



## CIRCULAR Number 26-1 January 16, 2026

### REVISED MINIMUM CAPITAL (MC) FOR REGULATED CAPITAL MARKET ENTITIES

#### 1. INTRODUCTION

The Securities and Exchange Commission (“the Commission”), pursuant to its statutory mandate under the Investments and Securities Act, 2025, to regulate and develop the Nigerian capital market, hereby issues this Circular on the revision of Minimum Capital (MC) applicable to all categories of regulated capital market entities.

This review is informed by the need to strengthen market resilience, enhance investor protection, align capital adequacy with the evolving risk profile of market activities, and ensure that regulated entities possess sufficient financial capacity to discharge their obligations in a sustainable manner.

#### 2. OBJECTIVES

The revised MC framework seeks to:

- Enhance the financial soundness and operational resilience of market operators;
- Align capital requirements with the scope, complexity, and risk exposure of regulated activities;
- Promote market stability and systemic risk mitigation; and
- Support innovation and orderly development of new market segments, including digital assets and commodities markets.

#### 3. SCOPE OF APPLICATION

This Circular applies to all entities regulated by the Commission, including but not limited to:

- Core and non-core capital market operators;
- Market infrastructure institutions;
- Capital market consultants;
- Financial technology (FinTech) operators;
- Virtual Asset Service Providers (VASPs); and
- Commodity market intermediaries.

#### 4. REVISED MINIMUM CAPITAL

The revised Minimum Capital for regulated entities are set out below. All capital figures are stated in Nigerian Naira (₦).

Regulated Entities	2015 MC (₦)	Revised MC (₦)
<b>A) CORE REGULATED FUNCTIONS:</b>		
<b>Brokerage Services:</b>		
<b>Broker</b> (client execution only)	200.00 million	600 million
<b>Dealer</b> (proprietary trading only)	100.00 million	1.00 billion
<b>Broker-Dealer</b> • client execution, proprietary trading, margin/securities lending and advisory services.	300.00 million	2.00 billion
<b>Sub-Broker (Digital)</b>	10.00 million	100.00 million
<b>Sub-Broker (Corporate)</b>	10.00 million	50.00 million



Sub-Broker (Individual)	2.00 million	10.00 million
Inter-Dealer Broker	50.00 million	2.00 billion
<b>Fund/Portfolio Management Services:</b>		
<b>Tier 1 –Portfolio Managers (Full Scope)</b>		
<ul style="list-style-type: none"> <li>Management of Collective Investment Schemes (CIS) and Alternative Investment Funds (Private Equity, Venture Capital, Infrastructure Funds etc.) above ₦20.00 billion Net Asset Value (NAV).</li> <li>Discretionary and Non-Discretionary Private Portfolio Management Services above ₦20.00 billion Assets under Management (AuM).</li> <li>Exposure to foreign instruments up to 40% of the NAV.</li> </ul> <p><b>Note</b> - Any Fund and Portfolio Manager with NAV/AuM of more than ₦100.00 billion should have a minimum of 10% of the NAV/AuM as capital.</p>	150.00 million	5.00 billion
<b>Tier 2 –Fund/Portfolio Managers (Limited Scope)</b>		
<ul style="list-style-type: none"> <li>Management of CIS with limited pooled fund creation of not more than 10 times the required capital (₦20.00 billion) on Net Asset Value (NAV).</li> <li>Discretionary and Non-Discretionary Private Portfolio Management Services of not more than ₦20.00 billion.</li> <li>Exposure to foreign instruments of not more than 20% of the NAV.</li> </ul>	150.00 million	2.00 billion
<b>Tier 3 – Alternative Investment Fund Managers:</b>		
Private Equity Fund Manager	150.00 million	500.00 million
Venture Capital Fund Manager	20.00 million	200.00 million



Regulated Entities	2015 MC (₦)	Revised MC (₦)
<b>B) NON-CORE REGULATED FUNCTIONS:</b>		
<b>Issuing House:</b>		
<b>Tier 1 – Issuing House</b>		
· Non-Interest Finance services · Advisory & Arrangement services · No underwriting	200.00 million	2.00 billion
<b>Tier 2 – Issuing House with Underwriting</b>		
· Offers a 'one-stop-shop' for issuers. · Provide underwriting services. · Renders advisory and product development services.	200.00 million	7.00 billion
<b>Rating Agency</b>	150.00 million	500 million
<b>Registrar</b>	150.00 million	2.5 billion
<b>Trustees</b>	300.00 million	2.00 billion
<b>Underwriters</b>	200.00 million	5.00 billion
<b>Investment Adviser (Corporate)</b>	5.00 million	50.00 million
<b>Investment Adviser (Individual)</b>	2.00 million	10.00 million
<b>C) Market Infrastructure:</b>		
<b>Central Counter Party (CCP)</b>	5.00 billion	10.00 billion
<b>Clearing and Settlement Company (CSC)</b>	200.00 million	5.00 billion
<b>Composite Securities Exchange</b>	500.00 million	10.00 billion
· Trading and Listing of all types securities.		
<b>Non-Composite Securities Exchange</b>		
· Focus on a single type of security, commodity or financial product.	500.00 million	5.00 billion
<b>Trade Repository</b>	100.00 million	150.00 million
<b>D) Consultants:</b>		
<b>Capital Market Consultant (Corporate)</b>	5.00 million	25.00 million
<b>Capital Market Consultant (Individual)</b>	0.5 million	2.00 million
<b>Capital Market Consultant (Partnership)</b>	2.00 million	10.00 million
<b>E) Fintechs:</b>		
<b>Robo Adviser</b>	10.00 million	100.00 million
<b>Crowd Funding Intermediary</b>	100.00 million	200.00 million



Regulated Entities	2015 MCR (₦)	Revised MCR (₦)
<b>F) Virtual Asset Service Providers:</b>		
<b>Ancillary Virtual Assets Service Providers (AVASPs)</b>	N/A	300.00 million
<b>Digital Assets Offering Platform (DAOP)</b>	500.00 million	1.00 billion
<b>Digital Assets Intermediary (DAI)</b>	N/A	500.00 million
<b>Digital Assets Platform Operator (DAPO) (including Token issuers)</b>	N/A	500.00 million
<b>Real-world Assets Tokenization and Offering Platform (RATOP)</b>	N/A	1.00 billion
<b>Digital Assets Exchange (DAX)</b>	500.00 million	2.00 billion
<b>Digital Assets Custodian</b>	500.00 million	2.00 billion
<b>G) Commodity Market Intermediaries:</b>		
<b>Collateral Management Company (CMC):</b>		
<b>Tier 1 – Local/ Regional Operations</b>	50.00 million	200.00 million
<b>Tier 2 - National/International reach</b>	50.00 million	500.00 million
<b>Commodities Broker/Dealer</b>	10.00 million	50.00 million
<b>Commodities Broker</b>	7.00 million	30.00 million
<b>Commodities Dealer</b>	3.00 million	20.00 million
<b>Warehousing Operators</b>	50.00 million	500.00 million
<b>H) OTHER ENTITIES</b>		
<b>Custodian of Securities (Bank)</b>	200.00 million	As prescribed by the CBN
<b>Non-Bank Custodian</b>	-	50.00 billion + 0.1% of AUC
<b>Dealing Member Banks</b>	200.00 million	As prescribed by the CBN
<b>Nominee Company</b>	0.001 million	5 million
<b>Receiving Banker (Banker to an Issue)</b>	200.00 million	N/A

## 5. TIMELINE FOR COMPLIANCE

All affected entities are required to comply with the revised Minimum Capital Requirements on or before 30 June 2027. Entities that fail to meet the prescribed requirements within the stipulated timeline shall be subject to appropriate regulatory sanctions, including suspension or withdrawal of registration, as may be determined by the Commission.

## 6. TRANSITIONAL ARRANGEMENTS AND GUIDANCE

The Commission may, upon application and on a case-by-case basis, consider transitional arrangements where justified. Detailed guidance on compliance modalities and capital verification processes shall be issued separately.

## 7. EFFECTIVE DATE

This Circular takes effect from the date of publication.

## BY ORDER OF THE COMMISSION

Securities and Exchange Commission  
Abuja, Nigeria