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**ADDRESSED TO**

**The Governor**

Central Bank of Nigeria (CBN)  
 CBN Headquarters, Abuja, Federal Capital Territory, Nigeria

**Copies To:**

The Managing Director / CEO, Asset Management Corporation of Nigeria (AMCON)  
 The Director, Banking Supervision, Central Bank of Nigeria  
 The Chairman, Board of Directors, Polaris Bank Limited  
 The Nigeria Deposit Insurance Corporation (NDIC)

**REGULATORY ACQUISITION & RECAPITALISATION PROPOSAL · REF: NVC-POLARIS-2026-001**

# PROPOSAL FOR THE ACQUISITION & FULL RECAPITALISATION OF POLARIS BANK LIMITED

Submitted by NVC Fund Holding Trust & NVC Fund Bank to the Central Bank of Nigeria  
 In Response to the CBN Recapitalisation Programme and the Bank's Regulatory Capital Shortfall

Date: May 14, 2026 · Governing Law: Federal Republic of Nigeria · Audited Data Source: Polaris Bank FY2024 Financial Statements (PwC, 19 March 2025)

## 1. EXECUTIVE SUMMARY

NVC Fund Holding Trust ("**NVC Fund**" or "**Proposer**"), a sovereign estate trust operating with a AAA credit rating and a \$30 trillion NVCT stablecoin treasury, hereby submits this formal proposal to the Central Bank of Nigeria ("**CBN**") and relevant regulatory authorities for the acquisition of 100% of the issued share capital of **Polaris Bank Limited ("the Bank")**, and the immediate, full recapitalisation of the Bank to a level that exceeds the CBN's minimum capital requirement for a Commercial Bank with International Authorization.

**Proposal in Brief:** NVC Fund proposes to acquire 100% of Polaris Bank for a consideration to be agreed with existing shareholders (SCIL 99.9% / Ponglomerape 0.1%), inject ₦800 billion in fresh Tier 1 capital — representing 4.0x the ₦200 billion national license minimum — and implement a 24-month transformation plan to restore the Bank to full regulatory compliance and sustainable profitability.

The recapitalisation will eliminate the Bank's accumulated deficit (retained earnings deficit of ₦15.9 billion as at 31 December 2024), restore positive equity to ₦926+ billion, and position Polaris Bank as a systemically significant, internationally authorised institution within the Nigerian banking system.

NVC Fund has the financial capacity, institutional infrastructure, and regulatory standing to execute this transaction without recourse to third-party financing. Settlement will be effected in USD-equivalent funds through NVC Fund Bank's ISO 20022-compliant correspondent banking infrastructure, supplemented by NVCT stablecoin collateral instruments as required.

## 2. POLARIS BANK — FINANCIAL DIAGNOSIS (FY2024 AUDITED)

The following key metrics are derived from the Bank's audited consolidated financial statements for the year ended 31 December 2024 as certified by PricewaterhouseCoopers (Engagement Partner: Chidi Ojechi, 19 March 2025).

<p><b>TOTAL ASSETS</b>  <b>₦2.29T</b>                  ₦2,291,673M · +11.4% YoY</p>	<p><b>TOTAL EQUITY</b>  <b>₦126.96B</b>                  vs ₦200B CBN minimum</p>	<p><b>CAPITAL SHORTFALL</b>  <b>₦73B+</b>                  to meet national license floor</p>	<p><b>RETAINED EARNINGS</b>  <b>-₦15.9B</b>                  Accumulated deficit</p>
<p><b>DEPOSITS</b>  <b>₦1.876T</b>                  ₦1,875,699M · 1.8M+ customers</p>	<p><b>LOANS &amp; ADVANCES</b>  <b>₦462.7B</b>                  ₦462,737M · down from ₦541.8B</p>	<p><b>PROFIT BEFORE TAX</b>  <b>₦31.2B</b>                  ₦31,182M · vs ₦13.0B in 2023</p>	<p><b>GROSS EARNINGS</b>  <b>₦249.8B</b>                  ₦249,846M · strong revenue base</p>

**Primary Distress Indicators:**

Indicator	FY2024	FY2023	Assessment
<b>CBN Capital Adequacy (National License Floor)</b>	<b>₦127B</b>	<b>₦99B</b>	<b>Shortfall ₦73B</b>
<b>Retained Earnings (Accumulated Deficit)</b>	<b>-₦15,888M</b>	<b>-₦5,504M</b>	<b>Worsening</b>
<b>Board Dissolution by CBN</b>	January 10, 2024 — entire Board replaced		<b>Regulatory intervention</b>
<b>CBN/BOFIA Penalty Contraventions</b>	Disclosed in Note 39 of FY2024 FS		<b>Compliance breaches</b>
<b>Loans &amp; Advances to Customers</b>	<b>₦462.7B</b>	<b>₦541.8B</b>	<b>Credit contraction - 14.6%</b>
<b>Net Trading &amp; FX Income</b>	<b>₦6,935M</b>	<b>₦32,236M</b>	<b>-78.5% income decline</b>
<b>Impairment Losses on Loans</b>	<b>₦6,450M</b>	<b>₦23,161M</b>	<b>Improving (-72.1%)</b>
<b>Profit Before Tax</b>	<b>₦31,182M</b>	<b>₦13,033M</b>	<b>Strong recovery (+139%)</b>

**Regulatory Trigger:** The CBN's exercise of its BOFIA powers to dissolve the entire Polaris Bank board on January 10, 2024, and the Bank's continued failure to meet the CBN's minimum capital requirement of ₦200 billion by the December 2026 deadline, constitute the primary basis for this regulatory-led acquisition proposal.

### 3. NVC FUND HOLDING TRUST — ACQUIRER CREDENTIALS & FINANCIAL CAPACITY

Credential	Detail
<b>Entity Type</b>	Sovereign Estate Trust — court-validated authority; AAA Credit Rated
<b>NVCT Treasury</b>	\$30 Trillion NVCT stablecoin (1:1 USD peg); pre-minted; Base Mainnet (ERC-20) Contract: 0x36785Bb0396d3717aE3ddec61a4F562b7FcD9A37
<b>Banking Infrastructure</b>	NVC Fund Bank — ISO 20022 / SWIFT-compatible correspondent banking; international settlement agent
<b>Capital Instruments</b>	Banker's Acceptances, Commercial Paper, Bank Guarantees, Repos (GMRA 2011), CDs, Treasury Notes, Block Fund Instruments
<b>Authorized Signatory</b>	Frank O. Ekejija — Trustee & Authorized Signatory
<b>Contact / Compliance</b>	compliance@nvcfund.com · compliance@nvcfund.com · +1 (214) 532-5773 · www.nvcfund.com
<b>Recapitalisation Capacity</b>	₦500B-₦2T+ (USD equivalent via NVCT, Bank Guarantees, direct fund transfer)
<b>Nigeria Strategy</b>	Existing framework: Nigeria \$200B infrastructure investment plan; dual banking license strategy; NVC Development Bank of Nigeria

NVC Fund's acquisition of Polaris Bank is fully consistent with its Nigeria engagement strategy. The transaction will accelerate NVC Fund's establishment of a significant Nigerian banking footprint, complement its existing correspondent banking relationships, and deploy sovereign capital into a systemically important financial institution serving over 1.8 million depositors across 248 business offices nationwide.

### 4. PROPOSED ACQUISITION STRUCTURE

Term	Detail
<b>Target</b>	Polaris Bank Limited — 100% of issued share capital (25,000,000,000 ordinary shares of ₦1 each)
<b>Sellers</b>	Strategic Capital Investment Limited (SCIL) — 99.9%; Ponglomerape Limited — 0.1%
<b>Regulatory Authority</b>	CBN-led / CBN-approved transfer of ownership pursuant to BOFIA 2020 Section 35 powers
<b>Acquisition Price</b>	To be determined by CBN/AMCON-appointed valuers based on adjusted net asset value; indicative range ₦100B-₦150B, payable in USD-equivalent
<b>Consideration Form</b>	NVCT on-chain transfer (Base Mainnet) through NVC Fund Bank escrow; converted to NGN at CBN rate; or as agreed with regulatory authority
<b>Simultaneous Recapitalisation</b>	₦800 billion Tier 1 capital injection, settled simultaneously with or immediately following completion of acquisition

Term	Detail
<b>Bank License</b>	NVC Fund proposes to upgrade Polaris Bank's license from National to <b>International Authorization</b> (₦500B minimum) upon completion of recapitalisation
<b>Conditions Precedent</b>	CBN approval; NDIC confirmation; AMCON waiver (if applicable); AML/KYC clearance; regulatory change-of-control consent
<b>Exclusivity Period</b>	NVC Fund requests 90-day exclusive negotiation period from CBN's acceptance of this proposal
<b>Longstop Date</b>	360 days from CBN acceptance of this proposal

## 5. RECAPITALISATION CAPITAL PLAN — ₦800 BILLION TIER 1 INJECTION

NVC Fund proposes a total capital injection of ₦800 billion, structured across the following instruments to optimise regulatory classification, speed of deployment, and NVC Fund's treasury management requirements. All amounts expressed in billions of Naira (₦B) at an indicative rate of ₦1,600/USD.

Instrument	₦ Amount (B)	USD Equivalent	Regulatory Tier	Purpose & Mechanics
<b>NVCT Stablecoin Direct Transfer</b>	<b>₦360B</b>	<b>~\$225M</b>	Tier 1 Common Equity	Direct on-chain NVCT transfer to NVC Fund Bank custody account; converted to NGN at pegged rate and credited as paid-up capital increase
<b>NVC Fund Bank Guarantee (BG)</b>	<b>₦180B</b>	<b>~\$112.5M</b>	Tier 2 / Capital Support	AAA-rated standby BG issued in favour of CBN as capital support instrument; backstops Bank's capital floor for first 12 months post-acquisition
<b>Block Fund Instrument (BFI)</b>	<b>₦120B</b>	<b>~\$75M</b>	Tier 1 — Pledged Capital	BFI held at NVC Fund Bank as blocked/pledged capital; unblocks in 3 equal tranches over 12 months as transformation milestones are achieved
<b>NVC Fund Treasury Notes</b>	<b>₦96B</b>	<b>~\$60M</b>	Tier 2 Subordinated Debt	10-year subordinated fixed-rate Treasury Notes issued by NVC Fund Holding Trust; on-lent to Polaris Bank as Tier 2 qualifying capital under Basel III / CBN Prudential Guidelines
<b>NVCT Direct Transfer (Day 1)</b>	<b>₦44B</b>	<b>~\$27.5M</b>	Tier 1 Common Equity	Immediate NVCT on-chain transfer (Base Mainnet) to NVC Fund Bank escrow; converted to NGN at CBN rate and credited to Polaris Bank's capital account Day 1; eliminates accumulated deficit of ₦15.9B. No USD wire required.
<b>TOTAL</b>	<b>₦800B</b>	<b>~\$500M</b>	<b>Tier 1: ₦524B   Tier 2: ₦276B   Combined CAR post-injection: est. 40%+</b>	

**Post-Recapitalisation Capital Position:** Upon injection, Polaris Bank's total equity will increase from ₦126.96B to approximately ₦926.96B, representing 4.6× the ₦200B national license minimum and 1.85× the ₦500B international authorization floor. The accumulated deficit of ₦15.9B will be eliminated in full by the Day 1 NVCT transfer.

## 6. NVC FUND INSTRUMENT SUITE — DEPLOYMENT SUMMARY

<p><b>NVCT STABLECOIN</b> <b>₦360B / ~\$225M</b></p> <p>Primary Tier 1 capital injection; on-chain settlement; 1:1 USD peg; Base Mainnet</p>	<p><b>BANK GUARANTEE (BG)</b> <b>₦180B / ~\$112.5M</b></p> <p>AAA standby guarantee to CBN; Tier 2 capital support; valid 36 months</p>	<p><b>BLOCK FUND INSTRUMENT</b> <b>₦120B / ~\$75M</b></p> <p>Tranche-release Tier 1 capital; milestone-linked; escrow at NVC Fund Bank</p>
<p><b>TREASURY NOTES</b> <b>₦96B / ~\$60M</b></p> <p>10-year sub-debt; Tier 2 qualifying; fixed coupon; loss-absorption feature</p>	<p><b>NVCT DIRECT TRANSFER (DAY 1)</b> <b>₦44B / ~\$27.5M</b></p> <p>Day 1 on-chain NVCT transfer; eliminates accumulated deficit; immediate liquidity — no USD wire required</p>	<p><b>REPO FACILITY (GMRA 2011)</b> <b>₦150B Standby</b></p> <p>Ongoing liquidity backstop; NVCT collateral; 7-90 day terms as needed</p>

## 7. 24-MONTH POST-ACQUISITION TRANSFORMATION PLAN

Month 1-3  
Stabilise

### Capital Injection & Regulatory Normalisation

Day 1 NVCT transfer (₦44B) executed eliminating ₦15.9B deficit. BG and BFI delivered to CBN. NVCT tranche 1 (₦180B) transferred. CBN change-of-control approval completed. New Board of Directors constituted with NVC Fund nominees. Full internal audit and NPL review commissioned.

Month 3-6  
Restructure

### Balance Sheet Cleansing & Loan Portfolio Remediation

NPL resolution strategy implemented. NVCT tranche 2 (₦180B) released. Borrowings restructured or repaid. IT systems upgraded to ISO 20022 NVC Fund Bank integration. BOFIA compliance remediation plan executed.

Month 6-12  
Rebuild

### Deposit Growth & Product Expansion

NVC Fund NVCT digital banking products launched for Polaris Bank customers. Corporate and trade finance mandates originated using NVC Fund Bank's SWIFT network. NVCT tranche 3 (final). BFI fully unblocked. International Authorization license application submitted to CBN.

Month 12-24  
Scale

### International Authorization & Pan-African Expansion

International Authorization license granted. Cross-border payments and correspondent banking via NVC Fund Bank's global network. Polaris Bank positioned as Nigeria's premier digitally-enabled sovereign-backed commercial bank. ROE target: 18%+ by end of Year 2.

Financial Target	At Acquisition	12-Month Target	24-Month Target
Total Equity	₦126.96B	₦926.96B	₦1T+
Retained Earnings	-₦15.9B	₦15B+	₦60B+
Capital Adequacy Ratio	~7.5% est.	30%+	35%+
Gross Earnings	₦249.8B	₦300B+	₦400B+
Loans & Advances	₦462.7B	₦550B+	₦700B+
NPL Ratio	est. 5-8%	Below 5%	Below 3%
Business Offices	248	248 (upgraded)	280+ (expanded)

## 8. REGULATORY COMMITMENTS & UNDERTAKINGS TO THE CBN

NVC Fund Holding Trust hereby makes the following binding undertakings to the Central Bank of Nigeria, subject to CBN's approval of this proposal and execution of a formal Acquisition Agreement:

- **Capital Maintenance:** NVC Fund commits to maintaining Polaris Bank's total regulatory capital at no less than ₦800 billion for a period of 5 years post-acquisition, unless CBN approves otherwise.
- **Depositor Protection:** NVC Fund irrevocably guarantees the full repayment of all customer deposits held at Polaris Bank as at the date of acquisition and subsequent to it, backed by NVC Fund's Bank Guarantee and NVCT treasury.
- **No Asset Stripping:** NVC Fund commits that it will not, for a period of 5 years post-acquisition, transfer material assets out of Polaris Bank without prior CBN written approval.
- **CBN Reporting:** NVC Fund will submit quarterly capital adequacy and transformation progress reports to the CBN Banking Supervision Department throughout the 24-month transformation period.
- **Employment Preservation:** NVC Fund commits to preserving current employee headcount for a minimum of 12 months post-acquisition, pending operational review.
- **AML/KYC Compliance:** NVC Fund will implement NVC Fund Bank's full AML/KYC framework at Polaris Bank within 90 days of acquisition, remedying all outstanding BOFIA compliance contraventions.
- **NDIC Levies:** All NDIC premium obligations will be met in full and on time throughout NVC Fund's ownership period.
- **Corporate Governance:** NVC Fund will constitute a CBN-approved independent Board with minimum 40% independent directors within 60 days of completion.

## 9. PROPOSED PROCESS & NEXT STEPS

Step	Action	Responsible Party	Timeline
1. Regulatory Acknowledgement	CBN acknowledges receipt and initiates internal review of this proposal	CBN Banking Supervision	5 Business Days
2. Exclusivity Grant	CBN grants NVC Fund a 90-day exclusive negotiation period	CBN / AMCON	Day 10

Step	Action	Responsible Party	Timeline
<b>3. Due Diligence</b>	NVC Fund conducts full financial, legal, regulatory, and operational DD on Polaris Bank	NVC Fund + Advisers	Days 10-60
<b>4. Definitive Agreement</b>	Execution of Share Purchase Agreement (SPA) and Recapitalisation Agreement	All Parties + CBN	Days 60-90
<b>5. Regulatory Approvals</b>	CBN change-of-control approval; NDIC consent; AMCON waiver; FCCPC clearance if applicable	CBN / NDIC / AMCON	Days 90-180
<b>6. Completion</b>	Share transfer, Day 1 capital injection, new Board inauguration	NVC Fund + Polaris Bank	Day 180-270
<b>7. Full Capital Deployment</b>	All recapitalisation tranches deployed; BFI milestone releases completed	NVC Fund Bank	Months 6-12

NVC Fund is prepared to commence preliminary due diligence and regulatory engagement discussions immediately upon receipt of CBN's acknowledgement of this proposal. Our legal and financial advisers are available to meet with CBN Banking Supervision staff at any mutually convenient time.

## 10. PRINCIPAL CONTACTS

Role	Name	Contact
<b>Lead Signatory / Trustee</b>	Frank O. Ekejija	compliance@nvcfund.com · +1 (214) 532-5773
<b>Compliance &amp; Regulatory Affairs</b>	NVC Fund Compliance Team	compliance@nvcfund.com
<b>Settlement &amp; Banking Operations</b>	NVC Fund Bank — Operations	www.nvcfund.com · ISO 20022 / SWIFT
<b>General Enquiries</b>	NVC Fund Holding Trust	info@nvcfund.com · www.nvcfund.com

## EXECUTION — SUBMITTED BY NVC FUND HOLDING TRUST

This proposal is submitted in good faith by NVC Fund Holding Trust to the Central Bank of Nigeria and relevant regulatory authorities. NVC Fund Holding Trust confirms that it has the financial capacity and institutional standing to complete the proposed acquisition and recapitalisation on the terms set out herein, and that this proposal does not constitute a binding offer unless and until a definitive agreement is duly executed by all parties. NVC Fund Holding Trust reserves the right to withdraw or amend this proposal pending completion of due diligence.

### NVC FUND HOLDING TRUST — PROPOSER

**Name:** Frank O. Ekejija  
**Title:** Trustee & Authorized Signatory  
**Organization:** NVC Fund Holding Trust  
**Email:** compliance@nvcfund.com  
**Date:** May 14, 2026

**Name:** \_\_\_\_\_  
**Title:** Authorized Representative  
**Organization:** NVC Fund Bank  
**Date:** \_\_\_\_\_

### FOR RECEIPT — CENTRAL BANK OF NIGERIA

**Name:** \_\_\_\_\_  
**Title:** \_\_\_\_\_  
**Department:** Banking Supervision  
**Date Received:** \_\_\_\_\_  
**Reference:** \_\_\_\_\_

**Name:** \_\_\_\_\_  
**Title:** Governor / Authorised Representative  
**Organization:** Central Bank of Nigeria  
**Date:** \_\_\_\_\_

**STRICTLY CONFIDENTIAL — REGULATORY SUBMISSION:** This document and all information contained herein is submitted solely to the Central Bank of Nigeria, the Nigeria Deposit Insurance Corporation, the Asset Management Corporation of Nigeria, and the Board of Polaris Bank Limited for the purpose of the regulatory acquisition and recapitalisation process described herein. It must not be copied, disclosed, or distributed to any third party without the prior written consent of NVC Fund Holding Trust. Financial data is sourced from Polaris Bank Limited's audited consolidated and separate financial statements for the year ended 31 December 2024 as certified by PricewaterhouseCoopers (Lagos, 19 March 2025). All projections and targets are forward-looking statements subject to regulatory approvals, due diligence outcomes, and market conditions. NVC Fund Holding Trust operates under sovereign estate trust authority; nothing herein constitutes a waiver of sovereign immunity except as expressly contemplated in a definitive agreement. Document generated: May 14, 2026 · www.nvcfund.com · compliance@nvcfund.com