145)
Profit after taxation	4,975,103	3,044,060	4,144,716	2,352,779

DIVIDEND

The directors propose a dividend of 70 kobo per share of 50 kobo each for the year ended 31st December, 2025 (2024: 39 kobo per share)..

PROPERTY, PLANT AND EQUIPMENT

Information relating to movement in property, plant and equipment is shown in Note 16 to the Consolidated financial statements. In the opinion of the Directors, the market values of the Group and the Company’s property plant and equipment are not less than the value shown in these Consolidated financial statements.

DIRECTORS INTEREST IN CONTRACTS

None of the Directors has notified the Group and the Company for the purpose of Section 303 of the Companies and Allied Matters Act 2020 of any disclosable interest in contracts with which the Group and the Company is involved as at 31 December 2025 (2024: Nil).

DONATIONS

The Company made a donation of N15,750,000 to Bab Es Salaam Orphanage, Treasure of Love Ministries of Charity (Motherless Babies Home), Del-York Group-Youth Empowerment in Creative arts and Lekki Phase 1 Community as part of its Corporate Social responsibility during the period under review.

DIRECTORS

The names of the Directors at the date of this report and of those who held office during the year are as follows:

Dr. Philip Obioha	Chairman
Mr. Austin Okere	Non-Executive Director
Dr. Olusegun Oso	Non-Executive Director
Mr. Abiodun Fawunmi	Non-Executive Director
Mr. Babawale Agbeyangi	Non-Executive Director
Mrs. Taba Peterside	Independent Non-Executive Director
Mr. Adewale Adeyipo	Managing Director/Chief Executive Officer
Mr. Afolabi Sobande	Executive Director
Mr. Irete Yusuf	Executive Director

SHARE HOLDINGS AND SUBSTANTIAL INTEREST IN SHARES

	Number of Shares Holding	%	Nominal Value N
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The issued and fully paid share capital of the Company as at 31 December 2025 was beneficially owned as follows:

Mr. Abiodun Fawunmi	442,104,294	17.51	221,052,147
Mr. Austin Okere	441,064,606	17.47	220,532,303
Dr. Philip Obioha	425,347,754	16.85	212,673,877
Mr. Adewale Adeyipo	258,788,145	10.25	129,394,073
Cordros Trustees Limited	182,046,257	7.21	91,023,129
Others	775,475,303	30.71	387,737,652
	2,524,826,359	100	1,262,413,180

The issued and fully paid share capital of the Company as at 31 December 2024 was beneficially owned as follows:

Mr. Austin Okere	590,129,287	23.37	295,064,64
Mr. Abiodun Fawunmi	446,104,294	17.67	223,052,147
Dr. Philip Obioha	453,077,754	17.94	226,538,877
Mr. Adewale Adeyipo	258,788,144	10.25	129,394,072
Cordros Trustees Limited Others	228,480,922	9.05	114,240,461
Others	548,245,95	21.71	274,122,979
	2,524,826,358	100	1,262,413,180

DIRECTORS' INTERESTS

Directors' interests in the issued share capital of the Company are as disclosed above.

EMPLOYMENT AND EMPLOYEES

1. Employment of Physically Challenged Persons

It is the Group and the Company's policy that there is no discrimination in considering applications for employment including those from physically challenged persons. All employees whether or not physically challenged are given equal opportunities to develop their expertise and knowledge and to qualify for promotion in furtherance of their careers. The group and the Company has no physically challenged person in her employment as at 31 December 2025 (2024:Nil).

2. WELFARE

The company is registered with a Health Management Organisation (HMO) – (Bastion HMO). Staff, Spouse and 4 children choose a primary health care provider, where cases of illness are referred for treatment.

3. TRAINING

The group and the Company attaches great importance to training and all categories of staff attend courses or seminars as considered necessary by the Group and the Company's management.

Incentive schemes designed to meet the circumstances of each individual are implemented wherever appropriate and some of these schemes include, bonuses, promotions and wage reviews.

FINANCIAL COMMITMENTS

The directors are of the opinion that all known liabilities and commitments have been taken into account. These liabilities are relevant in assessing the Group and the Company's state of affairs.

EVENTS AFTER REPORTING DATE

As stated in Note 31, there are no events or transactions that have occurred since the reporting date which would have a material effect on the Consolidated financial statements as presented.

FORMAT OF CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

The Consolidated and Separate financial statements of CWG Plc have been prepared in accordance with the reporting and presentation requirements of the Companies and Allied matters Act, CAP C20, Laws of the Federation of Nigeria, 2020 and are in compliance with the International Financial Reporting Standards issued by International Accounting Standards Board and the requirements of Financial Reporting Council of Nigeria Act 2023 (as amended). The directors considered that the format adopted is the most suitable for the Group and the Company.

AUDITORS

PKF Professional Services served as Auditors during the year under review and have indicated their willingness to continue in office as Auditors of the Company in accordance with Section 401(2) of the Companies and Allied Matters Act 2020. A resolution will be proposed at the Annual General Meeting authorizing the Directors to fix their remuneration.

BY ORDER OF THE BOARD

DCSL Corporate Services Limited



Olabisi Abimbola
FRC/2025/PRO/NBA/002/306995
Lagos, Nigeria
Date: 18 March 2026

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

The Companies and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria, 2020, requires the Directors to prepare consolidated financial statements for each financial year that give a true and fair view of the state of financial affairs of the group at the end of the year and of its profit or loss and other comprehensive income. The responsibilities include ensuring that the group:

- a) keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the group and comply with the requirements of the companies and allied matters act, CAP C20, Laws of the Federation of Nigeria, 2020;
- b) establishes adequate internal controls to safeguard its asset and to prevent and detect fraud and other irregularities; and
- c) prepares its consolidated financial statements using suitable accounting policies supported by reasonable and prudent judgments and estimates, and are consistently applied.

The Directors accept responsibility for the annual consolidated financial statement, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgment and estimates, in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board; in compliance with Financial Reporting Council of Nigeria Act No. 6, 2011 and in the manner required by the Companies and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria, 2020.

The Directors are of the opinion that the consolidated financial statements give a true and fair view of the state of the financial affairs of the Group and of its profit for the year ended 31 December 2025. the Directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of consolidated financial statements, as well as adequate systems of internal financial control.

Nothing has come to the attention of the Directors to indicate that the Group will not remain a going concern for at least twelve months from the date of this statement.



Mr. Adewale Adeyipo (MD/CEO)
FRC/2019/IODN/00000019283

Dated: 18 March 2026



Dr. Philip Obioha (Chairman)
FRC/2013/IODN/00000003269

Dated: 18 March 2026

REPORT OF THE AUDIT COMMITTEE FOR THE YEAR ENDED 31 DECEMBER 2025

In accordance with the provisions of Section 404 (4) of the Companies and Allied Matters Act, CAP C20, LFN 2020, the members of the Audit Committee of CWG Plc (“the Company”) hereby report as follows:

- i. We have exercised our statutory functions under Section 404 (4) of the Companies and Allied Matters Act, CAP C20, LFN 2020 and acknowledge the cooperation of management and staff in the conduct of these responsibilities.
- ii. We are of the opinion that the accounting and reporting policies of the Group and the Company are in accordance with legal requirements and agreed ethical practices and that the scope and planning of both the external and internal audits for the year ended 31 December 2025 were satisfactory and reinforce the Group and the Company’s internal control systems.
- iii. We have deliberated with the External Auditors, who have confirmed that necessary cooperation was received from management in the course of their statutory audit and we are satisfied with management’s responses to the External Auditor’s recommendations on accounting and internal control matters and with the effectiveness of the Group and the Company’s system of accounting and internal control.



Mr. Akinsola Akinyemi
Chairman, Audit Committee
FRC/2016/ICAN/00000015869

Date: 18 March 2026

MEMBERS OF THE COMMITTEE

Mr. Akinsola Akinyemi – Chairman
Alhaji Wahab Ajani
Mr. Robert Ibekwe
Dr. Olusegun Oso
Mr. Abiodun Fawunmi

CERTIFICATION OF AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2025

Further to the provisions of section 405 of the Companies and Allied Matters Act 2020, we the Managing Director/CEO and Chief Financial Officer of CWG plc respectively hereby certify as follows:

- a. That we have reviewed the Audited Financial Statement (AFS) of the Company for the year ended 31 December 2025.
- b. That the AFS represents the true and correct financial position of our company as at the said date of 31 December 2025
- c. That the AFS does not contain any untrue statement of material fact or omit to state material fact, which would make the statement misleading.
- d. That the AFS fairly represent, in all material respect, the financial condition and results of operations of the company as of and for the year ended 31 December 2025.
- e. That we are responsible for establishing and maintaining internal controls and affirm that the company's internal controls were effective as of 31 December 2025.
- f. That all significant deficiencies in the design or operation of internal control which could adversely affect the company's ability to record, process, summarize and report financial data have been disclosed to the Independent Auditors and the Audit Committee.



Adewale Adeyipo
Chief Executive Officer
FRC/2019/IODN/00000019283

Dated: 18 March 2026



Afolabi Sobande
Chief Operating Officer
FRC/2020/001/00000021960

Dated: 18 March 2026

MANAGEMENT'S REPORT ON THE ASSESSMENT OF INTERNAL CONTROL OVER FINANCIAL REPORTING AS AT 31ST DECEMBER 2025

The Management of CWG Plc ("CWG" or the "Company") is responsible for establishing and maintaining an adequate system of internal control over financial reporting, including safeguarding of assets against unauthorized acquisition, use or disposition. This system is designed to provide reasonable assurance to management and the board of directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

CWG's system of internal control over financial reporting is supported with written policies and procedures, contains self-monitoring mechanisms, and is audited by the internal audit consultant. Appropriate actions are taken by management to correct deficiencies as they are identified. All internal control systems have inherent limitations, including the possibility of circumvention and overriding of controls, and, therefore, can provide only reasonable assurance as to the reliability of financial statement preparation and such asset safeguarding.

Management has assessed the effectiveness of its internal control over financial reporting as of December 31, 2025. In making this assessment, management used the COSO 2013 "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management believes that, as of December 31, 2025, the Company's internal control over financial reporting is designed and operating effectively. Additionally, based upon management's assessment, the Company determined that there were no material weaknesses in its internal control over financial reporting as of December 31, 2025.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2025, has been audited by PKF, an independent registered public accounting firm, as stated in their report which appears on page 19.



Managing Director/Chief Executive Officer
FRC/2019/IODN/00000019283

Date: 18 March 2026



Chief Operating Officer
FRC/2020/001/00000021960

Date: 18 March 2026

CERTIFICATION

I, **Adewale Adeyipo**, certify that:

a) I have reviewed this ICFR report of **CWG Plc.**

b) 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;

c) 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;

d) The company's other certifying officer(s) and I:

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

e) 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):

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

f) 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.



Adewale Adeyipo
Chief Executive Officer
FRC/2019/IODN/00000019283

Date: 18 March 2026

CERTIFICATION

I, **Afolabi Sobande**, certify that:

a) I have reviewed this ICFR report of **CWG Plc**.

b) 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;

c) 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;

d) The company's other certifying officer(s) and I:

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

e) 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):

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

f) 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.



Afolabi Sobande
Chief Operating Officer
FRC/2020/001/00000021960

Date: 18 March 2026



PKF Professional Services

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Lagos, Nigeria.
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info@pkf-ng.com
www.pkf-ng.com

Independent Auditor's Attestation Report on Management's Assessment of Internal Controls over Financial Reporting

To the Shareholders of CWG Plc

Attestation

We have performed a limited review assurance engagement on management's assessment of the effectiveness of internal control over financial reporting of **CWG Plc ("the Company") and its subsidiaries ("the Group")** as of 31 December 2025, in compliance with the SEC Guidance on Implementation of Section 88-91 of the Investments and Securities Act 2025 (as amended) issued by the Securities and Exchange Commission and in accordance with the FRC Guidance on Assurance Engagement Report on Internal Control Over Financial Reporting ("the Guidance") issued by the Financial Reporting Council of Nigeria.

Based on the procedures performed and evidence obtained, nothing has come to our attention to cause us to believe that the Company's internal control over financial reporting as of 31 December 2025 is not effective, in compliance with the SEC Guidance on Implementation of Section 88-91 of the Investments and Securities Act 2025 (as amended) issued by the Securities and Exchange Commission and the FRC Guidance on Assurance Engagement Report on Internal Control Over Financial Reporting ("the Guidance") issued by the Financial Reporting Council of Nigeria.

Basis for Attestation

We conducted a limited review assurance engagement on management's assessment of the effectiveness of internal control over financial reporting of **CWG Plc ("the Company") and its subsidiaries ("the Group")** as of 31 December 2025, based on FRC Guidance on Assurance Engagement Report on Internal Control Over Financial Reporting ("the Guidance") issued by the Financial Reporting Council of Nigeria.

Our responsibilities under those sections and the guidance are further described in the Auditor's Responsibilities for the Audit of the internal control procedures over financial reporting section of our report.

We are independent of the Company in accordance with the requirements of the 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 internal control procedures over financial reporting in Nigeria.

We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and other ethical requirements that are relevant to our audit of Internal control procedures over financial reporting in Nigeria.

Responsibilities of the Directors and Those Charged with Governance for maintaining effective internal control over financial reporting

The directors are responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, in accordance with requirement of Section 405 of the Companies and Allied Matters Act, 2020, in connection with Section 1.3 of SEC Guidance on implementation of Sections 88-91 of the investments and Securities Act 2025 (as amended) and in compliance with the FRC Guidance on Assurance Engagement Report on Internal Control Over Financial Reporting ("the Guidance") issued by the Financial Reporting Council of Nigeria.

Auditor's Responsibilities for the Audit of the internal control procedures over financial reporting

Our responsibility is to express an opinion on the management's assessment of the effectiveness of the Company's internal control over financial reporting based on our limited review.

We conducted our limited review assurance engagement in accordance with "the Guidance", which requires that we planned and performed the assurance engagement and provide a limited assurance report on the entity's internal control over financial reporting based on our assurance engagement. As prescribed in the Guidance, the procedures we performed included:

- * obtaining an understanding of internal control over financial reporting,
- * assessed the risks that a material weakness may exists, and
- * evaluated the result of the test of design and operating effectiveness of internal control based on the assessed risks.

Our engagement also included performing such other procedures as we considered necessary in the circumstances. We believe the procedures performed provide a basis for our report on the internal control put in place by management over financial reporting.

Definition of Internal Control over Financial Reporting

The Company's internal control over financial reporting is process designed by, or under the supervision of, the entity's principal executive and principal financial officers, or persons performing similar functions, and effected by the entity's board of directors, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Acceptable Accounting Principles and includes those policies and procedures that:

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and direction of the Company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Limitations of Internal Control over Financial Reporting

Because of such limitations, Internal Control over Financial Reporting cannot prevent or detect all misstatements, whether unintentional errors or fraud. However, these inherent limitations are known features of the financial reporting process, therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk. The major limitation are:

- a) Internal Control over Financial Reporting cannot provide absolute assurance due to its inherent limitations;
- b) it is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures.
- c) It can be circumvented by collusion or improper management override.

Other Information

We have also audited, in accordance with the requirements of International Standards on Auditing, the financial statements of the **CWG Plc** and our report dated **18 March 2026** expressed an unqualified opinion.



Benson O. Adejayan, FCA
FRC/2013/PRO/ICAN/004/00000002226
For: **PKF Professional Services**
FRC/2023/COY/141906
Chartered Accountants
Lagos, Nigeria

Dated: 18 March 2026



Independent Auditor's Report

To the Members of CWG Plc

Opinion

We have audited the consolidated financial statements of **CWG Plc (“the Company”)** and its **subsidiaries (“the Group”)**, which comprise the consolidated statement of financial position at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) in compliance with the Financial Reporting Council of Nigeria Act, 2023 (as amended) and with the requirements of the Companies and Allied Matters Act, 2020.

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 the requirements of the 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. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and other ethical requirements that are relevant to our audit of financial statements in Nigeria.

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

Offices in: Abuja, Kano

Partners/ Partner equivalent: TA Akande (Managing), NA Abdus-salaam, BO Adejayan, EA Akapo, FA Akande

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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be key audit matters to be communicated in our report. The key audit matters below relate to the audit of the consolidated financial statements.

Impairment of financial asset	How the matters were addressed in the audit																		
<p>1. Impairment of trade and other receivables</p> <p>Significant judgement is required by the Directors in assessing the impairment of financial assets in compliance with IFRS 9, which requires a loss allowance for Expected Credit Loss (ECL) to be measured at the reporting date for those financial assets subject to impairment accounting. With the concept of a possible significant increase in credit risk, this assessment must consider all reasonable and supportable historic and forward-looking information.</p> <p>The Group's credit exposures and respective impairment, where applicable, as at 31 December 2025 were as follows:</p> <table border="1"> <thead> <tr> <th style="background-color: #d3d3d3;">Exposures assessed for expected credit loss under IFRS 9</th> <th style="background-color: #d3d3d3;">Gross Balance</th> <th style="background-color: #d3d3d3;">Impairment</th> </tr> <tr> <td></td> <th style="background-color: #d3d3d3;">N'000</th> <th style="background-color: #d3d3d3;">N'000</th> </tr> </thead> <tbody> <tr> <td>Cash and Cash Equivalent</td> <td style="text-align: right;">5,204,124</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Investment in Subsidiaries</td> <td style="text-align: right;">383,569</td> <td style="text-align: right;">(25,883)</td> </tr> <tr> <td>Financial assets measured</td> <td style="text-align: right;">334,242</td> <td style="text-align: right;">(11,107)</td> </tr> <tr> <td>Trade & Other Receivables</td> <td style="text-align: right;">23,994,345</td> <td style="text-align: right;">(127,310)</td> </tr> </tbody> </table> <p>Accordingly, for the purposes of our audit, we identified the impairment of financial assets as representing a significant risk of material misstatement and a key audit matter.</p> <p>The assumptions with the most significant impact on the Expected Credit Loss (ECL) were:</p> <ol style="list-style-type: none"> The reasonableness of assumption information (e.g. probability of default information) used in the expected credit loss calculation and how this is supported to ascertain the completeness and accuracy of the records of the information used; 	Exposures assessed for expected credit loss under IFRS 9	Gross Balance	Impairment		N'000	N'000	Cash and Cash Equivalent	5,204,124	-	Investment in Subsidiaries	383,569	(25,883)	Financial assets measured	334,242	(11,107)	Trade & Other Receivables	23,994,345	(127,310)	<p>In evaluating the impairment of financial assets, we reviewed and tested the data used in the ECL calculations prepared by the Directors, with a particular focus on the probability of default (PD), loss given default (LGD) and discount rate. We performed various procedures, including the following:</p> <ul style="list-style-type: none"> Testing the key controls relating to the preparation of the impairment model including the competence and authority of person(s) performing the control, frequency, and consistency with which the control is performed; Critically evaluated whether the impairment model used to measure the amount of the ECL for specific accounts and portfolio impairments complies with the requirements of IFRS 9; Testing of assumptions, inputs and formulas into the ECL model against historical performance and in comparison to forward looking information using the projected GDP growth rate and the Directors' strategic plans for Validating that the discount rates used in discounting the estimated future cash flows meet the effective interest rates requirement of IFRS 9; Evaluating the Directors staging of loans and advances, and securities in the ECL model and test facilities to ensure they have been included in the right stage; Robustly reviewing the modelling of the EAD. This is particularly important for 'stage 2' loans, where the point of default may be several years in the future;
Exposures assessed for expected credit loss under IFRS 9	Gross Balance	Impairment																	
	N'000	N'000																	
Cash and Cash Equivalent	5,204,124	-																	
Investment in Subsidiaries	383,569	(25,883)																	
Financial assets measured	334,242	(11,107)																	
Trade & Other Receivables	23,994,345	(127,310)																	

Impairment of financial asset	How the matters were addressed in the audit
<p>2. Segmentation of portfolios used to develop risk parameters;</p> <p>3. Determination of modification gains or losses including assumptions applied;</p> <p>4. Analysis of external ratings, internal benchmarking or grouping risks together when the Group relies on such. The Group might be unable to support the suitability of any groupings to justify such approach as this may mask underlying credit losses or increases in credit risks, if the segments are not sufficiently homogeneous;</p> <p>5. A lack of forward-looking information in the model to address non-linear relationship between the different forward-looking scenarios and their associated credit losses;</p> <p>6. Past due (PD) ratings as management might be unable to obtain relevant data for internal ranking purpose; and</p> <p>7. The Group might use the outstanding balance as the Exposure at Default (EAD).</p>	<ul style="list-style-type: none"> • Involving a specialist to assist with the testing of the discount rate, probability of default (PD), and the loss given default (LGD). The specialist's procedures included evaluating the appropriateness of the key assumptions in the ECL model and reasonableness of the Credit Conversion Factors (CCFs) used; • Re-computation of the ECL provision for each stage to determine their reasonableness, considering the portfolio, risk profile, credit risk management practices and the macroeconomic environment; • Performing sensitivity analysis on the macroeconomic factors used in determining the probability of default. • Verifying the source of the credit ratings used and check the appropriateness of the ratings in accordance with IFRS 9. <p>We considered the impairment on the financial assets to be appropriate.</p>

Other Information

The directors are responsible for the other information. The other information comprises the Chairman's statement, Directors' Report; Audit Committee's Report, Corporate Governance Report and Company Secretary's report which is expected to be made available to us after that date. The other information does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

Responsibilities of the Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identified and assess the risks of material misstatement of the consolidated 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.
- Obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Concluded on the appropriateness of the director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluated the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtained sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicated with the 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 provided the 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, related safeguards.

Report on other Legal and Regulatory Requirements

In accordance with the requirement of the fifth schedule of the Companies and Allied Matters Act, 2020, we confirm that:

- i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- ii) The Group has kept proper books of account, so far as it appears from our examination of those books;
- iii) The consolidated statement of financial position and consolidated 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 requirement of the Financial Reporting Council of Nigeria, we performed a limited assurance engagement and reported on managements assessment of the Companys internal control over financial reporting as of 31 December 2025. The work performed was done in accordance with ISAE 3000 Revised Assurance Engagement Other Than Auditor Reviews of Historical Financial Reporting. We have issued an unmodified conclusion in our report dated 18 March 2026. The report is included in the annual report.



Benson Adejayan, FCA
FRC/2013/PRO/ICAN/004/00000002226
For: **PKF Professional Services**
FRC/2023/COY/141906
Chartered Accountants
Lagos, Nigeria

Dated: 18 March 2026



2024 AGM

CROSS SECTION OF
SHAREHOLDERS AT THE
20TH GENERAL MEETING





11th April 2026

REPORT OF THE EXTERNAL CONSULTANTS ON THE PERFORMANCE OF THE BOARD OF DIRECTORS OF CWG PLC FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2025

DCSL Corporate Services Limited (DCSL) was engaged by CWG Plc (“the Company”) to conduct an evaluation of the performance of the Board of Directors for the financial year ended December 31, 2025. This assessment was carried out pursuant to **Guidelines 9 of the Securities and Exchange Commission (SEC) Corporate Governance Guidelines (“SCGG”) and Principle 14.1 of the Nigerian Code of Corporate Governance, 2018 (“NCCG Code”)**, and, as well as global best practices on corporate governance.

The evaluation involved a review of the Company’s corporate and statutory documents, Minutes of Board and Committee meetings, policies, and other relevant documents provided to us. Additionally, we administered questionnaires to Directors to assess compliance with relevant corporate governance principles and evaluate the Board’s performance. The Company’s corporate governance structures, policies, and processes were benchmarked against the provisions of the above-mentioned Codes and regulations as well as global Best Practices, focusing on the following seven (7) key corporate governance themes:

1. Board Structure and Composition;
2. Strategy and Planning;
3. Board Operations and Effectiveness;
4. Measuring and Monitoring Performance;
5. Risk Management and Compliance;
6. Corporate Citizenship; and
7. Transparency and Disclosure.

Our assessment of the Company’s corporate governance practices and procedures reveals that the Board remains committed to upholding strong governance standards, demonstrating adherence to the principles outlined in the SCGG, NCCG, as well as other applicable laws and regulations, and international best practices in corporate governance.

We have highlighted a few areas for improvement and proffered recommendations for implementation. Details of our key findings and recommendations are contained in our Report.

Yours faithfully,

For: DCSL Corporate Services Ltd



Bisi Adeyemi

Managing Director

FRC/2013/PRO/DIR/003/00000002716

Directors: Abel O. Ajayi (Chairman) – Bisi Adeyemi (Managing Director) – Adeniyi Obe – Dr Anno Emuma – Lekan Belo – Anne Agbo (Executive Director)

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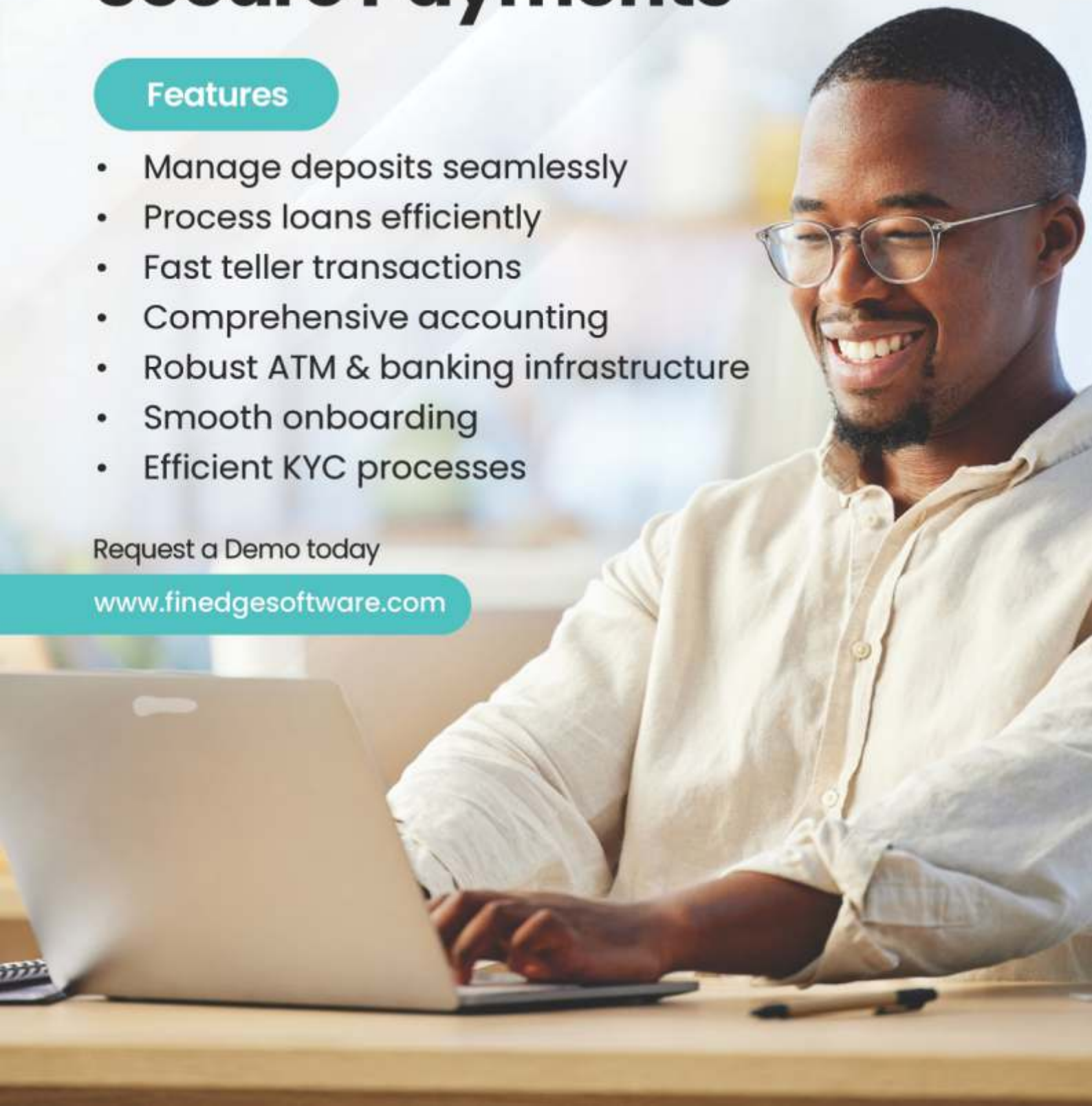
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Financials

CWG PLC/Annual Report and Accounts

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2025

	Note	Group		Company	
		2025	2024	2025	2024
		N'000	N'000	N'000	N'000
Non-current assets					
Property, plant and equipment	16	1,348,830	957,398	946,438	863,719
Right of use asset	26.3	151,719	152,010	151,719	152,010
Intangible asset	17	51,812	63,065	51,562	62,778
Investment in subsidiaries	18	59,402	67,720	357,686	366,004
Deferred tax assets	14.5.1	12,627	2,674	13,870	
Financial assets	19	366,973	324,378	366,973	324,378
		1,991,363	1,567,245	1,888,249	1,768,889
Current assets					
Inventories	20	7,325,910	3,532,801	7,176,070	2,745,262
Trade and other receivables	21	23,867,035	16,797,047	13,684,697	10,746,306
Income tax receivables Other	14.3	-	84,009	-	
current assets	22	1,577,399	1,920,700	902,099	1,232,332
Cash and cash equivalents	23	5,204,124	6,044,821	4,017,767	3,318,540
		37,974,468	28,379,378	25,780,633	18,042,440
Total assets		39,965,831	29,946,623	27,668,882	19,811,329
Equity					
Ordinary shares	24	1,262,413	1,262,413	1,262,413	1,262,413
Retained earnings	24.1	7,429,207	3,438,785	5,796,962	2,636,927
Fair value reserve	24.2	36,447	26,607	36,447	26,607
Foreign translation reserve	24.3	193,060	1,900,254	-	
Total equity		8,921,127	6,628,059	7,095,822	3,925,947
Non-current liabilities					
Deferred tax liabilities	14.3	-	75,250	-	74,309
		-	75,250	-	74,309

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2025

	Note	Group		Company	
		2025	2024	2025	2024
		N'000	N'000	N'000	N'000
Current liabilities					
Trade and other payables	25	21,179,555	15,298,416	11,863,506	8,761,723
Lease liability	26	19,683	26,238	19,683	26,238
Interest bearing loans & borrowings	27	4,597,800	2,011,308	4,189,162	1,890,143
Income tax payable	14.	2,781,852	1,257,889	2,541,411	1,257,664
Contract liability	4	2,465,814	4,649,463	1,959,297	3,875,305
	28	31,044,704	23,243,314	20,573,060	15,811,073
Total Liabilities		31,044,704	23,318,564	20,573,060	15,885,382
Total equity and liabilities		39,965,831	29,946,623	27,668,882	19,811,329

The consolidated financial statements were approved by the Board of Directors on **18 March 2026** and signed on its behalf by:



Mr. Adewale Adeyipo (MD/CEO)
FRC/2019/IODN/00000019283



Dr. Philip Obioha (Chairman)
FRC/2013/IODN/00000003269



Mr. Afolabi Sobande (COO)
FRC/2020/001/00000021960

The accompanying notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

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

	Note	Group		Company	
		2025	2024	2025	2024
		N'000	N'000	N'000	N'000
Revenue	7	65,558,198	46,353,452	42,878,451	30,064,062
Cost of sales	8	(49,617,667)	(36,459,276)	(31,289,454)	(22,937,261)
Gross Profit		15,940,531	9,894,176	11,588,997	7,126,801
Other income	9	598,085	237,551	598,085	250,813
Administrative expenses	10	(8,414,244)	(5,700,415)	(5,346,855)	(3,849,309)
Exchange gain/(loss)	11	(605,223)	18,742	(486,036)	(107,304)
Operating profit		7,519,149	4,450,054	6,354,191	3,421,001
Finance costs	12	(61,102)	(95,511)	(61,102)	(43,066)
Finance income	13	421,214	62,640	264,391	61,989
Profit before tax		7,879,261	4,417,183	6,557,480	3,439,924
Income tax expenses	14	(2,904,158)	(1,373,123)	(2,412,764)	(1,087,145)
		4,975,103	3,044,060	4,144,716	2,352,779
Other comprehensive income:					
Items that may be subsequently reclassified:					
Net gain/(loss) on financial assets-FVOCI	24.2	9,840	8,910	9,840	8,910
Items that may not be subsequently reclassified:					
Translation of foreign entities	24.3	(1,707,194)	1,735,420	-	-
Other comprehensive income for the year - net of tax		(1,697,354)	1,744,330	9,840	8,910
Total comprehensive income for the year - net of tax		3,277,749	4,788,390	4,154,556	2,361,689
Earnings per share(Kobo)		197	121	164	0.93

The accompanying notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	Group		Company	
		2025 N'000	2024 N'000	2025 N'000	2024 N'000
Cash flows from operating activities					
Profit for the year		4,975,103	3,044,060	4,144,716	2,352,779
Adjustment for:					
Depreciation of property, plant and equipment	17.2	385,574	244,294	311,023	218,771
Depreciation of right-of-use assets	26.3	48,907	49,000	48,907	49,000
Amortisation of intangible assets	17	11,252	9,756	11,216	9,653
Translation adjustment in property, plant and equipment	16	(348,195)	-	-	
ECL Provisions - Contract assets	21.4	-	14,082	86,099	14,082
ECL Provisions no longer required- Related Parties	21.6	(5,372)	(52,394)	(5,372)	(52,394)
Bad Debt written off		-	-	-	
ECL Provisions - Financial asset at amortised cost		-	23,875	-	23,875
Over provision for tax in prior year	19.2	-	(15,272)	-	(15,272)
Translation adjustment in tax paid	14.4	(112,672)	-	-	
Income tax expense	14.4	2,904,158	1,373,123	2,412,764	1,087,145
Finance income	14	(421,214)	(62,640)	(264,391)	(61,989)
Changes in fairvalue reserve	13	9,840	8,910	9,840	8,910
Finance cost	24.2	61,102	95,511	61,102	43,066
Net foreign exchange differences		(1,707,194)	1,290,804	-	
		5,917,282	6,023,109	6,815,904	3,677,626
Changes in:					
Deferred tax assets	14.5	9,953		(13,870)	
Deferred tax liabilities	14.5	(75,250)	(54,977)	(88,179)	(63,685)
Increase in trade and other receivables	21	(7,064,616)	(5,073,470)	(3,019,118)	(2,818,995)
Increase in income tax receivable		84,009	(44,778)	-	-
Increase in prepayments	22	343,301	(1,387,856)	330,233	(744,764)
Increase in inventories	20	(3,793,109)	(909,418)	(4,430,807)	(225,614)
Increase in trade and other payable	25	5,881,139	4,862,273	3,101,784	2,022,641
Increase in contract liabilities	28	(2,183,649)	2,492,602	(1,916,008)	1,752,906
Cash generated from/(used in) operating activities		(900,846)	5,907,485	793,809	3,600,115
WHT credit note utilised	14.4	(962,938)	22,601	(962,938)	(22,601)
Income tax paid	14.4	(304,585)	(124,572)	(166,079)	(41,388)
Net cash from/(used in)/from operating activities		(2,168,368)	5,805,514	(335,208)	3,536,126

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	Group		Company	
		2025 N'000	2024 N'000	2025 N'000	2024 N'000
Cash flows from investing activities:					
Purchase of property, plant and equipment	16	(544,803)	(512,089)	(393,736)	(491,313)
Transfer from property, plant and equipment		-	-	-	-
Purchase of right-of-use assets	26.3	(48,616)	(88,502)	(48,616)	(88,502)
Acquisition of intangible assets	17	-	(10,611)	-	(10,611)
Addition to investment in subsidiaries	18	8,318	(7,730)	8,318	(7,730)
Addition to Financial assets measured at FVOCI & Amortised Interest received	13	(42,595)	(70,701)	(42,595)	(70,701)
		421,214	62,640	264,391	61,989
Net cash used in investing activities		(206,482)	(626,993)	(212,238)	(606,868)
Cash flows from financing activities:					
Additional loan	27.2	15,446,839	12,778,250	13,180,311	12,072,272
Repayment of loan principal	27	(12,659,045)	(13,081,232)	(10,679,999)	(12,252,333)
Additional lease liabilities	26.2	14,967	45,105	14,967	45,104
Dividend paid	24.3	(984,682)	(403,972)	(984,682)	(403,972)
Lease obligation repayment	26.1	(21,522)	(27,569)	(21,522)	(27,569)
Interest paid	24	(61,102)	(95,511)	(61,102)	(43,066)
Net cash (used in)/from financing activities		1,735,455	(784,929)	1,447,974	(609,564)
Net increase/(decrease) in cash and cash equivalents		(639,395)	4,393,592	900,529	2,319,694
Net foreign exchange difference		-	-	-	-
Cash and cash equivalents at the beginning of the period		5,841,343	1,447,751	3,115,062	795,368
Cash and cash equivalents at the end of the period	23.1	5,201,948	5,841,343	4,015,591	3,115,062
Cash and cash equivalents at the end of the period					
Cash and bank balance		5,204,124	6,044,821	4,017,767	3,318,540
Overdraft		(2,176)	(203,478)	(2,176)	(203,478)
Cash and bank balances as per statement of cash flows		5,201,948	5,841,343	4,015,591	3,115,062

The accompanying notes and statement of significant accounting policies form an integral part of these consolidated financial statements.

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

Attributable to equity holders- the Group

	Issued share capital	Retained earnings	Fair value reserve	Foreign translation reserve	Total
	N'000	N'000	N'000	N'000	N'000
At 1 January 2024	1,262,413	798,698	17,697	164,834	2,243,642
Changes in equity for 2024:					
Profit for the year	-	3,044,060	-	-	3,044,060
Dividend paid	-	(403,972)	-	-	(403,972)
Other comprehensive income for the year; net of tax					
Fairvalue loss for the year	-	-	8,910	-	8,910
Translation gain for the year	-	-	-	1,735,420	1,735,420
At 31 December 2024	1,262,413	3,438,786	26,607	1,900,254	6,628,059
At 1 January 2025	1,262,413	3,438,786	26,607	1,900,254	6,628,059
Changes in equity for 2025:					
Profit for the year	-	4,975,103	-	-	4,975,103
Dividend paid	-	(984,682)	-	-	(984,682)
	-	3,990,421	-	-	3,990,421
Other comprehensive income for the year; net of tax					
Fairvalue gain for the year	-	-	9,840	-	9,840
Translation loss for the year	-	-	-	(1,707,194)	(1,707,194)
31 December 2025	1,262,413	7,429,207	36,447	193,060	8,921,127

The accompanying notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

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

Attributable to equity holders- the Company

	Issued share N'000	Retained earnings N'000	Fair value N'000	Total N'000
1 January 2024	1,262,413	688,120	17,697	1,968,230
Changes in equity for 2024:				
Profit for the year	-	2,352,779	-	2,352,779
Dividend paid	-	(403,972)	-	(403,972)
Other comprehensive income for the year; net of tax	-	1,948,807	-	1,948,807
Fairvalue gain for the year	-	-	8,910	8,910
31 December 2024	1,262,413	2,636,927	26,607	3,925,947
1 January 2025	1,262,413	2,636,927	26,607	3,925,947
Changes in equity for 2025:				
Profit for the year	-	4,144,716	-	4,144,716
Dividend paid	-	(984,682)	-	(984,682)
Other comprehensive income for the year; net of tax	-	3,160,034	-	3,160,034
Fairvalue gain for the year	-	-	9,840	9,840
31 December 2025	1,262,413	5,796,962	36,447	7,095,822

The accompanying notes and statement of significant accounting policies form an integral part of these consolidated financial statements.



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Notes to the Consolidated Financial Statements

CWG PLC/Annual Report and Accounts

1. General information

1.1 The Group

These consolidated financial statements comprise the financial statements of CWG Plc (referred to as "the company" and its subsidiaries (together referred to as "the group"). CWG Plc (the Company) is a limited liability company incorporated and domiciled in Nigeria and became public by listing on 15 November 2013. The registered office is located at Block 54A, Plot 10, Adebayo Doherty Road, off Admiralty Road, Lekki Phase 1, Lagos State in Nigeria.

1.2 Principal activities

The group and the Company is principally engaged in the supply, installation, integration, maintenance and support of computer equipment, e-payment hardware and ancillary equipment.

2. Basis of preparation

2.1 Statement of compliance with IFRSs

These consolidated financial statements are the financial statements of the company and its subsidiaries (together, "the group"). The consolidated financial statements for the year ended 31 December 2024 have been prepared in line with IFRS 10 on Consolidated Financial Statements in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB") and in compliance with the Financial Reporting Council of Nigeria Act, 2023 (as amended).

Additional information required by local regulators are included where appropriate.

The consolidated financial statements comprise of the consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, consolidated the statement of changes in equity, consolidated the statement of cashflows and notes to the financial statements.

2.1.2 Basis of measurement

The preparation of the consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates, it also requires management to exercise its judgment in the process of applying the company's accounting policies. Changes in assumptions may have a significant impact on the financial statements in the year the assumptions changed. Management believes that the underlying assumptions are appropriate and therefore the company's financial

statements present the financial position and results fairly.

2.1.3 Use of estimates and judgements

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates, it also requires management to exercise its judgment in the process of applying the group's accounting policies. Changes in assumptions may have a significant impact on the consolidated financial statements in the year the assumptions changed. Management believes that the underlying assumptions are appropriate and therefore the group's consolidated financial statements present the financial position and results fairly.

2.2 Going concern consideration

The Group's management has made an assessment of the Group's ability to continue as a going concern and is satisfied that the Group has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Therefore the financial statements are prepared on the going concern basis.

2.3 Summary of significant accounting policies

The following are the significant accounting policies applied by the Group and the Company in preparing its consolidated and separate financial statements.

2.3.1 Foreign currencies

The group's consolidated financial statements are presented in Naira, which is also the parent Company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The group uses the direct method of consolidation and on disposal of a foreign operation; the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

i) Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss are also recognised in other comprehensive income or profit or loss, respectively).

ii) Foreign Operations

On consolidation, the assets and liabilities of foreign operations are translated into Naira at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates ruling at the dates of translation or at average rate for the period as an approximation of the exchange rates at the date of transactions. The exchange differences arising on translation for consolidation are recognised in other comprehensive income. On disposal of a foreign operation, the cumulative amount of the exchange differences relating to the foreign operation, recognised in other comprehensive income and accumulated in the separate component of equity, are reclassified from equity to profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation. Thus, they shall be expressed in the functional currency of the foreign operation and shall be translated at the closing rate in accordance with the provisions of IAS 21.39.

2.3.2 Revenue from contracts with customers (IFRS 15)

The group and the Company is principally engaged in the supply, installation, integration, maintenance and support of hardware, software, consultancy, communications and managed services. The major streams of revenue for the Group and the Company are highlighted below:

- a) IT Infrastructure Services
- b) Communications and Integrated Services
- c) Managed and Support Services
- d) Software

2.3.2a IT Infrastructure Services

Revenue from IT Infrastructure Services is subdivided into Sale of equipment and IT Infrastructure Support Services.

Revenue from sale of equipment is recognised at a point in time when control is transferred to the customer. The normal credit term is 30 to 90 days upon delivery.

In determining the transaction price, the Group and the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Revenue from support services is recognised over time as control is transferred to the customer, because the customer simultaneously receives and consumes the benefits provided by the Group and the Company. The normal credit term is 30 to 90 days upon delivery.

2.3.2b Communication and Integrated Services

The group and the Company provides connectivity services to customers. The group and the Company assesses connectivity services as a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

The group and the Company recognises revenue from connectivity services over time, using an output method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Group and the Company. The group and the Company determines that it is an agent in these agreements.

2.3.2c Managed Support Services

The group and the Company provides support services such as Software support, Hardware Support, Performance Monitoring, On-site Technical Support and Maintenance Services. The services represent a series of distinct services that are substantially the same and have the same pattern of transfer to the customer.

The group and the Company recognises revenue from managed support services over time, using an input method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Group and the Company.

2.3.2d Software

The group and the Company provides support services to customers. The group and the Company recognises revenue from software support services over time, using an input method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Group and the Company.

The group and the Company is a principal and records revenue on a gross basis if it controls the promised goods or services before transferring them to the customer. However, if the Group and the Company's role is only to arrange for another entity to provide the goods or services, then the Group and the Company is an agent and will need to record revenue at the net amount that it retains for its agency services. The group and the Company determines that it is an agent in these agreements.

Identifying performance obligations

At contract inception, the Group and the Company assess the goods or services promised to a customer and identifies as a performance obligation each promise to transfer to the customer either:

- (a) a good or service (or a bundle of goods or services) that is distinct; or
- (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

In arriving at the performance obligations, the Group and the Company assessed the services as capable of being distinct and as distinct within the context of the contract after considering the following:

1. If the customer can benefit from the individual good or service on its own.
2. If the customer can use the good or service with other readily available resources
3. If multiple promised goods or services work together to deliver a combined output(s)
4. Whether the good or service is integrated with, highly interdependent on, highly interrelated with, or significantly modifying or customising, other promised goods or services in the contract

Variable consideration

If the consideration in a contract includes a variable amount, the Group and the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of

cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for services contain penalties which may give rise to a reduction in the amount receivable from the customer, hence, variable consideration

Significant financing component

Generally, the Group and the Company receives short-term advances from its customers. Using the practical expedient in IFRS 15, the Group and the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group and the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Group and the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group and the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group and the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group and the Company performs under the contract.

2.3.4 Taxes

Current income tax

Current income tax and education tax for the current period are measured at the amount

expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the entities operate and generates taxable income.

Current income tax relating to items recognised directly in equity or other comprehensive income is recognised in equity or other comprehensive income, respectively and not in the profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction to goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

The group and the Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority or either the same taxable entities which intend either to settle current tax liabilities and

assets on a net basis or to realise the assets and settle the liabilities simultaneously in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.3.5. Property, plant and equipment

Property, plant and equipment (PPE) are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group and the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit and loss as incurred.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the components of each item of Property, plant and equipment as follows:

PPE Class	%
Buildings	2
Furniture and fittings	25
Office equipment	33 ^{1/3}
Communication equipment	25
Motor vehicles	25
Building improvement	25
Plant & machinery	25
Loose tools	25
Service option equipment	33 ^{1/3}
Land	Not depreciated
ATM	25

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

The residual values, useful lives and methods of depreciation of each item of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.3.6 Leases

Policy subsequent to 1 January 2019

The group and the Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The group and the Company as a lessee

The group and the Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The group and the Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

1) Right-of-use assets

The group and the Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Assets	Lease period
Guest houses	2 years
Office buildings	2-3 years

If ownership of the leased asset transfers to the Group and the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 2.3.10 for Impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the Group and the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and the Company and payments of penalties for terminating the lease, if the lease term reflects the Group and the Company exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group and the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Refer to Note 27 for more details on the Group and the Company's lease liabilities.

iii) Short-term leases and leases of low-value assets

The group and the Company applies the short-term lease recognition exemption to its short-term leases of warehouses and guesthouses (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). The group and the Company does not have any leased assets categorised as low-value assets (i.e. of a value of N2 million). Lease payments on short-term leases

are recognised as expense on a straight-line basis over the lease term.

Leases

The group/the Company as a lessee

Finance leases that transfer to the Group and the Company substantially all of the risks and benefits incidental to ownership of the leased item, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the profit or loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group and the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term. Operating lease payments are recognised as an operating expense in the profit or loss on a straight-line basis over the lease term.

2.3.7 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the assets are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the profit or loss as the expense

category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

The software is amortised using a straight-line method over a period of 3 – 5 years.

As at 31 December 2025, the Group and the Company did not have any indefinite intangible assets. Intangible assets with finite useful lives are reviewed at the end of the reporting period.

2.3.8 Financial instruments (IFRS 9) **Financial instruments (Recognition and measurement)**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial assets **Initial recognition and measurement**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group and the Company's business model for managing them. Apart from trade receivables that do not contain a significant financing component or for which the Group and the Company has applied the practical expedient, the Group and the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Trade receivables that do not contain a significant financing component or for which the Group and the Company has applied the practical expedient are measured at the transaction price determined under IFRS 15.

For a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount

outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The group and the Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group and the Company commits to purchase or sell the asset.

ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through profit or loss
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments).

Financial assets at amortised cost (debt instruments)

This category is the most relevant to the Group and the Company. The group and the Company measures financial assets at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in

profit or loss when the asset is derecognised, modified or impaired.

The group and the Company's financial assets at amortised cost includes trade receivables, cash and short-term deposits, intercompany receivable and equity instruments.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group and the Company can elect to irrevocably classify its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group and the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The group and the Company elected to irrevocably classify its listed equity investments under this category.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e., removed from the Group and the Company's Consolidated and Separate statement of financial position) when:

- The rights to receive cash flows from the asset have expired Or
- The group and the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group and the Company has transferred substantially all the risks and rewards of the asset, or (b) the Group and the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group and the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

When the Group and the Company has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Group and the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group and the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group and the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group and the Company could be required to repay.

Impairment of financial assets

The group and the Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables and contract assets, the Group and the Company applies a simplified approach in calculating ECLs. Therefore, the Group and the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group and the Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment using the loss rate model.

The group and the Company considers a financial asset in default when contractual payments are over 30 days past due. However, in certain cases,

the Group and the Company may also consider a financial asset to be in default when internal or external information indicates that the Group and the Company is unlikely to receive the outstanding contractual amounts in full before considering any credit enhancements held by the Group and the Company.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and financial liabilities at amortised cost.

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities measured at amortised cost, net of directly attributable transaction costs.

The group and the Company's financial liabilities include loans and borrowings, trade and other payables, and intercompany payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities measured at amortised cost

This is the category most relevant to the Group and the Company. After initial recognition, financial liabilities measured at amortised cost are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially

different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated and separate statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.3.9 Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

Raw materials: Purchase cost on a first in, first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.3.10 Impairment of non-financial assets

The group and the Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group and the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is

used. These calculations are corroborated by valuation multiples, or other available fair value indicators.

The group and the Company base its impairment calculation on detailed budgets and forecasts which are prepared separately for each of the Group and the Company's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in profit or loss in those expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group and the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss.

The following criteria are also applied in assessing impairment of specific assets:

2.3.11. Cash and cash equivalents

Cash and short-term deposits in the Consolidated and Separate statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less from the date of acquisition. For the purpose of the cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above, net of outstanding bank overdrafts.

2.3.12 Dividend Distributions

The group and the Company recognises dividends when the distribution is authorised and is no longer

at the discretion of the Group and the Company.

2.3.13 Provisions

Provisions are recognised when the Group and the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group and the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in profit or loss net of any reimbursement.

2.3.14. Employee Benefits

Employee benefits are all forms of benefits given in exchange for services rendered by employees. These are classified as:

- a) Short-term employee benefits - benefits due to be settled within 12 months after the end of the period in which the employees rendered the related services;
- b) Post-employment benefits are benefits payable after the completion of employment. Such plans (or funds) may be either defined contribution funds or defined benefit funds.
- c) Termination benefits are employee benefits payable as a result of either the Group and the Company's decision to terminate an employee's employment before normal retirement date, or an employee's decision to accept voluntary redundancy in exchange for those benefits.

Short-term benefits

The cost of all short-term employee benefits, such as salaries, profit sharing arrangements, employee entitlements to leave pay, bonuses, medical aid and other contributions, are recognised during the period in which the employee renders the related service. The group and the Company recognises the expected cost of bonuses only when the Group and the Company has a present legal or constructive obligation to make such payment and a reliable estimate can be made. During the year, the Group and the Company contributed to employee benefits in the following categories: - remuneration in the form of salaries, wages and bonuses.

Post-employment Retirement Benefit Funds

In line with statutory pension/retirements laws, the Group and the Company and its employees

contribute to statutory retirement benefits plans for the benefits of its qualifying staff. The Funds which are defined contribution plans are independently administered with no obligations on the Group and the Company other than the defined contribution as a percentage of employees' qualifying remunerations. Both employees' and the Group and the Company's share of the contributions are charged as staff cost in the administrative expenses in the statement of profit or loss when the employee renders the service.

Termination benefits

The group and the Company recognises termination benefits as a liability and an expense when it is demonstrably committed to either:

- a) terminate the employment of an employee or group of employees before the normal retirement date; or
- b) provide termination benefits as a result of an offer made in order to encourage voluntary redundancy.

Termination benefits are recognised as expense in the period they arise. The group and the Company had no termination benefit commitments during the year.

2.3.15 Segment reporting

The group and the Company identifies segments as components of the Group and the Company that engage in business activities from which revenues are earned and expenses incurred. The segments' operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to each segment and assess its performance, and for which discrete financial information is available.

The identification of operating segments is on the basis of internal reports that are regularly reviewed by the entity's Chief Operating Decision Maker in order to allocate resources to the segment and assess its performance. The group and the Company has identified the Managing Director/Chief Executive Officer as the Chief Operating Decision Maker.

Measurement of segment information

The amount reported for each operating segment is based on the measure reported to the Chief Operating Decision Maker for the purposes of allocating resources to the segment and assessing its performance.

2.3.16 Fair value measurement

The group and the Company has financial instruments measured at fair value at each reporting date.

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

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

The principal or the most advantageous market must be accessible by the Group and the Company.

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

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

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

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair

value measurement is directly or indirectly observable

- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

3. Significant accounting judgements, estimates and assumptions

The preparation of the Group and the Company's consolidated and separate financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Group and the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated and separate financial statements.

Revenue from contracts with customers

The group and the Company applied the following judgements. These judgements will significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determining the timing of satisfaction of Sale of Products

The group and the Company concluded that revenue from sale of products to customers will be recognised at a point in time because control is transferred at a point in time.

The group and the Company has assessed that there is a direct relationship between the Group and the Company's measurement of the value of goods or services transferred to date, relative to

the remaining goods or services promised under the contract.

Determining the timing of satisfaction of Rendering of Services

The group and the Company concluded that revenue from services is recognised over time as control is transferred to the customer, because the customer simultaneously receives and consumes the benefits provided by the Group and the Company.

Determining method to estimate variable consideration and assessing the constraint

Certain contracts for the provision managed support services and software support include penalties for downtime that give rise to variable consideration. In estimating the variable consideration, the Group and the Company is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The group and the Company determined that the most likely amount method is the appropriate method to use in estimating the variable consideration for the provision managed support services and software support, given the large number of customer contracts that have similar characteristics.

Before including any amount of variable consideration in the transaction price, the Group and the Company considers whether the amount of variable consideration is constrained. The group and the Company determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

Motor vehicle lease classification The group/ the Company as lessee

The group and the Company has entered into motor vehicle lease arrangements. The group and the Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term constituting a major part of the economic life of the motor vehicles and the present value of the minimum lease payments amounting to substantially all of the fair value of the motor vehicles, that it retains all the significant risks and rewards of ownership of

these motor vehicles and accounts for the contracts as finance leases.

Going concern

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

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

The group and the Company based its assumptions and estimates on parameters available when the consolidated and separate financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group and the Company. Such changes are reflected in the assumptions when they occur.

Financial Instruments

Provision for expected credit losses of trade receivables and contract assets

The group and the Company uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by product type, customer type and rating).

The provision matrix is initially based on the Group and the Company's historical observed default rates. The group and the Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted.

At every reporting date, the historical observed default rates are updated and changes in the

forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions.

The group and the Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group and the Company's trade and other receivables and contract assets is disclosed in Note 22.

Fair value measurement of financial instruments – Financial Assets

When the fair values of financial assets and financial liabilities recorded in the Consolidated and Separate statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments. See Note 32 for further disclosures.

Fair value measurement – Non Financial Assets

Fair value measurement assumes that the asset or liability is exchanged in an orderly transaction between market participants to sell the asset or transfer the liability at the measurement date under current market conditions.

A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either: in the principal market for the asset or liability; or in the absence of a principal market, in the most advantageous market for the asset or liability.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax

assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Goodwill impairment

The management determination of value in use involves estimate of future cash flows that the entity expects to derive from the use of the asset, expectations about possible variation in the amount or timing of those future cash flows; the time value of money, represented by the current market risk free rate of interest; the price of bearing the uncertainty inherent in the assets and other factors, such as illiquidity, that market participants would reflect in pricing the future cash flows the Group and the Company expects to derive from the use of the asset.

Re-assessment of useful lives and residual values

The group and the Company carried its property, plant and equipment (PPE) at cost in the consolidated and separate statement of financial position. The annual review of the useful lives and residual value of PPE result in the use of significant management judgements.

Discount rate used to determine the incremental borrowing rate

The group and the Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group and the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

The IBR therefore reflects what the Group and the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the Group and the Company's functional currency).

The group and the Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the Group and the Company's stand-alone credit rating).

The group and the Company estimates the IBR using the following steps:

Step 1: Reference rate: This is generally a government bond reflecting risk free rate. Repayment profile was considered when aligning the term of the lease with the term for the source of the reference rate.

Step 2: Financing spread adjustment: Use of credit spreads from debt with the appropriate term by considering Group/ Company's stand-alone credit rating or similar Group/ Company credit rating.

Step 3: Lease specific adjustment: Use of market yield for the leased assets, as an additional data point and to sense-check the overall IBRs calculated.

4. Changes in accounting policies and disclosures and Standards Issued

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The directors of the Company have accessed the application of this amendment above and concluded that it did not have any material impact on the amounts recognised in the Company's financial statements for prior periods and in future periods.

4.1.2. Amendments to IAS 1 Presentation of Financial Statements – Non-current Liabilities with Covenants

The amendments specify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date (and therefore must be considered in assessing the classification of the liability as current or noncurrent). Such covenants affect whether the right exists at the end of the reporting period, even if compliance with the covenant is assessed only after the reporting date (e.g. a covenant based on the entity's financial position at the reporting date that is assessed for compliance only after the reporting date).

The IASB also specifies that the right to defer settlement of a liability for at least twelve months after the reporting date is not affected if an entity only has to comply with a covenant after the reporting period. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants (including the nature of the covenants and when the entity is required to comply with them), the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

The directors of the Company have accessed the application of this amendment above and concluded that it did not have any material impact on the amounts recognised in the Company's financial statements for prior periods and in future periods.

4.1.3. Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures—Supplier Finance Arrangements

The amendments add a disclosure objective to IAS 7 stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, IFRS 7 was amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk.

The term 'supplier finance arrangements' is not defined. Instead, the amendments describe the characteristics of an arrangement for which an entity would be required to provide the information.

To meet the disclosure objective, an entity will be required to disclose in aggregate for its supplier finance arrangements:

- The terms and conditions of the arrangements;

- The carrying amount, and associated line items presented in the entity's statement of financial position, of the liabilities that are part of the arrangements;

- The carrying amount, and associated line items for which the suppliers have already received payment from the finance providers;

- Ranges of payment due dates for both those financial liabilities that are part of a supplier finance arrangement and comparable trade payables that are not part of a supplier finance arrangement;

- Liquidity risk information.

The directors of the Company has accessed the application of this amendment above and concluded did not have any material impact on the amounts recognised in the Company's financial statements for prior periods and in future periods.

4.1.4. Amendment to IFRS 16 Leases—Lease Liability in a Sale and Leaseback

The amendments to IFRS 16 add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. The amendments require the seller-lessee to determine 'lease payments' or 'revised lease payments' such that the seller-lessee does not recognise a gain or loss that relates to the right of use retained by the seller-lessee, after the commencement date.

The amendments do not affect the gain or loss recognised by the seller-lessee relating to the partial or full termination of a lease. Without these new requirements, a seller-lessee may have recognised a gain on the right of use it retains solely because of a remeasurement of the lease liability (for example, following a lease modification or change in the lease term) applying the general requirements in IFRS 16. This could have been particularly the case in a leaseback that includes variable lease payments that do not depend on an index or rate.

As part of the amendments, the IASB amended an Illustrative Example in IFRS 16 and added a new example to illustrate the subsequent measurement of a right-of-use asset and lease liability in a sale and leaseback transaction with variable lease payments that do not depend on an index or rate. The illustrative examples also clarify that the liability, that arises from a sale and leaseback transaction that qualifies as a sale applying IFRS 15, is a lease liability.

The directors of the Company have accessed the application of this amendment above and concluded that it did not have any material impact on the amounts recognised in the Company's financial statements for prior periods and in future periods.

4.2.2 Interpretations Issued and Effective on or after 1 January 2025

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

4.2.2.1. Standards issued and effective on or after 1 January 2025

Amendments to IAS 21 -- Lack of Exchangeability (effective for annual periods beginning on or after 1 January 2025);

Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (effective for annual periods beginning on or after 1 January 2026);

IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective for annual periods beginning on or after 1 January 2027);

IFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027);

The directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the company in future periods, except if indicated below.

4.2.2.1.1. Amendments to IAS 21 -- Lack of Exchangeability (effective for annual periods beginning on or after 1 January 2025)

In August 2023, the IASB amended IAS 21 to help entities to determine whether a currency is exchangeable into another currency, and which spot exchange rate to use when it is not.

The directors of the Company anticipate that the application of these amendments may not have material impact on the Company's operations or financial statements in future periods.

4.2.2.1.2. Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (effective for annual periods beginning on or after 1 January 2026)

On 30 May 2024, the IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;

clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;

add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and

update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

The directors of the Company anticipate that the application of these amendments may not have a material impact on the Company's operations or financial statements in future periods.

4.2.2.1.3. IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective for annual periods beginning on or after 1 January 2027)

Issued in May 2024, IFRS 19 allows for certain eligible subsidiaries of parent entities that report under IFRS Accounting Standards to apply reduced disclosure requirements.

The directors of the Company anticipate that the application of these amendments may not have a material impact on the Company's operations or financial statements in future periods.

4.2.2.1.4. IFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027)

"IFRS 18 will replace IAS 1 Presentation of financial statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing management-defined performance measures within the financial statements."

The new standard introduces the following key new requirements:

Entities are required to classify all income and expenses into five categories in the statement of profit or loss. Namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly defined operating profit subtotal. Entities net profit will not change.

Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.

Enhances guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit sub-total as the starting points for the statement of cash flows when presenting operating cash flows under the indirect method.

Management is currently assessing the detailed implications of applying the new standard on the company's financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

Although the adoption of IFRS 18 will have no impact on the company's net profit, the company expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the group has performed, the following items might potentially impact

operating profit:

Foreign exchange differences currently aggregated in the line item 'other income and other gains/(losses) – net' in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.

The directors of the company does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:

1. Management-defined performance measures;
2. A break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss – this break-down is only required for certain nature expenses; and
3. For the first annual period of application of IFRS 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying IFRS 18 and the amounts previously presented applying IAS1.
4. From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.

The Company will apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with IFRS 18.

5. Financial risk management objectives

and policies

"The group and the Company has loan and other receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations.

The group and the Company also holds financial assets measured at Fair value through other comprehensive income.

The group and the Company's principal financial liabilities comprise loans and borrowings, and trade and other payables. The main purpose of these financial liabilities is to finance the Group and the Company's operations and to provide guarantees to support its operations.

The group and the Company is exposed to market risk, credit risk and liquidity risk.

The group and the Company's senior management oversees the management of these risks. The group and the Company's risk management is governed by the Board, through the Board Risk Management and Audit committee.

The board of directors reviews and agrees policies for managing each of these risks, which are summarised below:

5.1 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market prices comprise four types of risk: interest rate risk, currency risk, commodity price risk and other price risk, such as equity price risk and commodity risk.

Financial instruments affected by market risk include: current loans and borrowings, deposits, financial instruments designated at fair value through OCI.

5.1.1 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The group and the Company's exposure to the risk of changes in market interest rates relates primarily to the Group and Company's short-term debt obligations with floating interest rates. The group and the Company's policy is to keep floating rate

borrowings only under exceptional circumstances, where the risks are thoroughly considered and approved.

5.1.2 Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The group and the Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Group and the Company's operating activities (when revenue or expense is denominated in a different currency from the Group and the Company's functional currency) and the Group and the Company's net investments in foreign subsidiaries.

Management has established a policy requiring the Group and the Company to manage their foreign currency risk against their functional currency.

To manage their foreign currency risk arising from future commercial transactions and recognized assets and liabilities, Companies in the Group ensure that significant transaction are contracted in the Group and the Company's functional currency.

Foreign currency risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the Group and the Company's functional currency.

The group and the Company is mostly affected by changes in USD rate than any other foreign currency.

The table below shows the sensitivity analysis of the Group and the Company's profit before tax based on changes in USD rate:

	Change in USD rate	Effect on profit before tax
		N'000
2025	+5%	(394,124)
	-5%	394,124
2024	+5%	(236,213)
	-5%	236,213

The Naira carrying amounts for the Company's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Liabilities	
	2025 N'000	2024 N'000
US Dollars	(1,519,039)	(580,390)

	Assets	
	2025 N'000	2024 N'000
US Dollars	1,591,970	1,709,728

5.1.3 Equity price risk

The group and the Company's listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The group and the Company manages the equity price risk by placing limits on individual and total equity instruments. The group and the Company's Board of Directors reviews and approves all equity investment decisions.

At the reporting date, the exposure to listed equity securities at fair value was N43.838 million (2024: N33.998 million). A decrease of 5% on the Nigerian Stock Exchange market index could have an impact of approximately N2.19 million (2024: N1.7 million) on the income or equity attributable to the Group and the Company, depending on whether the decline is significant or prolonged. An increase of 5% in the value of the listed securities would only impact equity but would not have an effect on profit or loss.

5.2 Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The group and the Company is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities, including deposits with banks and financial

institutions, foreign exchange transactions and other financial instruments.

Credit risk is monitored by the entity's Finance Department. It is their responsibility to review and manage credit risk, including environmental and social risk for all types of counterparties. CWG has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties. Risk ratings are subject to regular revision.

The credit quality review process aims to allow the Entity to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

Trading relationships

The Entity's trading relationship and counterparties comprise Banks, Oil & Gas, Manufacturing and Individuals.

For these relationships, the Entity's credit risk department analyses publicly available information such as financial information and other external data to determine rate to be applied.

Trade receivables

Customer credit risk is managed by Business Development unit subject to the Entity's established policy, procedures and control relating to customer credit risk management.

Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for group of various customer segments with similar loss patterns (i.e., by geographical region, product type and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year and are not subject to enforcement activity.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of

financial assets. The group and the Company does not hold collateral as security. The letters of credit and other forms of credit insurance are considered integral part of trade receivables and considered in the calculation of impairment.

The group and the Company evaluates the concentration of risk with respect to trade receivables and contract assets as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Set out below is the information about the credit risk exposure on the Company's trade receivables and contract assets using a provision matrix:

Trade Receivables							
Days past due							
Contract assets	Current	1 – 30 days	31 – 60 days	61 – 90 days	91 – 365 days	>365 days	Total
N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
31 December 2025							
Expected credit loss rate	1.15%	2.61%	6.75%	23.40%	35.68%	75.35%	
Estimated total gross carrying amount at default	8,873,399	278,222	272,982	4,564	174,957	41,007	771,733
Expected credit loss	102,348	7,267	18,416	1,068	62,433	30,900	120,083
31 December 2024							
Expected credit loss rate	0.00%	1.00%	1.65%	3.79%	14.94%	62.00%	59.09%
Estimated total gross carrying amount at default	1,618,554	0	320,798	42,077	7,862	169,124	558,829
Expected credit loss	16249	0	5,307	1,595	1,175	36,315	55,600

Set out below is the movement in the allowance for expected credit losses of trade receivables:

	2025	2024
	N'000	N'000
At 1 January	55,600	6,602
Provision for expected credit loss	64,483	-
Write back during the year	-	48,998
At 31 December	<u>120,083</u>	<u>55,600</u>

ECLs are calculated using a 'loss rate' method based on the probability of a receivable progressing through successive stage delinquency to write-off. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group and the Company's view of economic conditions over the expected lives of the receivables.

Expected credit loss measurement – Contract assets

	2025	2024
	N'000	N'000
At 1 January	55,600	2,167
Addition in the year/ Unused amount reversed	86,099	14,082
At 31 December	102,348	16,249

The group and the Company applied the general approach in computing expected credit losses (ECL) for intercompany receivables. The group and the Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expects to receive, discounted at an approximation of the original effective interest rate.

The ECL is determined by projecting the PD, LGD and EAD for each future month and for each individual exposure. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). This effectively calculates an ECL for each future month, which is then discounted back to the reporting date and summed. The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

The 12-month and Lifetime PDs are derived by mapping the internal rating grade of the obligors to the PD term structure of an external rating agency for all asset classes. The 12-month and lifetime EADs are determined based on the expected payment profile, which varies by product type. The assumptions underlying the ECL calculation – such as how the maturity profile of the PDs, etc. – are monitored and reviewed on a regular basis. There have been no significant changes in estimation techniques or significant assumptions made during the reporting period. The significant changes in the balances of the other financial assets including information about their impairment allowance are disclosed below respectively.

The Group and the Company considers a financial asset in default when contractual payments are 30 days past due. However, in certain cases, the Group and the Company may also consider a financial asset to be in default when internal or external information indicates that the Group and the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group and the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

The following outline the impact of scenario on the allowance:

	Inter-company receivables	Total
	N'000	N'000
31 December 2025		
Upside (13%)	4,106	4,106
Base (78%)	25,150	25,150
Downside (10%)	3,082	3,082
Total	32,338	32,338

31 December 2024

Upside (10%)	20,961	20,961
Base (80%)	864	864
Downside (10%)	15,885	15,885
Total	37,710	37,710

Impairment allowance for financial assets under general approach In assessing the Group and the Company's internal rating process, the Group and the Company's customers and counter parties are assessed based on a credit scoring model that takes into account various historical, current and forward-looking information such as:

- Any publicly available information on the Group and the Company's customers and counter parties from external parties. This includes external rating grades issued by rating agencies, independent analyst reports, publicly traded bond or press releases and articles.
- Any macro-economic or geopolitical information, e.g., GDP growth relevant for the specific industry and geographical segments where the client operates.
- Any other objectively supportable information on the quality and abilities of the client's management relevant for the Group and the Company's performance.

5.2.1 Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group and the Company's treasury department in accordance with the Group and the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counter party. Counterparty credit limits are reviewed by the Group and the Company's Board of Directors on an annual basis and may be updated throughout the year subject to approval of the Group and the Company's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through potential counterparty's failure to make payments.

5.2.2 Due from related parties

Credit risks from related parties' transaction are considered very low. This is because they are settled or offset against other transactions that can occur in the future.

5.3 Liquidity risk

The group and the Company monitor its risk of a shortage of funds using a liquidity planning tool. The group and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of Group/ Company's overdrafts, Group/Company loans, debentures, and preference shares.

The group and the Company's policy is that not more than 25% of borrowings should mature in the next 12-month period. Approximately 10% of the Company's debt will mature in less than one year at 31 December 2025 (2024: 10%) based on the carrying value of borrowings reflected in the financial statements. The group and the Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The group and the Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group and the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group and the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

The group and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and finance leases. The group and the Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. Access to sources of funding is sufficiently available and debt maturing within 12 months can be rolled over with existing lenders. Liquidity risk is the risk that the Group and Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The group and the Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group and the Company's reputation. Recent times have proven the credit markets situation could be such that it is difficult to generate capital to finance long-term growth of the Group and the Company. The group and the Company has a clear focus on financing long-term growth and to re-finance maturing debt obligation. Financing strategies are under continuous evaluation.

The table below shows the maturity analysis and has been prepared on an undiscounted cash flow:

	Carrying amount	Contractual cash flows	On demand	Less than 3 months	3-12 months	1-5 years
	N'000	N'000	N'000	N'000	N'000	N'000
The Group						
At 31 December 2025						
Short-term borrowings	4,595,624	4,595,624	-	4,595,624	-	-
Bank overdraft	2,176	2,176	2,176	-	-	-
Trade and other payables	21,179,555	21,179,555	-	-	21,179,555	-
Contract liability	2,465,814	2,465,814	-	-	2,465,814	-
Lease liability	19,683	19,683	-	-	19,683	-
	28,262,852	28,262,852	2,176	4,595,624	23,665,052	-
At 31 December 2024						
Short-term borrowings	1,807,830	1,807,830	-	1,807,830	-	-
Bank overdraft	203,478	203,478	203,478	-	-	-
Trade and other payables	15,298,416	15,298,416	-	-	15,298,416	-
Contract liability	4,649,463	4,649,463	-	-	4,649,463	-
Lease liability	26,238	26,238	-	-	26,238	-
	21,985,425	21,985,425	203,478	1,807,830	19,974,117	-
The Company						
At 31 December 2025						
Short-term borrowings	4,186,986	4,186,986	-	4,186,986	-	-
Bank overdraft	2,176	2,176	2,176	-	-	-
Trade and other payables	11,863,506	11,863,506	-	-	11,863,506	-

Contract liability	1,959,297	1,959,297	-	-	1,959,297	-
Lease liability	19,683	19,683	-	-	19,683	-
	18,031,648	18,031,648	2,176	4,186,986	13,842,486	-

At 31 December 2024

Short-term borrowings	1,686,665	1,686,665	-	1,686,665	-	-
Bank overdraft	203,478	203,478	203,478	-	-	-
Trade and other payables	8,761,723	8,761,723	-	-	8,761,723	-
Contract Liability	3,875,305	3,875,305	-	-	3,875,305	-
Lease liability	26,238	26,238	-	-	26,238	-
	14,553,409	14,553,409	203,478	1,686,665	12,663,266	-

5.4 Capital Management

Capital includes equity attributable to the equity holders of the Parent Company. The primary objective of the Group and the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The group and the Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group and the Company may adjust the dividend payment to shareholders, or issue new shares.

No changes were made to the objectives, policies or processes for managing capital during the years ended 31 December 2025 and 2024.

The Group and the Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group and the Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and short term deposits. The Group and the Company's capital structure and gearing ratio is shown below:

	Group		Company	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Trade and other payables	21,179,555	15,298,416	11,863,506	8,761,723
Short-term loans and borrowings	4,597,800	2,011,308	4,189,162	1,890,143
Less: cash and short-term deposits	(5,204,124)	(6,044,821)	(4,017,767)	(3,318,540)
Net debt	20,573,231	11,264,903	12,034,901	7,333,326
Equity	8,921,127	6,628,059	7,095,822	3,925,947
Total capital plus net debt	29,494,358	17,892,962	19,130,723	11,259,273
Gearing ratio	70%	63%	63%	65%

6. Segment information

6.1 Description of segments

For management purposes, the Group and the Company's organised into business units based on their products and services. The strategic business units offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic business units, the Group Managing Director/ Chief Executive Officer reviews internal management reports on at least a quarterly basis. The following summary strategy describes the operations in each of the Group and the Company's reportable segments:

IT Infrastructure

The IT infrastructure segment, supplies, installs and supports Computer hardware, operating and middle ware systems, Automated Teller Machines "ATM" etc.

Communication and Integrated Services

Communication and integrated equipment segment specializes in VSAT and Fibre Connectivity, Metropolitan Area Networks, Wide Area Networks, Local Area Networks, and Systems Integration and provision of network communications support to clients.

Managed Support Services

The managed and support service segment provides internal and external clients managed /outsourcing services and provides related accessories for equipment and service maintenance.

Software

The Software segment provides services in software deployment, implementation and supports, systems analysis, design and implementation and smartcard applications. The segment also provides training to their clients on the systems offered and other off-the-shelf packages.

Platform

The platform segment simplify products and solutions as the foundation for growth and progress in e-commerce and society, the likes of BillsNPay, SMERP, UCP and Finedge.

6.2.1 Business segment – Group

	IT Infrastructure Services		Managed & Support services		Communications & Integrated		Software		Platform business		Total	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000	2025 N'000	2024 N'000	2025 N'000	2024 N'000	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Income:												
Revenue	23,594,031	12,753,351	18,782,052	14,560,077	6,904	447,449	21,335,800	16,426,734	1,839,411	2,175,841	65,558,198	46,353,452
Other operating income	529,315	85,302	-	121,828	-	1,581	68,770	28,839	-	-	598,085	237,551
Finance income	290,337	24,828	23,794	30,374	-	620	107,083	6,819	-	-	421,214	62,640
Total revenue	24,413,683	12,863,480	18,805,846	14,702,279	6,904	449,650	21,511,653	16,462,392	1,839,411	2,175,841	66,577,497	46,653,643
Expenses:												
Cost of sales	(19,162,013)	(11,409,535)	(14,407,018)	(12,812,639)	(2,971)	(51,961)	(15,927,685)	(12,009,613)	(117,980)	(175,528)	(49,617,667)	(36,459,276)
Administrative Expenses	(2,145,457)	(1,032,818)	(2,431,300)	(1,077,195)	(267)	(192)	(3,035,595)	(2,920,258)	(801,625)	(669,951)	(8,414,244)	(5,700,415)
Finance cost	(19,553)	(66,226)	(41,549)	(29,285)	-	-	-	-	-	-	(61,102)	(95,511)
Net exchange difference	(265,766)	91,709	(339,457)	(72,967)	-	-	-	-	-	-	(605,223)	18,742
Total expenses	(21,592,789)	(12,416,871)	(17,219,324)	(13,992,086)	(3,238)	(52,153)	(18,963,280)	(14,929,871)	(919,605)	(845,480)	(58,698,236)	(42,236,460)
Profit/(loss) before taxation	2,820,894	446,609	1,586,522	710,193	3,666	397,497	2,548,373	1,532,522	919,806	1,330,361	7,879,261	4,417,183
Income tax expenses	(1,038,033)	(43,142)	(593,246)	(181,954)	(1,348)	(140,176)	(942,879)	(519,921)	(338,652)	(487,929)	(2,904,158)	(1,373,122)
Profit/(loss) after taxation	1,782,862	403,468	1,003,276	528,239	2,318	257,321	1,605,494	1,012,601	581,154	842,432	4,975,103	3,044,060
Assets and liabilities:												
Total tangible assets	272,085	184,288	663,815	660,137	1,753	1,600	128,182	101,236	282,995	10,137	1,348,830	957,398
Right-of-use assets	32,369	32,433	104,766	104,967	290	291	12,513	12,537	1,779	1,782	151,719	152,012
Intangible assets	-	-	-	287	-	-	-	-	51,812	62,778	51,812	63,065
Investment in subsidiary	59,402	67,720	-	-	-	-	-	-	-	-	59,402	67,720
Financial assets at FVOCI	-	-	-	-	-	-	-	-	-	-	-	-
Financial assets	112,400	99,354	81,544	72,079	57,676	50,982	57,676	50,982	57,677	50,982	366,973	324,379
Deferred tax assets	-	2,674	-	-	-	-	-	-	-	-	-	2,674
Total Non-current assets	476,256	386,470	850,125	837,470	59,719	52,873	198,371	164,755	394,263	125,679	1,978,736	1,567,248
Current assets	10,675,887	7,895,683	19,322,671	11,020,187	40,481	28,301	5,651,541	8,555,976	2,283,888	879,231	37,974,468	28,379,378
Non-current liabilities	12,627	(75,250)	-	-	-	-	-	-	-	-	12,627	(75,250)
Current liabilities	(8,972,986)	(4,645,905)	(17,282,390)	(10,008,330)	(30,205)	(26,516)	(3,128,360)	(7,745,490)	(1,630,763)	(817,074)	(31,044,704)	(23,243,314)
Net assets	2,191,784	3,560,998	2,890,406	1,849,326	69,995	54,658	2,721,552	975,241	1,047,388	187,837	8,921,127	6,628,063

6.2.1 Business segment – Company

	IT Infrastructure Services		Managed & Support services		Communications & Integrated		Software		Platform business		Total	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000	2025 N'000	2024 N'000	2025 N'000	2024 N'000	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Income:												
Revenue	11,820,203	5,867,543	17,370,753	13,833,761	6,904	362,545	11,968,827	7,908,725	1,711,764	2,091,487	42,878,451	30,064,062
Other operating income	529,315	98,564	23,794	121,828	-	1,581	68,770	28,839	-	-	598,085	250,812
Finance income	211,514	24,176	23,794	30,374	-	620	29,083	6,819	-	-	264,391	61,989
Income	12,561,032	5,990,283	17,394,547	13,985,963	6,904	364,746	12,066,680	7,944,383	1,711,764	2,091,487	43,740,927	30,376,863
Expenses:												
Cost of sales	(10,165,375)	(5,729,075)	(12,754,574)	(12,866,151)	(2,971)	(2,178)	(8,216,281)	(4,196,124)	(150,253)	(143,732)	(31,289,454)	(22,937,260)
Administrative expenses	(1,071,521)	(384,931)	(1,603,250)	(577,396)	(267)	(192)	(1,870,191)	(2,309,393)	(801,625)	(577,396)	(5,346,854)	(3,849,308)
Finance cost	(19,553)	(13,781)	(41,549)	(29,285)	-	-	-	-	-	-	(61,102)	(43,066)
Net exchange difference	(155,532)	(34,337)	(330,504)	(72,967)	-	-	-	-	-	-	(486,036)	(107,304)
Total expenses	(11,411,981)	(6,162,124)	(14,729,877)	(13,545,799)	(3,238)	(2,370)	(10,086,472)	(6,505,517)	(951,878)	(721,128)	(37,183,446)	(26,936,938)
Profit before taxation	1,149,052	(171,841)	2,664,670	440,164	3,666	362,376	1,980,208	1,438,866	1,370,358	1,370,358	6,557,481	3,439,925
Income tax expenses	(420,910)	(19,613)	(758,201)	(139,109)	(1,348)	(114,524)	(728,300)	(417,775)	(504,004)	(396,123)	(2,412,764)	(1,087,145)
Profit/(loss) after taxation	728,142	(191,454)	1,906,468	301,055	2,318	247,852	1,251,907	1,021,091	866,354	974,235	4,144,717	2,352,780
Assets and liabilities:												
Total tangible assets	201,938	184,288	653,581	596,458	1,753	1,600	78,059	71,236	11,107	10,137	946,438	863,719
Right-of-use assets	32,371	32,433	104,766	104,967	290	291	12,513	12,537	1,779	1,782	151,720	152,010
Intangible assets	-	-	-	-	-	-	-	-	51,562	62,778	51,563	62,778
Investment in subsidiary	357,686	366,004	-	-	-	-	-	-	-	-	357,686	366,004
Financial assets at FVOCI	-	-	-	-	-	-	-	-	-	-	-	-
Financial assets	112,400	99,354	81,544	72,079	57,676	50,982	57,676	50,982	57,676	50,982	366,972	324,379
Total Non-current assets	704,395	682,079	839,891	773,504	59,719	52,872	148,248	134,755	122,124	125,679	1,874,379	1,768,890
Current assets	5,545,887	3,895,683	15,762,671	11,020,187	40,481	28,301	3,173,990	2,219,038	1,257,604	879,231	25,780,633	18,042,440
Non-current liabilities	13,870	(74,309)	-	-	-	-	-	-	-	-	13,870	(74,309)
Current liabilities	(4,508,541)	(3,487,748)	(12,878,260)	(9,934,021)	(30,205)	(26,516)	(2,225,290)	(1,545,715)	(930,763)	(817,074)	(20,573,059)	(15,811,074)
Net assets	1,755,611	1,015,705	3,724,302	1,859,670	69,995	54,657	1,096,948	808,078	448,965	187,836	7,095,823	3,925,947

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

6.3 Segment reconciliation

Reconciliation of reportable segment revenues, profit or loss, assets and liabilities.

	Group		Company	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Revenue				
Total revenue from reportable segments	65,558,198	46,353,452	42,878,451	30,064,062
Elimination of Inter-segment revenue	-	-	-	-
Total	65,558,198	46,353,452	42,878,451	30,064,062
Profit or Loss				
Profit before taxation	7,879,261	4,417,183	6,557,480	3,439,924
Elimination of Inter-segment profit or loss	-	-	-	-
Total	7,879,261	4,417,183	6,557,480	3,439,924
Assets				
Total assets of reportable segments	39,953,204	29,946,623	27,655,011	19,811,329
Elimination of Inter-segment assets	-	-	-	-
Total	39,953,204	29,946,623	27,655,011	19,811,329
Liabilities				
Total liabilities of reportable segments	31,032,077	23,318,564	20,559,189	15,885,382
Elimination of Inter-segment liabilities	-	-	-	-
Total	31,032,077	23,318,564	20,559,189	15,885,382

6.4 Segment reconciliation

CWG's business activities are concentrated in four geographic regions. Revenue generated from these four regions are as stated below:

	2025 N'000	2024 N'000
Nigeria	42,878,451	30,064,062
Ghana	8,920,067	8,438,911
Uganda	12,883,979	7,337,843
Cameroon	21,502	11,862
FTHLAB	854,200	500,774
	65,558,199	46,353,452

6.5 Revenue made from major customers

Reconciliation of reportable segment revenues, profit or loss, assets and liabilities.

	2025			2024		
	MTN	UBA	FBN	MTN	UBA	IBEDC
	N'000	N'000	N'000	N'000	N'000	N'000
The Group						
IT Infrastructure services	9,779,208	393,658	167,939	5,180,311	7,258	42,878,451
Software revenue	2,971,890	361,201	4,008,053	4,484,373	128,534	2,051,429
Managed & Support services	10,404,173	2,365,033	900,291	9,851,182	1,000,967	110,852
Platform business	-	974,527	23,438	-	2,091,487	-
	23,155,271	4,094,419	5,099,721	19,515,867	3,228,246	2,347,082

The Company						
IT Infrastructure services	7,006,720	23,773	126,816	3,722,739	4,116	184,800
Software revenue	2,356,798	192,823	4,008,053	1,825,070	70,781	2,051,429
Managed & Support services	10,067,856	2,344,378	900,291	9,713,696	958,343	110,852
Platform business	-	974,527	23,438	-	2,091,487	-
	19,431,374	3,535,501	5,058,598	15,261,505	3,124,727	2,347,082

7. Revenue

7.1 Revenue by sector

Set out below is the disaggregation of the Group and the Company's revenue from contracts with customers by sector.

IT Infrastructure Services	Software	Communications and Integrated Services	Managed Support Services	Platform business	Total
N'000	N'000	N'000	N'000	N'000	N'000

The Group

Segments:

Type of goods or services

31 December 2025

Financial Services Institutions	6,578,059	13,611,180		7,754,522	1,839,411	29,783,172
Public Sector	5,974,321	168,012		443,736		6,586,069
Emergent	938,496	642,832	6,904	319,227		1,907,459
Telecommunications	10,103,154	6,913,776		10,264,568		27,281,498
Total revenue from contracts	23,594,031	21,335,800	6,904	18,782,052	1,839,411	65,558,198

Timing of revenue recognition

31 December 2025

Goods/Services transferred at	23,594,031	21,335,800	6,904	-	-	44,936,735
Services transferred over time	-	-	-	18,782,052	1,839,411	20,621,463
Total revenue from contracts	23,594,031	21,335,800	6,904	18,782,052	1,839,411	65,558,198

Segments:

Type of goods or services

31 December 2024

Financial Services	3,965,229	8,660,463	-	3,947,168	2,107,444	18,680,304
Institutions Public Sector	2,701,820	1,984,980	-	18,799	53,709	4,759,309
Emergent	475,224	761,737	447,449	201,071	14,688	1,900,168
Telecommunications	5,611,077	5,019,555	-	10,383,040	-	21,013,671
Total revenue from contracts	12,753,351	16,426,734	447,449	14,550,077	2,175,841	46,353,452

Timing of revenue

recognition 31 December 2024

Goods/Services transferred at	12,753,351	16,426,734	447,449	-	-	29,627,534
Services transferred over time	-	-	-	14,550,077	2,175,841	16,725,918
Total revenue from contracts	12,753,351	16,426,734	447,449	14,550,077	2,175,841	46,353,452

IT Infrastructure Services	Software	Communications and Integrated Services	Managed Support Services	Platform business	Total
N'000	N'000	N'000	N'000	N'000	N'000

The Company

Segments:

Type of goods or services

31 December 2025

Financial Services	3,251,864	9,260,305		6,473,297	1,711,764	20,697,231
Institutions Public	345,446	2,000		367,737		715,183
Emergent	295,191	23,854	6,904	210,318		536,267
Telecommunications	7,927,702	2,682,667		10,319,401		20,929,770
Total revenue from contracts with customers	11,820,203	11,968,827	6,904	17,370,753	1,711,764	42,878,451

Timing of revenue recognition

31 December 2025

Goods/Services transferred at a point in time	11,820,203	11,968,827	6,904	-	-	23,795,934
Services transferred over time	-	-	-	17,370,753	1,711,764	19,082,517
Total revenue from contracts with customers	11,820,203	11,968,827	6,904	17,370,753	1,711,764	42,878,451

Segments:

Type of goods or services

31 December 2024

Financial Services	1,304,980	6,055,682	-	3,841,364	2,091,487	13,293,513
Institutions	533,421	21,590	-	9,709	-	564,720
Public	306,403	6,383	362,545	203,856	-	879,187
Emergent	3,722,739	1,825,070	-	9,778,832	-	15,326,641
Telecommunications	-	-	-	-	-	-
Total revenue from contracts with customers	5,867,543	7,908,725	362,545	13,833,761	2,091,487	30,064,062

Timing of revenue recognition

31 December 2024

Goods/Services transferred at a point in time	5,867,543	7,908,725	362,545	-	-	14,138,815
Services transferred over time	-	-	-	13,833,761	2,091,487	15,925,248
Total revenue from contracts with customers	5,867,543	7,908,725	362,545	13,833,761	2,091,487	30,064,063

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days. The group and the Company's trade receivables amount to N8.3 billion (2024 : N5.41 billion) and N771 Million (2024 : N558 million). In 2025, N127 million (2024 : N61 million) and N120 million (2024 : N55.6 million) were recognised as provisions for expected credit losses on trade receivables for the Group and the Company.

Contract assets are initially recognised for revenue earned from services as receipt of consideration is conditional on successful completion of services. Upon completion of services and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables.

Contract liabilities include short and long-term advances received with respect to contracts. The outstanding balances of these accounts increased in 2025. The increase in contract liabilities in 2025 was mainly due to amount on part delivery of customer's project

7.1.1. Performance obligations

Information about the Group and the Company's performance obligations are summarised below:

Performance Obligations	When payment is typically due	How standalone selling price is typically determined
IT Infrastructure Services - Sale of goods	At the beginning of the contract period	Observable in transactions without multiple performance obligations
- Rendering of support services	Within 90 days of services being performed	Observable in transactions without multiple performance obligations
Software - Rendering of support services	Within 90 days of services being performed	Observable in transactions without multiple performance obligations
Communications and Integrated Services - Rendering of connectivity services	Within 90 days of services being performed	Observable in transactions without multiple performance obligations
Managed Support Services - Rendering of connectivity services	Within 90 days of services being performed	Observable in transactions without multiple performance obligations

7.2 Revenue from contracts with customers is made up of:

	Group		Company	
	2025	2024	2025	2024
	N'000	N'000	N'000	N'000
IT Infrastructure services	23,594,031	12,753,351	11,820,203	5,867,543
Communications & integrated services	6,904	447,449	6,904	362,545
Managed & support services	18,782,052	14,550,077	17,370,753	13,833,761
Software revenue	21,335,800	16,426,734	11,968,827	7,908,725
Platform business	1,839,411	2,175,841	1,711,764	2,091,487
	65,558,198	46,353,452	42,878,451	30,064,062

8. Cost of sales

OEM and other cost	49,617,667	36,459,276	31,289,454	22,937,261
	49,617,667	36,459,276	31,289,454	22,937,261

Cost of sales is made up of:

IT Infrastructure services	19,162,013	11,409,535	10,165,375	5,729,075
Communications and integrated services	2,971	51,961	2,971	2,178
Managed support services	14,407,018	13,352,702	12,754,574	12,866,151
Software	15,927,685	11,469,550	8,216,281	4,196,124
Platform business	117,980	175,528	150,253	143,732
Total	49,617,667	36,459,276	31,289,454	22,937,261

9. Other income

Sundry income	592,631	199,184	592,631	198,364
Profit on disposal of PPE	82	55	82	55
Writeback of related parties provision no longer required	5,372	52,394	5,372	52,394
Writeback of ECL on contract assets	-	(14,082)	-	-
	598,085	237,551	598,085	250,813

Group		Company	
2025 N'000	2024 N'000	2025 N'000	2024 N'000

10. Administrative expenses

Staff costs (Note 10.1)	4,072,689	2,852,163	2,265,263	1,632,283
Directors fee and remuneration	185,842	108,158	137,583	84,328
Repairs and maintenance	102,921	38,041	84,241	32,324
Dep-property, plant and equipment	384,530	243,952	311,023	218,421
Dep-right-of-Use Asset	48,907	49,000	48,907	49,000
Amortisation of intangible assets	11,252	9,756	11,216	9,653
Advertisement and sales promotion	510,851	287,653	390,221	206,457
Sales Commission	249,403	558,510	174,000	537,552
Investor relations	84,819	45,498	84,819	45,498
Professional and accountancy fee	245,653	134,983	187,454	98,623
Audit fee	80,834	55,770	20,000	15,050
Bank charges	240,977	112,484	93,758	72,129
Transport and travelling	666,356	344,592	511,998	242,494
Accommodation and entertainment	28,355	-	-	-
Rent and rates	137,479	107,530	6,612	7,917
Insurance	64,734	27,209	43,255	22,239
Printing, postage and telephone	38,812	40,264	13,271	18,427
Internet and other subscriptions	67,735	53,577	43,498	33,832
Electricity and diesels	104,034	79,917	95,857	76,491
License and registration fees	253,355	143,488	238,187	120,232
Cleaning and security	28,078	27,491	17,295	20,447
ECL Provisions - Receivables (Note 21.3)	289,871	48,998	289,871	63,080
Impairment of inventory	47,536	7,219	-	-
ECL Provisions - Related Parties (Note 21.6)	12,863	36,804	12,863	-
ECL Provisions - Financial asset (Note 19.2)	-	23,875	-	23,875
Bad Debt written off	115,993	-	-	-
Corporate social responsibility	22,032	2,541	22,032	2,541
Motor vehicle expense	23,628	27,927	23,628	27,927
Sundry expenses	294,704	233,015	220,003	188,489
	8,414,244	5,700,415	5,346,855	3,849,309

10.1. Staff costs

Salary, wages and allowances	3,466,723	2,417,496	1,838,506	1,317,322
Contribution to pension scheme (Note 25.1.1)	177,225	126,174	84,472	60,691
Training, recruitment and other education	207,722	123,268	181,152	108,718
Medical expenses	128,873	79,899	87,911	52,617
Other personnel expenses	92,146	105,326	73,222	92,935
	4,072,689	2,852,163	2,265,263	1,632,283

10.2. The increase in group audit fees is largely due to translation of subsidiaries local currencies to the reporting currency and increase in the Company audit fee

10.3. SUNDRY EXPENSES

Sundry Expenses include: office supplies & general expenses and Bid and general documentation.

10.4 Provision of non-audit services

The Firm did not provide any non-audit services to CWG PLC during the period under review.

	Group		Company	
	2025	2024	2025	2024
	N'000	N'000	N'000	N'000

11. Exchange loss

Exchange loss	605,223	(18,742)	486,036	107,304
	605,223	(18,742)	486,036	107,304

12. Finance cost

Interest on overdraft	49,517	32,276	49,517	32,276
Interest on lease (Note 26.2)	11,585	10,790	11,585	10,790
Interest on short term loan (Note 27.2)	-	52,445	-	-
	61,102	95,511	61,102	43,066

13. Finance income

Interest income	421,214	62,640	264,391	61,989
	421,214	62,640	264,391	61,989

14. Taxation

The Group and the Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

14.1 Income tax expense

	Group		Company	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Income tax	2,679,222	1,309,749	2,191,098	989,221
Education tax	230,560	118,246	227,515	118,246
Information technology	65,665	34,552	65,602	34,552
Police trust fund	331	173	328	173
NASENI Levy	16,558	8,638	16,400	8,638
	2,992,337	1,436,806	2,500,943	1,150,830
Deferred tax (credit)/charge (Note 14.5)	(88,179)	(63,683)	(88,179)	(63,685)
Income tax expense reported in profit or loss	2,904,158	1,373,123	2,412,764	1,087,145

	Group		Company	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000
14.2 Reconciliation of tax charge				
Profit before taxation	7,879,261	4,417,183	6,557,480	3,439,924
Tax at Nigeria statutory income tax 30%	2,363,778	1,325,155	1,967,244	1,031,977
Income exempt from tax	(29,826)	(101,712)	(29,826)	(101,712)
Non-deductible expenses	-	(339,040)	-	(339,040)
Expenses that are not deductible in determining taxable profit	429,325	166,688	337,735	305,101
Impact of tax losses not recognised	-	-	-	-
Balancing Charge	2,495		2,495	
Deferred tax charge	-	298,063	-	298,063
Deferred tax asset movement	-	(587)	-	-
Effect of tax adjustments (minimum tax, dividend tax, petroleum trust fund levy, information tax levy)	-	193,430	-	61,632
Adjustment recognised due to difference in tax rates	-	-	-	-
Information Technology	65,665		65,602	
Police trust fund	331		328	
NASENI levy	16,558	2,290	16,400	2,290
Education tax	230,560	118,246	227,515	118,246
Capital allowance	(86,551)	(225,727)	(86,551)	(225,727)
	2,760,327	1,436,806	2,500,943	1,150,830
Adjustments recognized in the current period in relation to the deferred tax of prior periods	(88,179)	(63,683)	(88,179)	(63,685)
Effective tax charge	2,904,157	1,373,123	2,412,764	1,087,145
Effective tax rate	37%	31%	37%	32%

Group		Company	
2025	2024	2025	2024
N'000	N'000	N'000	N'000

14.3 Income tax receivable

At 1 January	84,009	16,399	-	-
Income tax charge	(84,009)	85,573	-	-
Under provision	-	39,951	-	-
Tax paid during the year	-	(57,914)	-	-
At 31 December	-	84,009	-	-

14.4 Income Tax payable

At 1 January	1,257,889	428,325	1,257,664	249,780
Income tax charge	2,904,158	1,373,123	2,412,764	1,087,145
Over provision	-	(15,272)	-	(15,272)
Tax paid during the year	(304,585)	(124,573)	(166,079)	(41,388)
WHT credit note utilised	(962,938)	(22,601)	(962,938)	(22,601)
Translation adjustment	(112,672)	(381,113)	-	-
At 31 December	2,781,852	1,257,889	2,541,411	1,257,664

Group		Company	
2025	2024	2025	2024
N'000	N'000	N'000	N'000

14.5 Deferred tax balances

14.5.1 Deferred tax assets

The following is the analysis of the deferred tax assets and liability presented in the consolidated and separate statements of financial position:

Deferred tax assets (Note 14.5.2)	12,627	2,674	13,870	-
Deferred tax liabilities	-	(75,250)	-	(74,309)
Deferred tax assets/(liabilities)	12,627	(72,576)	13,870	(74,309)

Group			Company		
At 1 January balance N'000	Recognised in profit or loss N'000	At 31 December balance N'000	At 1 January balance N'000	Recognised in profit or loss N'000	At 31 December balance N'000

2025

Deferred tax assets in relation to:

Accelerated depreciation for tax purpose	-	-	-	-	-
Short-term timing differences	(72,576)	88,179	15,603	(74,309)	13,870
Translation adjustment	-	(2,976)	(2,976)	-	-
	(72,576)	85,203	12,627	(74,309)	13,870

Deferred tax liabilities in relation to:

Property, plant and equipment	-	-	-	-	-
Translation adjustment	-	-	-	-	-
	-	-	-	-	-

2024

Deferred tax liabilities in relation to:

Property, plant and equipment	-	-	-	-	-
	-	-	-	-	-

The deferred tax recognised by the Group relates to deferred tax liabilities recognised in the books of two of its subsidiaries – CWG Uganda and CWG Ghana as at 31 December 2025.

15. Basic earnings per share

	Group		Company	
	2025	2024	2025	2024
	N'000	N'000	N'000	N'000
Profit after taxation	4,975,103	3,044,060	4,144,716	2,352,779
Number of shares				
Weighted average number of shares for basic earning per share	2,524,826	2,524,826	2,524,826	2,524,826
Effect of dilutive potential share: restricted shares and share options	-	-	-	-
Weighted average number of shares for basic earning per share	2,524,826	2,524,826	2,524,826	2,524,826
Earnings per share (kobo)				
- Basic	197	121	164	93
- Diluted	197	121	164	93

16.a. Property, plant and equipment The Group

	Land N'000	Buildings & building improvements N'000	Plant & Machinery N'000	Furniture & fittings N'000	Office Equipment N'000	Motor vehicle N'000	Loose Tools N'000	Communication equipment N'000	ATM N'000	Capital WIP N'000	Total N'000
Cost											
At 1 January 2024	111,395	212,299	111,603	167,050	330,450	86,439	923	1,591,635	17,169	20,593	2,649,556
Additions	-	327	-	70,607	113,722	11,113	542	303,827	11,951	-	512,089
Reclassification	-	-	-	-	18,501	-	-	-	-	(18,501)	-
Translation adjustment	-	3,649	867	10,246	57,259	32,751	-169	35,252	0	-	139,856
At 31 December 2024	111,395	216,275	112,470	247,903	519,932	130,303	1,296	1,930,714	29,120	2,092	3,301,500
At 1 January 2025	111,395	216,275	112,470	247,903	519,932	130,303	1,296	1,930,714	29,120	2,092	3,301,500
Additions	-	71,658	-	26,041	140,542	93,646	-	135,761	-	77,155	544,803
Reclassification	-	-	-	-	-	-	-	-	-	-	-
Translation adjustment	-	-	837	13,843	49,531	(36,311)	361	223,022	-	-	251,283
At 31 December 2025	111,395	287,933	113,307	287,788	710,005	187,638	1,657	2,289,496	29,120	79,247	4,097,584
Accumulated depreciation											
At 1 January 2024	-	93,212	89,955	118,414	260,546	74,295	848	1,379,419	15,671	-	2,032,360
Charge for the year	-	12,950	9,170	17,905	75,684	13,562	-	113,611	1,412	-	244,294
Translation adjustment	-	(585)	867	22,547	21,706	-12,683	343	35,253	-	-	67,448
At 31 December 2024	-	105,577	99,992	158,866	357,936	75,174	1,191	1,528,283	17,083	-	2,344,102
At 1 January 2025	-	105,577	99,992	158,866	357,936	75,174	1,191	1,528,283	17,083	-	2,344,102
Charge for the year	-	21,941	7,575	35,358	109,789	24,159	-	183,209	3,543	-	385,574
Reclassified	-	-	-	-	-	-	-	-	-	-	-
Translation adjustment	-	(910)	836	2,625	16,674	3,384	331	(3,861)	(1)	-	19,078
At 31 December 2025	-	126,608	108,403	196,849	484,399	102,717	1,522	1,707,631	20,625	-	2,748,754
Carrying amount:											
At 31 December 2025	111,395	161,325	4,904	90,939	225,606	84,921	-	581,865	8,495	79,247	1,348,830
At 31 December 2024	111,395	110,698	12,478	89,037	161,996	55,129	-	402,431	12,037	2,092	957,398

i.- There was no interest capitalised as part of Property, Plant and Equipment (PPE) during the year. Also, there was no existence or restrictions on the title to the Group and the Company's Property, plant and equipment. No contractual commitment on any of the Group and the Company's Property, plant and equipment.

16.a. Property, plant and equipment

The Company

	Land N'000	Buildings & building improvements N'000	Plant & Machinery N'000	Furniture & Fittings N'000	Office Equipment N'000	Motor Vehicles N'000	Communication Equipment N'000	ATM N'000	Capital work in progress N'000	Total N'000
Cost										
At 1 January 2024	111,395	212,299	109,461	132,864	262,873	55,486	1,546,146	17,169	20,593	2,468,287
Additions	-	327	-	60,544	111,293	3,372	303,827	11,951	-	491,313
Reclassification	-	-	-	-	18,501	-	-	-	(18,501)	-
At 31 December 2024	111,395	212,626	109,461	193,408	392,667	58,858	1,849,973	29,120	2,092	2,959,602
At 1 January 2025	111,395	212,626	109,461	193,408	392,667	58,858	1,849,973	29,120	2,092	2,959,602
Additions	-	71,658	-	26,041	136,295	53,600	28,987	-	77,155	393,736
Reclassification	-	-	-	-	-	-	-	-	-	-
At 31 December 2025	111,395	284,284	109,461	219,449	528,962	112,458	1,878,960	29,120	79,247	3,353,338
Accumulated depreciation										
At 1 January 2024	-	93,213	87,815	90,709	205,178	50,596	1,333,930	15,671	-	1,877,112
Charge for the year	-	12,142	9,171	21,118	57,522	3,570	113,836	1,412	-	218,771
Disposal	-	-	-	-	-	-	-	-	-	-
At 31 December 2024	-	105,355	96,986	111,827	262,700	54,166	1,447,766	17,083	-	2,095,883
At 1 January 2025	-	105,355	96,986	111,827	262,700	54,166	1,447,766	17,083	-	2,095,883
Charge for the year	-	20,119	7,575	30,756	86,238	8,134	154,658	3,543	-	311,023
Disposal	-	-	-	-	-	-	-	-	-	-
At 31 December 2025	-	125,474	104,561	142,583	348,938	62,300	1,602,424	20,626	-	2,406,900
Carrying amount:										
At 31 December 2025	111,395	158,810	4,900	76,866	180,024	50,158	276,536	8,494	79,247	946,438
At 31 December 2024	111,395	107,271	12,475	81,581	129,967	4,692	402,207	12,037	2,092	863,719

i) - There was no interest capitalised as part of Property, Plant and Equipment (PPE) during the year.

ii). Also, there was no existence or restrictions on the title to the Group and the Company's PPE

iii). No contractual commitment on any of the Group and the Company's PPE.

iv). No impairment on property, plant and equipment during the year

	The Group			The Company		
	Software N'000	Licenses N'000	Total N'000	Software N'000	Licenses N'000	Total N'000

17. Intangible asset

Cost:

At 1 January 2024	571,749	97,664	669,413	571,233	97,664	668,897
Additions in the year	9,673	938	10,611	9,673	938	10,611
At 31 December 2024	581,422	98,602	680,024	580,906	98,602	679,508
At 1 January 2025	581,422	98,602	680,024	580,906	98,602	679,508
Additions in the year	-	-	-	-	-	-
At 31 December 2025	581,422	98,602	680,024	580,906	98,602	679,508

Amortisation and impairment

At 1 January 2024	570,408	36,795	607,203	570,282	36,795	607,077
Charge for the year	2,160	7,596	9,756	2,057	7,596	9,653
AT 31 DECEMBER 2024	572,568	44,391	616,959	572,339	44,391	616,730
At 1 January 2025	572,568	44,391	616,959	572,339	44,391	616,730
Charge for the year	3,500	7,753	11,253	3,463	7,753	11,216
At 31 December 2025	576,068	52,144	628,212	575,802	52,144	627,946

Carrying amount:

At 31 December 2025	5,354	46,458	51,812	5,104	46,458	51,562
AT 31 DECEMBER 2024	8,854	54,211	63,065	8,567	54,211	62,778

The intangible assets are in respect of software for Vericash project with a net book value of N5.1 million (2024: N8.6 million). The software is deemed to have a finite useful life and thus amortised over a period of 3 – 5 years.

The subsidiaries are set up to carry out the supply, installation, integration, maintenance and support of hardware, software, consultancy, and communications and managed services in Ghana, Uganda and Cameroun

% Holding	Group		Company	
	2025	2024	2025	2024
	N'000	N'000	N'000	N'000

18. Investment in subsidiaries

CWG Cameroun	100	-	-	883	883
CWG Ghana	100	-	-	272,098	272,098
CWG Uganda	100	-	-	303	303
FTHLAB	100	-	-	25,000	25,000
CWG Global Services FZ-LLC (Note 18.1)	100	85,285	80,740	85,285	80,740
Impairment provision		(25,883)	(13,020)	(25,883)	(13,020)
		59,402	67,720	357,686	366,004

Note 18.1 CWG Global Services FZ-LLC relates to a new subsidiary the company incorporated in Dubai in 2023. The amount stated above refers to the initial cost the company expends on CWG Dubai. As at the year end, CWG Global Services FZ-LLC has not started operation, thus, was not part of the subsidiaries consolidated.

18.2 Interest in subsidiaries

The summarised financial information of CWG Limited Ghana, CWG Limited Uganda, CWG Limited Cameroon, and FTHLAB Limited are provided below. This information is based on amounts before inter-company eliminations.

	CWG Ghana		CWG Uganda		CWG Cameroon		FTHLAB	
	2025	2024	2025	2024	2025	2024	2025	2024
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Revenue	8,920,067	8,438,911	12,883,979	7,337,843	21,502	11,862	854,200	500,774
Cost of sales	(7,290,968)	(7,197,985)	(10,768,559)	(6,197,715)	(16,425)	(9,550)	(252,262)	(116,765)
Gross Profit	1,629,098	1,240,926	2,115,420	1,140,128	5,077	2,312	601,938	384,009
Administrative expenses	(979,039)	(604,948)	(1,334,872)	(847,954)	(213,929)	(38,927)	(539,539)	(373,359)
Other operating income	-	-	-	-	-	-	-	-
Exchange gain/(loss)	(122,900)	90,190	3,712	35,855	-	-	-	-
Finance cost	-	-	-	(52,445)	-	-	-	-
Profit before taxation	527,159	726,168	784,259	275,584	(208,852)	(36,615)	62,399	10,650
Income tax expense	(181,858)	(182,308)	(301,522)	(103,410)	(473)	(261)	(7,540)	-
Profit/(loss) for the year	345,301	543,860	482,737	172,174	(209,325)	(36,876)	54,859	10,650
Other comprehensive (loss)/income	42,537	91,698	(14,809)	50,100	(6,169)	(8,196)	-	-
Total comprehensive income/(loss)	387,838	635,558	467,928	222,274	(215,493)	(45,072)	54,859	10,650
Attributable to:								
Equity holders of parent	387,838	635,558	467,928	222,274	(215,493)	(45,072)	54,859	10,650
Condensed statement of financial position:								
Inventories and cash and short-term deposits	1,189,026	2,666,675	44,644	825,928	57,039	1,332	45,490	19,882
Trade and other receivables and prepayment	6,007,930	6,804,599	6,496,746	1,156,023	44,666	113,832	233,927	160,800
Property, plant and equipment	41,760	26,642	40,797	45,828	1,970	1803	317,882	19,400
Right-of-use assets	-	-	-	-	-	-	-	-
Intangible assets	-	-	-	-	-	-	251	288
Income tax receivable	-	84,009	-	-	-	-	-	-
Deferred tax (liabilities)/assets	(347)	2,674	(896)	(941)	-	-	-	-
Trade and other payables and contract liabilities	(4,281,133)	(7,499,423)	(4,825,160)	(1,227,469)	(1,076,928)	(868,250)	(879,317)	(543,087)
Interest-bearing loans and borrowings	-	-	(408,637)	(157,160)	-	35,995	-	-
Lease liability	-	-	-	-	-	-	-	-
Income tax payable	(78,239)	-	(152,460)	-	-	-	(9,742)	-
Total equity	2,878,997	2,085,176	1,195,035	642,209	(973,253)	(715,288)	(291,510)	(342,717)

Group		Company	
2025 N'000	2024 N'000	2025 N'000	2024 N'000

19. Financial assets

Measured at FVOCI (Note 19.1)	43,838	33,998	43,838	33,998
Measured at amortised costs (Note 19.2)	323,135	290,380	323,135	290,380
	366,973	324,378	366,973	324,378

19.1. Measured at FVOCI

At 1 January	366,973	11,365	33,998	11,365
Fair value	9,840	13,723	9,840	13,723
At 31 December	43,838	33,998	43,838	33,998

19.1.1 The Group and the Company recognise gain/(loss) on financial assets measured at FVOCI within the other comprehensive income. The fair value of the equity instrument is N43.8 million as AT 31 DECEMBER 2025(2024: N33million).

Group		Company	
2025 N'000	2024 N'000	2025 N'000	2024 N'000

19.2. Measured at Amortised costs

Gross investment	334,242	290,633	334,242	290,633
Less: impairment	(11,107)	(253)	(11,107)	(253)
Net carrying amount	323,135	290,380	323,135	290,380

19.2.1. This represents an investment in Cordros liquidity management with an 15% interest rate to be matured on January 31, 2026.

	Level 1 N'000	Level 2 N'000	Level 3 N'000
At 31 December 2025			
Financial assets :			
Measured at FVOCI	18,364	-	-
Measured at Amortised cost	323,135	-	-
At 31 December 2024			
Financial assets :			
Measured at FVOCI	18,364	-	-
Measured at Amortised cost	290,380	-	-

Group		Company	
2025	2024	2025	2024
N'000	N'000	N'000	N'000

20. Inventories

ATM and other inventory items	930,103	1,714,912	800,743	1,579,734
Work in progress	6,395,807	1,825,019	6,375,327	1,165,528
Goods in transit	-	(7,130)	-	-
Total inventories	7,325,910	3,532,801	7,176,070	2,745,262

20.1. Inventories value of N7.32 billion (2024: N3.53 billion) were carried at lower of cost and net realisable value. No amount was charged to the statement of profit or loss and other comprehensive income in respect of written-down value of inventories to net realizable value (2024: Nil). During the year 31 December 2025, NIL (2024: Nil) was recognised as an expense for inventories and WIP carried at net realisable value. This is recognised in cost of sales

Group		Company	
2025	2024	2025	2024
N'000	N'000	N'000	N'000

21. Trade and other receivable

Trade receivable (Note 21.1)	8,302,525	5,407,657	771,733	558,829
Expected credit losses (Note 21.2)	(127,310)	(61,255)	(120,083)	(55,601)
	8,175,215	5,346,402	651,650	503,228
Contract assets (Note 21.3)	11,564,239	1,605,224	9,755,805	1,602,305
Other receivables (Note 21.5)	52,595	18,722	26,706	-
Receivable from related parties (Note 21.6)	-	258,188	1,225,542	1,028,358
Withholding tax receivables	3,776,333	8,498,292	2,024,994	7,612,415
Value added tax receivables	330,991	1,070,219	-	-
Expected credit loss on related party	(32,338)	-	-	-
	23,867,035	16,797,047	13,684,697	10,746,306

21.1 Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days. The carrying value of these items approximates their fair value.

Group		Company	
2025	2024	2025	2024
N'000	N'000	N'000	N'000

21.2. Expected credit loss- Trade receivable

At 1 January	61,255	16,987	55,601	6,603
Additional in the year (Note 10)	64,482	48,998	64,482	48,998
Translation adjustment	1,573	(4,730)	-	-
At 31 December	127,310	61,255	120,083	55,601

At 31 December 2025, there was an additional of N64.4 (2024: N48.9million).

The computation is in line with the requirements of IFRS 9.

21.3. Contract assets

Contract assets relates to unbilled revenue at the end of the year. In line with the application of the standard on impairment of financial instruments, the below represents contract assets balances as at reporting date..

Group		Company	
2025	2024	2025	2024
N'000	N'000	N'000	N'000

Contract assets - gross	11,666,587	1,621,473	9,858,153	1,618,554
Expected credit losses (Note 21.4)	(102,348)	(16,249)	(102,348)	(16,249)
	11,564,239	1,605,224	9,755,805	1,602,305

Group		Company	
2025	2024	2025	2024
N'000	N'000	N'000	N'000

21.4 Expected credit losses - Contract assets

At 1 January	16,249	2,167	16,249	2,167
Additional/(write back) in the year (Note 10)	86,099	14,082	86,099	14,082
At 31 December	102,348	16,249	102,348	16,249

At 31 December 2025, there was an additional charge of N 86 million(2024: N14 million) in the ECL provisions on trade receivables. The computation is in line with the requirements of IFRS 9.

21.5. Other receivables consist largely of fixed deposit interest and import tax receivable.

21.6 Receivable from and payable to related parties

The aggregate value of transactions and outstanding balances relating to these entities were as follows:

Related Parties	Nature of Transactions	Relationship	2025		2024	
			Receivable from related N'000	Payable to related parties N'000	Receivable from related N'000	Payable to related parties N'000
CWG Ghana	Advances and vendor payment	Subsidiary	-	299,446	-	336,417
CWG Uganda	Advances and vendor payment	Subsidiary	160,767	-	22,018	-
CWG Cameroun	Advances and payment of salaries	Subsidiary	609,911	-	581,631	-
FTHLAB	Advances and payment of salaries	Subsidiary	487,202	-	462,419	-
ECL on Intercompany receivables			(32,338)	-	(37,710)	-
Net amounts receivable from related parties			1,225,542	299,446	732,154	336,417

Terms and conditions of transactions with related parties

Transactions to and from related parties are made at terms equivalent to those that prevail in arm's length transactions. There have been no guarantees provided or received for any related party receivables or payables.

Group		Company	
2025	2024	2025	2024
N'000	N'000	N'000	N'000

22. Other current assets

Project costs (Note 22.2)	545,014	1,005,793	513,253	1,005,793
Staff advances	101,282	93,864	89,700	92,773
Other prepayments (22.1)	931,103	821,043	299,146	133,766
	1,577,399	1,920,700	902,099	1,232,332

22.1 Other prepayments are mainly attributable to prepaid equity contribution for staff cars, insurance and other prepaid charges during the year. The advances are expected to be paid within one year. The carrying value of these items approximates their fair values due to short term nature of the transactions.

22.2 Project costs

This represents cost of various ongoing projects which have not been completely delivered as at year end

23. Cash and cash equivalents

For the purposes of the consolidated statements of cash flows, cash and cash equivalents include cash on hand and in banks, net of outstanding bank overdrafts and restricted cash. Cash and cash equivalents at the end of the reporting period as shown in the consolidated statements of cash flows can be reconciled to the related items in the consolidated statements of financial position.

	Group		Company	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Cash in hand	25,228	2,232	19,031	1,179
Cash at bank	2,121,377	3,697,699	941,332	972,561
Restricted Cash	115	185,131	-	185,041
	2,146,720	3,885,062	960,363	1,158,781
Short term deposits	3,057,404	2,170,613	3,057,404	2,170,613
	5,204,124	6,055,675	4,017,767	3,329,394
Impairment of fixed deposit	-	(10,854)	-	(10,854)
Gross cash and bank balances	5,204,124	6,044,821	4,017,767	3,318,540
Cash and bank balances as per statement of financial position	5,204,124	6,044,821	4,017,767	3,318,540
23.1 Bank overdrafts (Note 27)	(2,176)	(203,478)	(2,176)	(203,478)
Cash and bank balances as per statement of cash flows	5,201,948	5,841,343	4,015,591	3,115,062
24. Authorised, issued and fully paid:				
2,524,826,359 ordinary shares of 50 kobo each	1,262,413	1,262,413	1,262,413	1,262,413
24.1 Retained earnings				
At 1 January	3,438,786	798,698	2,636,927	688,120
Profit for the year Dividend	4,975,103	3,044,060	4,144,716	2,352,779
	(984,682)	(403,972)	(984,682)	(403,972)
At 31 December	7,429,207	3,438,786	5,796,962	2,636,927

Following the Board meeting held on the 18 March 2026, it was resolved that a dividend of N1,767,378,451.30 (70 Kobo) per ordinary share of 50 kobo each be approved and paid subject to deduction of appropriate withholding tax (2024: N0.39 per share totalling (N 984,682,279.62).

The Group and the Company's retained earnings comprise of the Group and the Company's retained earnings net of distribution made to equity holders.

	Group		Company	
	2025	2024	2025	2024
	N'000	N'000	N'000	N'000

24.2 Fair value reserve

At 1 January	26,607	17,697	26,607	17,697
Recognised during the year	9,840	8,910	9,840	8,910
At 31 December	36,447	26,607	36,447	26,607

The reserve comprises the cumulative net change in the fair value of the Group and the Company's financial assets measured at FVOCI.

	Group		Company	
	2025	2024	2025	2024
	N'000	N'000	N'000	N'000

24.3 Foreign translation reserve

At 1 January	1,900,254	164,834	-	-
Translation gain for the year	(1,707,194)	1,735,420	-	-
At 31 December	193,060	1,900,254	-	-

The translation reserve comprises all currency exchange differences arising from the translation of the financial statements of non-naira denominated operations into the presentation currency of the Group and the Parent Company.

	Group		Company	
	2025	2024	2025	2024
	N'000	N'000	N'000	N'000

25. Trade & other payables

Trade payables	10,320,359	7,765,982	3,564,294	2,820,617
Payable to related party (Note 21.6)	651,972	28,552	299,446	336,417
Accrued expenses	7,936,499	1,858,283	7,631,886	2,689,259
Other payables (Note 25.1)	2,270,725	5,645,599	367,880	2,915,430
	21,179,555	15,298,416	11,863,506	8,761,723

The accruals relate to provision for pension, Pay-As-You Earned, Industrial Training Funds (ITF) and accruals for cost of goods sold.

	Group		Company	
	2025	2024	2025	2024
	N'000	N'000	N'000	N'000
25.1. Other Payables				
Withholding Tax Payable	190,460	345,938	-	345,938
VAT Payable (Note 25.1)	2,071,443	5,290,970	359,059	2,560,677
Unclaimed Dividend	7,686	7,686	7,686	7,686
Sundry Creditors	1,136	1,005	1,135	1,129
	2,270,725	5,645,599	367,880	2,915,430

25.1 Reclassification of VAT Payable

For presentation purposes, VAT Receivable (Note 21) is usually reclassified to VAT Payable. The outstanding VAT Liability is then recorded as a net-off of VAT Payable and VAT Receivable.

Terms and conditions of the above Trade and Other Payables:

- * Trade payables are non-interest bearing and are normally settled on 45-day terms
- * Other payables are non-interest bearing and have an average term of six months

	Group		Company	
	2025	2024	2025	2024
	N'000	N'000	N'000	N'000
25.1.1 Movement in pension payables				
At 1 January	303,019	326,279	240,982	278,399
Charge for the year (Note 10.1)	177,225	126,174	84,472	60,691
Remitted in the year	(286,694)	(121,108)	(286,694)	(98,108)
Translation adjustment	(43,832)	(28,326)	-	-
At 31 December	149,718	303,019	38,760	240,982

25.2. Terms and conditions of the above Trade and other payables:

- * Trade payables are non-interest bearing and are normally settled on 45-day terms
- * Other payables are non-interest bearing and have an average term of six months

Group		Company	
2025	2024	2025	2024
N'000	N'000	N'000	N'000

26. Lease liability

Lease under IFRS 16 (Note 26.1)	19,683	26,238	19,683	26,238
	19,683	26,238	19,683	26,238

26.1. Analysis by tenor

Current portion	19,683	26,238	19,683	26,238
Non-current portion	-	-	-	-
	19,683	26,238	19,683	26,238

26.2 Movement in lease liability

At 1 January	26,238	8,703	26,238	8,703
Additions during the year	3,382	34,314	3,382	34,314
Accretion of interest (Note 12)	11,585	10,790	11,585	10,790
Repayment of principal during the year	(9,937)	(16,779)	(9,937)	(16,779)
Repayment of interest during the year	(11,585)	(10,790)	(11,585)	(10,790)
At 31 December	19,683	26,238	19,683	26,238

26.3. Group/Company as a Lessee

The group and the Company has lease contracts for rented office buildings, guesthouses, warehouses, motor vehicles for key management staff and generators for the Group and the Company's operations. Leases of rented office buildings generally have lease terms between 2 and 3 years, while guest houses has 1 to 2 years lease term.

The group and the Company's obligations under its leases are secured by the lessor's title to the leased assets. There are several lease contracts that include extension options, which are further discussed below.

The group and the Company also has certain leases of office building, guesthouses and warehouses with lease terms of less than 12 months. The Group and the Company applies the 'short-term lease' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

The Group	Guest Houses N'000	Office Building N'000	Plant & Machinery N'000	Motor Vehicle N'000	Total N'000
Cost					
At 1 January 2024	7,355	208,427	58,960	33,759	308,501
Addition	-	88,502	-	-	88,502
Translation adjustment	-	-	-	-	-
AT 31 DECEMBER 2024	7,355	296,929	58,960	33,759	397,003
At 1 January 2025	7,355	296,929	58,960	33,759	397,003
Additions	-	48,616	-	-	48,616
Translation adjustment	-	-	-	-	-
At 31 December 2025	7,355	345,545	58,960	33,759	445,618
Accumulated depreciation					
At 1 January 2024	6,472	96,802	58,960	33,759	195,993
Charge for the year	-	49,000	-	-	49,000
Translation adjustment	-	-	-	-	-
AT 31 DECEMBER 2024	6,472	145,802	58,960	33,759	244,993
At 1 January 2025	6,472	145,802	58,960	33,759	244,993
Charge for the year	-	48,907	-	-	48,907
Translation adjustment	-	-	-	-	-
AT 31 DECEMBER 2025	6,472	194,709	58,960	33,759	293,900
Carrying value:					
At 31 December 2025	883	150,836	-	-	151,719
At 31 December 2024	883	151,127	-	-	152,010

The Company

Guest Houses N'000	Office Building N'000	Plant & Machinery N'000	Motor Vehicle N'000	Total N'000
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Cost

At 1 January 2024	7,355	208,426	58,960	33,759	308,500
Additions	-	88,502	-	-	88,502
Retirement	-	-	-	-	-
AT 31 DECEMBER 2024	7,355	296,928	58,960	33,759	397,002

At 1 January 2025	7,355	296,928	58,960	33,759	397,002
Additions	-	48,616	-	-	48,616
Retirement	-	-	-	-	-
At 31 December 2025	7,355	345,544	58,960	33,759	445,618

Accumulated depreciation

At 1 January 2024	6,473	96,848	58,960	33,759	196,040
Charge for the year	-	49,000	-	-	49,000
Retirement	-	-	-	-	-
AT 31 DECEMBER 2024	6,473	145,848	58,960	33,759	244,992

At 1 January 2025	6,473	145,848	58,960	33,759	244,992
Charge for the year	-	48,907	-	-	48,907
Retirement	-	-	-	-	-
At 31 December 2025	6,473	194,755	58,960	33,759	293,899

Carrying amount:

At 31 December 2025	882	150,789	-	-	151,719
At 31 December 2024	882	151,080	-	-	152,010

Group		Company	
2025	2024	2025	2024
N'000	N'000	N'000	N'000

27. Short-term interest-bearing loans and borrowings

Interest-bearing loans and borrowings (Note 27.1)	4,595,624	1,807,830	4,186,986	1,686,665
Bank overdrafts (Note 27.1.4)	2,176	203,478	2,176	203,478
	4,597,800	2,011,308	4,189,162	1,890,143

27.1 Interest-bearing loans and borrowings

Stanbic Bank Uganda (Note 27.1.1)	414,624	121,165	-	-
Stanbic IBTC Nigeria (Note 27.1.2)	4,181,000	1,470,550	4,181,000	1,470,550
Globus Bank Nigeria (Note 27.1.3)	-	216,115	-	216,115
	4,595,624	1,807,830	4,181,000	1,686,665

27.2 Movement in Interest-bearing loans and borrowings

At 1 January	1,807,830	2,056,705	1,686,665	1,866,725
Additions during the year	15,419,297	12,778,250	13,180,318	12,072,272
Repayment of loan principal during the year	(12,659,045)	(13,081,232)	(10,679,999)	(12,252,333)
Translation adjustment	27,542	54,107	-	-
At 31 December	4,595,624	1,807,830	4,186,986	1,686,665

27.1.1 Stanbic Bank Uganda

The amount represents utilized amount of the Bank Guarantee facility of USD 1,754,712.01 by Stanbic IBTC Bank to CWG Uganda. The purpose of the facility is to enable the company to execute and deliver on contract awarded to the organization. The facility is for a period of 12 months, and it is renewable, every year.

27.1.2 Stanbic IBTC Nigeria

This amount represents the drawdown from N10 billion General-Short Term Banking Finance (GSTBF) from Stanbic Bank to CWG. The N10 billion covers Trade Finance Facility, Letter of Credit, import finance facility and Overdraft

27.1.3 Globus Bank Nigeria

This represents amount utilised from the Global facility of N2 billion contract finance and overdraft.

27.1.4. Bank overdraft

This represents the amount utilized from the N200 million overdraft lines extended by Stanbic IBTC Bank and Globus Bank, respectively. The interest rate on these overdraft facilities is set at 25% per annum.

Group		Company	
2025	2024	2025	2024
N'000	N'000	N'000	N'000

28. Contract liability

At 1 January	4,649,463	2,156,861	3,875,305	2,122,399
Arising during the year	-	14,407,839	-	14,407,839
Released to profit or loss	(2,183,649)	(11,915,237)	(1,916,008)	(12,654,933)
At 31 December	2,465,814	4,649,463	1,959,297	3,875,305

29. Emoluments of directors and employees

Directors' emoluments comprise:	185,842	108,158	137,583	84,328
Fees	166,925	90,375	166,925	90,375
Other remunerations	352,767	198,533	304,508	174,703
Highest paid director	166,925	90,375	166,925	90,375

The directors' emolument are included in staff costs and directors' remuneration in the administrative expenses.

The average number of persons employed by the Group and Company during the year, including Directors, was as follows:

	Number	Number	Number	Number
Technical	208	252	179	229
Non-technical	65	69	52	54
	273	321	231	283

The numbers of Directors whose gross emoluments are within the bands stated below were:

N	N	Number	Number	Number	Number
2,000,001	- 3,000,000	-	-	-	-
Above	- 3,000,000	9	9	9	9
		9	9	9	9
Executive Directors		3	3	3	3
Non-Executive Directors		6	6	6	6
		9	9	9	9

29.1 Staff Costs – Salaries and allowances:

	N'000	N'000	N'000	N'000
Wages, Salaries, allowances	3,466,723	2,417,496	1,838,506	1,317,322
Pension costs	177,225	126,174	84,472	60,691
Other personnel benefits- Welfare	428,741	308,493	342,285	254,270
	4,072,689	2,852,163	2,265,263	1,632,283

The numbers of Employees whose gross emoluments are within the bands stated below were:

N	N	Group		Company	
		2025	2024	2025	2024
		Number	Number	Number	Number
Up to	- 1,000,000	22	25	20	18
1,000,001	- 2,000,000	71	89	64	81
2,000,001	- 3,000,000	43	45	35	40
Above	- 3,000,000	137	162	112	144
		273	321	231	283
		N'000	N'000	N'000	N'000

29.2 Transactions with key management personnel

Compensation of key management personnel of the Group and the Company				
Short-term employment benefits	166,925	90,375	166,925	90,375
Fees paid for meetings attended	-	-	-	-
Total compensation paid to key management personnel	166,925	90,375	166,925	90,375

30. Commitments and contingencies

	2024		2023	
	Minimum payments N'000	Present value of payments N'000	Minimum payments N'000	Present value of payments N'000
Within one year	19,683	19,683	26,238	26,238
After one year but not more than five years	-	-	-	-
Total minimum lease payments	19,683	19,683	26,238	26,238
Less: Amount representing finance charge	-	-	-	-
Present value of minimum lease payments	19,683	19,683	26,238	26,238

31. Events after the reporting year

There were no significant events after the reporting date that could affect the reported amount of assets and liabilities as of the reporting date

32. Comparative figures

Where necessary, comparative figures have been reclassified to ensure proper disclosure and uniformity with current year's presentation. These re-classifications have no net impact on these financial statements.



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Other National Disclosures

CWG PLC/Annual Report and Accounts

CONSOLIDATED STATEMENT OF VALUE ADDED

FOR THE YEAR ENDED 31 DECEMBER 2025

	Group				Company			
	2025 N'000	%	2024 N'000	%	2025 N'000	%	2024 N'000	%
Revenue	65,558,198		46,353,452		42,878,451		30,064,062	
Other income	598,085		237,551		598,085		250,813	
	66,156,283		46,591,003		43,476,536		30,314,875	
Bought-in-material:	(53,698,542)		(38,923,438)		(34,221,545)		(24,922,528)	
Value added	12,457,742	100	7,667,565	100	9,254,991	100	5,392,347	100
Applied as follows:-								
To pay employees								
- Wages, salaries and other staff costs	4,072,689	33	2,852,163	37	2,265,263	24	1,632,283	30
To pay government								
- Corporate tax	2,904,158	23	1,373,123	18	2,412,764	26	1,087,145	20
To pay provider of capital								
- Interest expense and similar charges	61,102	0	95,511	1	61,102	1	43,066	1
To provide for replacement of assets								
dividend to shareholders and								
development of business:								
- Depreciation and amortization	444,690	4	302,708	4	371,146	4	277,074	5
Profit for the year	4,975,103	40	3,044,060	40	4,144,716	45	2,352,779	44
Value added	12,457,742	100	7,667,565	100	9,254,991	100	5,392,347	100

Value added represents the additional wealth which the company has been able to create by its own and its employees effort. The statements shows the allocation of that wealth among the employees, capital providers, Government and that retained for creation of more wealth.

FINANCIAL SUMMARY – GROUP

31 DECEMBER

	2025	2024	2023	2022	2021
	N'000	N'000	N'000	N'000	N'000
Statement of financial position					
Assets employed					
Non current assets	1,991,363	1,567,245	1,139,898	911,283	1,401,331
Current assets	37,974,468	28,379,378	16,675,401	13,621,750	12,038,509
Total assets	39,965,831	29,946,623	17,815,299	14,533,033	13,439,840
Liabilities					
Creditors within one year	31,044,704	23,243,314	15,433,663	13,061,099	8,096,356
Creditors due after one year	-	75,250	137,994	-	20,110
Total liabilities	31,044,704	23,318,564	15,571,657	13,061,099	8,116,466
Capital employed					
Issued share capital	1,262,413	1,262,413	1,262,413	1,262,413	1,262,413
Share premium	-	-	-	-	-
Accumulated losses	7,429,207	3,438,785	798,698	323,608	(153,195)
Fair value reserve of financial assets at FVOCI	36,447	26,607	17,697	10,661	10,972
Foreign translation reserve	193,060	1,900,254	164,834	(124,748)	(62,504)
Total equity and liabilities	39,965,831	29,946,623	17,815,299	14,533,033	9,174,152

Statement of profit or loss account and other comprehensive income

Revenue	65,558,198	46,353,452	23,529,216	14,206,737	11,708,774
Direct costs	(49,617,667)	(36,459,276)	(18,781,278)	(10,377,506)	(8,795,196)
Gross profit	15,940,531	9,894,176	4,747,938	3,829,231	2,913,579
Other income	598,085	237,551	129,838	65,235	143,874
Administrative expenses	(8,414,244)	(5,700,415)	(3,494,758)	(2,883,046)	(2,215,018)
Exchange loss/(gain)	(605,223)	18,742	(182,029)	(219,667)	(186,865)
Finance costs	(61,102)	(95,511)	(84,126)	(55,919)	(48,542)
Finance income	421,214	62,640	15,053	5,551	9,398
Profit on ordinary activities before tax	7,879,261	4,417,183	1,131,916	741,385	616,426
Income tax expense	(2,904,158)	(1,373,123)	(555,832)	(264,582)	(166,786)
Profit after taxation	4,975,103	3,044,060	576,084	476,803	449,640
Earning per share – basic (kobo)	1.97	1.21	0.23	0.19	0.18
Net Asset per share (kobo)	15.82	11.86	7.06	5.76	5.32

FINANCIAL SUMMARY – COMPANY

31 DECEMBER

	2025 N'000	2024 N'000	2023 N'000	2022 N'000	2021 N'000
Assets employed					
Non current assets	1,888,249	1,768,889	1,401,331	1,191,585	888,935
Current assets	25,780,633	18,042,440	12,038,509	11,799,937	7,367,789
Total assets	27,668,882	19,811,329	13,439,840	12,991,522	8,256,723
Liabilities					
Creditors within one year	20,573,060	15,811,073	11,333,615	11,503,255	7,289,243
Creditors due after one year	-	74,309	137,994	-	20,110
Total liabilities	20,573,060	15,885,382	11,471,609	11,503,255	7,309,353
Capital employed					
Issued share capital	1,262,413	1,262,413	1,262,413	1,262,413	1,262,413
Share premium	-	-	-	-	-
Accumulated losses	5,796,962	2,636,927	688,121	215,193	(326,014)
Fair value reserve of financial assets at FVOCI	36,447	26,607	17,697	10,661	10,972
Foreign translation reserve	-	-	-	-	-
Total equity and liabilities	27,668,882	19,811,329	13,439,840	12,991,522	8,256,723
Statement of profit or loss account and other comprehensive income					
Revenue	42,878,451	30,064,062	15,778,260	9,920,212	8,528,461
Direct costs	(31,289,454)	(22,937,261)	(12,404,358)	(6,896,406)	(6,260,213)
Gross profit	11,588,997	7,126,801	3,373,902	3,023,806	2,268,248
Other income	598,085	250,813	132,074	43,142	103,093
Administrative expenses	(5,346,855)	(3,849,309)	(2,458,471)	(2,215,428)	(1,732,862)
Exchange (loss)/gain	(486,036)	(107,304)	(122,779)	(126,918)	(189,024)
Finance costs	(61,102)	(43,066)	(69,645)	(44,443)	(37,961)
Finance income	264,391	61,989	15,051	5,551	9,398
Profit on ordinary activities					
Profit before taxation	6,557,480	3,439,924	870,132	685,710	420,892
Income tax expense	(2,412,764)	(1,087,145)	(296,212)	(144,503)	(101,141)
Profit after taxation	4,144,716	2,352,779	573,920	541,207	319,751
Earnings per share – basic (kobo)	1.64	0.93	0.23	0.21	0.13



Learn More

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 www.cwg-plc.com

CWG PLC SHARE CAPITAL HISTORY

YEAR	AUTHORISED (₹)		UNITS	ISSUED AND FULLY PAID UP (₹)		UNITS	CONSIDERATION
	INCREASE	CUMULATIVE		INCREASE/DECREASE	CUMULATIVE		CASH/BONUS
1992	5,000,000	5,000,000.00	10,000,000		5,000,000	10,000,000	Cash
2008	1,745,000,000	1,750,000,000	3,500,000,000	995,000,000.00	1,000,000,000	2,000,000,000	Bonus
2008	-	1,750,000,000	3,500,000,000	25,000,000.00	1,025,000,000	2,050,000,000	Cash
2011	-	1,750,000,000	3,500,000,000	(25,000,000.00)	1,000,000,000	2,000,000,000	Staff Share Scheme
2013	-	1,750,000,000	3,500,000,000	262,400,329.50	1,262,400,329.50	2,524,800,659	Loan Stock Conversion
2013	-	1,750,000,000	3,500,000,000	12,850.00	1,262,413,179.50	2,524,826,359	Staff Share Allotment
2022	(487,586,820.50)	1,262,413,179.50	2,524,826,359	-	1,262,413,179.50	2,524,826,359	
2025	-	1,262,413,168.64	2,524,826,358	-	1,262,413,168.64	2,524,826,358	

ANALYSIS OF SHAREHOLDING AS AT 31 DECEMBER 2025

RANGE ANALYSIS OF SHAREHOLDING AS AT 31ST DECEMBER 2025

Range	No. of Holders	Holder's %	Holder's Cum.	Holdings	Holdings %	Holdings Cum.
1 - 1000	4466	48.44	4466	1,478,810	0.06	1,478,810
1001 - 5000	1890	20.50	6,356	4,972,807	0.20	6,451,617
5001 - 10000	741	8.04	7,097	5,817,332	0.23	12,268,949
10001 - 50000	1157	12.55	8,254	27,740,390	1.10	40,009,339
50001 - 100000	373	4.05	8,627	29,101,360	1.15	69,110,699
100001 - 500000	417	4.52	9,044	92,698,388	3.67	161,809,087
500001 - 1000000	89	0.97	9,133	67,129,823	2.66	228,938,910
1000001 - Above	86	0.93	9,219	2,295,887,449	90.93	2,524,826,359

E-Data Update Form.



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

PERSONAL INFORMATION

* Surname/Company's Name

* Other Names

Gender: Male Female Date of Birth / /

Phone Number 1

Phone Number 2

Email Address

Alternate Email Address

Address

Old Address (If Any)

Nationality

Occupation

Next of Kin Name

Next of Kin Relationship

Next of Kin Phone Number

Bank Verification Number (BVN)

Bank Account Number

Bank Name

CSCS Clearing House Number (CHN)

Name of Stockbroking Firm

Please list the company(ies) where you have shareholdings

SN	Company Name	Share Holder Number
1.	AIICO EUROBOND FUND	
2.	AVA INFRASTRUCTURE FUND	
3.	AVA GAM MONEY MARKET FUND	
4.	CAPITAL HOTELS PLC	
5.	CWG PLC	
6.	C&I LEASING PLC	
7.	CAPITAL TRUST HALAL FIXED INCOME FUND	
8.	CORDROS HALAL FIXED INCOME FUND	
9.	CORDROS FIXED INCOME FUND	
10.	CORDROS MILESTONE FUND	
11.	CORDROS DOLLAR FUND	
12.	EFFICACY CONSTRUCTION LTD	
13.	MECURE INDUSTRIES PLC	
14.	UTICA CUSTODIAN ASSURED FIXED INCOME FUND	
15.	ELLAH LAKES PLC	

DECLARATION

I/We hereby declare that the information I have provided is true and correct and that I shall be held personally liable for any of my personal details.

I/We also agree and consent that Cordros Registrars Limited may collect, use, disclose, process and deal in any manner whatsoever with my/our personal, biometric and shareholding informations out in this form and/or otherwise provided by me/us or possessed by Afriprud for administration of my/our shareholding and matters related thereto.

Name	
Signature	Date

Name (Joint/ Company Signatories)	
Signature	Date

Company Seal (if applicable)

CORDROS REGISTRARS LIMITED

131, Ikorodu Road, Onipanu, Lagos, Nigeria.

E: contactcentre@cordros.com M: 07002673767 W: www.cordros.com

Proxy Form.

21ST ANNUAL GENERAL MEETING OF CWG PLC TO BE HELD AT THE JEWEL AEIDA, PLOT 105B HAKEEM DICKSON LINK ROAD LEKKI PHASE 1, LAGOS ON THURSDAY 16TH APRIL 2026 AT 10.00 AM PROMPT

I/We _____ being a member/members of CWG PLC. hereby appoint _____ or failing him, the selected proxy on the list below (*please select a proxy from the list provided below*) as my/our proxy to vote for me/us at the General Meeting of the Company to be held on 16th April, 2026 and at any adjournment thereof.

Shareholder's Signature _____ Dated this _____ day of _____ 2026.

To be effective, the Form of Proxy should be duly stamped by the Commissioner for Stamp Duties and signed before posting it to the address shown overleaf not later than 48 hours before the time for holding the meeting.

The Proxy Form should not be completed and sent to the address overleaf if the member will be attending the Meeting.

Please indicate with an "x" in the appropriate square how you wish your votes to be cast on the resolution set out below. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.

#	ORDINARY BUSINESS	FOR	AGAINST	ABSTAIN
1.	To lay before the Members, the Report of the Directors', the Audited Statements of Financial Position of the Company, together with the Statement of Comprehensive Income for the year ended 31st December 2025 and the Reports of the Auditors and the Audit Committee thereon.			
2.	To declare a dividend.			
3.	To re-appoint PKF Professional Services as the Auditors of the Company and authorize the Directors to fix their remuneration.			
4.	To disclose the remuneration of the Managers of the Company.			
5.	To elect members of the Statutory Audit Committee.			
SPECIAL BUSINESS				
6.	To approve the remuneration of the Directors for the financial year 2026.			

FOR COMPANY'S USE ONLY

Full Name and Address of Shareholder
Number of Shares held:

Admission Form

Please Admit

_____ to the Annual General Meeting of CWG Plc. to be held at The Jewel Aeida, Plot 105B Hakeem Dickson Link Road Lekki Phase 1, Lagos, 10:00am on Thursday 16th April 2026.

Signature of the person attending

Notes:

- Proxy:** Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. For the appointment of the proxy to be valid, a Proxy Form must be completed and deposited at the office of the Company's Registrar, Cordros Registrars, 131 Ikorodu Road, Onipanu, Lagos not later than 48 hours before the time fixed for the meeting. A blank Proxy Form is attached to the Annual Report and may also be downloaded from the Company's website at www.cwg-plc.com.
- Stamping of Proxy:** The Company has made arrangement at its cost, for the stamping of the duly completed and signed Proxy Forms submitted to the Company's Registrars within the stipulated time.
- Online Streaming Of AGM:** The AGM will be streamed live online. This will enable Shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM online live streaming will be made available on the Company's YouTube Channel at https://www.youtube.com/cwgafrika?uid=FLAVjxEmBru49o_NllukQ.
- Closure of Register:** The Register of Members shall be closed on the 8th April, 2026, for the purpose of updating the Register of Members for dividend payment.
- Dividend:** If the final dividend recommended by the Directors is approved, dividend will be paid on Friday, 17th April 2026 to shareholders whose names are registered in the Register of Members as at the close of business on Wednesday 8th April 2026.
- E-Dividend:** Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of dividend payment. Detachable application forms for the e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their bank accounts to the Registrar as soon as possible. The e-dividend form is also available on the website of our Registrar: www.cordrosregistrars.com.
- Nomination of Statutory Audit Committee Members:** In accordance with Section 404(6) of the Companies and Allied Matters Act Cap C20, Laws of the Federal Republic of Nigeria, 2020, any member may nominate a shareholder as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one (21) days before the Annual General Meeting. Such notice of nominations should be sent via email to DCSL-CWGteam@dcs.com.ng or obimbola@dcs.com.ng.
- Rights of Security Holders to Ask Questions:** In compliance with Rule 19.12(c) of the Nigerian Exchange Limited's Rulebook, a member and other Security Holders of the Company have a right to ask questions not only at the Annual General Meeting, but also in writing prior to the Meeting, and such questions must be submitted at least one week before the meeting.

DCSL Corporate Services Limited
Company Secretaries

DCSL Corporate Services Limited
(Company Secretaries)



2025

**ANNUAL REPORT
AND ACCOUNTS**



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CWG Dubai

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Amenityenter Al Hamra
Industrial Zone-FZ RAK,
United Arab Emirates

Fifthlab

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