

**AUDITORS' REPORT
TO THE MEMBERS OF
NIGER INSURANCE PLC**

We have audited the financial statements set out on pages 12 to 29 which have been prepared under the accounting policies set out on page 10 and 11.

Respective responsibilities of directors and auditors

As stated in Note 25 to the financial statements, the directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion on the financial statements, based on our audit and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with generally accepted auditing standards. An audit includes examination, on a test basis, of evidence relevant to the amount and disclosures in the financial statements. It also includes an assessment of the significant judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement. In forming our opinion, we also evaluated the overall adequacy of the presentation of the information in the financial statements.

Opinion

In our opinion and to the best of our information and the explanations given to us, the company has kept proper books at the head office and at each of its branches and proper returns adequate for our audit have been received from branches not visited by us. The assets have been properly valued and adequate provision has been made for losses and diminution in the value of such assets. Adequate reserves have also been maintained in respect of the company's life and non-life businesses.

In our opinion, these financial statements which agree with the books, give in the prescribed manner the information required by the Companies and Allied Matters Act 1990, the Insurance Act 2003, and all relevant Statements of Accounting Standards and give a true and fair view of the state of affairs of the group as at 31 December, 2005 and of its profit and cash flow for the year then ended.

**Oyelami Soetan Adeleke & Co.
CHARTERED ACCOUNTANTS**

**Lagos, Nigeria
8 June, 2006**

NIGER INSURANCE PLC**REPORT OF THE AUDIT COMMITTEE**

In compliance with Section 359(6) of the Companies and Allied Matters Act 1990, we have:

- (a) reviewed the scope and planning of the audit requirements;
- (b) reviewed the External Auditors' Report to Management on the audit of the financial statements for the year ended 31 December, 2005 as well as the management responses thereto; and
- (c) ascertained that the accounting and reporting policies of the company for the year ended 31 December, 2005 are in accordance with legal and agreed ethical practices.

In our opinion, the scope and planning of the audit for the year ended 31 December, 2005 were adequate and we are satisfied with the management responses to the auditors' findings.

Dated this 16 June, 2006

S. E. Bediare
Chairman, Audit Committee

Members of the Committee:

S. E. Bediare - Chairman

D. K. Adedeji

M. O. Sodipe

O. Osunde

Taiwo A. Otuneye - Secretary