

ZENITH BANK (GHANA) LTD

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Charles Nimako (Chairperson) – Effective 1 January 2026
Henry Chinedu Onwuzurigbo (Managing director)
Dr. Adaora Umeoji (Non-executive director) –(NED)
Dr. Juliette Tuakli (Independent non-executive director – (INED))
Kwasi Agyeman Boatin (INED)
Freda Duplan (INED)
Clifford Mensah (Executive director)
Adamu Lawani (NED) – Appointed 28 February 2025
Prof. Emmanuel Emeka Ene (INED) – Appointed 18 September 2025
Florence Hope Wudu (INED) – Appointed 8 December 2025
Gabriel Ukpeh (NED) - Retired 14 June 2025

SECRETARIES

Michael O. Otu
Daniel Agamah

AUDITOR

PricewaterhouseCoopers
Chartered Accountants
PwC Tower
A4 Rangoon Lane
Cantonments City
PMB CT 42, Cantonments
Accra – Ghana

SOLICITORS

Corporate Legal Concepts
Rehoboth Place
No.1 North Labone Estates
Accra

REGISTERED OFFICE

Zenith Heights
No. 37 Independence Avenue
PMB CT 393
Accra

REPORT OF THE DIRECTORS

The Directors in submitting to the shareholders the financial statements of the Bank for the year ended 31 December 2025 report as follows:

Directors' Responsibility Statement

The Bank's Directors are responsible for the preparation of the financial statements that give a true and fair view of Zenith Bank (Ghana) Ltd's financial position at 31 December 2025, and of the profit or loss and cash flows for the year then ended, and the notes to the financial statements which include a summary of material accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") as adopted by the Institute of Chartered Accountants, Ghana (ICAG) and in the manner required by the Companies Act, 2019 (Act 992), and the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930). In addition, the directors are responsible for the preparation of this directors' report.

The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and for maintaining adequate accounting records and an effective system of risk management.

The Directors have made an assessment of the Bank's ability to continue as a going concern and have no reason to believe the business will not be a going concern.

Financial results and dividend

The financial results of the Bank for the year ended 31 December 2025 are set out in the attached financial statements, highlights of which are as follows:

31 December	2025 GH¢'000	2024 GH¢'000
Profit before tax is	1,524,926	1,061,165
from which is (deducted) tax of	<u>(527,212)</u>	<u>(609,187)</u>
giving a profit after tax for the year of	997,714	451,978
Less transfers to stated capital and cost of transfer of	-	(658,174)
Less net transfer to statutory reserve fund and other reserves of	<u>(325,569)</u>	<u>(112,994)</u>
leaving a balance of	672,145	(319,190)
to which is added a balance brought forward on retained earnings of	<u>409,867</u>	<u>729,057</u>
leaving a balance of	<u><u>1,082,012</u></u>	<u><u>409,867</u></u>

In accordance with Section 34(1) (b) of the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930), an amount of GH¢249,428,545 (2024: GH¢ 112,994,307) was transferred to the statutory reserve fund from profit for the year, bringing the cumulative balance on the statutory reserve fund to GH¢891,833,925 (2024: GH¢ 642,405,380) at the year end.

REPORT OF THE DIRECTORS (continued)

Financial results and dividend (continued)

The directors do not recommend the payment of dividend for the year ended 31 December 2025 (2024: Nil).

Nature of Business

The Bank is authorised by Bank of Ghana to carry on the business of universal banking. There was no change in the nature of business of the Bank during the year.

Holding Company

The Bank is a subsidiary of Zenith Bank Plc, a company incorporated in the Federal Republic of Nigeria and licensed to undertake all banking and related services.

Interest in other Body Corporates

The Bank had no subsidiaries or associate entities during the year or as at year end.

Corporate Social Responsibilities

The Bank spent a total of GH¢2,994,061 (2024: GH¢ 1,562,897) on corporate social responsibilities initiatives during the year. The interventions focused on education through scholarships and facility upgrades as well as donations of information technology equipment.

Audit fee

Audit fee for the year ended 31 December 2025 is disclosed in Note 14 to the financial statements.

Capacity of directors

The Bank ensures that only fit and proper persons are appointed to the Board after obtaining the necessary approval from the regulator, Bank of Ghana. Relevant training and capacity building programs, facilitated by the Ghana Banking College and the Bank of Ghana, are put in place to enable the directors discharge their duties. All the directors have been certified for attending such training during the year.

Directors

The names of the directors who served during the year are provided on page 1. No director had any interest at any time during the year, in any contract of significance, other than a service contract with the Bank. No director had interest in the shares of the Bank.

Auditor

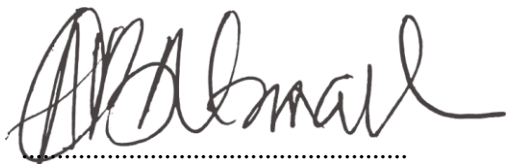
The tenure of the current auditor, PricewaterhouseCoopers, has come to an end in line with Section 81 (4) and 81 (5) of the Banks and Specialised Deposit-taking Institutions Act, 2016 (Act 930) having served for the number of years required as the auditor.

In their stead, Deloitte and Touche (Deloitte) has been appointed in accordance with Section 139 (3) of the Companies Act, 2019 (Act 992) and Section 89(1) of the Banks and Specialised Deposit-taking Institutions Act, 2016 Act 930.

REPORT OF THE DIRECTORS (continued)

Approval of the financial statements

The financial statements of the Bank were approved by the Board of Directors on **19 March 2026** and were signed on their behalf by:



Charles Nimako (Chairperson)



Henry Chinedu Onwuzurigbo (MD/CEO)

CORPORATE GOVERNANCE REPORT

Annual Certification

In accordance with Section 12 of the Corporate Governance Directive, 2018 (CGD), the Board hereby certifies that it has complied with the requirements of the CGD for the period ended December 2025. Additionally, the Board certifies that it has independently assessed and documented the corporate governance process of the Bank and can confirm that the Bank’s directors are aware of their responsibilities to the institution as persons charged with governance. The Bank has duly notified the Bank of Ghana about the outcome of this certification as follows:



ZENITH BANK (GHANA) LTD

HEAD OFFICE

Zenith Bank (Ghana) Ltd
Zenith Heights, No. 37 Independence Avenue, Accra
GPS Address: (GA-030-7585)
P.M.B. CT 393, Accra-Ghana
Tel: +233 302 429700 / 302 611500 / 302 680884
Email: info@zenithbank.com.gh
Website: www.zenithbank.com.gh / SWIFT: ZEBLGHAC

January 29, 2026

Mr. Ismail Adam
Head, Banking Supervision Department
Bank of Ghana
The Bank Square
No. 42 Castle Road
Accra

Dear Sir

ANNUAL CERTIFICATION OF COMPLIANCE PURSUANT TO SECTION 12 OF THE CORPORATE GOVERNANCE DIRECTIVE 2018

Pursuant to the foregoing, Zenith Bank (Ghana) Ltd wishes to certify that:

1. The Board has independently assessed that the corporate governance processes of the Bank are effective and have achieved their objectives.
2. The Directors are aware of their responsibilities towards the Bank as persons charged with governance.
3. The Board will report to the Bank of Ghana any material deficiencies and weaknesses that it identifies in the course of the year, along with action plans and time-tables for corrective action by the Board; and
4. The Board participated in the Governance Certification programme at the National Banking College on Corporate Governance and Director’s Responsibilities for 2025.

Thank you.

Yours faithfully
For: **ZENITH BANK (GHANA) LTD**


DANIEL AGAMAH
Company Secretary




HENRY C. ONWUZURIGBO
Managing Director/CEO

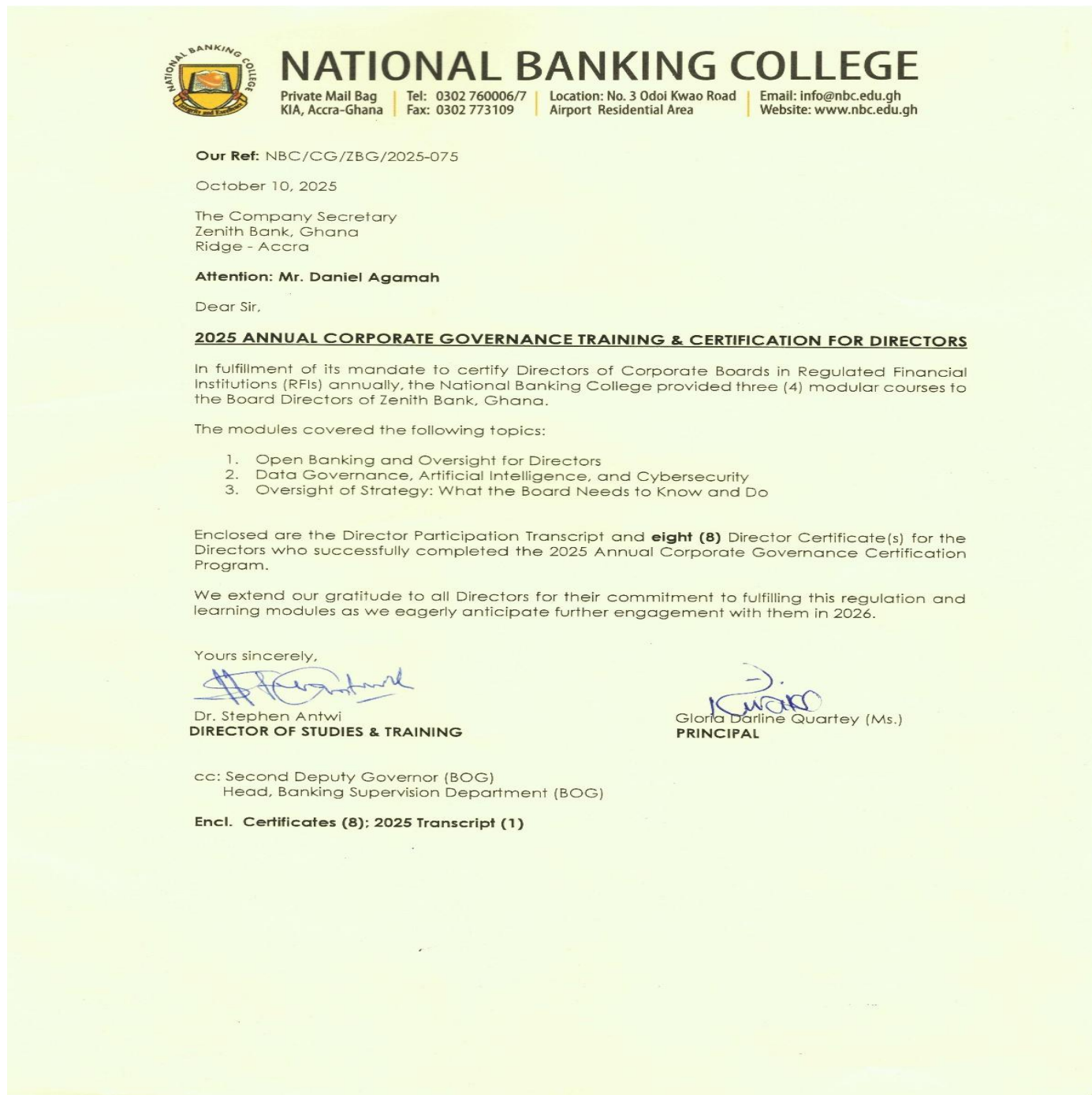


Directors | Charles B. Nimako (Board Chair), Dame (Dr.) Adaora Umeoji, Freda Y. Duplan, Dr. Juliette Tsakli, Kwasi Boatin, Adamu Lawani, Prof. Emeka Ene, Florence Hope-Wudu, Clifford Mensah (Executive Director), Henry Onwuzurigbo (Managing Director/Chief Executive Officer)

Corporate Governance Report (continued)

Director Certification

The Board can further confirm that for the year 2025, all directors successfully participated and completed the Annual Corporate Governance Certification Program comprising three modules, being: **Open Banking and Oversight for Directors; Data Governance, Artificial Intelligence and Cybersecurity; and Oversight of Strategy: What the Board needs to know and do.** Confirmation from the National Banking College is provided below:



Corporate Governance Report (continued)



**CORPORATE GOVERNANCE CERTIFICATION PROGRAMME (2025)
ZENITH BANK GHANA LIMITED
DIRECTOR TRANSCRIPT**

No.	Name of Directors	Position	Board Entry Date	Module I Completion Date	Module II Completion Date	Module III Completion Date	Certificate Serial Number
1	Mrs. Freda Yahan Duplan	Board Chairperson	Dec 3, 2019	May 28, 2025	August 12, 2025	Sept 18, 2025	NBC/CG/BK/ZBG/2025096
2	Mr. Henry C. Onwuzurigbo	Managing Director	Aug 20, 2021	May 28, 2025	August 12, 2025	Sept 18, 2025	NBC/CG/BK/ZBG/2025097
3	Mr. Kwasi Boatlin	Ind. Non-Executive Director	Mar 25, 2020	May 28, 2025	August 12, 2025	Sept 18, 2025	NBC/CG/BK/ZBG/2025098
4	Mr. Adamu Lawani Saliu	Non-Executive Director	Feb 28, 2025	May 28, 2025	August 12, 2025	Sept 18, 2025	NBC/CG/BK/ZBG/2025099
5	Mr. Charles Boakye Nimako	Ind. Non-Executive Director	Mar 30, 2023	May 28, 2025	August 12, 2025	Sept 18, 2025	NBC/CG/BK/ZBG/2025100
6	Dr. Juliette M. Tuakli	Ind. Non-Executive Director	Dec 3, 2019	May 28, 2025	August 12, 2025	Sept 18, 2025	NBC/CG/BK/ZBG/2025101
7	Mr. Clifford Mensah	Executive Director	Mar 25, 2022	May 28, 2025	August 12, 2025	Sept 18, 2025	NBC/CG/BK/ZBG/2025102
8	Dame (Dr.) Adaora Umeoji	Non-Executive Director	Dec 20, 2023	May 28, 2025	August 12, 2025	Sept 18, 2025	NBC/CG/BK/ZBG/2025103

Module 1: Open Banking and Oversight for Directors
 Module 2: Data Governance, Artificial Intelligence and Cybersecurity
 Module 3: Oversight of Strategy: What the Board Needs to Know and Do



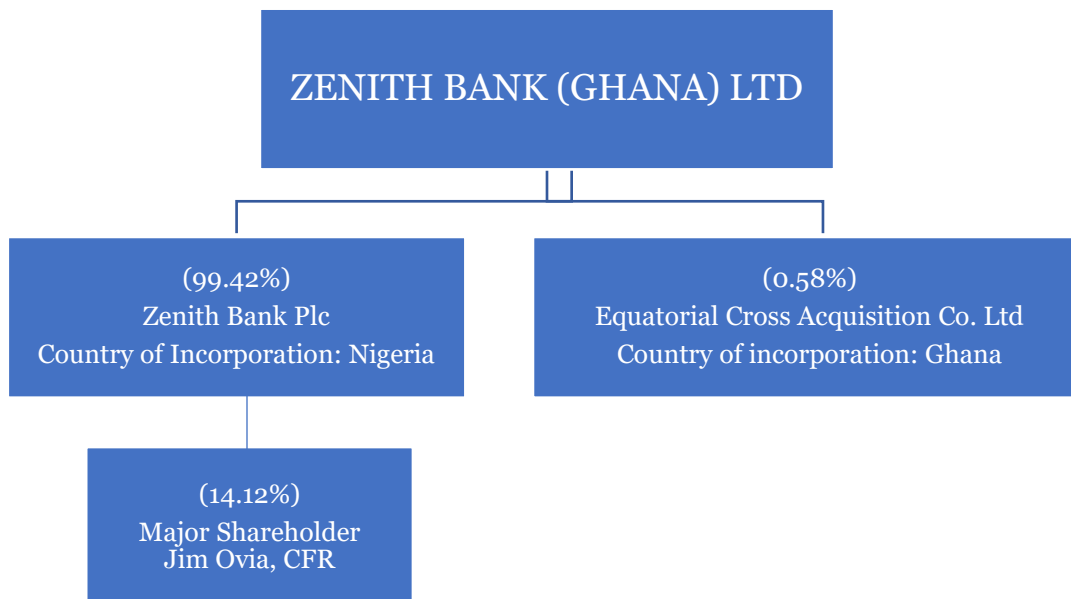
Corporate Governance Certification Programme

NATIONAL BANKING COLLEGE
 S. N. A. S.
 PRINCIPAL

Governance Structure

The Board confirms that the Bank has a Code of Conduct which all directors have signed, and which directs and guides the conduct and values expected of directors. The Board further confirms that every new director is taken through induction organised by the Group Head Office through PricewaterhouseCoopers and by Zenith Bank Ghana through KPMG. Key Management Personnel are taken through induction as organised by the Bank’s Human Resource Department and involving key areas of focus.

The Bank’s shareholding structure as at 31 December 2025 is as follows:



ZENITH BANK (GHANA) LTD

Corporate Governance Report (continued)

- Shareholders have a voting right of one vote per shares held.
- No shares are held by any member of the Board of Directors and Key Management Personnel.

The size and composition of the Board as at 31 December 2025 as follows:

No.	Name of Directors	Position	Board Entry Date	Nationality
1	Mrs. Freda Yahan Duplan *	Board Chairperson (Ind. NED)	December 3, 2019	Ghanaian
2	Mr. Charles Nimako *	Board Chairperson Ind. Non-Executive Director	March 30, 2023	Ghanaian
3	Mr. Henry Onwuzurigbo	Managing Director	August 20, 2021	Nigerian
4	Dr. Adaora Umeoji	Non-Executive Director	December 20, 2023	Nigerian
5	Mr. Adamu Lawani *	Non-Executive Director	February 28, 2025	Nigerian
6	Mr. Gabriel Ukpeh *	Non-Executive Director	July 15, 2016	Nigerian
7	Mr. Kwasi Boatın	Ind. Non-Executive Director	March 25, 2020	Ghanaian
8	Prof. Emmanuel Emeka Ene *	Ind. Non-Executive Director	September 18, 2025	Nigerian
9	Dr. Juliette Tuakli	Ind. Non-Executive Director	December 3, 2019	Ghanaian
10	Mrs. Florence Hope-Wudu*	Ind. Non-Executive Director	December 8, 2025	Ghanaian
11	Mr. Clifford Mensah	Executive Director	March 25, 2022	Ghanaian

* Mrs. Freda Yahan Duplan became an INED from 1 January 2026 after her tenure as Chairperson expired on 31 December 2025.

* Mr. Charles Nimako became the Board Chairperson effective 1 January 2026.

* Mr. Adamu Lawani was appointed to the Board on 28 February 2025, as a NED.

* Mr. Gabriel Ukpeh retired from the Board on 14 June 2025, having served the full nine-year tenure.

* Prof. Emmanuel Emeka Ene was appointed to the Board on 18 September 2025 as an INED.

* Mrs. Florence Hope-Wudu was appointed to the Board on 8 December 2025 as an INED.

As at 31 December 2025:

- Ghanaian membership on the Board was 60% with majority being non-executive and ordinarily resident in Ghana.
- Ghanaian membership on the Audit Committee was 60%.
- Ghanaian membership on the Risk, Cyber and Information Security Committee was 80%.
- Independent directors form 60% of the Board membership.
- The Board confirms that no two related persons served on the Board and any financial holding company.

There was no resignation from the Board or by a Key Management Personnel during the year. However, one of the Bank's Marketing Divisional Heads, Maebelle Nortey, retired from the Bank, having attained the age of 60. A new Marketing Divisional Head, Victor Forson, joined as a Key Management Personnel during the year under review.

Annual Risk Management Declaration

The Bank submitted its Annual Risk Management Declaration to the Bank of Ghana in compliance with Section 39 of the Risk Management Directive 2021, as per the letter below;



ZENITH BANK (GHANA) LTD

HEAD OFFICE

Zenith Bank (Ghana) Ltd
Zenith Heights, No. 37 Independence Avenue, Accra
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Tel: +233 302 429700 / 302 611500 / 302 680884
Email: info@zenithbank.com.gh
Website: www.zenithbank.com.gh / SWIFT: ZEBLGHAC

January 30, 2026

Mr. Ismail Adam
Head, Banking Supervision Department
Bank of Ghana
The Bank Square
No. 42 Castle Road
Accra



Dear Sir,

ANNUAL RISK MANAGEMENT DECLARATION PURSUANT TO SECTION 39 OF THE RISK MANAGEMENT DIRECTIVE 2021

Pursuant to the foregoing Zenith Bank (Ghana) Ltd ("the Bank") declares that, to the best of its knowledge, and having made appropriate enquiries in all material respects:

1. The Bank has put in place systems for ensuring compliance with all prudential requirements.
2. The systems and resources that are in place for identifying, measuring, evaluating, controlling, mitigating and reporting material risks, and the Risk Management Framework itself are appropriate to the Bank and are commensurate with the size, business mix and complexity of the Bank.
3. The risk management and internal control systems in place are operating effectively and are adequate.
4. The Bank has a Risk Management Strategy (RMS) that complies with the *Risk Management Directive 2021* and the Bank has complied with the requirements defined in the RMS, and
5. The Bank is satisfied with the effectiveness of its processes and management information systems.

Thank you.

Yours faithfully,
For: **ZENITH BANK (GHANA) LTD.**

FREDA Y. DUPLAN
Chairperson, Board Risk & Cyber
Information Security Committee

CHARLES NIMAKO
Board Chairperson

Profile of Board Members

The profile of the Board is as follows:

Mrs. Freda Yahan Duplan

Board Chair

Mrs. Freda Yahan Duplan is the past Managing Director of Nestle Pakistan Limited. Prior to her stint in Pakistan, she was the MD of Nestle Ghana and briefly the Head of Nestle Business Services in Manila, Philippines. Mrs. Duplan is a trained Computer Scientist with over twenty-seven years working experience with the Nestle Group having risen through the ranks to become the first African Female Market Head in the Nestle Group and the First Female and Ghanaian Managing Director of Nestle Ghana LTD.

Prior to joining the Nestle Group in 1992, Freda worked briefly with Paul Hastings Janofsky & Walker in the USA as an IT Systems Analyst, as well as an IT Consultant with Quistron Ghana Limited in Ghana.

Mrs. Freda Yahan Duplan became an Independent Non-Executive Director from 1 January 2026 after her tenure as Chairperson expired on 31 December 2025.

Henry Chinedu Onwuzurigbo

Managing Director / Chief Executive Officer

Mr. Henry C. Onwuzurigbo is the Managing Director/Chief Executive Officer of Zenith Bank (Ghana) Ltd. Prior to joining Zenith Bank Ghana, he was an Executive Director in charge of Business Development and Treasury at Zenith Bank UK.

Mr. Onwuzurigbo has over twenty-eight (28) years of experience in banking, spanning across various business development functions. He has held Senior Management positions ranging from Head of Operations, Head of Marketing, Branch Management, Regional/Zonal Management, Head of Inspection and Deputy Group Chief Inspector in Zenith Bank Plc as well as the Head of Internal Audit of Zenith Pensions Custodian Limited (a subsidiary of Zenith Bank PLC). He was also the Pioneer Head of Internal Audit in Zenith Bank (UK) Ltd.

He is a Chartered Accountant and holds a Bachelor's Degree in Accounting. He is a Fellow of the Institute of Chartered Accountants of Nigeria (FCA), a Member of the Institute of Internal Auditors (UK), an Associate of the Chartered Institute of Taxation, Nigeria, a Senior Member of the Chartered Institute of Bankers, Nigeria as well as a Member of the Financial Reporting Council. He is also a Fellow of the Nigerian Institute of Credit Administration. He has also attended strategic management and leadership courses at the London Business School, University of Oxford and Euromoney.

He currently serves as a member of the Executive and Governing Council of the Ghana Association of Banks (GAB) and a member of the Executive Council of the National Banking College, Ghana.

Clifford Mensah

Executive Director

Clifford Mensah is an Executive Director at Zenith Bank (Ghana) Ltd. He is a qualified Chartered Enterprise Risk Actuary with over a decade experience across the insurance and banking sectors in West Africa, with expertise in large-scale corporate modelling.

Prior to joining Zenith Bank Ghana, Clifford was an Executive Director at Zenith General Insurance in Lagos, Nigeria, where he oversaw Business Development, Operations and Profitability of the firm. He also worked as an Associate Director at Ernst and Young (EY), Senior Manager at PwC Nigeria and has worked for several Insurance firms in Nigeria, Ghana, Cameroon and Cote D'Ivoire (CIMA region).

He holds a Master's Degree with distinction in Actuarial Science from Heriot-Watt University, UK, and a Bachelor of Science Degree in Mathematics and Statistics from the University of Ghana. He is a Fellow of the Institute of Actuaries in the UK (FIA) and a Fellow of the Society of Actuaries in the USA (FSA). He holds a Chartered Enterprise Risk Actuary qualification (CERA) with the Institute and Faculty of Actuaries in the UK.

Dame (Dr.) Adaora Umeoji, OON

Non-Executive Director

With nearly three decades of cognate banking experience and over 20 years of extensive executive management expertise in Zenith Bank, Dame Dr. Adaora Umeoji, OON has established herself as one of the leading figures within the banking sector. She is the Group Managing Director/CEO of Zenith Bank Plc and Chairperson of Zenith Bank UK.

An alumna of the prestigious Harvard Business School, where she completed the Advanced Management Program (AMP), University of Oxford with a Certificate in Economics for Public Policy, and Columbia Business School with a Certificate in the Global Banking Program. She holds a Bachelor's Degree in Sociology from the University of Jos, a Bachelor's Degree in Accounting, and a First-Class honours in Law from Baze University, Abuja. Additionally, she obtained a Master of Laws from the University of Salford, United Kingdom, and a Master of Business Administration (MBA) from the University of Calabar. Her academic and professional pursuits culminated in a Doctorate in Business Administration from Apollos University, USA, with research focused on inspirational leadership which has been recognized for its significant contribution to leadership and people management.

She has attended the Strategic Thinking and Management Programme at the Wharton Business School, USA; holds a Certificate in Economics for Business from the prestigious MIT Management Sloan School and a Certificate in Leading Global Businesses from Harvard Business School, USA.

She is a fellow of notable professional bodies including the Chartered Bankers Institute of London, Chartered Institute of Bankers of Nigeria, Institute of Credit Administration, Institute of Certified Public Accountants of Nigeria, Institute of Chartered Mediators & Conciliators, and the Institute of Chartered Secretaries & Administrators of Nigeria, among others.

Dame Dr. Adaora Umeoji's commitment to ethical banking led her to institute the Catholic Bankers Association of Nigeria (CBAN). She is also recognized as a Peace Advocate of the United Nations (UNPOLAC) and a Lady of the Order of Knights of St. John International (KSJI). Her advocacy efforts were further acknowledged by His Holiness Pope Francis, who conferred on her the Papal Knight of the Order of St. Sylvester. In 2022, the Federal Government of Nigeria honoured her with Officer of the Order of the Niger (OON), as a recognition of her contributions to nation building which highlights her dedication to the sustainable development of the country.

Dr. Juliette Modupe Tuakli

Independent Non-Executive Director

Juliette M. Tuakli, MD, MPH, has been a leader in women's, children's and public health for over three decades. In this last decade, at the helm of CHILDAccra Medical Group, she has managed the organization's expansion from a small pediatric clinic into a widely recognized regional medical conglomerate providing medical care, community health research and development, medical training for workers, students and researchers in Africa, England, USA. Her work has ranged from comprehensive health of women, children and families to tackling neglected tropical diseases.

She has contributed her expertise to international agencies such as World Bank, USAID, UNICEF, and others, and created an acclaimed CHILD HEALTH in AFRICA curriculum used in several public health programs in the US and Africa.

At Harvard Medical School/Children's Hospital of Boston, her research led to the addition of a new department for Community Pediatric Health. She co-founded MOREMI Initiative in 2006- a Pan-African female leadership program. Dr. Tuakli leads the development of medical research and publications internationally, based on the work of the renowned MERCY SHIPS International. In addition, she has chaired various committees of United Way Worldwide (UWW), the world's largest private NGO, and is now a member of the select Leadership and Governance Council of UWW. As the first female Rotary president of the premier Anglophone club in Africa, Dr. Tuakli promoted legislation to protect the disabled, orphans and vulnerable children in Ghana. Her work was hailed by the African Union in 2016, when she was also elected to the Commonwealth Human Rights Initiative Executive Board. Dr. Tuakli is an alumnus of the University of Zambia Medical School and the University of California, Los Angeles. She is also Licentiate Royal College of Physicians (LRCP), London UK and a Member of the Royal College of Surgeons (MRCS), London, UK.

Kwasi Agyeman Boatin

Independent Non-Executive Director

Mr. Kwasi Agyeman Boatin is a seasoned investment consultant and a Chartered Certified Accountant with almost four decades of experience in accounting and finance. He holds an MBA from Henley Business School (University of Reading) UK. Prior to branching out into consultancy, Mr. Boatin was the Director-General of the Social Security and National Insurance Trust (SSNIT) from 2008 to 2010 after serving as General Manager (Finance) at SSNIT from 2003 to 2008.

Mr. Boatin is a Fellow of the Association of Chartered Certified Accountants and has served on several notable boards in Ghana and abroad including the Ghana International Bank and Ecobank Transnational Incorporated (ETI), where he has held the positions of Non-Executive Director. His achievements include his appointment by the International Social Security Association (ISSA), Switzerland, as Vice-Chairperson of the Technical Commission on Investment of Social Security Funds.

Charles Boakye Nimako

Independent Non-Executive Director

Mr. Charles B. Nimako is currently the Director of Africa Initiatives for Safe Water Network, a US based NGO. He works with major corporate bodies and foundations to bring safe and affordable water to communities using a market-based approach.

Corporate Governance Report (continued)

Before opening the Safe Water Network Ghana office in May 2010, Mr. Nimako was the Chief Executive Officer of PepsiCo Franchise Holders, Beverage Investments Ghana Limited and SBC Beverages Ghana Limited. While at PepsiCo, he served as the Director of Sales and Marketing for Ghana and Franchise Operations Manager for Kenya, Uganda and Ethiopia. He was also attached as a consultant, and Project Director, to a new PepsiCo franchise holder, AngoAlissar LDA, Luanda, Angola.

In his previous professional role, Mr. Nimako worked as a Management Consultant with McKinsey and Company in Johannesburg, South Africa and London, UK. He also worked as an accountant with Coopers and Lybrand (now PricewaterhouseCoopers) in Los Angeles, California and as an Audit Manager with great Western Financial Corporation in Beverly Hills, California.

Mr. Nimako graduated in Economics and Accounting from Claremont McKenna College in California and obtained an MBA from Stanford University's Graduate School of Business. He is a Certified Public Accountant (CPA) and a current member of the American Institute of Certified Public Accountants.

Mr. Charles Nimako became the Board Chairperson effective 1 January 2026.

Prof. Emmanuel Emeka Ene

Independent Non-Executive Director

Prof. Emeka Ene, a Professor of Accounting and Finance, is the principal partner of Emeka Ene & Co. Chartered Accountant, an emerging audit and consultancy firm based in Nigeria. He is also presently a serving professor in the Department of Accounting, Cosmopolitan University, Abuja. He is a well-diversified, diligent, dependable, and performance-driven professional with over 32 years of senior management experience spanning academia, auditing and investigations, forensic audit, investment banking, public sector research and strategy, and management/financial consultancy services to national and global multilateral institutions. Known for his analytical approach and collaborative leadership style, Prof. Ene has built a strong track record in accountancy and economics.

Before joining Cosmopolitan University in 2025, Prof served as the Director, Centre for Interdisciplinary Studies, Dean of the Faculty of Management and Social Sciences and Head of the Department of Accounting and Finance at Baze University, Abuja. Prior to this, he was Associate Professor and Head of Accounting, as well as Director of the Entrepreneurial and Business Development Centre, at Bingham University, New Karu, Nasarawa State.

He holds a Bsc (Hons) in Accountancy from the University of Nigeria, Msc Accounting from the University of Lagos, Nigeria, Msc Economics from the University Maiduguri and Ph.D. in Financial Economics from the University of Ibadan, Nigeria. Prof. Ene is a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN) and the Nigeria Accounting Association (NAA), a member of the Nigeria Economic Society (NES), and an Associate of the Chartered Institute of Taxation of Nigeria (CITN). He has authored numerous publications and academic research papers.

Mrs. Florence Hope-Wudu

Independent Non-Executive Director

Florence is a Chartered Accountant (ACCA, UK) and a recognised Corporate Governance Consultant. She is the Managing Consultant of Purple Almond Consulting Services, a firm providing training, consulting, recruitment, and IT governance solutions, where she offers strategic oversight across all service lines. Florence began her professional career at KPMG, where she provided audit and advisory services to both

Corporate Governance Report (continued)

financial and non-financial institutions. For over ten years, she has provided advisory support to the International Finance Corporation (IFC), Bank of Ghana, and other institutions in Ghana and across Africa on Corporate Governance, including introducing governance courses at universities, reviewing the Bank of Ghana's Corporate Governance Directive 2018, conducting stakeholder workshops on governance reforms, and leading the development of the national curriculum on Corporate Governance under the auspices of the State Interests and Governance Authority and the Ministry of Finance.

Florence works closely with Boards and Board secretaries of financial and public institutions, leading transformational governance reforms through her strategic oversight of annual directors' capacity-building training programs and related governance compliance engagements for Boards. She is an IFC Certified Adult Trainer, Governance Auditor, and Board Evaluator. In addition, she consults for international organizations, including the IFC, World Bank, and German Corporation for International Cooperation (GIZ), on Corporate Governance assignments locally and internationally.

Florence holds a BSc in Accounting (University of Ghana), LLB (University of Professional Studies, Accra), Masters (Edinburgh Business School, UK), and a Professional Executive Masters in ADR (University of Virgin Islands, USA). She is a Fellow of ACCA and is pursuing a Doctorate in Corporate Governance (Edinburgh Business School, UK).

Mr. Adamu Lawani

Non-Executive Director

Mr. Adamu Saliu Lawani is a seasoned Chartered Accountant with over three decades of cognate banking industry experience. Mr. Lawani holds an MBA from both the University of Lagos, Nigeria and The Business School in the Netherlands. He is an alumnus of Auchu Polytechnic, Nigeria, where he graduated with a Higher National Diploma in Accounting, achieving distinction.

Mr. Lawani joined Zenith Bank in 1996 and has experience in operations, credit and marketing. He has held leadership positions in various groups such as Corporate Banking, Conglomerate, Consumer Credit Department, Export and Trade Finance Department and Agriculture Finance Department, among others and his contributions have significantly enhanced the Bank's growth and profitability. Committed to continuous professional development, he has participated in Executive Education programmes at prestigious institutions, including the London Business School, The Wharton School, University of Pennsylvania, INSEAD Business School, France and Lagos Business School.

Mr. Lawani is a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN) and the Institute of Credit Administration. He is also a Fellow of the Nigerian Institute of Management and the Chartered Institute of Strategic Management, as well as an Honorary Senior Member of the Chartered Institute of Bankers of Nigeria, and an Associate Member of the Chartered Institute of Taxation of Nigeria.

Corporate Governance Report (continued)

Assessment of Board Performance and Capacity Building

The Board confirms that the performance criteria used to assess the effectiveness of the Board as a whole and of individual directors are the internal and external assessments that are employed as per the requirements of the Corporate Governance Directive (2018).

Regarding training and capacity building, the following trainings were held for the Board in the year 2025:

Type of Training	Facilitator
Anti-Money Laundering / Combating the Financing of Terrorism training	Financial Intelligence Centre
Training on Cyber and Information Security Risks and Countermeasures	Cyber Security Authority
External Training (in Doha)	Maddison Pine
Training on the Climate-Related Financial Risk Directive	Bank of Ghana
Annual Corporate Governance Training and Certification for Directors	National Banking College

Executive Committee (EXCO)

The Bank has in place an Executive Committee which has oversight responsibility for the implementation of strategies approved by the Board. It is chaired by the Managing Director/Chief Executive Officer. It meets once every week to discuss and adopt policy decisions. It also provides direction for the staff of the Bank and ensures effective and efficient use of the Bank's resources.

The Executive Committee is made up of the following members:

Name of Member	Position
Mr. Henry Onwuzurigbo	Chairman
Mr. Clifford Mensah	Member
Mr. Joshua Uwedini	Member
Mr. Daniel Agamah	Member
Mr. Kwame Adadey	Member
Mr. James Wiafe Akenten	Member
Mr. George Imbrah	Member
Mrs. Charlotte Impraim	Member
Mr. Abdul-Jalil Alidu	Member
Mr. Kofi Abrokwa Kokroko	Member
Mr. Samuel Quansah	Member
Mr. Fabian Agala	Member
Mr. Victor Forson	Member

Profile of Executive Management Committee Members

A profile of the Executive Management Committee members is as follows:

1. Henry Chinedu Onwuzurigbo (see profile above)

Managing Director / Chief Executive Officer

2. Clifford Mensah (see profile above)

Executive Director

3. Joshua Uwedinisu

Chief Operating Officer

Joshua Uwedinisu is a seasoned banking professional with over 26 years of industry experience, including more than 21 years in risk management and control functions. He currently serves at the Chief Operating Officer of Zenith Bank (Ghana) Ltd.

Prior to his current role, he was the Head of Risk Management and Deputy Chief Risk Officer at Zenith Bank Plc, where he played a pivotal role in driving the Bank's risk management strategies.

Mr. Uwedinisu holds a Master of Business Administration (MBA) from Obafemi Awolowo University (OAU) and graduated with First Class Honors in Accounting from the University of Benin in 1996. He is a Fellow of the Institute of Chartered Accountants of Nigeria (FCA) and Fellow of the Chartered Risk Managers. Mr. Uwedinisu is recognized for his expertise in risk management, strategic leadership, and his dedication to advancing the banking and finance sector back home in Nigeria.

4. Daniel Agamah

Company Secretary & General Counsel

Daniel Agamah is the Bank's General Counsel and Company Secretary. He holds a first degree in Law and Philosophy from the University of Ghana, Legon (1991), a Qualifying Certificate of Law from the Ghana School of Law (1993) and a Master's Degree in International Law from the University of Cape Town, South Africa (2000) and has held various positions in international law and private practice. He also holds notable credentials as a Notary Public, a Certified Compliance Professional, and a Licensed Insolvency Practitioner. In addition to the Ghana Bar Association, Daniel holds memberships in the Chartered Institute of Restructuring and Insolvency Practitioners, Ghana (CIRIP Ghana), the International Bar Association, and the Institute of Directors Ghana.

5. Kwame Adadey

Divisional Head, Marketing

Kwame has a Master of Business Administration (MBA) Finance Option from the University of Ghana, an ACI Dealer Certificate and is also a member of the Association of Financial Markets. He joined Zenith Bank Ghana on 1 November 2005. He has served in various roles since 2006 including

Corporate Governance Report (continued)

Head of Treasury, Head of Business Services and Group Head in Marketing before becoming a Divisional Head for Marketing. He currently oversees nine (9) business groups of the Bank including Corporate Banking, Aviation and Hospitality and Multilaterals and Institutions.

6. James Akenten

Divisional Head, Marketing

James has twenty-two (22) years' experience in banking and has held leadership positions at various levels; from Relationship Officer through Branch Head, Sector Head, Zonal Head, Group Head to Divisional Head. As Divisional Head, James currently oversees nine (9) business groups comprising two (2) Head Office Sectors (Oil and Gas/Energy and Commercial Banking) and branches sited across Accra, Tema, Koforidua, Ho and Akosombo.

James holds MA, in Money, Banking and Finance from Middlesex University, United Kingdom; and a BA (Hons) in Economics and Law, from Kwame Nkrumah University of Science and Technology, Ghana. He has attended various leadership and finance courses in the United Kingdom, United Arab Emirates, Nigeria, and South Africa.

7. George Imbrah

Divisional Head, Marketing

George holds a Master of Business Administration Degree (MBA), Banking and Finance option from the Kwame Nkrumah University of Science and Technology as well as a Bachelor's Degree in Economics/Sociology from the University of Cape Coast. George is a Divisional Head, Marketing, and responsible for nine (9) Business Groups namely Telecoms and Fintechs, Construction and Real Estates, Bono Regions, and Ashanti Region.

8. Charlotte Impraim

Head, Credit Risk Management

Charlotte Impraim is the Head of Credit Risk Management and Recoveries Department. She has over twenty-eight (28) years working experience and a special skill set in Risk Management, Credit Risk management, Recoveries, Audit, Insolvency and Restructuring which cuts across the Oil and Gas, Finance and Manufacturing industries. Charlotte holds a Masters in Business Administration (Finance Option) from the University of Ghana as well as a Bachelor of Arts degree in Political Science and Sociology from the same institution. She is a Chartered Credit Professional (CCP) and a Licensed Practitioner/Member of the Chartered Institute of Restructuring and Insolvency Practitioners, Ghana (CIRIP Ghana).

9. Abdul-Jalil Alidu

Chief Financial Officer

Abdul-Jalil Alidu is the Chief Financial Officer (CFO) in charge of Financial Control and Strategic Planning at the Bank. He had previously held the roles of Operations Manager and Deputy Head of Internal Control and Audit.

Abdul-Jalil has over twenty-one (21) years of experience in internal controls, auditing, accounting, banking, and finance as well as corporate strategy. He holds a Master of Science Degree in Finance from the University of Leicester in the United Kingdom and a Bachelor of Science Degree in Business Administration from the University of Ghana. Abdul-Jalil also holds a certificate in Business Strategy from the Harvard Business School, United States of America. He is a Chartered Accountant and a Fellow of the Institute of Chartered Accountants (Ghana). He is also a member of the Institute of Internal Auditors (Ghana).

10. Kofi Abrokwa Kokroko

Divisional Head, Marketing

Kofi Abrokwa Kokroko holds a BSc Agricultural Economics from the University of Ghana, Master of Business Administration (MBA) Finance option from University of Cape Coast (UCC) and a Master of Science in Financial Risk Management, UCC.

He is a member of the Chartered Institute of Administration and Management Consultants-Ghana (CIAMC), with a Chartered Professional Administrator (ChPA) as well as Chartered Management Consultant (CMC) certifications.

He has over two decade of Banking experience spanning across Banking Operations and Marketing. Kofi is currently Divisional Head, Marketing, and responsible for nine (9) business groups namely Mining and Exports, Public sector and branches in Takoradi, Tarkwa, Tema, and Cape Coast.

11. Mr. Samuel Quansah

Chief Risk Officer

Mr. Samuel Quansah is the Chief Risk Officer of the Bank. He joined Zenith Bank on September 28, 2005, starting his banking career in Core Banking Operations and Foreign Operations. He later served in various roles as the Head-Trade Services Department, Operations Manager and Head of Corporate Banking.

He holds a B.A.- Business Administration (Accounting and Psychology) from the University of Ghana, Executive Master of Business Administration (EMBA Project Management Option) from the University of Ghana Business School.

Corporate Governance Report (continued)

He is a Certified Project Management Professional (PMP), PMI Agile Certified Practitioner (PMI-ACP) and a member of the Project Management Institute, and PECB certified ISO/IEC 27035 Senior Lead Incident Manager and ISO/IEC 27001 Lead Implementer from the Professional Evaluation and Certification Board. He is also a Licensed Practitioner/Member of the Chartered Institute of Restructuring and Insolvency Practitioners, Ghana (CIRIP Ghana)

12. Mr. Fabian Agala

Chief Information Officer

Mr. Fabian Agala is an IT Specialist with over 25 years of professional experience in Core Banking Application Implementation, Loans/Credit Management Application Implementation, Data Warehouse design, Database administration, Data engineering, Software development, Business process reengineering, IT infrastructure and people management, IT strategy, IT capacity planning and designing/implementation of systems and processes.

Mr. Agala has a Bachelor of Science degree in Computer Science from the University of Uyo in Nigeria and a Master of Science (Msc) in Data Science from Eastern University, Philadelphia, USA. He has several certifications in Oracle and Sybase database administration and IBM AIX operating systems. Until his secondment to Head the Information Technology Department in Zenith Bank Ghana in 2021, Mr. Agala worked in the Information Technology Department at Zenith Bank PLC, Lagos, Nigeria and was the CIO for Zenith Bank Seirra Leone and Zenith Bank Gambia.

13. Victor Forson

Divisional Head, Marketing

Victor is a Divisional Head, Marketing at Zenith Bank (Ghana) Ltd. Prior to joining Zenith Bank Ghana, Victor held the positions of Group Head (Large Local Corporates, Commercial Banking, and Financial Institutions), Group Head- (Global and Regional Corporates) and Client Relationship Coverage at Societe Generale Ghana PLC. He also worked as Corporate Relationship Manager - Barclays Bank, Ghana, Client Relationship Manager and Retail Unit Head at Guaranty Trust Bank.

He holds a Bachelor of Arts degree in Economics and Sociology from the University of Cape Coast and an MBA Finance from the Ghana Institute of Management and Public Administration (GIMPA).

Remuneration Policies

In line with Section 8.6 of the Corporate Governance Directive (CGD), the Board oversees the design and operation of the compensation system for the Bank. Periodically, the compensation system is reviewed by the Board Governance, Nominations and Remuneration Committee and recommendations are made to the Board for approval.

The Board ensures that the levels of remuneration are sufficient to attract, retain, and motivate executive officers of the Bank while ensuring that it is balanced to avoid excessive risk taking or potential risks to the

Corporate Governance Report (continued)

Bank's capital base. The Board Governance, Nominations and Remuneration Committee reviews the compensation of Key Management Personnel and make appropriate recommendations to the Board for approval.

The Board further confirms that the Executive Remuneration Policy aligns with the long-term sustainability of the Bank by providing a mix of short-term and long-term remuneration to incentivise sustainable long-term performance and that the directors, executive management, and staff remuneration are structured. Share options are currently not part of executive remuneration.

Board Committees

The Board can confirm that there are five committees of the Board as follows:

- Audit
- Risk, Cyber and Information Security
- Credit
- Governance, Nominations, and Remuneration
- Finance and General Purpose

Committee Membership

Membership and composition of the Committees as of 31 December 2025 are as follows:

A. Audit Committee

- | | |
|-----------------------------|--------------------------------------|
| i. Mr. Kwasi Boatın (Chair) | - Independent Non-Executive Director |
| ii. Dr. Juliette Tuakli | - Independent Non-Executive Director |
| iii. Prof. Emmanuel Ene | - Independent Non-Executive Director |
| iv. Mrs. Florence Hope-Wudu | - Independent Non-Executive Director |
| v. Mr. Adamu Lawani | - Non-Executive Director |

B. Risk & Cyber Security Committee

- | | |
|--------------------------------|--------------------------------------|
| i. Mr. Charles Nimako (Chair)* | - Independent Non-Executive Director |
| ii. Dr. Juliette Tuakli | - Independent Non-Executive Director |
| iii. Mr. Kwasi Boatın | - Independent Non-Executive Director |
| iv. Mr. Adamu Lawani | - Non-Executive Director |
| v. Mrs. Florence Hope-Wudu | - Independent Non-Executive Director |

C. Finance and General-Purpose Committee

- | | |
|------------------------------|--------------------------------------|
| i. Dr. Adaora Umeoji (Chair) | - Non-Executive Director |
| ii. Mr. Clifford Mensah | - Executive Director |
| iii. Mr. Charles Nimako* | - Independent Non-Executive Director |
| iv. Mr. Henry Onwuzurigbo | - Managing Director/CEO |
| v. Prof. Emmanuel Ene | - Independent Non-Executive Director |

Corporate Governance Report (continued)

D. Credit Committee

- | | |
|-----------------------------|--------------------------------------|
| i. Mr. Adamu Lawani (Chair) | - Non-Executive Director |
| ii. Mr. Henry Onwuzurigbo | - Managing Director/CEO |
| iii. Dr. Adaora Umeoji | - Non-Executive Director |
| iv. Mr. Kwasi Boatın | - Independent Non-Executive Director |
| v. Mr. Clifford Mensah | - Executive Director |
| vi. Prof. Emmanuel Ene | - Independent Non-Executive Director |

E. Governance, Nominations and Remuneration Committee

- | | |
|--------------------------------|--------------------------------------|
| i. Dr. Juliette Tuaklı (Chair) | - Independent Non-Executive Director |
| ii. Mr. Charles Nimako* | - Independent Non-Executive Director |
| iii. Dr. Adaora Umeoji | - Non-Executive Director |
| iv. Prof. Emmanuel Ene | - Independent Non-Executive Director |
| v. Mrs. Florence Hope-Wudu | - Independent Non-Executive Director |

*Mr Charles Nimako was not the Board Chair when he served on the various Committees. His tenure as Board Chair commenced on January 1, 2026.

A committee of Independent Non-Executive Directors determines the remuneration of Executive Directors in line with the provisions of the Board Charter and the Corporate Governance Directive, 2018.

The Board can confirm that each of these committees have terms of reference which have been updated in accordance with the provisions of the Corporate Governance Directive, 2018.

Summary of work carried out by the Board Committees required under the Corporate Governance Directive (2018) during the year and focus of the next year’s planned activities.

Audit

For the year under review, this committee engaged with the Head of Internal Audit as well as the Head of Compliance each on four (4) separate occasions and took reports from them. The Committee provided oversight of the internal and external audit functions, reviewed and approved the audit scope and frequency, while ensuring that Senior Management is taking necessary corrective actions in a timely manner to address control weaknesses, non-compliance with policies, laws and regulations and other problems identified by auditors as well as any other relevant matter referred to the committee by the Board.

This process will continue in 2026 with the additional focus on investigative reports from the Internal Audit Compliance departments relating to staff-related investigations and outcome of disciplinary hearings as well as regulatory compliance.

Risk, Cyber and Information Security

For the year under review the Committee met with the Chief Risk Officer and the Chief Information Security Officer each on four (4) separate occasions and took reports from them. In summary, for the year under review the Committee assisted the Board and Management by creating a comprehensive approach to anticipate, identify, prioritize, and manage material risks to the bank’s business objectives.

The Committee made various recommendations to the Board for the approval and revision of various policies pursuant to the Bank’s Risk Management Framework.

Corporate Governance Report (continued)

Credit

For the year under review the Committee met with Management on four (4) separate occasions and took credit requests from them. In summary, for the year under review the Committee assisted the Board in reviewing new credit facilities and discussed updates on the performance of the Bank’s loan portfolio including recovery updates.

The Committee made various recommendations to the Board for approval of credit facilities reviewed.

Governance, Nominations, and Remuneration

For the year under review the Committee met with the Company Secretariat on four (4) separate occasions and took reports from them. In summary, for the year under review the Committee assisted the Board in the Bank’s adherence to sound corporate governance practices including the level of compliance with the Corporate Governance Directive, 2018 and other relevant regulations.

The Committee made various recommendations to the Board for the approval.

Finance and General Purpose

For the year under review the Committee met with the Chief Finance Officer and Chief Risk Officer each on four (4) separate occasions and took reports from them on the financial performance of the Bank as well as the Bank’s adherence to Environment, Sustainability and Governance (ESG) policies and principles.

The Committee made various recommendations to the Board for the approval and revision of various policies pursuant to the Bank’s Risk Management Framework.

The process will continue in 2026.

Board Meetings

During the financial year under review, five (5) Board Meetings were held by the Board of Directors, and four (4) Committee meetings were held.

Schedule of attendance at Board Committee Meetings

Below is the schedule of attendance at Board and Board Committee meetings during the year.

	B	FGPC	CC	GNRC	AC	RCISC
Freda Duplan	5/5	N/A	N/A	N/A	N/A	N/A
Adaora Umeoji	5/5	3/4	4/4	4/4	N/A	N/A
Gabriel Ukpeh	2/2	N/A	2/2	N/A	2/2	N/A
Juliette Tuakli	5/5	N/A	N/A	4/4	4/4	4/4
Kwasi Agyeman Boatin	5/5	N/A	4/4	N/A	4/4	4/4
Charles Nimako	5/5	4/4	N/A	4/4	N/A	4/4
Henry Onwuzurigbo	5/5	4/4	4/4	N/A	N/A	N/A
Clifford Mensah	5/5	4/4	4/4	N/A	N/A	N/A
Adamu Lawani	5/5	N/A	3/3	3/3	2/2	2/2
Emmanuel Emeka Ene	2/2	N/A	N/A	N/A	N/A	N/A
Florence Hope-Wudu	1/1	N/A	N/A	N/A	N/A	N/A

ZENITH BANK (GHANA) LTD

Corporate Governance Report (continued)

NB. Board (B), Finance and General-Purpose Committee (FGPC), Credit Committee (CC), Governance, Nominations and Remuneration Committee (GNRC), Audit Committee (AC), Risk, Cyber and Information Security Committee (RCISC).

N/A as used above implies 'Not applicable', that is, the Director in question was not a member of the stated committee and hence could not have been expected to attend the Committee meeting.

Annual Meeting Calendar

The Board and its Committees met on the following dates in 2025:

Board	AC	RCISC	CC	GNRC	FGPC
March 11	February 14	February 18	February 20	February 20	February 20
May 8	April 10	April 16	April 16	April 17	April 30
July 24	July 03	July 09	July 09	July 03	July 23
October 23	October 14	October 14	October 15	October 15	October 15
December 11	N/A	N/A	N/A	N/A	N/A

Other Engagements of Directors

Director	Name of Institution
Freda Duplan	<ul style="list-style-type: none">• Zen Petroleum• Fan Milk PLC• DTRT Apparel Ltd• Executive Women Network Ltd
Adaora Umeoji	Zenith Bank Plc
Juliette Tuakli	<ul style="list-style-type: none">• Commonwealth Human Rights Initiative• CarePoint International
Kwasi Boatın	<ul style="list-style-type: none">• Westcliff Capital Ltd
Charles Nimako	<ul style="list-style-type: none">• Beverly Ranch Investment Ltd• Safe Water Enterprises Ltd• Unilever Ghana Ltd
Clifford Mensah	None
Henry Onwuzurıgbo	<ul style="list-style-type: none">• National Banking College• Ghana Association of Banks
Adamu Lawani	Zenith Bank Plc
Emmanuel Emeka Ene	Emeka Ene and Co. Chartered Accountants
Florence Hope-Wudu	Purple Almond Consulting Services Ltd

Corporate Governance Report (continued)

Report on Board Evaluation

As part of measures to review the effectiveness of the corporate governance practices and procedures, the Board carried out an in-house self-assessment of members and committees. The results of the in-house self-assessment for the year ended December 31, 2024 was submitted to the Bank of Ghana via the ORASS online reporting on June 30, 2025 as follows:



ZENITH BANK (GHANA) LTD

HEAD OFFICE

Zenith Bank (Ghana) Ltd
Zenith Heights, No. 37 Independence Avenue, Accra
GPS Address: (GA-030-7585)
P.M.B. CT 393, Accra-Ghana
Tel: +233 302 429700 / 302 611500 / 302 680884
Email: info@zenithbank.com.gh
Website: www.zenithbank.com.gh / SWIFT: ZEBLGHAC

June 30, 2025

**The Head of Banking Supervision
Bank of Ghana
Cedi House
Accra**

Dear Sir,

SUBMISSION OF IN-HOUSE PERFORMANCE EVALUATION OF THE BOARD OF ZENITH BANK (GHANA) LTD PURSUANT TO PARAGRAPH 48 OF THE CORPORATE GOVERNANCE, 2018

The above subject refers.

Please find attached the results of the in-house performance evaluation of the Board of Zenith Bank Ghana Ltd for the year ended December 31, 2024.

Thank you.

Yours faithfully
For: **Zenith Bank (Ghana) Ltd**


Michael Narh
Company Secretary
Encl.

Corporate Governance Report (continued)

Additionally, a separate in-house performance evaluation of the Board on AML/CFT issues was undertaken and the results was submitted to the Bank of Ghana and the Financial Intelligence Centre as evidenced below:



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Website: www.zenithbank.com.gh / SWIFT: ZEBLGHAC

September 25, 2024

The Head,
Banking Supervision Department,
Bank of Ghana,
Accra.



Dear Sir,

IN-HOUSE PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS ON AML/CFT ISSUES


In accordance with section 48(a) of the *Corporate Governance Directive 2018*, kindly find enclosed assessment forms completed by members of the Board of Directors of Zenith Bank (Ghana) Ltd in evidence of in-house evaluation on AML/CFT issues carried out during the first half of 2025.

Also find attached the slides used towards their training on AML/CFT.

Thank you.

Yours faithfully,
For: **ZENITH BANK (GHANA) LTD**


ISAAC ASIBEY-BERKO
Head – Compliance Department


DANIEL AGAMAH
Company Secretary/Legal Advisor

cc: The Chief Executive Officer,
Financial Intelligence Centre,
10th Floor, Cedi House,
No. 1 Liberia Road,
Accra

Directors | Mrs. Freda Y. Duplan (Board Chair), Henry Onwuzurigbo (Managing Director / Chief Executive Officer)
Clifford Mensah (Executive Director), Dame (Dr.) Adaora Umeoji, Gabriel Ukpeh,
Dr. Juliette Tuakli, Kwasi Boatin, Charles Nimako



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Email: info@zenithbank.com.gh
Website: www.zenithbank.com.gh / SWIFT: ZEBLGHAC

September 25, 2024

The Chief Executive Officer,
Financial Intelligence Centre,
10th Floor, Cedi House,
No. 1 Liberia Road
Accra.

Dear Sir,

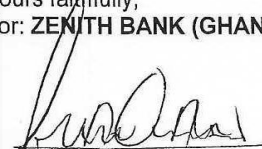
IN-HOUSE PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS ON AML/CFT ISSUES

In accordance with section 48(a) of the *Corporate Governance Directive 2018*, kindly find enclosed assessment forms completed by members of the Board of Directors of Zenith Bank (Ghana) Ltd in evidence of in-house evaluation on AML/CFT issues carried out during the first half of 2025.

Also find attached the slides used towards their training on AML/CFT.

Thank you.

Yours faithfully,
For: ZENITH BANK (GHANA) LTD


ISAAC ASIBEY- BERKO
Head – Compliance Department


DANIEL AGAMAH
Company Secretary/Legal Advisor

cc: The Head,
Banking Supervision Department,
Bank of Ghana,
Accra



Directors | Mrs. Eredia Y. Duplan (Board Chair), Henry Onwuzurigbo (Managing Director / Chief Executive Officer)
Clifford Mensah (Executive Director), Dame (Dr.) Adaora Urmeoji, Gabriel Ukpeh,
Dr. Juliette Tuakli, Kwasi Boatin, Charles Nimako



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March 16, 2026

The Head,
Banking Supervision Department,
Bank of Ghana,
Accra.

Dear Sir,

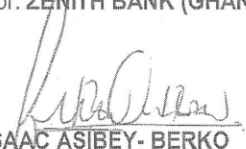
IN-HOUSE PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS ON AML/CFT/CPF ISSUES


In accordance with section 48(a) of the *Corporate Governance Directive 2018*, kindly find enclosed assessment forms completed by members of the Board of Directors of Zenith Bank (Ghana) Ltd in evidence of in-house evaluation on AML/CFT/CPF issues carried out during the second half of 2025.

Also find attached the slides used towards their training on AML/CFT/CPF.

Thank you.

Yours faithfully,
For: **ZENITH BANK (GHANA) LTD**


ISAAC ASIBEY- BERKO
Head – Compliance Department


DANIEL AGAMAH
Company Secretary/Legal Advisor

cc: The Chief Executive Officer,
Financial Intelligence Centre,
10th Floor, Cedi House,
No. 1 Liberia Road,
Accra



Directors | Charles B. Nimako (Board Chair), Dame (Dr.) Adaora Umeoji, Freda Y. Duplan, Dr. Juliette Tuakli, Kwasi Boatin, Adamu Lawani, Prof. Emeka Ene, Florence Hope-Wudu, Clifford Mensah (Executive Director), Henry Orwuzungbo (Managing Director/Chief Executive Officer)



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Website: www.zenithbank.com.gh / SWIFT: ZEBLGHAC

March 16, 2026

The Chief Executive Officer,
Financial Intelligence Centre,
10th Floor, Cedi House,
No. 1 Liberia Road
Accra.

Dear Sir,

IN-HOUSE PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS ON AML/CFT/CPF ISSUES

In accordance with section 48(a) of the *Corporate Governance Directive 2018*, kindly find enclosed assessment forms completed by members of the Board of Directors of Zenith Bank (Ghana) Ltd in evidence of in-house evaluation on AML/CFT/CPF issues carried out during the second half of 2025.

Also find attached the slides used towards their training on AML/CFT/CPF.

Thank you.

Yours faithfully,
For: **ZENITH BANK (GHANA) LTD**


ISAAC ASIBEY-BERKO
Head – Compliance Department


DANIEL AGAMAH
Company Secretary/Legal Advisor

cc: The Head,
Banking Supervision Department,
Bank of Ghana,
Accra.



Directors | Charles B. NimaKo (Board Chair), Dame (Dr.) Adaora Umeoji, Freda Y. Duplan, Dr. Juliette Tuakli, Kwasi Boatn, Adamu Lawani, Prof. Emeka Ene, Florence Hope-Wudu, Clifford Mensah (Executive Director), Henry Onwuzungbo (Managing Director/Chief Executive Officer)

Corporate Governance Report (continued)

Finally, an external independent evaluation of the Board and its members for the period January 2023 to December 2024 was done by KPMG. The last evaluation was conducted by EY for the period January 2022 to December 2022. The scope of the engagement included roles and responsibilities, competencies, structure and composition, processes and relationships, other key governance issues, and recommendations of previous evaluations. The evaluation was carried out through interviews, survey and documents review to gather structured feedback from Board members. KPMG submitted their final report on February 25, 2026. The report concluded that the Board of the Bank had an overall average score of 4.43 out of 5, indicative of good performance. The result reflects the Board’s strong adherence to corporate governance practices and regulatory expectations under the Bank of Ghana Corporate Governance Directive, 2018. Key among the findings was the need to expand the membership of the Board Risk, Cyber and Information Security Committee, which was made of only Independent Non-Executive Directors, to include other Directors. They added that while the outcome demonstrates commendable effectiveness, there remains opportunity for continued enhancement, particularly in strengthening governance structures and continuous improvement initiatives. The Board is currently studying the recommendations for the necessary actions. The full report was submitted to the Bank of Ghana on March 17, 2026. Below is a transmission letter from KPMG and to the Bank of Ghana:



KPMG
Marlin House, 13 Yiyiwa Drive,
Abelenkpe, Accra,
P.O. Box GP242,
Accra, Ghana

M: +233 (0302) 770454, 770618,
770712, 777173
F: +233 (0302) 771500
E: info@kpmg.com.gh

Private and confidential

The Board Secretary
Zenith Bank (Ghana) Ltd
Zenith Heights No. 37 Independence
Avenue Accra. Ghana

Attention: Daniel Agamah

25 February 2026

Dear Sir

Final Report: Evaluation of Board of Directors – 2023 and 2024

We are pleased to submit our final report on the Board Assessment of Zenith Bank (Ghana) Ltd as outlined in our engagement letter dated 10 September 2025.

This report has been prepared based on the results of our work, including analysis, validation, enquiries, and assessment of the information provided to us by the management of Zenith Bank (Ghana) Ltd.

To the extent that our report includes recommendations to address gaps identified and improve upon the procedures of Zenith Bank (Ghana) Ltd. Management is solely responsible for the implementation decisions thereof.

This report, including the information contained herein, is intended solely for use by of Zenith Bank (Ghana) Ltd and shall not be quoted, referred to, or transmitted to any other party, in whole or in part, without the prior written consent of KPMG. The responsibility for the security of any electronic distribution of this report remains that of Zenith Bank (Ghana) Ltd.

In no event will KPMG be held liable for any loss, damage, cost, or expense whatsoever and however caused, incurred, sustained, or arising in respect of this report, and of Zenith Bank (Ghana) Ltd will indemnify and hold harmless KPMG,

its partners and personnel against all actions, proceedings, and claims brought and threatened and all loss, damage, cost or expenses relating thereto, in any way arising out of or in connection with, the grant of access to this report, except where such loss, damage, cost or expense is finally determined to have resulted from wilful misconduct or gross neglect on our part.

This report is dated 25 February 2026 and may only be relied upon in respect of the matters to which it refers.

We thank you for the opportunity to be of service to you on this major assignment and look forward to working with you on future engagements.

Yours faithfully

Kwame Sarpong Barnieh
Head of Advisory
Partner – Governance, Risk and Compliance Services

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A.O. Akoto	K. Frempong-Kore	F. Demis
J. Coleman	L. Amidu	K. S. Barnieh
J. E. Annabi	J. G. Lutterstedt	S. O. Akko
C. K. Adu-Djadow	R. Amor	E. Asare
M. Boateng	E. Etseah	



ZENITH BANK (GHANA) LTD

HEAD OFFICE

Zenith Bank (Ghana) Ltd
Zenith Heights, No. 37 Independence Avenue, Accra
GPS Address: (GA-030-7585)
P.M.B. CT 393, Accra-Ghana
Tel: +233 302 429700 / 302 611500 / 302 680884
Email: info@zenithbank.com.gh
Website: www.zenithbank.com.gh / SWIFT: ZEBLGHAC

March 16, 2026



Mr. Ismail Adam
Head, Banking Supervision Department
Bank of Ghana
The Bank Square
Accra

Dear Sir

EXTERNAL BOARD EVALUATION REPORT 2023 – 2024

Pursuant to the provisions of the Corporate Governance Directive, kindly find enclosed the external evaluation/assessment of the Board of Directors of Zenith Bank (Ghana) Ltd for the period 2023 – 2024. The report was facilitated by KPMG.

Respectfully submitted



Daniel Agamah
Secretary to the Board

Encl.



Directors | Charles B. Nimako (Board Chair), Dame (Dr.) Adaora Umeoji, Freda Y. Duplan, Dr. Juliette Tuakli, Kwasi Boatin, Adamu Lawani, Prof. Emeka Ene, Florence Hope-Wudu, Clifford Mensah (Executive Director), Henry Onwuzurigo (Managing Director/Chief Executive Officer)

Succession Planning

The Board recognises that a well-defined Board Succession Plan is crucial to ensuring the long-term stability, effective governance, and continuity of Zenith Bank Ghana Ltd. To that end the Board has approved a Succession Plan for the Bank. The plan provides a structured approach to identifying, developing, and transitioning board members while aligning with the bank's strategic objectives, regulatory obligations, and best governance practices. In line with Ghana's Corporate Governance Directive, particularly those set by the Bank of Ghana, the plan outlines a proactive and strategic approach to managing board succession.

Succession planning strategy at the Management level focuses on all critical roles at all levels in the organization, to ensure business and leadership continuity. The Bank's recruitment process has been aligned with the succession management process to serve as a source of future appointments into key leadership positions both at the Board and Management levels.

The Bank's succession plan is designed to ensure that the Board and Key Management Personnel have appropriate diversity in gender, background, skills, education and perspectives.

Internal Control Framework

In compliance with Section 14.1 of the CGD, the Bank recognizes the importance of the Internal Control function in the Bank's overall operations and has put in place control systems to ensure that the Bank's operations are carried out in a safe and effective manner. The controls set out the risk acceptance, tolerance levels, and management strategies for the Bank's operations. The controls are well documented and made available to staff to guide their operations. The Internal Audit function carries out periodic reviews of the controls and reports deficiencies and preventive or remediation actions by Management to the Board Audit Committee. The Bank has also implemented an Internal Control Over Financial Reporting Framework, in line with the Group's reporting requirements, to strengthen the control environment. The function is headed by the Head of Internal Control, who reports directly to the MD/CEO.

Internal Audit

The Bank has an internal audit function headed by the Head of Internal Audit who is appointed and assessed by the Board Audit Committee and reports directly to that committee.

The Board confirms the internal audit function put in place is effective in providing an independent assessment of the adequacy of, and compliance with established policies and procedures. The Head of Internal Audit submits quarterly reports to the Board Audit Committee and the report is reviewed by the Board Audit Committee and appropriate recommendations are made towards the strengthening of the function.

Conflict of Interest

The Board has an approved Conflict of Interest Policy and a Conflict-of-Interest Register. The document covers areas such as duties, disclosures, responsibilities, reviews, and approval process for directors in relation to activities that could result in conflict of interest. No conflict of interest or material conflict of interest case, involving any of the Directors, came to the attention of the Board for the year ended 31 December 2025. The Bank submits quarterly conflict of interest and potential conflict of interest report to the Bank of Ghana in line with the provisions of the Corporate Governance Directive, 2018.

Corporate Governance Report (continued)

Ethics and Professionalism – Staff Handbook and Code of Conduct

Management has communicated the principles of ethics and professionalism in the Staff Handbook to its employees in the discharge of their duties. The handbook was reviewed and approved by the Board. This handbook sets the professionalism and integrity required for business operations which covers compliance with the law, conflict of interest, bribery, and strict adherence to these principles to eliminate the potential for illegal practice. Staff and directors are bound by and sign the code of conduct and professional ethics declaration prior to their appointment and annually after their appointment. Upon their appointment, directors also swear an Oath of Confidentiality which is administered by a High Court Judge in Chambers. In compliance with the requirements of Section 17 of the CGD, the Bank has a Code of Conduct which captures issues relating to whistle blowing, protecting the Bank’s assets, accuracy of record keeping, fair employment practices and diversity, workplace responsibilities, discrimination and harassment and professional conduct, dealing with suppliers, conflict of interest, privacy of information, insider trading, and personal behaviour among others.

In compliance with the requirements of Section 17 of the CGD, the Bank has a Code of Conduct which captures issues relating to whistle blowing, protecting the Bank’s assets, accuracy of record keeping, fair employment practices and diversity, workplace responsibilities, discrimination and harassment and professional conduct, dealing with suppliers, conflict of interest, privacy of information, insider trading, and personal behaviour among others.

Related Party Transactions

The Bank has in place policies and procedures to ensure that all related party transactions are carried out at arm’s length and in accordance with the Banks and Specialised Deposit Taking Institutions Act, 2016 (Act 930). Related party transactions are reviewed by the Board quarterly to assess their appropriateness and inherent risks. This is intended to ensure that there is no favourable treatment given to a related party. Related party transactions for the year ended 31 December 2025 is disclosed in Notes to the financial statements.

Corporate Governance Framework

The Bank has a well outlined Corporate Governance framework which is captured in the Board and Board Committees Charters as well as Management Committees Charters in line with Section 7.1 of the CGD. The Board uses these documents to drive key Governance performance indicators in the Bank.

Management Reporting Structures

The Board monitors and ensures that the actions of Key Management Personnel are consistent with the strategy and policies approved by the Board, including the risk tolerance/appetite and risk culture. The Bank has Management committees that support the Managing Director in the day to day running of the Bank. On quarterly basis, the Managing Director reports to the Board on business development, risk management, human resource development as well as new developments in the industry and the markets (both local and international).

**INDEPENDENT AUDITOR’S REPORT
TO THE MEMBERS OF ZENITH BANK (GHANA) LTD**

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Our opinion

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Zenith Bank (Ghana) Ltd (the “Bank”) as at 31 December 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”) as adopted by the Institute of Chartered Accountants, Ghana (ICAG) and in the manner required by the Companies Act, 2019 (Act 992) and the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930).

What we have audited

We have audited the financial statements of Zenith Bank (Ghana) Ltd for the year ended 31 December 2025.

The financial statements comprise:

- the statement of financial position as at 31 December 2025;
- the statement of comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, comprising a summary of material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report.

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

Independence

We are independent of the Bank in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) (the Code) issued by the International Ethics Standards Board for Accountants and the independence requirements of section 143 of the Companies Act, 2019 (Act 992) that are relevant to our audit of the financial statements. We have fulfilled our other ethical responsibilities in accordance with the Code.

Key audit matters

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

**INDEPENDENT AUDITOR’S REPORT
TO THE MEMBERS OF ZENITH BANK (GHANA) LTD (continued)**

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter						
<p>Impairment allowance on loans and advances to customers</p> <p>At 31 December 2025, the Bank’s impairment allowance on loans and advances to customers was as follows:</p> <table border="1" data-bbox="209 607 911 808"> <thead> <tr> <th data-bbox="209 607 496 707">Financial Statement Line Item</th> <th data-bbox="496 607 687 707">Gross Amount GH¢'000</th> <th data-bbox="687 607 911 707">Impairment Allowance GH¢'000</th> </tr> </thead> <tbody> <tr> <td data-bbox="209 707 496 808">Loan and advances to customers</td> <td data-bbox="496 707 687 808">7,415,927</td> <td data-bbox="687 707 911 808">205,701</td> </tr> </tbody> </table> <p>The impairment of loans and advances to customers was determined on an expected credit loss (ECL) basis under IFRS 9 - Financial Instruments. IFRS 9 is a complex accounting standard which requires considerable judgement and interpretation in its implementation.</p> <p>These judgements and estimates were used in designing models which have been built and implemented to measure expected credit losses. The key areas of judgement were as follows:</p> <ul style="list-style-type: none"> • The definition of default and the determination of qualitative and quantitative criteria for determining significant increase in credit risk (SICR); • The selection and determination of forward-looking economic scenarios and the probability weightings applied to each scenario; and • The determination of Probability of Default (PD), Loss Given Default (LGD) and Exposure at Default (EAD). <p>Given the subjectivity and reliance on estimates and judgements inherent in the determination of the impairment of financial assets, we determined that this was a matter of most significance in our audit.</p> <p>The accounting policies, critical estimates and judgements and impairment charge are set out in notes 2.10.1, 3.2.3, 6(a) and 21 to the financial statements.</p>	Financial Statement Line Item	Gross Amount GH¢'000	Impairment Allowance GH¢'000	Loan and advances to customers	7,415,927	205,701	<p>We obtained an understanding of controls over loans and advances to customers.</p> <p>We evaluated and tested the controls over loan origination, monitoring and provisioning processes and assessed their operating effectiveness.</p> <p>We assessed the definition of default and the criteria applied by management in determining SICR. We applied a risk based targeted testing approach on samples of credit facilities for detailed review.</p> <p>We assessed the reasonableness of the forward-looking information used in the impairment calculations by challenging the economic scenarios applied, evaluating the accuracy of the forward-looking rates, and reviewing the appropriateness of the scenario weightings.</p> <p>We assessed the completeness, accuracy and integrity of data used in the ECL model and reperformed selected model calculations to check that the inputs used were consistent with the requirements of IFRS 9.</p> <p>We assessed the reasonableness of PD assumptions applied by checking data quality, comparing them to historical defaults, reviewing model logic, and challenging any adjustments. We also tested the reasonableness of the LGD by reviewing on a sample basis the valuation of the collateral held and expected future recoveries.</p> <p>We assessed whether the projected Exposure at Default (EAD) over the remaining lifetime of the financial assets complied with the requirements of IFRS 9 and evaluated the accuracy and reasonableness of the Expected Credit Loss (ECL) engine’s calculations.</p> <p>We checked the appropriateness of IFRS 9 ECL disclosures.</p>
Financial Statement Line Item	Gross Amount GH¢'000	Impairment Allowance GH¢'000					
Loan and advances to customers	7,415,927	205,701					

INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF ZENITH BANK (GHANA) LTD (continued)

Other Information

The directors are responsible for the other information. The other information comprises Corporate information, Report of the directors, Corporate governance report and Value Added Statement but does not include the financial statements and our auditor’s report thereon, which we obtained prior to the date of this auditor’s report and the Financials at a glance, Financial highlights, Corporate profile and strategy, Branch/Agency network, Products and services, Correspondent banks, Board of directors, Chairperson’s message, Executive management team, Chief executive officer’s review and the Corporate events and Corporate social responsibility initiatives, which are expected to be made available to us after that date.

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

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

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

When we read the Financials at a glance, Financial highlights, Corporate profile and strategy, Branch/Agency network, Product and services, Correspondent banks, Board directors, Chairperson’s message, Executive management team, Chief executive officer’s review and the Corporate events and Corporate social responsibility Initiatives, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of the directors for the financial statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board (“IFRS Accounting Standards”) as adopted by the Institute of Chartered Accountants, Ghana (ICAG) and in the manner required by the Companies Act, 2019 (Act 992) and the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930), and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are responsible for overseeing the Bank’s financial reporting process.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ZENITH BANK (GHANA) LTD (continued)

Auditor's responsibilities for the audit of the financial statements

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

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

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

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

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF ZENITH BANK (GHANA) LTD (continued)**

Auditor's responsibilities for the audit of the financial statements (continued)

the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

The Companies Act, 2019 (Act 992) requires that in carrying out our audit we consider and report on the following matters. We confirm that:

- i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii) in our opinion proper books of account have been kept by the Bank, so far as appears from our examination of those books; and
- iii) the Bank's statement of financial position and the Bank's statement of comprehensive income are in agreement with the books of account.

In accordance with section 85(2) of the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930) we hereby confirm that:

- i) the accounts give a true and fair view of the state of affairs of the Bank and the results of operations for the period under review;
- ii) we were able to obtain all the information and explanations required for the efficient performance of our duties as auditor;
- iii) the Bank's transactions were within its powers; and
- iv) the Bank has, in all material respects, complied with the provisions of this Act.

With respect to the provisions of the Anti-Money Laundering Act, 2020 (Act 1044), the Anti-Terrorism Act, 2008, (Act 762) and the Regulations made under these enactments, we did not identify any instances of non-compliance based on procedures we performed.

With respect to the provisions of section 21 of the corporate governance disclosure directive (2022) issued by Bank of Ghana, we did not identify any instances of non-compliance regarding the Bank's corporate governance practices and report, based on procedures we performed.

The engagement partner on the audit resulting in this independent auditor's report is Destiny Selorm Attatsitsey (ICAG/P/1619).



PricewaterhouseCoopers (ICAG/F/2026/028)
Chartered Accountants
Accra, Ghana
25 March 2026



STATEMENT OF COMPREHENSIVE INCOME
(All amounts are in thousands of Ghana cedis)

For the Year Ended 31 December

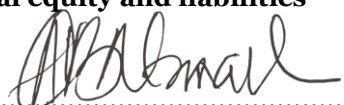
	Note	2025	2024
Interest income	7	2,651,880	1,725,210
Interest expense	7	<u>(1,082,833)</u>	<u>(634,300)</u>
Net interest income		<u>1,569,047</u>	<u>1,090,910</u>
Fees and commission income	8	466,550	335,824
Fees and commission expense	8	<u>(65,213)</u>	<u>(56,977)</u>
Net fees and commission income		<u>401,337</u>	<u>278,847</u>
Net trading income	9(a)	309,332	377,835
Net income - financial instruments carried at fair value	9(b)	42	-
Other income	10	<u>112,926</u>	<u>37,025</u>
Net trading and other income		<u>422,300</u>	<u>414,860</u>
Operating income		2,392,684	1,784,617
Impairment loss on financial assets	11	(140,376)	(143,122)
Personnel expenses	12	(317,448)	(254,768)
Depreciation and amortisation	22(a)	(67,215)	(50,087)
Other expenses	14	<u>(342,719)</u>	<u>(275,475)</u>
Profit before income tax		1,524,926	1,061,165
Income tax expense	15	<u>(527,212)</u>	<u>(609,187)</u>
Profit after tax attributable to equity holders of the Bank		997,714	451,978
Other comprehensive income, net of tax		<u>-</u>	<u>-</u>
Total comprehensive income attributable to equity holders of the Bank		<u>997,714</u>	<u>451,978</u>
Earnings per share - Basic & Diluted	16	<u>0.10</u>	<u>0.07</u>

The notes on pages 42 to 111 are an integral part of these financial statements.


STATEMENT OF FINANCIAL POSITION
(All amounts are in thousands of Ghana cedis)

As at 31 December

Assets	Note	2025	2024
Cash and bank balances	17	7,834,422	6,611,429
Non-pledged trading assets	18	4,148	-
Investment securities	19	9,146,925	6,174,183
Investments (other than securities)	20	333,996	1,212,418
Derivative financial assets	34	24,979	66,791
Current tax receivable	15	10,849	64,961
Loans and advances to customers	21	7,210,226	3,414,019
Property, plant and equipment	22	295,797	249,441
Intangible assets	23	25,355	28,158
Right-of-use assets	13	83,809	92,446
Deferred tax assets	24	59,877	26,524
Other assets	25	<u>1,672,437</u>	<u>1,186,763</u>
Total assets		<u>26,702,820</u>	<u>19,127,133</u>
Liabilities			
Deposits from banks and non-bank financial institutions	26	147,019	118,976
Deposits from customers	27	20,825,728	15,630,343
Borrowings	28	2,132,000	952,693
Other liabilities	29	412,564	240,813
Lease liabilities	13	107,121	111,182
Deferred tax liabilities	24	<u>28,402</u>	<u>20,854</u>
Total liabilities		<u>23,652,834</u>	<u>17,074,861</u>
Equity			
Stated capital	30	1,000,000	1,000,000
Statutory reserve	30(b)	891,834	642,405
Credit risk reserve	30(b)	76,140	-
Retained earnings	30(b)	<u>1,082,012</u>	<u>409,867</u>
Total equity		<u>3,049,986</u>	<u>2,052,272</u>
Total equity and liabilities		<u>26,702,820</u>	<u>19,127,133</u>



.....
Mr Charles Nimako (Chairperson)



.....
Henry Chinedu Onwuzurigbo (MD/CEO)

The financial statements of the Bank on pages 38 to 111 were approved by the Board of Directors on **19 March 2026**.

The notes on pages 42 to 111 are an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
 (All amounts are in thousands of Ghana cedis)

Year ended 31 December 2025	Stated capital	Statutory reserve	Credit risk reserve	Retained earnings	Total
Balance at 1 January	<u>1,000,000</u>	<u>642,405</u>	<u>-</u>	<u>409,867</u>	<u>2,052,272</u>
Profit for the year	-	-	-	997,714	997,714
Total comprehensive income	-	-	-	997,714	997,714
Regulatory and other reserve transfers					
Transfer to credit risk reserve	-	-	76,140	(76,140)	-
Transfer to statutory reserve	-	249,429	-	(249,429)	-
Net transfers to reserves	-	249,429	76,140	(325,569)	-
Balance at 31 December	<u>1,000,000</u>	<u>891,834</u>	<u>76,140</u>	<u>1,082,012</u>	<u>3,049,986</u>

Year ended 31 December 2024	Stated capital	Statutory reserve	Credit risk reserve	Retained earnings	Total
Balance at 1 January	<u>400,000</u>	<u>529,411</u>	<u>-</u>	<u>729,057</u>	<u>1,658,468</u>
Profit for the year	-	-	-	451,978	451,978
Total comprehensive income	-	-	-	451,978	451,978
Regulatory and other reserve transfers					
Transfer from retained earnings	600,000	-	-	(600,000)	-
Transfer to statutory reserve	-	112,994	-	(112,994)	-
Cost of transfer to stated capital	-	-	-	(58,174)	(58,174)
Net transfers to reserves	600,000	112,994	-	(771,168)	(58,174)
Balance at 31 December	<u>1,000,000</u>	<u>642,405</u>	<u>-</u>	<u>409,867</u>	<u>2,052,272</u>

The notes on pages 42 to 111 are an integral part of these financial statements.

STATEMENT OF CASH FLOWS

(All amounts are in thousands of Ghana cedis)

	Note	Year ended 31 December	
		2025	2024
Profit before income tax		1,524,926	1,061,165
<i>Adjustments for:</i>			
Depreciation and amortisation	22(a)	67,215	50,087
Net impairment loss on financial assets	11	140,376	143,122
Net interest income	7	(1,569,047)	(1,090,910)
Profit on disposal of property, plant and equipment	22(b)	-	(132)
Unrealised exchange difference on cash and bank balances		(3,682)	(43,230)
Fair value changes recognised in profit or loss	9(b)	(42)	-
Modification loss on investment securities	10	-	<u>117,918</u>
		<u>159,746</u>	<u>238,020</u>
<i>Changes in:</i>			
Investments (other than securities)	20	878,422	(960,257)
Non-pledged trading assets	18	(4,148)	-
Derivative financial assets	34	41,812	(66,358)
Investments securities	19	(648,870)	(23,257)
Mandatory cash reserve	17	(1,305,857)	(2,196,782)
Loans and advances to customers	21	(3,649,244)	(1,159,912)
Other assets	25	(485,674)	(543,263)
Deposits from banks and non-bank financial institutions	26	28,043	79,729
Deposits from customers	27	5,279,650	3,948,055
Other liabilities	29	<u>166,335</u>	<u>215,864</u>
		460,215	(468,161)
Interest received	7	2,602,863	1,684,474
Interest paid	7	(1,167,098)	(614,065)
Corporate taxes refund received	15	20,378	-
Corporate taxes paid	15	<u>(507,799)</u>	<u>(364,450)</u>
Net cash flow generated from operating activities		<u>1,408,559</u>	<u>237,798</u>
Cash flow from investing activities			
Acquisition of property, plant and equipment	22	(99,390)	(40,207)
Proceeds from disposal of property, plant and equipment	22(b)	1,570	221
Acquisition of intangible assets	23	<u>(8,812)</u>	<u>(7,494)</u>
Net cash flow used in investing activities		<u>(106,632)</u>	<u>(47,480)</u>
Cash flow from financing activities			
Finance lease payments	13	(13,598)	(23,480)
Drawdown on borrowings	28	2,075,419	941,300
Repayment on borrowings	28	<u>(952,693)</u>	<u>(170,422)</u>
Net cash flow generated from financing activities		<u>1,109,128</u>	<u>747,398</u>
Net increase in cash and cash equivalents		2,411,055	937,716
Balance at beginning	17	<u>5,847,300</u>	<u>4,866,354</u>
Cash and cash equivalents at 31 December		8,258,355	5,804,070
Effect of exchange rate fluctuations on cash and cash equivalents held		<u>3,682</u>	<u>43,230</u>
Cash and cash equivalents at 31 December	17	<u>8,262,037</u>	<u>5,847,300</u>

The notes on pages 42 to 111 are an integral part of these financial statements.

NOTES

1. REPORTING ENTITY

Zenith Bank (Ghana) Ltd (the Bank) is a limited liability company incorporated and domiciled in Ghana. The registered office is Zenith Heights, No 37 Independence Avenue, PMB CT 393, Accra. The Bank commenced universal banking operations in September 2005 and operates under the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930). The Bank is a subsidiary of Zenith Bank Plc, a bank incorporated in the Federal Republic of Nigeria.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

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

2.1 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board (“IFRS Accounting Standards”) as adopted by the Institute of Chartered Accountants, Ghana (ICAG) and in the manner required by the Companies Act, 2019 (Act 992) and the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930). The financial statements were authorised for issue by the Board of Directors on 19 March 2026.

These financial statements have been prepared under the historical cost convention, except for pledged and non-pledged trading assets, staff loans and derivative financial instruments which are measured at fair value.

The preparation of the financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the directors to exercise judgement in the process of applying the Bank’s accounting policies. Changes in assumptions may have a significant impact on the financial statements in the period the assumptions changed. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 6.

2.1.1 Changes in accounting policy and disclosures

The following standards and interpretations apply for the first time to financial reporting periods commencing on or after 1 January 2025:

(a) New standards, amendments and interpretations adopted by the Bank

Standards and interpretations effective during the reporting period

The following standards and interpretations apply for the first time to financial reporting periods commencing on or after 1 January 2025.

Lack of Exchangeability – Amendments to IAS 21, ‘The Effects of Changes in Foreign Exchange Rates

In August 2023, the IASB amended IAS 21 to add requirements to help entities to determine whether a currency is exchangeable into another currency, and the spot exchange rate to use where it is not. Prior to these amendments, IAS 21 set out the exchange rate to use when exchangeability is temporarily lacking, but not what to do when lack of exchangeability is not temporary. These new requirements apply for annual reporting periods beginning on or after 1 January 2025.

Disclosures about Uncertainties in the Financial Statements – Amendments to Illustrative Examples on IFRS 7, IFRS 18, IAS 1, IAS 8, IAS 36 and IAS 37.

In November 2025, the IASB issued amendments regarding ‘Disclosures about Uncertainties in the Financial Statements’ (the Examples). These Examples do not change requirements in current IFRS Accounting Standards. Rather, they provide additional insights into how to apply these disclosure requirements in current IFRS Accounting Standards. The Examples do not have an effective date, but entities might consider the application for December 2025 year-ends.

The amendments above did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect current and future periods.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

(b) New standards and interpretations not yet adopted by the Bank

Certain new accounting standards and amendments to accounting standards have been published that are not mandatory for 31 December 2025 reporting periods and have not been early adopted by the Bank. The Bank's assessment of the impact of these new standards and amendments is set out below:

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 2025, 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 Bank does not expect these amendments to have a material impact on its operations or financial statements.

Annual Improvements to IFRS Accounting Standards – Volume 117 (effective for annual periods beginning on or after 1 January 2026)

The IASB has made the following improvements in September 2024:

- IFRS 1, 'First-time Adoption of International Financial Reporting' – to improve consistency between IFRS 1 and IFRS 9, 'Financial Instruments', in relation to the requirements for hedge accounting, and to improve the understandability of IFRS 1;
- IFRS 7, 'Financial Instruments: Disclosures' – to improve consistency in the language used in IFRS 7 with the language used in IFRS 13, 'Fair Value Measurement';
- IFRS 9 – to clarify how a lessee accounts for the derecognition of a lease liability when it is extinguished, and to address an inconsistency between IFRS 9 and IFRS 15, 'Revenue from Contracts with Customers', in relation to the term 'transaction price';
- IFRS 10, 'Consolidated Financial Statements' – to clarify the requirements in relation to determining de facto agents of an entity; and
- IAS 7, 'Statement of Cash Flows' – to replace the term 'cost method' with 'at cost', since the term is no longer defined in IFRS Accounting Standards.

The Bank determined that the amendments are not expected to materially impact its financial statements.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

(b) New standards and interpretations not yet adopted by the Bank (continued)

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

Issued in May 2025, IFRS 19 allows for certain eligible subsidiaries of parent entities that report under IFRS Accounting Standards to apply reduced disclosure requirements. The Bank does not expect this standard to have an impact on its operations or financial statements.

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.

Management is currently assessing the detailed implications of applying the new standard on the bank'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 bank's net profit, the bank 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 bank 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 line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation. Intangible assets will continue to be presented separately in the statement of financial position.
- The Bank 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:
 - management-defined performance measures;
 - 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
 - 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 IAS 1.
- 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 Bank 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.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Bank in the current or future reporting periods and on foreseeable future transactions.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.2 Foreign currency translation

(a) Functional and presentation currency

The financial statements are presented in Ghana Cedi, which is the Bank's functional currency. Except as indicated, financial information presented in Ghana Cedi has been rounded to the nearest Ghana Cedi.

(b) Transactions and balances

Transactions in foreign currencies are translated to the functional currency of the Bank at exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the closing inter-bank mid rates at the reporting date.

The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the period. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated at exchange rates ruling at the dates of initial recognition. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from re-translation at year-end exchange rates of foreign currency denominated monetary assets and liabilities are recognised in profit or loss.

All foreign exchange gains and losses recognised in profit or loss are presented net within the corresponding item. Foreign exchange gains and losses on other comprehensive income items are presented in other comprehensive income within the corresponding item.

2.3 Interest income and expense

Interest income and expense are recognized in profit or loss using the effective interest method. The effective interest method is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Bank estimates cash flows considering all contractual terms of the financial instrument, including prepayment options, but does not consider future credit losses. The calculation includes all transaction costs, fees and points paid or received that are an integral part of the effective interest rate.

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognised using the rate of interest used to discount future cash flows for the purpose of measuring the impairment loss.

2.4 Fees and commission income

Fees and commissions are recognised on an accrual basis when the related services are performed, and the performance obligations associated with the contracts are delivered. Loan commitment fees for loans that are not likely to be drawn down are deferred, together with related direct costs and recognised on a straight-line basis over the commitment period. Fees and commission expenses, which relate mainly to transaction and service fees, are expensed as the related services are received.

2.5 Net trading income

Net trading income comprises gains less losses relating to trading assets and liabilities, including realised and unrealised fair value changes, interest and foreign exchange differences.

2.6 Net income from other financial instruments at fair value through profit or loss

Net income from other financial instruments at fair value through profit or loss relates to non-derivative financial assets held for trading. It includes all realised and unrealised fair value changes, interest, dividends, and foreign exchange differences.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.7 Dividend income

Dividend income is recognised when the right to receive income is established.

2.8 Leases

The Bank leased various offices, branches, and other premises under non-cancellable lease arrangements. The lease typically ran for a period of up to two years with an option to renew the lease after that date. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes. Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Bank.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on a rate, initially measured as at the commencement date
- amounts expected to be payable by the Bank under residual value guarantees
- the exercise price of a purchase option if the Bank is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Bank, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. To determine the incremental borrowing rate, the Bank:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost less accumulated depreciation and impairment losses comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. Right-of-use buildings held by the Bank under IFRS 16 are not revalued.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.8 Leases (continued)

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

Extension and termination options are included in a number of property and equipment leases across the Bank. These are used to maximise operational flexibility in terms of managing the assets used in the Bank's operations. The majority of extension and termination options held are exercisable only by the Bank and not by the respective lessor.

2.9 Income tax

Current income tax

Income tax payable on taxable profits is recognised as an expense in the period in which the profits arise. Income tax recoverable on tax allowable losses is recognised as an asset only to the extent that it is regarded as recoverable by offset against current or future taxable profits.

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered or paid to the Ghana Revenue Authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the statement of financial position date.

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Deferred tax

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or 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 and
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the differences will not reverse in the foreseeable future.
- Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profits 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;
- Where deferred tax asset relating to the deductible temporary differences 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; and

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.9 Income tax (continued)

Deferred tax (continued)

- In respect of taxable temporary differences associated with investments in subsidiaries and associates, 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 recognised to the extent that it has become probable that future taxable profit 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 the tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Current tax and deferred tax relating to items recognised directly in equity are also recognised in the statement of changes in equity and not in the statement of comprehensive income. Deferred and current tax assets and liabilities are only offset when they arise in the same tax reporting entity and the same taxation authority, and where there is both the legal right to set off current tax assets against current tax liabilities and the intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

In determining the amount of current and deferred tax, the Bank considers the impact of tax exposures, including whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Bank to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities would impact tax expense in the period in which such a determination is made.

2.10 Financial assets and liabilities

2.10.1 Financial assets

Measurement methods

Amortised cost and effective interest rate

The amortised cost is the amount at which the financial asset or financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any loss allowance.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset (i.e. its amortised cost before any impairment allowance) or to the amortised cost of a financial liability. The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate, such as origination fees.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.10 Financial assets and liabilities (continued)

2.10.1 Financial assets (continued)

Measurement methods (continued)

For purchased or originated credit-impaired ('POCI') financial assets – assets that are credit-impaired at initial recognition – the Bank calculates the credit-adjusted effective interest rate, which is calculated based on the amortised cost of the financial asset instead of its gross carrying amount and incorporates the impact of expected credit losses in estimated future cash flows. When the Bank revises the estimates of future cash flows, the carrying amount of the respective financial assets or financial liability is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognised in profit or loss.

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions of the instrument or regular way purchases and sales of financial assets are recognised on settlement-date, the date on which the Bank pays for or receives value for the instrument.

At initial recognition, the Bank measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. Immediately after initial recognition, an expected credit loss allowance (ECL) is recognised for financial assets measured at amortised cost and investments in debt instruments measured at FVOCI, which results in an accounting loss being recognised in profit or loss when an asset is newly originated.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the entity recognises the difference as follows:

- (a) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognised as a gain or loss.
 - (b) In all other cases, the difference is deferred, and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortised over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realised through settlement.
- (i) Classification and subsequent measurement

The Bank applies IFRS 9 and classifies its financial assets in the following measurement categories:

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

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.10 Financial assets and liabilities (continued)

2.10.1 Financial assets (continued)

Measurement methods (continued)

(i) Classification and subsequent measurement (continued)

The classification requirements for debt and equity instruments are described below:

Debt instruments

Debt instruments are those instruments that meet the definition of a financial liability from the issuer's perspective, such as loans and investment securities.

Classification and subsequent measurement of debt instruments depend on:

- the Bank's business model for managing the asset; and
- the cash flow characteristics of the asset.

Based on these factors, the Bank classifies its debt instruments into one of the following three measurement categories:

- a) **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represents solely payments of principal and interest ('SPPI'), and that are not designated at FVPL, are measured at amortised cost. The carrying amount of these assets is adjusted by any expected credit loss allowance recognised and measured. Interest income from these financial assets is included in 'Interest income' using the effective interest rate method.
- b) **Fair value through other comprehensive income (FVOCI):** Financial assets that are held for collection of contractual cash flows and for selling the assets, where the assets' cash flows represent solely payments of principal and interest, and that are not designated at FVPL, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses on the instrument's amortised cost which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in 'other operating income'. Interest income from these financial assets is included in 'Interest income' using the effective interest rate method.
- c) **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented in the profit or loss statement within 'Net trading income' in the period in which it arises. Interest income from these financial assets is included in 'Interest income' using the effective interest rate method.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.10 Financial assets and liabilities

2.10.1 Financial assets (continued)

Measurement methods (continued)

(i) Classification and subsequent measurement (continued)

The above classifications are done using:

Business model: The business model reflects how the Bank manages the assets in order to generate cash flows. That is, whether the Bank's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'other' business model and measured at FVPL. Factors considered by the Bank in determining the business model for a group of assets include past experience on how the cash flows for these assets were collected, how the asset's performance is evaluated and reported to key management personnel, how risks are assessed and managed and how managers are compensated. Securities held for trading are held principally for the purpose of selling in the near term or are part of a portfolio of financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. These securities are classified in the 'other' business model and measured at FVPL.

SPPI: Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Bank assesses whether the financial instruments' cash flows represent solely payments of principal and interest (the 'SPPI test'). In making this assessment, the Bank considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

The Bank reclassifies debt investments when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent, and none occurred during the period.

Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets. Examples of equity instruments include basic ordinary shares.

The Bank subsequently measures all equity investments at fair value through profit or loss, except where the Bank's management has elected, at initial recognition, to irrevocably designate an equity investment at fair value through other comprehensive income. The Bank's policy is to designate equity investments as FVOCI when those investments are held for purposes other than to generate investment returns. When this election is used, fair value gains and losses are recognised in OCI and are not subsequently reclassified to profit or loss, including on disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, when representing a return on such investments, continue to be recognised in profit or loss as other income when the Bank's right to receive payments is established.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.10 Financial assets and liabilities (continued)

2.10.1 Financial assets (continued)

Debt instruments (continued)

(ii) Impairment

The Bank assesses on a forward-looking basis the expected credit loss ('ECL') associated with its debt instrument assets carried at amortised cost and FVOCI and with the exposure arising from loan commitments and financial guarantee contracts. The Bank recognises a loss allowance for such losses at each reporting date. The measurement of ECL reflects:

- An unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- The time value of money; and
- Reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

Refer to Note 3.2.2 for further details on the impairment process of financial assets.

(iii) Modification of loans

The Bank sometimes renegotiates or otherwise modifies the contractual cash flows of loans to customers. When this happens, the Bank assesses whether or not the new terms are substantially different to the original terms. The Bank does this by considering, among others, the following factors:

- If the borrower is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower is expected to be able to pay.
- Significant extension of the loan term when the borrower is not in financial difficulty.
- Significant change in the interest rate.

If the terms are substantially different, the Bank derecognises the original financial asset and recognises a 'new' asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the Bank also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit or loss as a gain or loss on de-recognition.

If the terms are not substantially different, the renegotiation or modification does not result in de-recognition, and the Bank recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit or loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.10 Financial assets and liabilities (continued)

2.10.1 Financial assets (continued)

(iv) De-recognition other than on a modification

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

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss. Any interest in transferred financial assets that qualify for derecognition that is created or retained by the Bank is recognised as a separate asset or liability.

Financial guarantee contracts and loan commitments

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks, financial institutions, and others on behalf of customers to secure loans, overdrafts and other banking facilities.

Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

- The amount of the loss allowance; and
- The premium received on initial recognition less income recognised in accordance with the principles of IFRS 15.

Loan commitments provided by the Bank are measured as the amount of the loss allowance. The Bank has not provided any commitment to provide loans at a below-market interest rate, or that can be settled net in cash or by delivering or issuing another financial instrument.

For loan commitments and financial guarantee contracts, the loss allowance is recognised as a provision. However, for contracts that include both a loan and an undrawn commitment and the Bank cannot separately identify the expected credit losses on the undrawn commitment component from those on the loan component, the expected credit losses on the undrawn commitment are recognised together with the loss allowance for the loan. To the extent that the combined expected credit losses exceed the gross carrying amount of the loan, the expected credit losses are recognised as a provision.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES ((continued))

2.10 Financial assets and liabilities (continued)

2.10.2 Financial Liabilities

i) Classification

The Bank classifies its financial liabilities, other than financial guarantees and loan commitments, as measured at amortised cost.

ii) Measurement

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

iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. Where 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 a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

2.10.3 Fair value measurement

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Bank has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the Bank measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Bank uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The best evidence of the fair value of a financial instrument at initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Bank determines that the fair value at initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value at initial recognition and the transaction price.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.10 Financial assets and liabilities (continued)

2.10.3 Fair value measurement (continued)

Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Bank measures assets and long positions at a bid price and liabilities and short positions at an ask price.

Portfolios of financial assets and financial liabilities that are exposed to market risk and credit risk that are managed by the Bank on the basis of the net exposure to either market or credit risk are measured on the basis of a price that would be received to sell a net long position (or paid to transfer a net short position) for a particular risk exposure. Those portfolio-level adjustments are allocated to the individual assets and liabilities on the basis of the relative risk adjustment of each of the individual instruments in the portfolio.

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

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

2.10.4 Repurchase and reverse repurchase agreements

Securities may be lent subject to a commitment to repurchase it at a specified date ('a repo'). Such securities are not derecognised but retained on the statement of financial position when substantially all the risks and rewards of ownership remain with the Bank. Any cash received, including accrued interest, is recognised on the statement of financial position reflecting its economic substance as a loan to the Bank.

Conversely, securities borrowed or purchased securities subject to a commitment to resell at a specified date (a 'reverse repo') is not recognised on the statement of financial position as the transactions are treated as collateralised loans. However, where the securities borrowed is sold to third parties, the obligation to repurchase the securities is recorded as a trading liability at fair value and any subsequent gain or loss included in net trading income.

2.10.5 Cash and cash equivalents

Cash and cash equivalents include notes and coins on hand, unrestricted balances held with central banks and highly liquid financial assets with original maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value and are used by the Bank in the management of its short-term commitments.

Cash and cash equivalents are carried at amortised cost in the statement of financial position.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.10 Financial assets and liabilities (continued)

2.10.6 Loans and advances

'Loans and advances' are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and that the Bank does not intend to sell immediately or in the near term. Loans and advances to banks are classified as hold to collect.

Loans and advances to customers include:

- those classified as loans and receivables; and
- finance lease receivables.

Loans and advances are initially measured at fair value plus incremental direct transaction costs and subsequently measured at their amortised cost using the effective interest method. Loans and advances also include finance lease receivables in which the Bank is the lessor.

When the Bank purchases a financial asset and simultaneously enters into an agreement to resell the asset (or a substantially similar asset) at a fixed price on a future date (reverse repo or stock borrowing), the arrangement is accounted for as a loan or advance, and the underlying asset is not recognised in the Bank's financial statements.

2.10.7 Investments

Investment securities are initially measured at fair value plus incremental direct transaction costs and subsequently accounted for depending on their classification as hold to collect or hold to sell.

2.10.8 Non pledged and pledged trading assets

The trading assets portfolio- both pledged and non-pledged comprises debt securities purchased with the intent of short-term profit taking. The Bank values these securities with reference to quoted prices in active markets for identical assets.

These securities are designated at fair value, with fair value changes recognized immediately in profit or loss.

2.10.9 Offsetting financial instruments

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

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

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.10.10 Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into, and they are subsequently remeasured to their fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

2.11 Collateral

The Bank obtains collateral in respect of customer liabilities where this is considered appropriate. The collateral normally takes the form of cash or securities in respect of other credit instruments or a lien over the customer's assets and gives the Bank a claim on these assets for both existing and future liabilities. Collateral received in the form of securities is not recorded on the statement of financial position. Collateral received in the form of cash is recorded on the statement of financial position with a corresponding liability. These items are assigned to deposits received from banks or other counterparties. Any interest payable or receivable arising is recorded as interest payable or interest income respectively except for funding costs relating to trading activities which are recorded in net trading income.

2.12 Property, plant and equipment

(i) Recognition and measurement

Items of property and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. Items in work in progress are measured at cost less accumulated impairment losses.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property or equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

The gain or loss on disposal of an item of property and equipment is determined by comparing the proceeds from disposal with the carrying amount of the item of property and equipment and is recognised in other income/other expenses in profit or loss.

(ii) Subsequent costs

The cost of replacing part of an item of property or equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Bank and its cost can be measured reliably. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.12 Property, plant and equipment (continued)

(iii) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property and equipment since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Leased assets under finance leases are depreciated over the shorter of the lease term and their useful lives.

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

Leasehold land and buildings	50 years
Leasehold improvements	5 years
Furniture, fittings and equipment	4 - 5 years
Computers	3 years
Motor vehicles	4 years

2.13 Leasehold properties

Leasehold properties, representing lands held by the Bank under various leasehold agreements and the buildings on them, are initially recognised at cost. Subsequent to initial recognition, leasehold properties are amortised over the lease term of the properties. The amortisation is recognised in profit or loss. The leasehold lands are presented in property, plant and equipment by the Bank as an accounting policy choice and not included in right-of-use assets.

2.14 Intangible assets

Computer software

Software acquired by the Bank is measured at cost less accumulated amortisation and accumulated impairment losses. Subsequent expenditure on software assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

Intangible assets with indefinite useful lives are not amortized. Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful life of the software, from the date that it is available for use. The estimated useful life of software is three years. Amortisation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

2.15 Impairment of non-financial assets

The carrying amounts of the Bank's non-financial assets other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset that generates cash flows that are largely independent from other assets. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.15 Impairment of non-financial assets (continued)

In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.16 Deposits and borrowings

Deposits and borrowings from other banks are the Bank's sources of debt funding. Deposits and borrowings from other banks are initially measured at fair value plus transaction costs and subsequently measured at their amortised cost using the effective interest method, except where the Bank chooses to carry the liabilities at fair value through profit or loss.

2.17 Employee benefits

(i) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(ii) Provident fund

The Bank has a Provident Fund Scheme for all employees who have completed their probation period with the Bank. Employees contribute 5% of their basic salary to the Fund whilst the Bank contributes 12.5%. Obligations under the plan are limited to the relevant contributions, which are settled on due dates to the fund manager.

2.18 Stated capital and reserves

(i) Stated capital

The Bank's stated capital is not redeemable by holders in the normal course of business and bears an entitlement to distributions that is non-cumulative and at the discretion of the Directors. Accordingly, they are presented as a component of issued capital within equity.

(ii) Share issue costs

Incremental costs directly attributable to the issue of an equity instrument are deducted from the initial measurement of the equity instruments.

(iii) Dividend on ordinary shares

Dividends on ordinary shares are recognised in the period in which they are approved by the shareholders. Dividend proposed which is yet to be approved by shareholders, is disclosed by way of notes.

2.19 Earnings per share

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

NOTES (continued)

3. FINANCIAL RISK MANAGEMENT

3.1 Introduction and overview

The Bank's activities expose the business to risks. These risks are managed in a targeted manner. Key risks arising from core functions are identified and measured to facilitate managing and determining risk positions and capital allocations. The Bank has exposure to the following types of risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risks
- operational risks

The Bank continues to assess its overall risk management framework and governance structure. This note presents information about the Bank's exposure to each of the above risks, the Bank's objectives, policies and processes for measuring and managing risk, and the Bank's management of capital.

3.1.1 Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Bank's risk management framework. The Risk Management Committee of the Board is responsible for developing and monitoring the Bank's risk management policies over specified areas.

The Bank's risk management policies are established to identify and analyse risks faced by the Bank, set appropriate risks limits and controls and monitor risks and adherence to established policies. Risk management policies and systems are reviewed regularly to reflect changes in market conditions, products and services offered. Through training and setting of standards and procedures, the Bank has developed a disciplined and reasonably effective control environment in which all employees understand their roles and obligations.

The Bank's Risk Management Committee of the Board is responsible for monitoring compliance with the Bank's risk management policies and procedures, and for reviewing the adequacy of the risk management framework in relation to risks faced by the Bank.

3.2 Credit risk

Credit risk is the risk of suffering financial loss, should any of the Bank's customers, clients or market counterparties fail to fulfil their contractual obligations to the Bank. Credit risk arises mainly from commercial and consumer loans and advances and loan commitments arising from such lending activities, but can also arise from credit enhancements, financial guarantees, letters of credit, endorsements and acceptances.

The Bank is also exposed to other credit risks arising from investments in debt securities and other exposures arising from its trading activities ('trading exposures'), including non-equity trading portfolio assets, derivatives and settlement balances with market counterparties and reverse repurchase loans.

Settlement risk

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

NOTES (continued)

3. FINANCIAL RISK MANAGEMENT (continued)

3.2.1 Credit risk management

Credit risk is the single largest risk for the Bank's business; the directors therefore carefully manage the exposure to credit risk. The credit risk management and control are centralised in a credit risk management team headed by the Chief Risk Officer, which reports to the Board of Directors and head of each business unit regularly.

The Bank has well documented policies and procedures for managing credit risk. The policies are based on the principle of: Management responsibility; Defined credit approval authorities; Set standards for risk management; Consistent approach to origination of credit, documentation and problem recognition; and Portfolio management strategies.

The risk that counterparties might default on their obligations is monitored on an ongoing basis. To manage the level of credit risk, the Bank deals with counterparties of good credit standing and for which in its assessment the transactions are appropriate, and risks understood by the counterparty.

The Bank structures the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to one borrower, or group of borrowers, and to industry segments. Such risks are monitored on a revolving basis and subject to annual or more frequent review. Limits on the level of credit risk by product and industry sector are approved by the Board of Directors. The exposure to any one borrower including banks is further restricted by sublimits covering on and off balance sheet exposures. Actual exposures against limits are monitored daily.

The Bank employs a range of policies and practices to mitigate credit risk. The most traditional of these is the taking of security for funds advances, which is common practice. The Bank reviews the acceptability of specific classes of collateral for credit risk mitigation. The principal collateral types for loans and advances are:

- Mortgages over residential properties;
- Charges over business assets such as premises, inventory and accounts receivable; and
- Charges over financial instruments such as debt securities and equities.

3.2.2 Expected credit loss measurement

Significant increase in credit risk (SICR)

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

Quantitative criteria:

The remaining Lifetime PD at the reporting date has increased, compared to the residual Lifetime PD expected at the reporting date when the exposure was first recognised.

Qualitative criteria

For Loan portfolios if the borrower meets one or more of the following criteria:

- In short-term forbearance
- Direct debit cancellation
- Extension to the terms granted
- Previous arrears within the last [12] months
- If the borrower is on the Watch list and/or the instrument meets one or more of the following criteria:

NOTES (continued)

3. FINANCIAL RISK MANAGEMENT (continued)

3.2.2 Expected credit loss measurement (continued)

Significant increase in credit risk (SICR) (continued)

- Significant increase in credit spread
- Significant adverse changes in business, financial and/or economic conditions in which the borrower operates
- Actual or expected forbearance or restructuring
- Actual or expected significant adverse change in operating results of the borrower
- Significant change in collateral value (secured facilities only) which is expected to increase risk of default
- Early signs of cash flow or liquidity problems such as delay in servicing of trade creditors/loans. The assessment of SICR incorporates forward-looking information and is performed on a weekly basis at a portfolio level. The criteria used to identify SICR are monitored and reviewed periodically for appropriateness.

Backstop

A backstop is applied, and the financial instrument considered to have experienced a significant increase in credit risk if the borrower is more than 30 days past due on its contractual payments.

Low Credit Risk Exemption

The Bank has not used the low credit risk exemption for any financial instruments in the period ended 31 December 2025.

Definition of default and credit-impaired assets

The Bank defines a financial instrument as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

Quantitative criteria

The borrower is more than 90 days past due on its contractual payments.

Qualitative criteria

The borrower meets unlikeliness to pay criteria, which indicates the borrower is in significant financial difficulty. These are instances where:

- The borrower is in long-term forbearance
- The borrower is deceased
- The borrower is insolvent
- The borrower is in breach of financial covenant(s)
- An active market for that financial asset has disappeared because of financial difficulties
- Concessions have been made by the lender relating to the borrower's financial difficulty
- It is becoming probable that the borrower will enter bankruptcy
- Financial assets are purchased or originated at a deep discount that reflects the incurred credit losses.

The criteria above have been applied to all financial instruments held by the Bank and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the Probability of Default (PD), Exposure at Default (EAD) and Loss given Default (LGD) throughout the Bank's expected loss calculations.

NOTES (continued)

3. FINANCIAL RISK MANAGEMENT (continued)

3.2.2 Expected credit loss measurement (continued)

An instrument is considered to no longer be in default (i.e. to have cured) when it no longer meets any of the default criteria for a consecutive period of six months.

Measuring ECL – Explanation of inputs, assumptions and estimation techniques

The Expected Credit Loss (ECL) is measured on either a 12-month (12M) or Lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. Expected credit losses are the discounted product of the Probability of Default (PD), Exposure at Default (EAD), and Loss Given Default (LGD), defined as follows:

- The PD represents the likelihood of a borrower defaulting on its financial obligation, either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation.
- EAD is based on the amounts the bank expects to be owed in the event of, and at the time of default.
- Loss Given Default (LGD) represents the Bank's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support. LGD is expressed as a percentage loss per unit of exposure at the time of default (EAD).

The ECL is determined by projecting the PD, LGD and EAD and for each individual exposure or collective segment (financial instruments that exhibit similar characteristics are grouped and assessed for impairment collectively. These are instruments that share common risk features, tenure, rate, among others).

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, 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 Lifetime PD is developed by applying a maturity profile to the current 12M PD. The maturity profile looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans. The maturity profile is based on historical observed data and is assumed to be the same across all assets within a portfolio and credit grade band. This is supported by historical analysis.

Forward-looking economic information is also included in determining the 12-month and lifetime PD. These assumptions vary by product type. The assumptions underlying the ECL calculation – such as how the maturity profile of the PDs and how collateral values change etc. – are monitored and reviewed on a quarterly basis. There have been no significant changes in estimation techniques or significant assumptions made during the reporting period.

NOTES (continued)

3. FINANCIAL RISK MANAGEMENT (continued)

3.2.2 Expected credit loss measurement (continued)

Measuring ECL – Explanation of inputs, assumptions and estimation techniques (continued)

Forward-looking information incorporated in the ECL models

The assessment of SICR and the calculation of ECL both incorporate forward-looking information. The Bank has performed historical analysis and identified the key economic variables impacting credit risk and expected credit losses for each portfolio.

Economic Variable Assumptions

The most significant period end assumptions used for the ECL estimate as at 31 December 2025 are set out below:

Scenario	Weight %	GDP Growth %	Consumer Price Index %
Base Case	40	4.8	15.00
GDP up; CPI up	16	2.90	17.00
GDP down; CPI down	20	6.70	13.00
GDP up; CPI down	14	2.90	13.00
GDP down; CPI up	10	6.70	17.00

The forward-looking economic information affecting the ECL model are as follows:

1. GDP Growth – GDP growth is used to assess the relative health of the economy. Forward looking information is incorporated by using the projected GDP growth rate for the current year as a base.
2. Consumer price index (CPI) – CPI is used due to its influence on monetary policy and on interest rates. Interest rate has an impact on borrowers’ likelihood of default. Forward looking information is incorporated by using the expected change in inflation rates for the next three quarters.

NOTES (continued)

3. FINANCIAL RISK MANAGEMENT (continued)

3.2.2 Expected credit loss measurement (continued)

Investment securities

The Bank's investments comprise investments in Government of Ghana bonds and Cocoa Board bonds.

Impact of Ghana's Domestic Debt Exchange Programme (DDEP) on investment securities

On 5 December 2022, the Government of Ghana announced Ghana's Domestic Debt Programme (DDEP). The Programme invited eligible bondholders to voluntarily exchange eligible local currency bonds issued by the Government of Ghana, ESLA and Daakye bonds for a new series of bonds to be issued by the Government. The Programme sought to extend the tenures of the eligible securities and reduce their coupons to an effective rate of about 9%. The Government also explained that there will be two distinct groups of bonds which will be exchanged as follows:

- Bonds maturing in 2023 replaced with 7 new bonds that matures from 2027 to 2033 inclusive; and
- All other bonds maturing after 2023 replaced with 12 new bonds that matures from 2027 to 2038 inclusive.

On 14 July 2023, the government further invited eligible bondholders to voluntarily exchange eligible USD bonds issued by the Government of Ghana for a new series of bonds to be issued by the Government. The Programme sought to extend the tenures of the eligible securities and reduce their coupons to an effective rate of about 3%. The Government also explained that bondholders of the old bonds will receive 50% each of the old bonds in new bonds that mature in 2027 and 2028 respectively.

Ghana Cocoa Board also launched a debt exchange programme on 14 July 2023 and invited eligible holders of cocoa bills to voluntarily exchange such bills for a new series of bonds to be issued by the Ghana Cocoa Board. The Programme sought to extend the tenures of the eligible securities and reduce their coupons to an effective rate of about 13%. Cocoa Board also explained that holders of the old bills will receive five (5) new bonds that mature from 2024 to 2028 inclusive in the ratio of 5%, 20%, 25%, 25% and 25% for each of 2024-2028 respectively.

Finally on 24 June 2024, the government launched a programme to exchange its Eurobonds for new bonds. Old bond holders were offered two options – Disco and Par. Disco options come with a haircut of 37% on principal and accrued interest unpaid up to 31 December 2023. Two new bonds, Disco Short and Disco Long were then issued at 5% from October 2024 to 3rd July 2028 and 6% from 3rd January 2029 to maturity respectively for the outstanding principal after the haircut. The new bonds will mature in 2029 and 2035 respectively. Two additional new bonds, Post Default Interest and Down Payment were also issued to this category at zero coupon to mature in July 2026 and January 2030 respectively.

Bond holders who opted for the PAR options received NO haircut but had their new bonds Par Bonds with extended maturities at 1.5% interest with repayments scheduled up to 2037.

There are other non-financial terms attached to the AIP and they are:

- a. Government of Ghana (GoG) will provide a semi-annual updates or disclosure on public debt levels to increase transparency.
- b. GoG will ensure Eurobond holders receive equal treatment relative to other creditors.
- c. The AIP allows bondholders to regain some losses if Ghana's economic performance significantly improves.
- d. GoG will reinstate the Fiscal Responsibility Act, setting a deficit limit of 5% of GDP to promote fiscal discipline and sustainability. This would ensure economic stability and enhance investor confidence.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.2.2 Expected credit loss measurement (continued)

Impact of Ghana’s Domestic Debt Exchange Programme (DDEP) on investment securities (continued)

The Bank assessed the bonds eligible for exchange under the DDEP as credit impaired. As a result, the carrying amounts of the existing bonds were reduced to the fair value of the new bonds calculated as the present value of the cash flows using a discount rate representative of the sovereign risk of the country and Ghana Cocoa Board. The difference between the fair value of the new instruments and the carrying amount of the original assets was recognised as modification gain or losses in the statement of comprehensive income. The Bank opted for the Disco option and the value of the 37% haircut was taken into the statement of comprehensive income.

Sensitivity analysis -Investment securities under the DDEP programme

There was no impairment provision on investment securities for 2025 and 2024 hence no sensitivity analysis was undertaken on the impairment provision to a 1% change on the discount rate

3.2.3 Maximum exposure to credit risk before collateral held

<i>Maximum exposure to credit risk</i>	2025	2024
Credit risk exposures relating to on balance sheet assets are as follows:		
Balances with Bank of Ghana	6,314,674	5,195,473
Investment securities	9,146,936	6,174,183
Non-pledged trading assets	4,148	-
Balances with banks	1,069,025	1,064,266
Investments other than securities	333,996	1,212,418
Loans and advances to customers	7,415,927	3,475,592
Other assets (excluding non-financial assets)	1,624,365	1,148,553
Credit risk exposures relating to off balance sheet items are as follows:		
Financial guarantees and letters of credit	1,255,213	1,097,570
At year end	27,164,284	19,368,055

The above table represents a worst-case scenario of credit risk exposure to the Bank at 31 December 2025, without taking account of any collateral held or other credit enhancements attached. For on-balance sheet assets, the exposures set out above are based on net carrying amounts as reported in the statement of financial position.

As shown above for the Bank, 27% (2024: 18%) of the total maximum exposure is derived from loans and advances and investment securities and trading assets represent 34% (2024: 32%).

The Bank’s loans and advances were categorised by the Bank of Ghana prudential guidelines as follows:

- Exposures that are neither past due nor impaired;
- Exposures that are past due but not impaired; and
- Individually impaired facilities.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.2.3 Maximum exposure to credit risk before collateral held (continued)

	<i>Note</i>	2025	2024
Maximum exposure to credit risk			
Carrying amount	21	<u>7,210,226</u>	<u>3,414,019</u>
Amount committed/guaranteed	32	<u>1,225,213</u>	<u>1,097,571</u>
Grade 1–3: Low–fair risk – Current		6,512,487	3,417,103
Grade 4–5: Low–watch list		273,636	103
Grade 6: Substandard		579,306	26,327
Grade 7: Doubtful		26,563	29,740
Grade 8: Loss		<u>23,935</u>	<u>2,319</u>
Total gross amount		7,415,927	3,475,592
Allowance for impairment		<u>(205,701)</u>	<u>(61,573)</u>
Net carrying amount		<u>7,210,226</u>	<u>3,414,019</u>
Off balance sheet - Maximum exposure			
Letters of credit - Grade 1–3: Low – fair risk		762,651	183,900
Financial guarantees - Grade 1–3: Low – fair risk		<u>492,562</u>	<u>913,671</u>
Total exposure		<u>1,255,213</u>	<u>1,097,571</u>
Loans with renegotiated terms			
Gross carrying amount		—	—
Allowance for impairment		—	—
Net carrying amount		—	—
Stage 1 (performing) loans and advances			
Grade 1–3: Low – fair risk		<u>6,512,487</u>	<u>3,417,103</u>
Stage 2 (underperforming) loans and advances			
Grade 4-5: Watch list		<u>273,636</u>	<u>103</u>

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.2.3 Maximum exposure to credit risk before collateral held (continued)

Stage 3 (impaired or non-performing) loans and advances	2025	2024
90-180 days - Substandard	579,306	26,327
180-360 days - Doubtful	26,563	29,740
360 days + - Loss	<u>23,935</u>	<u>2,319</u>
	<u>629,804</u>	<u>58,386</u>
Allowance for impairment		
Stage 3	84,880	3,017
Stage 1 and 2	<u>120,821</u>	<u>58,556</u>
	<u>205,701</u>	<u>61,573</u>

Stage 1 (performing) loans and advances

The quality of credit exposure to customers and banks and other financial institutions that were neither past due nor impaired were assessed with reference to the Bank of Ghana prudential guidelines adopted by the Bank for its internal grading purposes.

Loans and advances graded current are not considered past due or impaired.

This category is made up as follows:

December 2025	Term loans	Overdrafts	Staff loans	Total
Current	4,799,085	1,691,087	22,315	6,512,487
Total	4,799,085	1,691,087	22,315	6,512,487

December 2024	Term loans	Overdrafts	Staff loans	Total
Current	1,942,019	1,457,118	17,966	3,417,103
Total	1,942,019	1,457,118	17,966	3,417,103

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.2.3 Maximum exposure to credit risk before collateral held (continued)

Stage 2 (under-performing) loans and advances

Loans and advances graded internally as current and OLEM may be past due but are not considered impaired, unless other information is available to indicate the contrary. Gross amount of loans and advances by class to customers that were past due but not impaired were as follows:

December 2025	Term loans	Overdrafts	Staff loans	Total
Past due but not impaired	273,579	57	-	273,636
Total	273,579	57	-	273,636

December 2024	Term loans	Overdrafts	Staff loans	Total
Past due but not impaired	-	103	-	103
Total	-	103	-	103

Stage 3 (impaired or non-performing) loans and advances

The breakdown of the gross amount of loans and advances individually impaired by class, along with the fair value of related collateral held by the Bank as security, are as follows:

31 December 2025	Term loans	Overdrafts	Staff loans	Total
Individually impaired loans	559,605	70,199	-	629,804
Specific impairment allowance	(78,682)	(6,198)	-	(84,880)
Net amount	480,923	64,001	-	544,924
Fair value of collateral	-	821,881	-	821,881

31 December 2024	Term loans	Overdrafts	Staff loans	Total
Individually impaired loans	25,955	32,431	-	58,386
Specific impairment allowance	-	(3,017)	-	(3,017)
Net amount	25,955	29,414	-	55,369
Fair value of collateral	-	2,974	-	2,974

NOTES (continued)

(All amounts are in thousand Ghana cedis)

3.2.3 Maximum exposure to credit risk before collateral held (continued)

At 31 December 2025, the Bank's loans and advances were categorised under IFRS 9 as follows:

- Stage 1 – At initial recognition - Performing
- Stage 2 – Significant increase in credit risk since initial recognition - Underperforming
- Stage 3 – Credit impaired – Non-performing

	At 31 December 2025			Total
	Stage 1	Stage 2	Stage 3	
Term loans	4,799,085	273,579	559,605	5,632,269
Overdraft	1,691,087	57	70,199	1,761,343
Staff loans	22,315	-	-	22,315
Gross loans and advances to customers	6,512,487	273,636	629,804	7,415,927
Loss allowance	(120,811)	(10)	(84,880)	(205,701)
Carrying amount	6,391,676	273,626	544,924	7,210,226

	31 December 2024			Total
	Stage 1	Stage 2	Stage 3	
Term loans	1,942,019	-	25,955	1,967,974
Overdraft	1,457,118	103	32,431	1,489,652
Staff loans	17,966	-	-	17,966
Gross loans and advances to customers	3,417,103	103	58,386	3,475,592
Loss allowance	(58,538)	(18)	(3,017)	(61,573)
Carrying amount	3,358,565	85	55,369	3,414,019

NOTES (continued)

(All amounts are in thousand Ghana cedis)

3.2.3 Maximum exposure to credit risk before collateral held (continued)

At 31 December 2025, the Bank's investment securities were categorised under IFRS 9 as follows:

- Stage 1 – At initial recognition - Performing
- Stage 2 – Significant increase in credit risk since initial recognition – Underperforming
- Stage 3 – Credit impaired – Non-performing

	Stage 1 2025	Stage 2 2025	Stage 3 2025	POCI	Total	Stage 1 2024	Stage 2 2024	Stage 3 2024	POCI	Total
Cocoa Board bonds	-	-	-	44,775	44,775	-	-	-	56,912	56,912
Government of Ghana treasury bills	2,337,317	-	-	-	2,337,317	1,960,783	-	-	-	1,960,783
Bank of Ghana OMO bills	2,999,500	-	-	-	2,999,500	-	-	-	-	-
Government of Ghana Bonds	-	-	-	3,765,344	3,765,344	-	-	-	4,156,488	4,156,488
Gross amount	5,336,817	-	-	3,810,119	9,146,936	1,960,783	-	-	4,213,400	6,174,183
Impairment	(11)	-	-	-	(11)	-	-	-	-	-
Total	5,336,806	-	-	3,810,119	9,146,925	1,960,783	-	-	4,213,400	6,174,183
Current					5,336,806					1,960,783
Non-current					3,810,119					4,213,400

All other financial assets of the Bank with credit risk exposure are neither past due (underperforming) nor impaired (non-performing).

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.2.4 Collaterals and other credit enhancements

The Bank employs a range of policies and practices to mitigate credit risk. The most traditional of these is the taking of security for funds advanced, which is common practice. The Bank implements guidelines on the acceptability of specific classes of collateral or credit risk mitigation. The principal collateral types for loans and advances are:

- Mortgages over residential properties.
- Charges over business assets such as premises, inventory and accounts receivable.
- Charges over financial instruments such as debt securities and equities.

Collateral held as security for financial assets other than loans and advances depends on the nature of the instrument. Longer-term finance and lending to corporate entities are generally secured; revolving individual credit facilities are generally unsecured.

In addition, in order to minimise the credit loss, the Bank will seek additional collateral from the counterparty as soon as impairment indicators are identified for the relevant individual loans and advances.

The Bank's policies regarding obtaining collateral have not significantly changed during the reporting period and there has been no significant change in the overall quality of the collateral held by the Bank since the prior year.

The Bank closely monitors collateral held for financial assets considered to be credit-impaired, as it becomes more likely that the Bank will take possession of collateral to mitigate potential credit losses. Financial assets that are credit impaired and the related collateral in order to mitigate potential losses are shown in note 3.2.3 above.

During the year, the Bank did not repossess collaterals (2024: Nil).

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3.2.5 Concentration of credit risk

The Bank monitors concentrations of credit risk by sector. An analysis of concentrations of credit risk from loans and advances is shown below.

	Loans and advances to customers	
	2025	2024
<i>Carrying amount</i>	<u>7,210,226</u>	<u>3,414,019</u>
Concentration by product:		
Overdrafts	1,761,343	1,489,652
Term loans	5,416,992	1,883,149
Staff loans	22,315	17,966
Finance leases	<u>215,277</u>	<u>84,825</u>
Gross loans and advances	7,415,927	3,475,592
Less: Impairment	<u>(205,701)</u>	<u>(61,573)</u>
	<u>7,210,226</u>	<u>3,414,019</u>
Concentration by industry:		
Financial institutions	134,347	-
Manufacturing	945,424	726,951
Retail and consumer	124,455	101,531
Energy	531,694	150,562
Mining	607,288	623,032
Construction	1,111,023	-
Sanitation	520,728	-
Agriculture	241,155	-
Commerce	905,278	-
Others	<u>2,294,535</u>	<u>1,873,516</u>
Gross loans and advances	7,415,927	3,475,592
Less: allowance for impairment	<u>(205,701)</u>	<u>(61,573)</u>
Net loans and advances	<u>7,210,226</u>	<u>3,414,019</u>

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3.2.6 Geographical concentration of assets and liabilities and off balances sheet items

	2025		2024	
	In Ghana	Outside Ghana	In Ghana	Outside Ghana
Assets				
Cash and cash equivalents	7,307,820	526,602	5,747,259	864,170
Non-pledged trading assets	4,148	-	-	-
Investment securities	9,146,925	-	6,174,183	-
Investments (other than securities)	333,996	-	1,212,418	-
Loans and advances to customers	7,210,226	-	3,414,019	-
Other assets	1,672,437	-	1,186,763	-
	25,675,552	526,602	17,734,642	864,170
Liabilities				
Borrowings	2,132,000	-	952,693	-
Deposits from customers	20,825,728	-	15,630,343	-
Deposits from other banks	147,019	-	118,976	-
Other liabilities	412,564	-	240,812	-
Lease liabilities	107,121	-	111,182	-
Total liabilities	23,624,432	-	17,054,006	-
Off balance sheet items				
Letters of credit	762,651	-	183,900	-
Guarantees and indemnities	492,562	-	913,670	-
	1,255,213	-	1,097,570	-

3.2.7 Key ratios on loans and advances

- i. Loan loss provision ratio is 2.77% (2024: 1.77%);
- ii. Percentage of gross non – performing loans with respect to Bank of Ghana Prudential Norms (individually impaired) to total gross loans and advances is 8.49% (2024: 1%); and
- iii. Ratio of fifty (50) largest exposure (gross funded) to total exposure is 80.82% (2024: 88.07%).

3.2.8 Economic Challenges and ECL measurement

In line with the bank’s existing risk management framework, two facilities with delayed payments for duly executed and validated Government of Ghana contracts were downgraded. The bank’s risk portfolio is well diversified, and this contributed to the high quality of risk assets. However, in line with developments in the macroeconomic environment and the need to consider this information in assessing the probability of default, the bank undertook a review of its ECL model and assumptions in 2024 and 2025, leading to the following:

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.2.8 Economic Challenges and ECL measurement (continued)

- a. Decrease in average percentage rate (APR) from 30.62% to 27.01% in line with market dynamics'
- b. Revision of the LGD from 44.64% to 44.63%,
- c. Increase in the impact of macroeconomic forward-looking data on PD from 3.28% for GDP to 3.8%; and CPI maintained at 2%
- d. Revising the scenario weights for some of the cases to reflect current trends in the economy.

3.2.9 Write-off Policy of Loans and Advances

Credit impaired financial instruments (non-performing), that remained unrecovered after a given period are written off. This happens after the bank has exhausted all avenues for recovering the outstanding balance and there is no reasonable expectation of recovery. For any outstanding exposure to qualify for write off, it should have been approved by the Board and met all the Bank of Ghana's prudential guidelines (classified as "Loss" for a period of not less than two years, and fully provisioned). During the year, no loan (2024: GH¢ 85,214) was approved and written off, although there were reversals of long outstanding interests and fees on unfunded accounts of GH¢ 2,315 (2024: nil).

3.3 Liquidity risk

'Liquidity risk' is the risk that the Bank will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by delivering cash or another financial asset when they fall due.

3.3.1 Management of liquidity risk

The Bank maintains liquidity limit imposed by its local regulator, Bank of Ghana and the overall liquidity has always been within the regulatory limit of Bank of Ghana. Treasury monitors compliance of all branches to ensure that the Bank maintains optimum liquid assets. The Bank aims to be in a position to meet all obligations, repay depositors, fulfil commitments to lend and meet any other commitments.

Treasury unit receives information from other business units regarding the liquidity profile of their financial assets and liabilities and details of other projected cash flows arising from projected future business. Treasury unit then maintains a portfolio of short-term liquid assets, largely made up of short-term liquid investment securities, loans and advances to banks and other inter-bank facilities, to ensure that sufficient liquidity is maintained within the Bank.

All liquidity policies and procedures are subject to review and approval by ALCO. Daily reports on the liquidity position of the Bank is submitted to senior management and summary report, including any exceptions and remedial action taken, is submitted regularly to ALCO on monthly basis.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.3 Liquidity risk (continued)

3.3.2 Non-derivative financial liabilities and assets held for managing liquidity risk

The table below presents the cash flows payable by the Bank under non-derivative financial liabilities and assets held for managing liquidity risk by remaining contractual maturities at the reporting date. The amounts disclosed in the table are the contractual undiscounted cash flows.

At 31 December 2025	Less than 3 months	3 - 6 months	6-12 months	1 to 5 years	More than 5 years	Total	Carrying amount
Liabilities							
Deposits from customers	21,055,465	626,483	698,325	123,274	-	22,503,547	20,825,728
Deposits from banks	147,019	-	-	-	-	147,019	147,019
Borrowings	1,440,359	605,879	-	142,342	-	2,188,580	2,132,000
Other liabilities (payables)	412,564	-	-	-	-	412,564	412,564
Lease liabilities	-	-	-	107,121	-	107,121	107,121
Total liabilities (contractual maturity date)	23,055,407	1,232,362	698,325	372,737	-	25,358,831	23,624,432
Assets							
Cash and bank balances	7,834,422	-	-	-	-	7,834,422	7,834,422
Non-Pledged Trading Assets	4,403	-	-	-	-	4,403	4,148
Investment (other than securities)	350,696	-	-	-	-	350,696	333,996
Investment securities	5,336,806	-	32,984	2,665,299	1,821,978	9,857,067	9,146,925
Loans and advances to customers	4,379,582	280,417	356,086	2,151,692	248,150	7,415,927	7,210,226
Other assets (less non-financial assets)	1,624,365	-	-	-	-	1,624,365	1,624,365
Total assets (contractual maturity date)	19,530,274	280,417	389,070	4,816,991	2,070,128	27,086,880	26,154,082
Liquidity Gap	(3,525,133)	(951,945)	(309,255)	4,444,254	2,070,128	1,728,049	2,529,650

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NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.3 Liquidity risk (continued)

3.3.2 Non-derivative financial liabilities and assets held for managing liquidity risk (continued)

At 31 December 2024

	Less than 3 months	3 - 6 months	6-12 months	1 to 5 years	More than 5 years	Total	Carrying amount
Liabilities							
Deposits from customers	16,234,347	397,650	257,634	-	-	16,889,631	15,630,343
Deposits from banks	118,976	-	-	-	-	118,976	118,976
Borrowings	1,181,220	-	-	-	-	1,181,220	952,693
Other liabilities (payables)	240,813	-	-	-	-	240,813	240,813
Lease liabilities	-	-	-	111,182	-	111,182	111,182
Total liabilities (contractual maturity date)	17,775,356	397,650	257,634	111,182	-	18,541,822	17,054,007
Assets							
Cash and bank balances	6,611,429	-	-	-	-	6,611,429	6,611,429
Investment (other than securities)	1,276,751	-	-	-	-	1,276,751	1,212,418
Investment securities	1,960,670	-	12,061	1,236,433	3,099,339	6,308,503	6,174,183
Loans and advances to customers	2,559,837	114,221	137,965	353,512	345,446	3,510,981	3,414,019
Other assets (less non-financial assets)	1,148,553	-	-	-	-	1,148,553	1,148,553
Total assets (contractual maturity date)	13,557,240	114,221	150,026	1,589,945	3,444,785	18,856,217	18,560,602
Liquidity Gap	(4,218,116)	(283,429)	(107,608)	1,478,763	3,444,785	314,395	1,506,595

The Bank's expected cash flows on some financial assets and financial liabilities vary significantly from the contractual cash flows. For example, demand deposits from customers are expected to remain stable or increase and unrecognised loan commitments are not all expected to be drawn down immediately.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.3 Liquidity risk (continued)

3.3.3 Exposure to liquidity risk

The key measure used by the Bank for managing liquidity risk is the ratio of net liquid assets to volatile liabilities. For this purpose, 'liquid assets' include cash, cash reserve ratio, balances with the Central Bank, balances with banks, bills purchased/discounted up to 1 year, investments up to one year, swap funds (sell/ buy) up to one year and tradable Government notes and bonds. 'Volatile liabilities' includes demand deposits, District Assembly Common Funds (DACF) and all Governments instruments which could be called at short notice, etc.

Details of the reported Bank ratio of liquid assets to volatile liabilities at the reporting date and during the reporting period were as follows:

	2025	2024
	%	%
At period end	102%	84%
Average for the year	110%	93%
Maximum for the year	129%	106%
Minimum for the year	95%	83%

As part of the management of liquidity risk arising from financial liabilities, the Bank holds liquid assets comprising cash and cash equivalents. In addition, the Bank maintains agreed lines of credit with other banks and holds unencumbered assets eligible for use as collateral with the Central Bank (these amounts are referred to as the 'Bank's liquidity reserves).

The Bank's liquidity reserves are represented by its cash and cash equivalents as disclosed in Note 17 with the necessary mandatory reserve which is not available to the Bank in the ordinary course of business.

Statutory Liquidity Breaches and non-compliance with other prudential requirements

There was no default in statutory liquidity or non-compliance with any prudential requirements in 2025 (2024: nil). Also, there were no sanctions (2024: GH¢ 16,690) for non-compliance with prudential requirements.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.3 Liquidity risk (continued)

3.3.3 Exposure to liquidity risk (continued)

The table below sets out the availability of the Bank's financial assets to support future funding.

31 December 2025	Note	Encumbered Pledged as collateral	*Other	Unencumbered Available as collateral	Other	Total
Cash and bank balances	17	-	5,243,187	2,591,235	-	7,834,422
Non-pledged trading assets	18	-	-	4,148	-	4,148
Investment securities	19	-	-	9,146,925	-	9,146,925
Investments (other than securities)	20	-	-	333,996	-	333,996
		<u>-</u>	<u>5,243,187</u>	<u>12,076,304</u>	<u>-</u>	<u>17,319,491</u>
31 December 2024						
Cash and bank balances	17	-	3,937,330	2,674,099	-	6,611,429
Investments securities	19	-	-	6,174,183	-	6,174,183
Investments (other than securities)	20	-	-	1,212,418	-	1,212,418
		<u>-</u>	<u>3,937,330</u>	<u>10,060,700</u>	<u>-</u>	<u>13,998,030</u>

*Mandatory reserve deposits with the Central Bank (refer to Note 17).

3.4 Market risks

'Market risk' is the risk that changes in market prices – such as interest rates, foreign exchange rates and credit spreads (not relating to changes in the obligor's/issuer's credit standing) – will affect the Bank's income or the value of its holdings of financial instruments. The objective of the Bank's market risk management is to manage and control market risk exposures within acceptable parameters to ensure the Bank's solvency while optimising the return on risk.

3.4.1 Management of market risks

The Bank recognizes market risk as the exposure created by potential changes in market prices and rates, such as interest rates, equity prices and foreign exchange rates. The Bank's exposure to market risk arises principally from customer driven transactions.

Overall authority for market risk is vested in the ALCO. The Risk Management unit is responsible for the development of detailed risk management policies (subject to review and approval by ALCO) and for the day-to-day review of their implementation.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.4 Market risks (continued)

3.4.1 Management of market risks (continued)

The table below sets out the allocation of assets and liabilities subject to market risk.

	Note	Market risk measure Carrying amount	Unencumbered portfolios
31 December 2025			
Assets subject to market risk			
Cash and bank balances	17	7,834,422	2,591,235
Non-pledged trading assets	18	4,148	4,148
Investment securities	19	9,146,925	9,146,925
Investments (Other than securities)	20	333,996.00	333,996.00
Loans and advances to customers	21	7,210,226	7,210,226
Derivative financial assets	35	<u>24,979</u>	<u>24,979</u>
		<u>24,554,696</u>	<u>19,300,509</u>
Liabilities subject to market risk			
Borrowings	28	2,132,000	2,132,000
Deposits from customers	27	20,825,728	20,833,248
Deposit- Banks and NBF	26	<u>147,019</u>	<u>139,499</u>
		<u>23,104,747</u>	<u>23,104,747</u>
31 December 2024			
Assets subject to market risk			
Cash and bank balances	17	6,611,429	2,674,099
Investment securities	19	6,174,183	6,174,183
Investments (Other than securities)	20	1,212,418	1,212,418
Loans and advances to customers	21	3,414,019	3,414,019
Derivative financial assets	34	<u>66,791</u>	<u>66,791</u>
		<u>17,478,840</u>	<u>13,541,510</u>
Liabilities subject to market risk			
Borrowings	28	952,693	952,693
Deposits from customers	27	15,630,343	15,630,343
Deposit- Banks and NBF	26	<u>118,976</u>	<u>118,976</u>
		<u>16,702,012</u>	<u>16,702,012</u>

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.4 Market risks (continued)

Exposure to interest rate risk – non-trading portfolios

The following is a summary of the Bank's interest rate gap position on non-trading portfolios.

		Carrying amount	Less than 3 months	3-6 months	6-12 months	1-5 years	Over 5 years
	Note	GH¢	GH¢	GH¢	GH¢	GH¢	GH¢
31 December 2025							
Cash and bank balances	17	7,834,422	7,834,422	-	-	-	-
Non-pledged trading assets	18	4,148	4,148	-	-	-	-
Investments (Other than securities)	20	333,996	333,996	-	-	-	-
Investment securities	19	9,146,925	5,336,806	-	32,984	2,243,497	1,533,638
Loans and advances to customers	21	<u>7,210,226</u>	<u>4,173,881</u>	<u>280,417</u>	<u>356,086</u>	<u>2,151,692</u>	<u>248,150</u>
Total assets		<u>24,529,717</u>	<u>17,683,253</u>	<u>280,417</u>	<u>389,070</u>	<u>4,395,189</u>	<u>1,781,788</u>
Borrowings	28	2,132,000	2,132,000	-	-	-	-
Deposits from customers	27	20,825,728	19,377,646	626,483	698,325	123,274	-
Deposits- Banks and NBFIs	26	<u>147,019</u>	<u>147,019</u>	-	-	-	-
Total liabilities		<u>23,104,747</u>	<u>21,656,665</u>	<u>626,483</u>	<u>698,325</u>	<u>123,274</u>	<u>-</u>
Total interest re-pricing gap		<u>1,424,970</u>	<u>(3,973,412)</u>	<u>(346,066)</u>	<u>(309,255)</u>	<u>4,271,915</u>	<u>1,781,788</u>
31 December 2024							
Cash and bank balances	17	6,611,429	6,611,429	-	-	-	-
Investments (Other than securities)	20	1,212,418	1,212,418	-	-	-	-
Investment securities	19	6,174,183	1,960,783	-	11,981	1,236,400	2,965,019
Loans and advances to customers	21	<u>3,414,019</u>	<u>2,498,264</u>	<u>105,760</u>	<u>131,395</u>	<u>343,216</u>	<u>335,384</u>
Total assets		<u>17,412,049</u>	<u>12,282,894</u>	<u>105,760</u>	<u>143,376</u>	<u>1,579,616</u>	<u>3,300,403</u>
Borrowings	28	952,693	952,693	-	-	-	-
Deposits from customers	27	15,630,343	15,030,529	363,243	236,571	-	-
Deposits- Banks and NBFIs	26	<u>118,976</u>	<u>118,976</u>	-	-	-	-
Total liabilities		<u>16,702,012</u>	<u>16,102,198</u>	<u>363,243</u>	<u>236,571</u>	<u>-</u>	<u>-</u>
Total interest re-pricing gap		<u>710,037</u>	<u>(3,819,304)</u>	<u>(257,483)</u>	<u>(93,195)</u>	<u>1,579,616</u>	<u>3,300,403</u>

NOTES (continued)

(All amounts are in thousand Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.4 Market risks (continued)

Exposure to interest rate risk – non-trading portfolios (continued)

The management of interest rate risk against interest rate gap limits is supplemented by monitoring sensitivity of the Bank's financial assets and liabilities to various standard and non-standard interest rate scenarios. Standard scenarios that are considered on a monthly basis include a 100-basis point (b.p.) parallel fall or rise in market interest rates. There was no change in the methods and assumptions used for the sensitivity analysis in 2025.

An increase of a 100 basis points in interest rates at the reporting date would have impacted equity and profit/ (loss) by the amounts shown below:

	2025	2024
<i>Sensitivity of projected net interest income</i>		
At 31 December	<u>15,690</u>	<u>10,909</u>
<i>Sensitivity of reported equity to interest rate movements</i>		
At 31 December	<u>10,199</u>	<u>7,091</u>

Interest rate movements affect reported equity in the following ways:

- retained earnings – increases or decreases in net interest income and in fair values of derivatives reported in profit or loss;

Overall, non-trading interest rate risk positions are managed by Treasury, which uses investment securities, advances to banks and deposits from banks to manage the overall position arising from the Bank's non-trading activities.

A decrease of a 100 basis points in interest rates at the reporting date would have had the equal but opposite effect on the amount shown above, on the basis that all other variables remain constant.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

3. FINANCIAL RISK MANAGEMENT (continued)

3.4 Market risks (continued)

Exposure to currency risk – non-trading portfolios

As at the reporting date net currency exposures for major currencies of the Bank are as follows:

	USD	GBP	EURO	Other	Total
31 December 2025					
Net foreign currency exposure:					
Assets	4,332,060	75,676	234,633	3,105	4,645,474
Liabilities	<u>4,326,592</u>	<u>75,674</u>	<u>234,610</u>	<u>3,104</u>	<u>4,639,980</u>
Net on balance sheet position	<u>5,468</u>	<u>2</u>	<u>23</u>	<u>1</u>	<u>5,494</u>
Line facilities for LCs and Bonds and Guarantees	<u>1,108,493</u>	<u>-</u>	<u>23,107</u>	<u>-</u>	<u>1,131,510</u>
31 December 2024					
Net foreign currency exposure:					
Assets	5,008,781	126,588	397,036	4,469	5,536,874
Liabilities	<u>5,006,968</u>	<u>126,572</u>	<u>397,028</u>	<u>4,469</u>	<u>5,535,037</u>
Net on balance sheet position	<u>1,813</u>	<u>16</u>	<u>8</u>	<u>-</u>	<u>1,837</u>
Line facilities for LCs and Bonds and Guarantees	<u>593,922</u>	<u>1,569</u>	<u>337,956</u>	<u>4,152</u>	<u>937,599</u>

The following mid inter-bank exchange rates were applied during the year:

GH¢ to	Average rate		Reporting rate	
	2025	2024	2025	2024
USD 1	12.5	14.09	10.45	14.70
GBP 1	16.43	18.01	14.0579	18.4008
EURO 1	14.06	15.25	12.2728	15.2141
Naira 1	124.96	97.94	137.7723	105.0395

A 5% weakening of the cedi against foreign currencies at 31 December 2025 would have impacted equity and profit/(loss) by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2024.

	Assets	Liabilities	2025 Total	Assets	Liabilities	2024 Total
Profit/(loss)	<u>232,274</u>	<u>(231,999)</u>	<u>275</u>	<u>276,844</u>	<u>(276,752)</u>	<u>92</u>
Equity	<u>232,274</u>	<u>(231,999)</u>	<u>275</u>	<u>276,844</u>	<u>(276,752)</u>	<u>92</u>

A best-case scenario 5% strengthening of the Ghana cedi against foreign currencies at 31 December would have had the equal but opposite effect on the amount shown above, on the basis that all other variables remain constant.

There was no change in the methods and assumptions used for the sensitivity analysis in 2025.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

4 CAPITAL MANAGEMENT

The Banks objective when managing capital

The Bank's objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Bank may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Regulatory capital

The Bank's regulator, the Bank of Ghana sets and monitors capital requirements for the Bank as a whole. In implementing current capital requirements, the Bank of Ghana requires the Bank to maintain a prescribed ratio of total capital to total risk-weighted assets.

The Bank's regulatory capital is analysed into two tiers:

- Tier 1 capital, also referred to as core/primary capital is made up of equity and disclosed reserves. Equity includes issued and fully paid ordinary share capital and perpetual non-cumulative preference shares. Disclosed reserves relate to those created or increased by appropriation of after-tax retained earnings/surplus, retained profits and general statutory reserves and does not include regulatory credit risk reserve.
- Tier 2 capital, also referred to as supplementary/secondary capital includes revaluations reserves, latent revaluation reserves and hybrid capital instruments. Latent revaluation reserves relate to unrealised gains on equity instruments classified as available-for-sale.

Various limits are applied to elements of the capital base. The qualifying tier 2 capital cannot exceed tier 1 capital.

Risk-weighted assets are determined according to specified requirements that seek to reflect the varying levels of risk attached to assets and off-balance sheet exposures. The Bank's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The impact of the level of capital on shareholders' return is also recognised and the Bank recognises the need to maintain a balance between the higher returns that might be possible with greater gearing and the advantages and security afforded by a sound capital position.

Bank of Ghana encouraged all banks to fully participate in the DDEP programme as discussed in Note 3.2.2. To help manage the potential adverse impact and preserve financial stability, the Bank of Ghana designed and introduced some regulatory reliefs for the banks that fully participate in the programme. The reliefs included the following:

- Reduction in Cash Reserve Ratio (CRR) from 14% to 12% on domestic currency deposits. This has since been revised to 15%-25% as at December 2024 depending on a bank's loan to deposit ratio.
- Reduction in CRR from 13% to 12% on foreign currency deposits to be held in foreign currency. This has also since been revised to 15%-25% as at December 2024 to be held in Cedis depending on a bank's loan to deposit ratio.
- Reduction of Capital Conservation Buffer from 3% to zero;
- Derecognition losses emanating from the Debt Exchange shall be spread equally over a period of four (4) years for the purposes of Capital Adequacy Ratio (CAR) computation.
- Banks have a maximum of four (4) years to restore the minimum paid-up capital as a result of any capital shortfall arising solely from the derecognition losses; and
- Increase in Tier II component of regulatory capital from 2% to 3% of Total Risk Weighted Assets (RWA).

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

4 CAPITAL MANAGEMENT (continued)

Regulatory capital (continued)

However, in a letter dated December 24, 2025, the Bank of Ghana phased out all the regulatory reliefs as follows ;

1. The minimum capital adequacy ratio reinstated from 10% to 13%.
2. The Tier II component of regulatory capital reinstated from 3% to 2% of Total Risk Weighted Assets (RWA).
3. The minimum Common Equity Tier 1 (CET1) capital reinstated from 5.5% to 6.5% of Total RWA.
4. The allowable portion of property evaluation gains reinstated from 60% to 50% for Tier II capital computation.
5. The computation of Net Own Funds shall exclude the derecognition losses arising from the debt exchange losses.
6. Existing loan provisioning and classification per Bank of Ghana prudential norms and IFRS 9 Expected Credit Loss staging rules shall apply to all Government exposures. In this regard all Government exposures that were not downgraded as a result of the effect of the debt exchange must be reassessed and reclassified accordingly.

The Bank complied with the statutory capital requirements throughout the period.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

4 Capital management (continued)

Capital adequacy ratio

The capital adequacy ratio is the quotient of the capital base of the Bank and the Bank's risk-weighted asset base. In accordance with Bank of Ghana regulations, a minimum ratio of 13% (2024: 10%) is to be maintained.

The table below summarises the composition of regulatory capital and ratios of the Bank based on the Capital Requirement Directive (CRD) guidelines.

Common Equity Tier 1 (CET1) Capital	Note	2025	2024
Ordinary share capital	30(a)	1,000,000	1,000,000
CET 1 Reserves			
Statutory reserve	30 (b)	891,834	642,405
Retained earnings	30 (b)	1,082,012	409,867
Other Qualifying Reserves		-	784,734
Total CET1 Reserves		<u>1,973,846</u>	<u>1,837,006</u>
CET1 Capital before Deductions/Adjustments		2,973,846	2,837,006
Less: Regulatory Adjustment to CET1 Capital			
Accumulated Losses		-	(588,551)
Intangibles		(104,901)	(72,039)
CET1 Capital after Deductions		<u>2,868,945</u>	<u>2,176,416</u>
Additional Tier1 (AT1) Capital		-	-
Tier 1 Capital		<u>2,868,945</u>	<u>2,176,416</u>
Tier 2 Regulatory Capital		-	-
Total Regulatory Capital (Tier1 + Tier2)		<u>2,868,945</u>	<u>2,176,416</u>
Risk Profile			
Credit Risk			
On-Balance Sheet RWA		9,845,806	5,506,589
Off-Balance Sheet RWA		329,399	419,310
On & Off-Balance Sheet Trading Book RWA		889	-
Credit Risk Reserve (CRR)		(76,140)	-
Total Credit Risk Equivalent Weighted Assets		<u>10,099,954</u>	<u>5,925,899</u>

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

4 Capital management (continued)

Capital adequacy ratio (continued)

	Note	2025	2024
Operational Risk			
Total Operational Risk Capital Charge		371,369	285,706
Total Operational Risk Equivalent Weighted Assets		3,713,692	2,857,062
Market Risk			
Foreign Exchange		19,887	18,737
Total Market Risk Charge		19,887	18,737
Total Market Risk Equivalent Weighted Assets		248,585	234,218
Total for Credit Risk, Operational Risk and Market Risk			
Total RWA		14,062,231	9,017,179
Risk Ratios			
Risk-based Capital Ratios			
Common Equity Tier 1/RWA		20.40%	24.14%
Tier 1/RWA		20.40%	24.14%
Tier 2/RWA		-	-
Capital Adequacy Ratio (CAR)		20.40%	24.14%
Minimum Capital Requirement			
Minimum capital requirement		13%	10%
Prudential minimum (with Capital conservation buffer)		13%	10%
Surplus Minimum Capital			
Surplus/Deficit to minimum capital		7.40%	14.14%
Surplus/Deficit to prudential minimum capital		7.40%	14.14%

The Bank took advantage of the prudential relief issued by Bank of Ghana to spread equally the impairment losses emanating from the Debt Exchange over a period of four (4) years for the purposes of Capital Adequacy Ratio (CAR) computation, which ended on December 31, 2025.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

4 Capital management (continued)

Capital adequacy ratio (continued)

	2025	2024
Tier 1 Leverage Ratio		
Off-balance sheet exposures	1,255,213	1,097,571
On-balance sheet exposures	<u>26,702,820</u>	<u>19,127,133</u>
	27,958,033	20,224,704
Less: Intangible assets	<u>(104,901)</u>	<u>(72,039)</u>
Accumulated losses	-	(588,551)
Total Exposures	<u>27,853,132</u>	<u>19,564,114</u>
Leverage Ratio	10.30%	11.12%

Capital allocation

The allocation of capital between specific operations and activities is, to a large extent, driven by optimisation of the return achieved on the capital allocated. The amount of capital allocated to each operation or activity is based primarily upon the regulatory capital, but in some cases the regulatory requirements do not reflect fully the varying degree of risk associated with different activities. In such cases the capital requirements may be flexed to reflect differing risk profiles, subject to the overall level of capital to support a particular operation or activity not falling below the minimum required for regulatory purposes. The process of allocating capital to specific operations and activities is undertaken independently of those responsible for the operation, by the Bank's Risk Management and Credit Administration Units, and is subject to review by the Bank's Credit Committee or ALCO as appropriate.

Although maximisation of the return on risk-adjusted capital is the principal basis used in determining how capital is allocated within the Bank to particular operations or activities, it is not the sole basis used for decision making. Account also is taken of synergies with other operations and activities, the availability of management and other resources, and the fit of the activity with the Bank's longer-term strategic objectives.

The Bank's policies in respect of capital management and allocation are reviewed regularly by the Board of Directors.

5 Fair values of financial instruments

The fair values of financial assets and financial liabilities that are traded in active markets are based on quoted market prices or dealer price quotations. For all other financial instruments, the Bank determines fair values using other valuation techniques.

For financial instruments that trade infrequently and have little price transparency, fair value is less objective, and requires varying degrees of judgement depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

5 Fair values of financial instruments (continued)

(a) Valuation models

The Bank measures fair values using the following fair value hierarchy, which reflects the significance of the inputs used in making the measurements.

- Level 1: inputs that are quoted market prices (unadjusted) in active markets for identical instruments.
- Level 2: inputs other than quoted prices included within Level 1 that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.
- Level 3: inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

Valuation techniques include net present value and discounted cash flow models, comparison with similar instruments for which market observable prices exist and other valuation models. Assumptions and inputs used in valuation techniques include risk-free and benchmark interest rates, credit spreads and other premium used in estimating discount rates and foreign currency exchange rates and expected price volatilities and correlations.

The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date. The Bank uses widely recognised valuation models for determining the fair value of common and more simple financial instruments, such as interest rate and currency swaps that use only observable market data and require little management judgement and estimation.

Availability of observable market prices and model inputs reduces the need for management judgement and estimation and also reduces the uncertainty associated with determining fair values. Availability of observable market prices and inputs varies depending on the products and markets and is prone to changes based on specific events and general conditions in the financial markets.

(b) Financial instruments measured at fair value – fair value hierarchy

The following table analyses financial instruments measured at fair value at the reporting date, by the level in the fair value hierarchy into which the fair value measurement is categorised. The amounts are based on the values recognised in the statement of financial position.

	Note	Level 1 2025	Level 2 2025	Level 3 2025	Level 1 2024	Level 2 2024	Level 3 2024
Non-Pledged trading asset	18	4,148	-	-	-	-	-
Staff loans	21	-	-	22,315	-	-	17,966
Derivative financial asset/ (liabilities)	34	-	24,979	-	-	66,671	-
		<u>4,148</u>	<u>24,979</u>	<u>22,315</u>	<u>-</u>	<u>66,671</u>	<u>17,966</u>

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

5 Fair values of financial instruments (continued)

(c) Financial instruments not measured at fair value

The following table sets out the fair values of financial instruments not measured at fair value and analyses them by the level in the fair value hierarchy into which each fair value measurement is categorised.

	Note	Level 2 2025	Level 3 2025	Level 2 2024	Level 3 2024
Assets					
Cash and bank balances	17	7,834,422	-	6,611,429	-
Investments (Other than securities)	20	333,996	-	1,212,418	-
Investment securities	19	9,146,925	-	6,174,183	-
Loans and advances to customers	21	-	7,210,226	-	3,414,019
		<u>17,315,343</u>	<u>7,210,226</u>	<u>13,998,030</u>	<u>3,414,019</u>
Liabilities					
Borrowings	28	2,132,000	-	952,693	-
Deposits from customers	27	20,825,728	-	15,630,343	-
Deposit - Bank and NBFIs	26	147,019	-	118,976	-
		<u>23,104,747</u>	<u>-</u>	<u>16,702,012</u>	<u>-</u>

The fair value of government securities is based on market prices or broker/dealer price quotations. Where this information is not available, fair value is determined using quoted market prices for securities with similar maturity and yield characteristics.

Where applicable, the fair value of loans and advances to customers is based on observable market transactions. Where observable market transactions are not available, fair value is estimated using valuation models such as discounted cash flow techniques which represents the discounted amount of estimated future cash flows expected to be received. Expected cash flows are discounted at current market rates to determine the fair value. For collateral-dependent impaired loans, the fair value is measured based on the value of the underlying collaterals.

The fair value of advances to and from Banks is based on discounted cash flow techniques applying the rates of similar maturities and terms.

The fair value of term deposits by customers is estimated using discounted cash flow techniques, applying the rates that are offered for deposits of similar maturities and terms. The fair value of deposits payable on demand is the amount payable at the reporting date.

Fair values of borrowings are estimated using discounted cash flow techniques, applying rates that are offered for borrowings of similar maturities and terms.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

6 CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under the circumstances, the results of which form the basis for making the judgement about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying values of the assets and liabilities within the next financial year are discussed below.

(a) Measurement of the expected credit loss allowance and derecognition loss or gain

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

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

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL;
- Establishing the number and relative weightings of forward-looking scenarios and the associated ECL.

In assessing modification gain/loss for investment securities that are within the scope of the Government of Ghana's Domestic Debt Exchange Programme, modification gains/loss is calculated as the difference between the carrying value of the old investments and the fair value of new investments calculated as the present value of future cash flows using an appropriate discount rate.

In assessing the impairment for investment securities that are within the scope of the Government of Ghana's Domestic Debt Exchange Programme, impairment is calculated as the difference between carrying value of the exchanged investments and their fair value calculated as the present value of future cash flows using an appropriate discount rate.

Management has applied a range of valuation assumptions to arrive at a proxy for an appropriate discount rate due to the current complexities in Ghana's bond market. The discount rates used were 15.67%, 8%, 17% and 8% for the Government of Ghana Cedi bonds, local USD bonds, Ghana Cocoa Board bonds, and Eurobonds respectively. The guidelines of fair valuation inputs provided under IFRS 13 were used in determining the fair value of the Eurobonds on the day of exchange. The derived/evaluated prices of the bonds on October 10, 2024, provided by ICAG (sourced from Bloomberg, Bondblox and Refinitive) were the primary inputs, which were adjusted to determine the price on the settlement date. These prices were considered suppressed because of the non consideration of the special consideration paid to bondholders and other negative market sentiments around the success of the exchange.

Refer to Note 2.10 and 3.2.2 for further details on these estimates and judgements.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

6 CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

(b) Fair value of financial instruments

The fair value of a financial instrument is determined by reference to the quoted bid price or asking price (as appropriate) in an active market. Where the fair value of financial assets and financial liabilities recorded in the statements of financial position cannot be derived from an active market, it is determined using a variety of valuation techniques including the use of prices obtained in recent arms' length transactions, comparison to similar instruments for which market observable prices exist, net present value techniques and mathematical models. Input to these mathematical models is taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Refer to Note 2.10.3 for further details on these estimates and judgements.

(c) Income taxes

Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Bank recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets are recognised for all 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 level of future taxable profits together with future tax planning strategies.

(d) Lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

The following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the group is typically reasonably certain to extend (or not terminate).
- Otherwise, the Bank considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Bank becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

7 Net interest income	2025	2024
Interest income		
Loans and advances to customers	1,002,987	650,015
Placement with other banks	125,856	96,557
Investments securities	<u>1,523,037</u>	<u>978,638</u>
Total interest income	<u>2,651,880</u>	<u>1,725,210</u>

Interest income of GH¢6,239 (2024: GH¢1,918) on impaired loans and advances was not recognised because management considered it immaterial and unrealisable.

Interest expense	2025	2024
Current accounts	66,200	49,369
Savings accounts	11,165	8,113
Time and other deposits	637,457	420,235
Overnight and other borrowings	357,144	141,029
Lease liabilities	<u>10,867</u>	<u>15,554</u>
Total interest expense	<u>1,082,833</u>	<u>634,300</u>
Net interest income	<u>1,569,047</u>	<u>1,090,910</u>

Interest received for purposes of the statement of cash flows

Interest income	2,651,880	1,725,210
Net change in accrued interest on investment	<u>(49,017)</u>	<u>(40,736)</u>
	<u>2,602,863</u>	<u>1,684,474</u>

Interest paid for purposes of the statement of cash flows

Interest expense	(1,082,833)	(634,300)
Net change in accrued interest on deposits	<u>(84,265)</u>	<u>20,235</u>
	<u>(1,167,098)</u>	<u>(614,065)</u>

8 Net fees and commission income

Fees and commission income

Fees on loans and advances	98,032	65,105
Customer account servicing fees	94,667	70,064
Electronic and card product fees	113,953	59,997
Money transfer services fees	961	503
Letters of credit and trade services fees	<u>158,937</u>	<u>140,155</u>
Total fees and commission income	<u>466,550</u>	<u>335,824</u>

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

8 Net fees and commission income (continued)

Fees and commission expense	2025	2024
Visa charges	34,363	24,456
Mastercard charges	<u>30,850</u>	<u>32,521</u>
Total fees and commission expense	<u>65,213</u>	<u>56,977</u>
Net fees and commission income	<u>401,337</u>	<u>278,847</u>

9 Net trading income

a. Foreign exchange gains	<u>309,332</u>	<u>377,835</u>
b. Net income from other financial instruments carried at fair value	<u>42</u>	<u>-</u>

10 Other income

Profit on disposal of property and equipment-Note 22 (b)	-	132
Loan recoveries	1,419	42,656
Sundry income	14,649	14,585
Gain/(loss) on fair value adjustment and derecognition of exchanged investment securities	<u>96,858</u>	<u>(20,348)</u>
	<u>112,926</u>	<u>37,025</u>

Sundry income comprises mainly of brokerage commission on treasury bills. Modification loss was nil (2024: GH¢20,348) and relate to the net of accreted interest of GH¢97,570 on bonds exchanged and losses on Eurobond derecognition of GH¢117,918 in 2024 under the Domestic Debt Exchange Programme. Fair value adjustment relates to the difference between the fair value model and the system's gross value of the exchanged bonds under the DDEP.

11 Net impairment losses on financial assets

	2025	2024
Loans and advances	144,648	(7,953)
Off balance sheet exposure	(6,598)	(18,940)
Investment securities	11	18,000
Loans written off	2,315	828
Eurobond haircut write-off	<u>-</u>	<u>151,187</u>
Net impairment loss on financial assets	<u>140,376</u>	<u>143,122</u>

12 Personnel expenses

Wages and salaries	218,319	198,640
Compulsory social security obligations	7,147	5,747
Contribution to defined contribution plan	6,865	5,526
Other staff costs	<u>85,117</u>	<u>44,855</u>
	<u>317,448</u>	<u>254,768</u>

The number of persons employed by the Bank at the end of the year was 886 (2024: 852).

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

13 Leases

Amounts recognised in the statement of financial position

	2025	2024
Right-of-use assets		
Cost at 1 January	116,665	116,345
Additions	-	320
Disposals	<u>(4,501)</u>	<u>-</u>
	<u>112,164</u>	<u>116,665</u>
Accumulated depreciation at 1 January	24,219	19,866
Charge for the year (Note 22(a))	<u>4,136</u>	<u>4,353</u>
	<u>28,355</u>	<u>24,219</u>
Net book value as at 31 December	<u>83,809</u>	<u>92,446</u>
Lease liabilities		
At 1 January	111,182	119,108
Disposals	(1,330)	-
Interest expense (Note 7)	10,867	15,554
Principal payments	<u>(13,598)</u>	<u>(23,480)</u>
At 31 December	<u>107,121</u>	<u>111,182</u>
Current	26,780	27,796
Non-current	<u>80,341</u>	<u>83,386</u>
	<u>107,121</u>	<u>111,182</u>

14 Other expenses

Advertising and marketing expenses	3,171	3,473
Administrative expenses	289,268	237,907
Director's emoluments	3,467	2,788
Auditor's remuneration	1,759	1,734
Donations and sponsorship (Corporate social responsibilities)	2,994	1,563
Insurance premium – Deposit protection	<u>42,060</u>	<u>28,010</u>
	<u>342,719</u>	<u>275,475</u>

15 Income tax expense

Amounts recognised in profit or loss

Current year income tax expense – See Note 15(a)	553,017	520,097
Deferred tax (credit)/expense – See Note 24 (a)	<u>(25,805)</u>	<u>89,090</u>
	<u>527,212</u>	<u>609,187</u>

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

15 Income tax expense (continued)

(a) Income tax

31 December 2025	Balance at 1/1/2025	Charge for the year	Payments during the year	Tax adjustments	Balance at 31/12/2025
<i>Income tax</i>					
2024	(76,445)	5,770	(5,770)	20,378	(56,067)
2025	—	394,754	(357,038)	—	37,717
	<u>(76,445)</u>	<u>400,524</u>	<u>(362,808)</u>	<u>20,378</u>	<u>(18,351)</u>
<i>Financial Sector Recovery Levy & Growth and Sustainability levy</i>					
2024	11,484	-	-	-	11,484
2025	—	152,493	(144,991)	(11,484)	(3,982)
	<u>11,484</u>	<u>152,493</u>	<u>(144,991)</u>	<u>(11,484)</u>	<u>7,502</u>
Total	<u>(64,961)</u>	<u>553,017</u>	<u>(507,799)</u>	<u>8,894</u>	<u>(10,849)</u>

31 December 2024	Balance at 1/1/2024	Charge for the year	Payments during the year	Tax adjustments	Balance at 31/12/2024
<i>Income tax</i>					
2023	(229,186)	229,186	-	-	-
2024	—	184,795	(261,240)	—	(76,445)
	<u>(229,186)</u>	<u>413,981</u>	<u>(261,240)</u>	<u>—</u>	<u>(76,445)</u>
<i>Financial Sector Recovery Levy & Growth and Sustainability levy</i>					
2023	8,578	-	-	-	8,578
2024	—	106,116	(103,210)	—	2,906
	<u>8,578</u>	<u>106,116</u>	<u>(103,210)</u>	<u>—</u>	<u>11,484</u>
Total	<u>(220,608)</u>	<u>520,097</u>	<u>(364,450)</u>	<u>—</u>	<u>(64,961)</u>

The above tax position is subject to the agreement of the Ghana Revenue Authority (GRA).

During the year, the Ghana Revenue Authority (GRA) concluded a tax audit in respect of the Bank for the 2024 year of assessment. The audit resulted in the identification of a corporate income tax overpayment of GH¢76.45 million and an additional corporate income tax liability of GH¢5.77 million, resulting in a net corporate tax overpayment of GH¢70.77 million.

The GRA further identified liabilities relating to other tax types amounting to GH¢14.61 million (GH¢20.3 million offsetted by GH¢5.7 million), which were offset against the net corporate tax overpayment in accordance with applicable tax administration rules. In addition, an amount of GH¢11.48 million relating to the Financial Sector Recovery Levy (FSRL) and Growth and Sustainability Levy (GSL) was applied to further reduce the tax receivable, consistent with permitted offset arrangements with the GRA.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

15 Income tax expense (continued)

(b) Reconciliation of effective tax rate

	2025 %	2025	2024 %	2024
Profit before income tax		<u>1,524,926</u>		<u>1,061,165</u>
Income tax using domestic tax rate	25	381,232	25	265,291
Growth and sustainability levy	5	76,246	5	53,058
Financial sector recovery levy	5	76,246	5	53,058
Non-deductible expenses	0.89	13,523	9.19	97,544
Origination and reversal of temporary differences	(1.69)	(25,805)	(8.40)	(89,090)
Prior year item	0.38	5,770	0.01	140
Change in prior year estimate	<u>-</u>	<u>-</u>	<u>21.6</u>	<u>229,186</u>
	<u>34.58</u>	<u>527,212</u>	<u>57.41</u>	<u>609,187</u>

16 Earnings per share

Basic and diluted earnings per share

The calculation of basic and diluted earnings per share at 31 December 2025 was based on the profit attributable to ordinary shareholders of GH¢997,714 (2024: GH¢451,978) and a weighted average number of ordinary shares outstanding of 10,000,000 (2024: 6,500,000,) calculated as follows:

	2025	2024
Net profit for the year attributable to equity holders of the Bank	997,714	451,978
Weighted average number of ordinary shares	10,000,000	6,500,000
Basic and diluted earnings per share	<u>0.10</u>	<u>0.07</u>

17 Cash and bank balances

Cash on hand	450,723	351,690
Balances with Bank of Ghana	6,314,674	5,195,473
Balances with other local Banks	10,109	2,891
Balances with other foreign Banks	526,602	864,171
Items in course of collection	<u>532,314</u>	<u>197,204</u>
	<u>7,834,422</u>	<u>6,611,422</u>

Included in the balances with Bank of Ghana is an amount of GH¢5,243,187 (2024:GH¢3,937,330) representing the mandatory cash reserve as per the weekly Banking Supervision Department (BSD1) returns for the week ended 31 December 2025 (2024: 27 December 2024). This reserve represents and complies with the mandatory minimum of 25% for both Cedis and forex (2024: 25% for both Cedis and Forex) of the Bank's total deposits and is not available for use in the Bank's day-to-day operations. Cash in hand, items in course of collection and balances with Bank of Ghana are non-interest-bearing.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

17 Cash and bank balances (continued)

Cash and cash equivalents for purposes of the statement of cash flows

	2025	2024
Cash and bank balances	7,834,422	6,611,429
Investment (other than securities) maturing within 90 days (Note 20)	333,996	1,212,418
Treasury bills maturing within 90 days (Note 19)	<u>5,336,806</u>	<u>1,960,783</u>
	13,505,224	9,784,630
Less mandatory cash reserve	<u>(5,243,187)</u>	<u>(3,937,330)</u>
	<u>8,262,037</u>	<u>5,847,300</u>

18 Non-pledged trading assets

Government treasury bills	4,106	-
Fair value gains	<u>42</u>	<u>-</u>
	<u>4,148</u>	<u>-</u>
Current	<u>4,148</u>	<u>-</u>
Non-current	<u>-</u>	<u>-</u>

NOTES (continued)

(All amounts are in thousands of Ghana cedis unless otherwise stated)

19 Investment securities

	Pledged 2025	Non-pledged 2025	Total 2025	Pledged 2024	Non-pledged 2024	Total 2024
Gross Amount		3,810,119	3,810,119	-	4,331,318	4,331,318
Derecognition loss	-	-	-	-	(117,918)	(117,918)
	-	3,810,119	3,810,119	-	4,213,400	4,213,400
Bank of Ghana Bills	-	2,907,856	2,907,856	-	1,828,871	1,828,871
Government of Ghana Bills	-	2,428,961	2,428,961	-	131,912	131,912
Impairment	-	(11)	(11)	-	-	-
Total	-	9,146,925	9,146,925	-	6,174,183	6,174,183
Current			<u>5,336,806</u>			<u>1,960,783</u>
Non-current			<u>3,810,119</u>			<u>4,213,400</u>

Investments are Open Market Operations instruments, bills and bonds issued by the Government of Ghana, Bank of Ghana and Cocoa Board. These are measured at amortised cost. Zenith Bank (Ghana) Ltd signed on to the Government of Ghana Domestic Debt Exchange Programme on 14th February 2023 and 16 September 2024 for the Eurobonds. All the new bonds were recognised as hold to collect investments.

Collateral accepted as security for assets

At 31 December 2025, the Bank had pledged GH¢699,408 (2024: GH¢1,132,998) of its investments in Government securities. The Bank has not received collateral that it is permitted to sell or re-pledge in case of default by a counterparty.

For the purposes of the statement of cash flows, investment securities is made up of:

	2025	2024
Investment securities maturing within 90 days	5,336,806	1,960,783
Investment securities maturing after 90 days	3,810,119	4,213,400
	<u>9,146,925</u>	<u>6,174,183</u>

20 Investments (other than securities)

First National Bank	52,255	44,111
Fidelity Bank	24,602	45,794
Access Bank	7,031	39,655
OmniBsic Bank	250,108	-
Bank of Ghana	-	<u>1,082,858</u>
	333,996	1,212,418
Impairment	-	-
	<u>333,996</u>	<u>1,212,418</u>

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

20 Investments (other than securities) (continued)

Investments (other than securities) are all current. They are short-term lending attracting average interest of 3.75%, 3.85% and 2.95% (2024: 2.7%, 3.5% and 3.63%) on United States dollar, British Pound and Euro lending respectively and 15.74% (2024:26%) on Ghana Cedi lending.

For the purposes of statement of cash flows, investments (other than securities) is made up of:

	2025	2024
Maturing within 90 days	<u>333,996</u>	<u>1,212,418</u>

21 Loans and advances to customers

Loans and advances to customers at amortised cost	7,200,650	3,475,981
Finance leases	<u>215,277</u>	<u>84,825</u>
	7,415,927	3,560,806
Less: Loans written off	<u>-</u>	<u>(85,214)</u>
Gross loan	7,415,927	3,475,592
Less: Allowance for impairment	<u>(205,701)</u>	<u>(61,573)</u>
Loans and advances to customers at amortised cost	<u>7,210,226</u>	<u>3,414,019</u>
Current	1,761,343	1,489,652
Non-current	<u>5,448,883</u>	<u>1,924,367</u>
	<u>7,210,226</u>	<u>3,414,019</u>

(a) Loans and advances to customers at amortised cost

	Gross amount 2025	Impairment allowance 2025	Carrying amount 2025	Gross amount 2024	Impairment allowance 2024	Carrying amount 2024
Individual customers	137,308	2,423	134,885	117,664	2,674	114,990
Corporate customers	<u>7,278,619</u>	<u>203,278</u>	<u>7,075,341</u>	<u>3,357,928</u>	<u>58,899</u>	<u>3,299,029</u>
Total loans and advances	<u>7,415,927</u>	<u>205,701</u>	<u>7,210,226</u>	<u>3,475,592</u>	<u>61,573</u>	<u>3,414,019</u>

(b) Allowances for impairment

	2025	2024
Balance at the beginning of the reporting year	61,573	89,257
Charge for the year	144,648	(7,954)
Allowances not required and written off	<u>(520)</u>	<u>(19,730)</u>
Total allowances for impairment	<u>205,701</u>	<u>61,573</u>

ZENITH BANK (GHANA) LTD
Financial statements
For the year ended 31 December 2025

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

22 Property, plant and equipment

	Leasehold properties	Leasehold improvements	Furniture and equipment	Computers	Motor vehicles	Capital work in progress	Total
Cost							
Balances at 1 January 2024	142,378	14,006	29,834	44,673	44,325	61,432	336,648
Additions	-	1,591	9,493	8,904	16,294	11,704	47,986
Transfers	-	5,914	7,049	2,064	2,432	(33,102)	(15,643)
Disposals	-	-	(212)	(60)	(2,704)	-	(2,976)
Balance at 31 December 2024	142,378	21,511	46,164	55,581	60,347	40,034	366,015
Balance at 1 January 2025	142,378	21,511	46,164	55,581	60,347	40,034	366,015
Additions	34,275	961	10,667	6,009	21,214	26,264	99,390
Transfers	-	780	2,804	3,761	-	(9,462)	(2,117)
Disposals	-	-	-	-	(4,052)	-	(4,052)
Balance at 31 December 2025	176,653	23,252	59,635	65,351	77,509	56,836	459,236
Depreciation							
Balances at 1 January 2024	18,412	8,580	19,637	14,485	21,182	-	82,296
Depreciation for the year	2,848	3,042	5,810	14,585	10,880	-	37,165
Disposals	-	-	(271)	(69)	(2,547)	-	(2,887)
Balance at 31 December 2024	21,260	11,622	25,176	29,001	29,515	-	116,574
Balance at 1 January 2025	21,260	11,622	25,176	29,001	29,515	-	116,574
Depreciation for the year	3,076	3,275	9,669	17,371	15,956	-	49,347
Disposals	-	-	-	-	(2,482)	-	(2,482)
Balance at 31 December 2025	24,336	14,897	34,845	46,372	42,989	-	163,439
Balance at 31 December 2024	121,118	9,889	20,988	26,580	30,832	40,034	249,441
Balance at 31 December 2025	152,317	8,355	24,790	18,979	34,520	56,836	295,797

There was no indication of impairment of property, plant and equipment held by the Bank at 31 December 2025 (2024: Nil). None of the property, plant and equipment of the Bank had been pledged as security for liabilities and there were no restrictions on the title of any of the Bank's property, plant and equipment at the reporting date and at the end of the previous year. There was no capitalised borrowing costs related to the acquisition of property, plant and equipment during the year (2024: Nil).

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

22 Property, plant and equipment (continued)

Leasehold property represents lands held by the Bank under various leasehold agreements and the building on them. The leasehold lands are presented in property, plant and equipment by the Bank as an accounting policy choice.

(a) Depreciation and amortisation expense	2025	2024
Right of use assets (Note 13)	4,136	4,353
Property, plant and equipment (Note 22)	49,347	37,165
Intangible assets (Note 23)	<u>13,732</u>	<u>8,569</u>
	<u>67,215</u>	<u>50,087</u>
(b) Profit on disposal		
Cost	4,052	2,976
Accumulated depreciation	<u>(2,482)</u>	<u>(2,887)</u>
Carrying amount	1,570	89
Proceeds from disposal	<u>(1,570)</u>	<u>(221)</u>
Profit on disposal	<u>—</u>	<u>132</u>

23 Intangible assets

Cost

Balance at 1 January	54,753	32,099
Additions	8,812	7,011
Transfer from work-in-progress (Note 22)	<u>2,117</u>	<u>15,643</u>
Balance at 31 December	<u>65,682</u>	<u>54,753</u>

Amortisation

Balance at 1 January	26,595	18,026
Amortisation for the year	<u>13,732</u>	<u>8,569</u>
Balance at 31 December	<u>40,327</u>	<u>26,595</u>

Carrying amount

Balance at 1 January	<u>28,158</u>	<u>14,073</u>
Balance at 31 December	<u>25,355</u>	<u>28,158</u>

Intangible assets represent licenses for computer software. There was no indication of impairment of intangible assets held by the Bank at reporting date and at the end of the previous year. There were no capitalised borrowing costs related to the acquisition of intangible assets during the year (2024: Nil). There were no proceeds from the disposal of intangible assets during the year and thus no profit or loss was realised.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

24 Deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets	Liabilities	2025 Net	Assets	Liabilities	2024 Net
PPE and intangible assets	-	(28,402)	(28,402)	-	(20,854)	(20,854)
Staff loans fair valuation	1,310	-	1,310	1,305	-	1,305
Right- of-use-assets	5,829	-	5,829	6,865	-	6,865
Allowances for loan/Bonds losses	<u>52,738</u>	-	<u>52,738</u>	<u>18,354</u>	-	<u>18,354</u>
Net tax assets/(liabilities)	<u>59,877</u>	<u>(28,402)</u>	<u>31,475</u>	<u>26,524</u>	<u>(20,854)</u>	<u>5,670</u>

(a) Movements in temporary differences during the year

	Balance at 1 January	Recognised in profit or loss	Recognised in other comprehensive income	Balance at 31 December
For the year ended 31 December 2025				
PPE and intangible assets	(20,855)	(7,547)	-	(28,402)
Right -of- use -of -assets	6,865	(1,036)	-	5,829
Fair value changes on staff loans	1,306	4	-	1,310
Allowances for loan losses	<u>18,354</u>	<u>34,384</u>	-	<u>52,738</u>
	<u>5,670</u>	<u>25,805</u>	-	<u>31,475</u>
For the year ended 31 December 2024				
PPE and intangible assets	(18,661)	(2,194)	-	(20,855)
Right- of -use -of -assets	7,758	(893)	-	6,865
Fair value changes on staff loans	986	320	-	1,306
Allowances for loan losses	<u>104,677</u>	<u>(86,323)</u>	-	<u>18,354</u>
	<u>94,760</u>	<u>(89,090)</u>	-	<u>5,670</u>

Recognised deferred tax assets

Recognition of deferred tax assets of GH¢59,877 (2024: GH¢26,524) is based on management's profit forecasts (which are based on available evidence, including historical levels of profitability), which indicated that it is probable that the Bank will have future taxable profits against which these assets can be utilised.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

25 Other assets	2025	2024
Prepayments	48,072	38,210
Mobile money drawers	1,561,941	1,083,287
Sundry receivables	<u>62,424</u>	<u>65,266</u>
	<u>1,672,437</u>	<u>1,186,763</u>
Current	<u>1,672,437</u>	<u>1,186,763</u>
Non-current	<u>-</u>	<u>-</u>
26 Deposits from banks and non-banks financial institutions		
Financial institutions (regulated)	<u>147,019</u>	<u>118,976</u>
Deposits from banks and non-banks financial institutions are current.		
27 Deposits from customers		
Demand deposits	13,145,117	11,474,537
Term deposits	6,367,010	3,043,508
Savings deposits	<u>1,313,601</u>	<u>1,112,298</u>
	<u>20,825,728</u>	<u>15,630,343</u>
Analysis by type of depositors		
Individual and other private enterprises	17,400,032	14,755,001
Public enterprises	<u>3,425,696</u>	<u>875,342</u>
	<u>20,825,728</u>	<u>15,630,343</u>
Current	<u>20,825,728</u>	<u>15,630,343</u>
Non-Current	<u>-</u>	<u>-</u>
Ratio of 20 largest depositors to total deposits	<u>46.53%</u>	<u>37.38%</u>
28 Borrowings		
Balances due to other banks and financial institutions	<u>2,132,000</u>	<u>952,693</u>
Current	<u>2,132,000</u>	<u>952,693</u>
Non-current	<u>-</u>	<u>-</u>

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

28 Borrowings (continued)

The Bank borrowed from the interbank and repo markets with the underlisted institutions during the year as follows:

Institution	Currency	Amount	Interest Rate (%)
Stanbic Investment Management Services Ltd	GHS	483,281	15.95
Cal Asset Management Ghana Ltd	GHS	263,617	16.12
EDC Client Investment	GHS	187,867	16.39
IC Asset Managers Ghana Ltd	GHS	92,587	16.43
Development Bank Ghana	GHS	66,220	15.38
Databank Asset Management Service	GHS	53,012	16.50
First Atlantic Asset Management	GHS	28,176	16.00
Black Star Brokerage Ltd	GHS	27,838	22.00
Enterprise Insurance Ltd	GHS	27,197	16.00
Sentinel Asset Management Ltd	GHS	26,000	16.00
Star Assurance Company	GHS	8,000	16.00
Investiture Fund Managers Ltd	GHS	3,250	16.00
Others	GHS	808,374	15.68

The movement in borrowings is shown below:

At 31 December 2025

Lenders	At 1 January	Draw downs	Interest	Repayments	At 31 December
Black Star Advisors	5,878	27,838	770	(5,878)	28,608
Cal Asset Management Ghana Ltd	22,403	263,617	8,136	(22,403)	271,753
Databank Asset Management Service Ltd	160,355	53,012	1,457	(160,355)	54,469
Enterprise Insurance Ltd	40,392	27,197	942	(40,392)	28,139
First Atlantic Asset Management Co. Ltd	13,448	28,176	942	(13,448)	29,118
IC Asset Managers Ghana Ltd	201,943	92,587	2,494	(201,943)	95,081
Investiture Fund Managers Ltd	3,918	3,250	110	(3,918)	3,360
Sentinel Asset Management	1,095	26,000	570	(1,095)	26,570
Stanbic Investment Management Services Ltd	331,142	483,281	14,576	(331,142)	497,857
Star Assurance Company Ltd	8,539	8,000	200	(8,539)	8,200
Development Bank Ghana	113,136	66,220	1,291	(113,136)	67,511
EDC Client Investment	-	187,867	6,029	-	193,896
Others	50,444	808,374	19,064	(50,444)	827,438
	952,693	2,075,419	56,581	(952,693)	2,132,000

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

28 Borrowings (continued)

At 31 December 2024

Lenders	At 1 January	Draw downs	Interest	Repayments	At 31 December
Agricultural Development Bank	80,198	-	-	(80,198)	-
Cal Bank	20,050	-	-	(20,050)	-
Consolidated Bank Ghana	70,174	-	-	(70,174)	-
Black Star Advisors	-	5,800	78	-	5,878
Cal Asset Management Ghana Ltd	-	22,129	274	-	22,403
Databank Asset Management Service Ltd	-	159,554	801	-	160,355
Enterprise Insurance Ltd	-	39,800	592	-	40,392
First Atlantic Asset Management Co. Ltd	-	13,294	154	-	13,448
IC Asset Managers Ghana Ltd	-	199,696	2,247	-	201,943
Investiture Fund Managers Ltd	-	3,906	12	-	3,918
Sentinel Asset Management	-	1,089	6	-	1,095
Stanbic Investment Management Services Ltd	-	324,396	6,746	-	331,142
Star Assurance Company Ltd	-	8,500	39	-	8,539
Development Bank Ghana	-	113,136	-	-	113,136
Others	-	<u>50,000</u>	<u>444</u>	-	<u>50,444</u>
	<u>170,422</u>	<u>941,300</u>	<u>11,393</u>	<u>(170,422)</u>	<u>952,693</u>

29 Other liabilities

	2025	2024
Accruals and other payables	347,757	202,456
Impairment on off-balance sheet exposures	5,242	11,840
Deferred income	<u>59,565</u>	<u>26,517</u>
	<u>412,564</u>	<u>240,813</u>
Current	<u>412,564</u>	<u>240,813</u>
Non-current	-	-

30 Capital and reserves

(a) Stated capital

	2025	2025	2024	2024
	No. of shares	Proceeds	No. of shares	Proceeds
Authorised ordinary shares of no-par value ('000)	<u>10,500,000</u>	-	<u>10,500,000</u>	-
Issued ordinary shares of no-par value ('000)	<u>10,000,000</u>	<u>1,000,000</u>	<u>10,000,000</u>	<u>1,000,000</u>

Issued and fully paid

	2025	2024
Issued for cash consideration		
At 1 January	<u>1,000,000</u>	<u>1,000,000</u>

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

30 Capital and reserves (continued)

There were no calls or instalments unpaid at the reporting date. There were no shares held in treasury at year-end.

(b) Nature and purpose of reserves

Statutory reserve

This represents amounts set aside as a non-distributable reserve from annual profits in accordance with Section 34 of the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930) and guidelines from the Central Bank.

Credit risk reserve

This reserve represents the cumulative balance of amounts transferred from/to retained profits to meet excess of impairment allowances based on Bank of Ghana's provisioning guidelines and IFRS accounting standards.

Credit risk reserve reconciliation

This note represents a reconciliation between the Bank of Ghana provision and the IFRS impairment.

IFRS Impairment

	2025	2024
Loans and Advances	205,701	61,573
Off balance sheet exposures	<u>5,243</u>	<u>11,841</u>
Total	<u>210,944</u>	<u>73,414</u>

Bank of Ghana Provision

Loans and Advances	274,532	56,633
Off balance sheet exposures	<u>12,552</u>	<u>10,976</u>
Total	<u>287,084</u>	<u>67,609</u>

Credit Risk Reserve

Balance at 1 January	-	-
Transfer to credit risk reserve	<u>76,140</u>	<u>-</u>
Balance at 31 December	<u>76,140</u>	<u>-</u>

Retained earnings

This represents cumulative annual profits that are available for distribution to shareholders.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

31 Dividend

The directors do not recommend the payment of dividend for the year ended 31 December 2025 (2024: Nil).

32 Contingencies

(a) Claims and litigation

The Bank is defending legal actions brought by various persons for claims. No provision in relation to these claims has been recognised in the financial statements as legal advice indicates that it is not probable that a significant liability will arise (2024: Nil).

(b) Contingent liabilities and commitments

As common with other banks, the Bank conducts business involving acceptances, performance bonds and indemnities. The majority of these facilities are offset by corresponding obligations of third parties. Contingent liabilities and commitments comprise acceptances, guarantees and letters of credit.

Nature of instruments

An acceptance is an undertaking by a bank to pay a bill of exchange drawn on a customer. The Bank expects most acceptances to be presented, but reimbursement by the customer is normally immediate.

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

Other contingent liabilities include transaction related to performance bonds and are, generally, short-term commitments to third parties which are not directly dependent on the customer's creditworthiness.

Documentary credits commit the Bank to make payments to third parties, on production of documents, which are usually reimbursed immediately by customers.

The following tables summarise the nominal principal amount of contingent liabilities and commitments with off balance sheet risk:

	2025	2024
Contingent liabilities: Bonds and guarantees	492,562	913,670
Commitments: Clean line facilities for letters of credit	<u>762,651</u>	<u>183,900</u>
	<u>1,255,213</u>	<u>1,097,570</u>
Undrawn loan commitments	<u>1,378,618</u>	<u>246,290</u>

(c) Commitments for capital expenditure

At 31 December 2025, the Bank's commitment for capital expenditure was GH¢ 7,707 (2024: GH¢ 2,456). This relates to capital commitments for new branches under construction and the balances have been confirmed and agreed with the vendors.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

33 Related parties

Parties are considered to be related if one party has the ability to control the other party or exercise influence over the other party in making financial and operational decisions, or one other party controls both. The definition includes members of the Zenith Bank Group, key management personnel and the close members of their family. All related party transactions were conducted at arm's length.

(a) Parent

The parent company, which is also the ultimate controlling party, is Zenith Bank Plc. Transactions between Zenith Bank Plc. and subsidiaries also meet the definition of related party transactions. The parent company incurred expenditures in the normal course of business, mainly in the form of salary payments to seconded staff from the Parent Company, which were recharged to the Bank at cost. During the year ended 31 December 2025, the Bank transacted the following business with related parties:

	Note	2025	2024
Transactions during the year with the parent company			
- Salaries and allowances for seconded staff		<u>1,226</u>	<u>1,607</u>

(b) Transactions with key management personnel

The Bank's key management personnel, and persons connected with them, are also considered to be related parties for disclosure purposes. The definition of key management includes the close members of family of key personnel and any entity over which key management exercise control. The key management personnel have been identified as the executive, non-executive directors and members of the executive committee (EXCO) of the Bank. Close members of family are those family members who may be expected to influence or be influenced by that individual in their dealings with Zenith Bank (Ghana) Ltd.

Transactions with key management personnel during the year:

	2025	2024
Personal emoluments and directors' fees	<u>11,038</u>	<u>10,026</u>
Loans and advances disbursed during the year	<u>1,579</u>	<u>527</u>
Interest earned on loans and advances	<u>68</u>	<u>59</u>
Balances with key management personnel at year end:		
Loans and advances	<u>1,874</u>	<u>1,667</u>
Credit card	<u>145</u>	<u>127</u>

Interest rates charged on balances outstanding are at concessionary rates and lower than the rates that would be charged in an arm's length transaction. The loans granted are secured over real estate and other assets of the respective borrowers. No impairment losses have been recorded against balances outstanding during the year with key management personnel, and no specific allowance has been made for impairment losses on balances with key management personnel and their immediate relatives at the year end. These balances have, however, been collectively impaired as part of the portfolio impairment assessment for unidentified loans and advances.

NOTES (continued)

(All amounts are in thousands of Ghana cedis unless otherwise stated)

33 Related parties (continued)

(c) Other related parties

Balances with associated companies as at reporting period were:	2025	2024
Bank balances with Zenith Bank (UK) (Nostros)	<u>17,692</u>	<u>144,455</u>

(d) Shareholders

No.	Name	2025 No. of shares held	2025 Percentage shareholding	2024 No. of shares held	2024 Percentage shareholding
1.	Zenith Bank PLC	9,942,000	99.42%	9,942,000	99.42%
2.	Equatorial Cross Acquisitions	<u>58,000</u>	<u>0.58%</u>	<u>58,000</u>	<u>0.58%</u>
		<u>10,000,000</u>	<u>100%</u>	<u>10,000,000</u>	<u>100%</u>

34 Derivative financial assets

	2025	2024
Forward/Swap currency contracts	<u>24,979</u>	<u>66,791</u>
Current	<u>24,979</u>	<u>66,791</u>
Non-current	<u>-</u>	<u>-</u>
Forward currency contracts – Bank of Ghana (BoG) – Liabilities	-	(388)
Forward currency contracts – Customers – Assets	-	10,607
FX Swap contracts – Customers - Assets	27,379	88,157
FX Swap / Forward Position – Liabilities	<u>(2,400)</u>	<u>(31,585)</u>
	<u>24,979</u>	<u>66,791</u>

Derivative financial instruments relate to FX forward and swap contract the Bank entered with Bank of Ghana and customers to generate additional income. They also include receivables and payables on non-deliverable forward contracts the Bank entered with Zenith Bank UK for purposes of managing foreign currency risks in relation to its nostro balance with Zenith Bank Plc. All the derivative financial instruments have a maturity period of less than six months.

There was no foreign currency forward liability or asset in 2025. However, the foreign currency liability of GH¢388 in 2024 was from an underlying receivable of GH¢68.8 million and GH¢69.2 million payable to Bank of Ghana, while the foreign currency asset of GH¢10,607 was from an underlying receivable of GH¢ 143.3 million and GH¢ 123.7 million payable to Zenith Bank UK, all of which were settled as at 31 December 2025.

The foreign currency swap asset balance of GH¢ 27,379 (2024: GH¢88,157) was from an underlying receivable of GH¢ 167.6 million (2024: GH¢632 million) from customers and GH¢ 140.2 million (2024: GH¢ 543.9 million) payable to customers. The foreign currency swap/forward liability balance of GH¢ 2,400 (2024: GH¢ 31,585) represents the bank's Swaps and Forwards positions.

Under the terms of the agreements, the amounts payable by the Bank are offset against receivables from the counterparties and only the net amounts are settled. The receivable and payable amounts have therefore been presented on a net basis in the statement of financial position.

NOTES (continued)

(All amounts are in thousands of Ghana cedis)

35 Subsequent events

Events subsequent to the reporting date are reflected in the financial statements only to the extent that they relate to the year under consideration and the effect is material. There were no subsequent events after the reporting date of 31 December 2025.

36 Operational risk

‘Operational risk’ is the risk of direct or indirect loss that the Bank will suffer due to an event or action resulting from the failure of its internal processes, people and systems, or from external events. Key operational risks are managed in a timely and effective manner through a framework of policies, procedures and tools to identify, assess, monitor, control and report such risks. The Bank manages its operational risk at three distinct levels, each with clearly defined roles and responsibilities as follows:

(a) Business Units and Support Functions

Business Units and Support Functions own and are responsible for understanding the operational risk inherent in their material products, activities, processes and systems. They are responsible for the consistent implementation of the operational risk management framework in their area of responsibility on a day-to day basis. This includes identifying the risks, establishing controls, and managing the risks in accordance with the Bank’s overall risk tolerance and operational risk policies.

(b) Operational Risk Management (ORM)

The ORM function has direct responsibility for formulating and implementing the Bank's ORM framework including methodologies, policies and procedures approved by the Board. ORM function works with the Business Units and Support Functions to ensure that the day-to-day operations of the Bank are in line with the approved ORM policies. The unit provides trainings and workshops to facilitate interpretation and implementation of the various ORM programs. The unit continuously monitors the effectiveness and the quality of the controls and risk mitigation tools.

(c) Internal Audit

The mission of Internal Audit is to provide an independent assurance of the design and effectiveness of internal controls over the risks to the Bank’s business performance. In carrying out this function, Internal Audit provides specific recommendations for improving the governance, risk & control framework. The role of the Internal Audit function is to conduct regular independent evaluation and review of the Bank’s policies, procedures and practices in relation to the ORM Policy Framework and report the results to the Board.

VALUE ADDED STATEMENT

(All amounts are in thousand Ghana cedis)

	Notes	2025	2024
Interest earned and other operating income		3,427,804	2,438,869
Direct cost of services and other costs		<u>(1,487,298)</u>	<u>(963,964)</u>
Value added by banking services		1,940,506	1,474,905
Non-banking income	10	112,926	37,025
Impairments	11	<u>(140,376)</u>	<u>(143,122)</u>
Value added		<u>1,913,056</u>	<u>1,368,808</u>
Distributed as follows:			
To employees			
Directors (without executives)	14	(3,467)	(2,788)
Executive directors		(2,806)	(2,458)
Other employees		<u>(314,642)</u>	<u>(252,310)</u>
Total		<u>(320,915)</u>	<u>(257,556)</u>
To Government			
Income tax	15	<u>(527,212)</u>	<u>(609,187)</u>
To providers of capital			
Dividends to shareholders		-	-
To expansion and growth			
Depreciation and amortisation	22(a)	<u>(67,215)</u>	<u>(50,087)</u>
Retained earnings		<u>997,714</u>	<u>451,978</u>