

Slingstone^{LP}



2025

Regulatory Roundup



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Introduction

2025 was a year of significant regulatory development. It marked a new phase of adjustment and more deliberate compliance planning for businesses, with wide-ranging legislative changes across sectors – from tax and securities regulation to insurance and technology.

The year also continued an observable trend of stronger regulatory enforcement. While cross-sector coordination remains limited, there is clear evidence of improved regulatory monitoring and firmer enforcement. Key themes stand out: greater consolidation of tax obligations, stronger affirmation of regulatory powers, and stricter supervision of the securities market.

Taken together, these developments point towards a more predictable, transparent, and investor-friendly regulatory environment across industries. They position Nigeria as an increasingly attractive destination for responsible and ethical investment and sustainable business growth.

In this review, we examine the key regulations and major regulatory developments of 2025.

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The Nigeria Tax Administration Act, 2025 and the Nigeria Tax Act, 2025

The Nigeria Tax Administration Act (NTAA), 2025 and the Nigeria Tax Act (NTA), 2025, (together, "Tax Acts") were signed into law on June 26, 2025 but to commence operations on January 1, 2026. The Acts seek to provide a comprehensive, equitable and predictable tax system that foster compliance and a seamless tax administration.

One of the key provisions of the Tax Acts is the introduction of a unified tax administration structure that fosters collaboration between tax authorities, allowing them exchange information on taxable entities as well as potential infractions under the jurisdiction of another tax authority.

Additionally, the NTAA requires tax registration of taxable individuals and non-resident persons making taxable supplies to individuals in Nigeria or earning income (excluding passive income from investments) in Nigeria. Financial services providers are also required to ensure that every taxable person provides a Tax ID associated with their account.

The Tax Acts reinforces the filing of Value Added Tax (VAT) returns before the 21st of the following month. It however exempts small businesses from registering and filing VAT returns. Notwithstanding this, a small business may choose to opt out of the exemption.

A welcome development of the Tax Acts is the introduction of an Electronic Fiscal System (EFS) to enhance the accuracy, efficiency and transparency of tax reporting. By reducing human interference or interface, the Tax Acts aim at minimizing errors, fraud and inefficiencies and streamlining the tax administration process. Every taxable person is required to process a taxable supply through the EFS for recording and reporting the supplies. A violation of this requirement attracts administrative penalty of N200,000 along with a 100% penalty of the tax due plus interest at the prevailing Central Bank of Nigeria's (CBN) Monetary Policy Rate (MPR) per annum.

The Nigeria Tax Administration Act, 2025 and the Nigeria Tax Act, 2025

Another new development under the NTAA is the introduction of returns for Virtual Assets Service Providers (VASPs) in line with the provisions of the Investment and Securities Act (ISA) 2025. Section 25 mandates taxable persons involved in services related to the exchange, custody or management of virtual assets through their VASPs must submit returns containing details as to the description of the service, transaction dates, counterparty information etc. VASPs also have registration obligations and reporting duties in addition to the Know-Your-Customer (KYC) requirements imposed by the Act. The Act further provides for the revocation or suspension of the license of any VASP for non-compliance with tax obligations under the NTAA. This is in addition to the monetary penalty of N10,000,000 payable for the first month of default and N1,000,000 payable for each subsequent month of default.

For recipients of tax incentives (Priority Companies), the NTAA imposes a reporting obligation to file tax incentive returns alongside their annual income tax returns. This is to

enable the tax authorities to track and monitor the benefits being provided and to ensure that they are properly utilized by the recipients.

In a bid to stay ahead of strategies and loopholes that can be exploited for tax evasion, Section 30 of the NTAA mandates that any person who enters, or intends to enter, into a disclosable transaction or agreement aimed at obtaining a tax advantage must provide relevant information about the agreement to the relevant tax authority, without the need for notice or a request. The information gathered through mandatory disclosure allows the relevant tax authorities to assess the risks posed by certain transactions, enabling more targeted audits and investigations.

The NTA introduces a more progressive corporate income tax structure. The Act provides that small companies with an annual turnover of N50 million or less are subject to 0% companies income tax rate. Other companies are taxed at a rate of 30%, alongside a 4% Development Levy on assessable profits, which replaces multiple sectoral levies.

The Nigeria Tax Administration Act (NTAA), 2025 and the Nigeria Tax Act (NTA), 2025

Capital gains tax (CGT) now applies to disposals of digital and virtual assets, such as cryptocurrencies, tokens, and other digital assets. Reliefs are available for reinvested share sales, principal private residences, and certain personal-use assets. Capital gains on share disposals below ₦150 million (subject to a ₦10 million gain limit) are exempt.

The introduction of a 15% Minimum Effective Tax Rate for multinationals aligns Nigeria with the OECD's global tax standards, ensuring that large-scale value extraction is met with proportional domestic revenue.

The unified tax administration is an attempt at ensuring total tax coverage, bringing the informal sector into the purview of the tax authorities and preventing schemes aimed at tax evasion.

Key Takeaways

- **Tax Registration:** Mandatory for taxable individuals, non-residents supplying goods/services or earning income (excluding passive investments). Financial providers must link accounts to a Tax ID.
- **VAT Filing:** Monthly returns due by the 21st of the following month.
- **Electronic Fiscal System (EFS):** All taxable supplies must use EFS for transparent reporting.
- **VASPs:** Virtual Assets Service Providers require registration, KYC, and detailed returns.
- **Priority Companies:** Must file incentive returns alongside annual income tax returns.
- **Corporate Income Tax:** 0% for small companies (turnover ≤ ₦50M); 30% for others, plus 4% Development Levy on assessable profits (replaces sectoral levies).
- **Capital Gains Tax (CGT):** Applies to digital/virtual assets; exemptions for reinvested shares, principal residences, personal assets, and gains under ₦150M (₦10M limit).
- **Minimum Effective Tax Rate:** 15% for multinationals, per OECD standards.
- **Mandatory Disclosure:** Required for all tax advantages.



Licence Scope and Product Expansion: The Paystack–CBN Enforcement Action

In 2025, Nigeria’s financial sector grew more stable while innovation continued under tighter rules. As we noted in our 2025 Outlook, the era of light-touch regulation appears to have ended. Fintechs faced higher compliance requirements as the industry matures.

In April, the Central Bank of Nigeria (CBN) fined Paystack the sum of US\$190,000 for operating its newly launched consumer product, Zap by Paystack, in a manner that exceeded the scope of its regulatory licence. Zap was designed as a peer-to-peer money transfer application with features that effectively functioned as a deposit-taking wallet. However, deposit-taking activities are reserved for institutions holding a microfinance banking licence or a full banking licence. Paystack operates under a switching and processing licence, which permits it to route and process financial transactions between banks and other financial institutions but does not authorise it to hold customer deposits. The operation of Zap in this manner was therefore found to be inconsistent with the CBN’s licensing framework and regulatory guidelines.

Single-Principal Agent Banking: A New Direction for PoS Regulation

By a circular issued on 6 October 2025, the Central Bank of Nigeria (CBN) directed that, from 1 April 2026, Point of Sale (PoS) agents may act for only one principal. This principal may be a bank, mobile money operator, microfinance bank, or payment service bank.

Agent banking allows a third party to provide financial services to customers on behalf of a licensed deposit-taking institution. In line with its responsibility under the CBN Act 2007 to maintain a safe and stable financial system, and its powers under the Banks and Other Financial Institutions Act 2020 (BOFIA), the CBN issued the Guidelines to:

- set minimum standards for the regulation and operation of agent banking in Nigeria;
- strengthen agent banking as a channel for expanding financial inclusion; and
- encourage responsible conduct and better service delivery in agent banking operations.

The requirement that agents act for only one principal represents an important change in how agent banking will be structured and supervised in Nigeria.



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Revised Timeline for Open Banking Implementation

After several years of industry advocacy, the Central Bank of Nigeria (CBN) approved the launch of open banking and set 1 August 2025 as the go-live date. In our 2025 Nigeria Fintech Legal Outlook, we observed that although open banking was expected to become operational in 2024, implementation had been delayed. With the Payments System Vision 2025 (PSV 2025) approaching its end, Nigeria appears to be moving gradually from policy design to practical implementation.

Despite announcing the 1 August 2025 launch date, the CBN has adopted a cautious approach to ensure a safe and orderly rollout. As of September 2025, the CBN's implementation workstreams — covering Governance and Regulation, Legal and Compliance, Technical and Infrastructure, Data Security, and Stakeholder Engagement — had completed their assignments. The relevant implementation documents are currently awaiting final approval by the CBN.

Nigeria's centralised, regulator-led open banking framework is designed to give bank customers greater control over their financial data. It will enable customers to securely share their data, authorise payments without cards, and access faster and more tailored financial services, including credit.

Consolidating Fintech Oversight Under a Single Framework

On 28 October 2025, the Nigeria Fintech Regulatory Commission Bill passed its second reading in the House of Representatives. The Bill seeks to establish a comprehensive legal and regulatory framework for Nigeria's fintech sector.

At present, fintech companies operate under multiple regulatory authorities, depending on the nature of their activities. Key regulators with oversight across the sector include the Securities and Exchange Commission (SEC), the Central Bank of Nigeria (CBN), the National Information Technology Development Agency (NITDA), the Nigeria Data Protection Commission (NDPC), and the Federal Competition and Consumer Protection Commission (FCCPC).

The proposed Bill aims to create a single specialised government agency responsible for overseeing fintech and related activities. The objective is to improve coordination, provide greater regulatory clarity, and consolidate oversight within a unified institutional framework.

Migration to ISO 20022 and Mandatory Geo-Tagging of Payment Terminals

The Central Bank of Nigeria (CBN) issued a circular directing all licensed operators in the financial sector to migrate to the ISO 20022 standard for payment messaging and to implement mandatory geo-tagging of payment terminals.

In practical terms, every payment terminal, including Point-of-Sale (PoS) machines, must capture and store the precise geographical location where each transaction occurs. This requirement applies across the payment ecosystem and forms part of ongoing compliance and reporting obligations.

These measures align Nigeria with global standards aimed at improving transparency within the payment system, strengthening fraud detection, enhancing system security, improving audit trails, and enabling regulators to better monitor transaction flows.

For financial institutions and payment service providers, the directive will require system upgrades, stricter operational controls, and careful management of data, particularly given the sensitivity of location-based information.



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ISA 2025: A New Framework for Nigeria's Capital Market

The Investments and Securities Act, 2025 (ISA 2025) repeals and replaces the Investments and Securities Act, 2007. The Act reaffirms the Securities and Exchange Commission (SEC) as the apex regulator of the Nigerian capital market and strengthens its supervisory, investigative, and enforcement powers.

One of the most notable developments under ISA 2025 is the formal recognition of virtual and digital assets as securities where they meet the definitional thresholds under the Act. This significantly expands the regulatory perimeter of the capital market and provides clearer legal footing for digital asset offerings, tokenised instruments, and fintech-driven capital formation. It also broadens Nigeria's investor base and deepens market participation by integrating digital asset activities into the mainstream securities framework.

The Act also expands SEC oversight of corporate restructuring activities. Such transactions are no longer treated purely as internal corporate matters but are classified as strategic transactions requiring SEC approval, particularly where they affect shareholder value or investor interests. The definition of corporate restructuring now extends beyond traditional mergers and acquisitions to include spin-offs, carve-outs, split-offs, share reconstructions, schemes of arrangement, and the acquisition or disposal of significant assets.

In addition, ISA 2025 strengthens the framework for collective investment schemes, market intermediaries, and systemic risk management. It enhances disclosure obligations, reinforces investor protection mechanisms, and introduces clearer provisions on market manipulation, insider trading, and other forms of market abuse. The Act also provides for improved cooperation between the SEC and other domestic and international regulators, reflecting the increasingly cross-border nature of capital markets.

Further to the Act, the SEC issued the New Rules on the Issuance and Allotment of Private Companies' Securities, 2025. These Rules establish a comprehensive regulatory framework for debt securities issued by private companies, as well as registered exchanges and platforms that admit such securities for trading, price discovery, or information repository purposes. They also apply to registered capital market operators involved in such issuances. The Rules provide structured guidance for the issuance and allotment of debt securities to the public or through other SEC-approved methods, thereby extending formal regulatory oversight to private company debt offerings and expanding the depth of Nigeria's capital market.



With ISA 2025, digital assets are formally brought within Nigeria's securities regime.



FCCPC's Expanded Regulatory Framework for Digital and Online Consumer Lending

In July 2025, the Federal Competition and Consumer Protection Commission (FCCPC) issued the Digital, Electronic, Online and Non-Traditional Consumer Lending Regulations, 2025 ("DEON Regulations"). The Regulations are the FCCPC's response to the rapid growth of digital lending platforms and public concerns about unfair and abusive lending practices.

Issued pursuant to Section 163 of the Federal Competition and Consumer Protection Act (FCCPA) 2018, the DEON Regulations empower the FCCPC to regulate and provide guidelines for digital consumer lending in Nigeria. The Regulations apply to digital platforms that facilitate unsecured consumer loans, whether credit is extended in cash, airtime, data, cashback, or through barter arrangements.

The scope of the DEON Regulations includes:

- **Interstate Operations:** Lending businesses using technology or infrastructure designed to operate across multiple states.
- **Regulated Entities:** Any entity providing consumer lending services through digital channels.

While the DEON Regulations introduce an additional layer of oversight, banks and financial institutions licensed under the Banks and Other Financial Institutions Act (BOFIA) 2020 are exempt from the specific registration requirements under the Regulations.

Importantly, although existing Consumer Lending Service Providers are required to obtain FCCPC approval under the DEON Regulations, such approval does not replace primary industry licences. Entities must continue to obtain and maintain all other regulatory approvals required for their operations, including licences under BOFIA where applicable.

The DEON Regulations therefore establish a clearer legal framework for digital retail lenders, particularly those operating outside the direct regulatory supervision of the Central Bank of Nigeria or other sector-specific regulators.

Businesses that collaborate to provide consumer credit must also ensure that their counterparties comply with the DEON Regulations, as the framework extends to all entities involved in the digital lending value chain.



Market Power, Data Advantage, and the Expanding Scope of Competition Enforcement

In our 2024 Regulatory Roundup and 2025 Legal Outlook, we noted that the Federal Competition and Consumer Protection Commission (FCCPC) had issued findings, decisions, and final orders arising from key multi-sector investigations initiated prior to 2024, including matters involving WhatsApp LLC and Meta Platforms Incorporated, Coca-Cola Nigeria Limited, and Nigerian Bottling Company. We also observed that appellate decisions were likely to clarify the scope and validity of the FCCPC's adjudicatory jurisdiction.

Following appeals to the Competition and Consumer Protection Tribunal (CCPT) in Appeal No: CCPT/APP/2/2024 – WhatsApp LLC & Meta Platforms Inc. v FCCPC, the Tribunal affirmed the FCCPC's authority to investigate, make findings, and impose administrative penalties under the Federal Competition and Consumer Protection Act (FCCPA) 2018.

Beyond confirming enforcement powers, the Meta decision has renewed focus on the evolving relationship between market power, data advantage, and potential data exploitation particularly in digital markets where services are offered at zero monetary price.

The emerging jurisprudence shows a growing interest by both the Tribunal and the competition authority in examining how control over data, network effects, and platform ecosystems can translate into market power, even where consumers do not pay directly for a service.

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Nigerian competition enforcement is moving beyond traditional price-centred frameworks towards a more nuanced assessment of data concentration, digital dominance, and the long-term competitive structure of evolving markets.

In Appeal No: CCPT/APP/6/2024 – Nigerian Bottling Company v FCCPC and Appeal No: CCPT/APP/5/2024 – Coca-Cola Nigeria Limited v FCCPC, the Tribunal further affirmed the FCCPC's regulatory and administrative adjudicatory jurisdiction, reinforcing its authority to investigate infractions, make determinations, and impose administrative penalties across sectors. These decisions were particularly significant in consolidating the legal foundation for the FCCPC's quasi-judicial powers under the FCCPA, while also providing guidance on how the Commission may resolve investigative matters through the consent order framework. Slingstone LP represented the FCCPC in the Coca-Cola Nigeria Limited and Nigerian Bottling Company appeals. Collectively, these decisions strengthen the institutional framework for competition enforcement in Nigeria, clarifying both the substantive reach of competition law in digital markets and the procedural legitimacy of the FCCPC's adjudicatory powers.

Judicial Affirmation of FCCPC's Multi-Sector Competition Mandate

The Federal High Court has affirmed the regulatory authority of the Federal Competition and Consumer Protection Commission (FCCPC) over anti-competitive conduct and consumer protection matters in the telecommunications sector. The decision was delivered in Suit No: FHC/L/CS/1009/2024 – *Emeka Nnubia v. Honourable Minister of Industry, Trade and Investment & Others (FCCPC and MTN Communications Nigeria Plc)*. The FCCPC was represented in the proceedings by Slingstone LP.

The judgment represents a significant victory for the FCCPC and sets an important precedent for cross-sector competition law enforcement in Nigeria. While it aligns with earlier Federal High Court decisions upholding the Federal Competition and Consumer Protection Act (FCCPA) in other industries, this decision provides one of the most detailed judicial analyses of the FCCPC's powers.

In particular, the Court examined the scope of the FCCPC's competition mandate, the limits of sector-specific regulatory frameworks, and the statutory mechanisms for cooperation between regulators to prevent enforcement gaps and regulatory arbitrage.

This decision significantly strengthens the FCCPC's multi-sector enforcement role. It affirms the Commission's authority to act across regulated industries, even where sector-specific regulators exist, so long as its intervention concerns competition and consumer protection within its statutory mandate. The Judgment validates concurrent jurisdiction and coordinated regulatory action, and signals that attempts to limit the FCCPC's oversight on sector-specific grounds may face judicial resistance.



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Operationalising the Nigeria Data Protection Act: NDPC's GAID on Compliance Obligations

The Nigeria Data Protection Commission (NDPC) issued the General Application and Implementation Directive (GAID) on 20 March 2025, and it became effective on 19 September 2025. The GAID marks an important step in translating data protection rights into enforceable compliance obligations. It introduces binding directives aimed at strengthening accountability, transparency, and regulatory oversight.

Issued pursuant to the Nigeria Data Protection Act, 2023 (NDPA), the GAID sets out detailed requirements for organisations and entities that process personal data across various sectors. These obligations include registration with the NDPC, staff training and capacity building, appointment of Data Protection Officers (DPOs), submission of Compliance Audit Reports and Returns (CARs), proper record-keeping and documentation, implementation of mechanisms for enforcing data subject rights, breach notification procedures, and compliance with rules governing cross-border data transfers.

The GAID therefore provides practical guidance and clarity on how organisations are expected to comply with the obligations imposed under the NDPA.

Escalating Data Protection Enforcement Across Key Sectors

The Nigeria Data Protection Commission (NDPC) commenced a sector-by-sector compliance investigation to assess adherence to the provisions of the Nigeria Data Protection Act 2023 (NDPA). The exercise began with the insurance, pension, gaming, and banking (financial institutions) sectors, requiring a total of 1,368 organisations to provide evidence of compliance within twenty-one (21) days of receiving the notice.

The affected organisations were required to submit the following to the NDPC before the expiration of the 21-day deadline:

- Evidence of filing NDPA Compliance Audit Returns for 2024;
- Evidence of the designation or appointment of a Data Protection Officer (DPO), including the DPO's name and contact details;
- A summary of the technical and organisational data protection measures implemented within the organisation; and
- Evidence of registration as a Data Controller or Processor of Major Importance.

The NDPC's sector-focused investigation signals a more assertive and structured enforcement approach, indicating increased compliance expectations for 2026.

Nigeria's Exit from the FATF Grey List



In February 2023, Nigeria was placed on the Financial Action Task Force (FATF) Grey List, subjecting its financial system to heightened international scrutiny. The designation raised concerns about potential disruptions to foreign remittances and cross-border transactions.

In our 2025 Nigeria Fintech Legal Outlook, we reviewed the Central Bank of Nigeria's (CBN) reform efforts and the FATF's recommended action plan aimed at securing Nigeria's removal from the Grey List, noting that the country appeared to be making steady progress towards exit. Nigeria subsequently strengthened its anti-money laundering and counter-terrorism financing framework through the implementation of the Money Laundering (Prevention and Prohibition) Act, 2022,

the enhancement of the Nigerian Financial Intelligence Unit (NFIU), and improved regulatory supervision across the financial sector. These measures aligned with FATF standards and resulted in Nigeria's removal from the Grey List in October 2025.

The FATF decision reinforces broader signs of renewed international confidence in Nigeria's economic management, improved regulatory credibility, and stronger financial system governance.

It reflects sustained reform efforts and signals growing integrity within the country's financial architecture. Nigeria's exit from the Grey List is expected to result in smoother trade settlements, faster remittance inflows, and more predictable access to foreign exchange.

A Modern and Improved Regulatory Framework for the Insurance Industry – NIIRA, 2025

On July 31, 2025, the Nigerian Insurance Industry Reform Act, 2025 (NIIRA 2025) was signed into law, repealing the Insurance Act, 2003, consolidating related provisions and ushering in a modern regulatory framework for the Nigerian insurance industry.

Key highlights of the NIIRA 2025 include the following:

- Repeal of multifarious insurance legislations and minimising overlaps – NIIRA 2025 repeals and consolidates the Insurance Act, Cap. I17, Laws of the Federation of Nigeria, 2004, Marine Insurance Act, Cap. M3 Laws of the Federation of Nigeria, 2004, Motor Vehicles (Third Party Insurance) Act, Cap. M22, Laws of the Federation of Nigeria, 2004, National Insurance Corporation of Nigeria Act, Cap. N54, Laws of the Federation of Nigeria, 2004, and the Nigeria Reinsurance Corporation Act, Cap. N131, Laws of the Federation of Nigeria, 2004.
- Revised capital requirements and compliance timeline – capital threshold for the different categories of insurance operators have been raised significantly.

All industry players are expected to comply with the new minimum capital requirements within 12 months of the issuance of the NIIRA 2025. The deadline for compliance is therefore July 30, 2026. NAICOM has confirmed that fresh licenses would be issued to compliant companies to re-validate their right to carry on insurance business in Nigeria.

Mandatory Minimum Statutory Deposit – all insurer are required to deposit a percentage of their minimum share capital with the Central Bank of Nigeria (CBN). Intending Insurers are directed by the provisions of the Act to deposit the equivalent of fifty percent (50%) of the minimum capital requirement with the CBN. Eighty percent (80%) of the deposit will then be refunded with interest to the Insurer not later than 60 days after registration. Existing Insurers are also expected to deposit the equivalent of ten percent (10%) of the minimum capital with the CBN. This measure is aimed at ensuring that Insurers have the financial strength to underwrite risks up to the extent of their capital. Whilst this is not entirely a novel provision, the Act goes a mile further by mandating that statutory deposits be invested in government-approved securities such as bonds, treasury bills or any other instruments as the CBN or the Commission may deem fit. This ensures that the deposits are both secure and liquid enough to support insurers' obligations to policyholders. In addition, the Act protects these deposits by excluding them from garnishee proceedings. This prevents creditors from attaching them and safeguarding the funds for their intended purpose of meeting insurance liabilities.

A Modern and Improved Regulatory Framework for the Insurance Industry – NIIRA, 2025

- Recognition of Digital Insurance – the NIIRA 2025 recognises digital platforms for policy issuance, premium collections and claims processing. This is in line with the evolving changes in the market, technological advancement and appeal to younger demographic.
- Consumer Protection – the NIIRA 2025 provides clear consumer protection measures for policyholders, protecting their rights and access to complaint channels and fast and efficient dispute resolution timelines.
- Foreign participation and preservation of competition – NIIRA 2025 prevents foreign insurers or their subsidiaries that lack a physical presence in their home country or are not part of a supervised financial group from operating in Nigeria. Nigerian insurers are also prohibited from transacting with such entities. This move is to boost market share, promote healthy competition and enhance local underwriting capacity in Nigeria. This inclusion in the NIIRA 2025 further brings all insurers “carrying on business in Nigeria” within NAICOM’s regulatory oversight and supervision.
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- Corporate Restructuring – NIIRA 2025 now requires insurers to obtain the prior approval of NAICOM before carrying out major structural or operational changes in the form of acquisitions, mergers or transfers.

Key takeaways

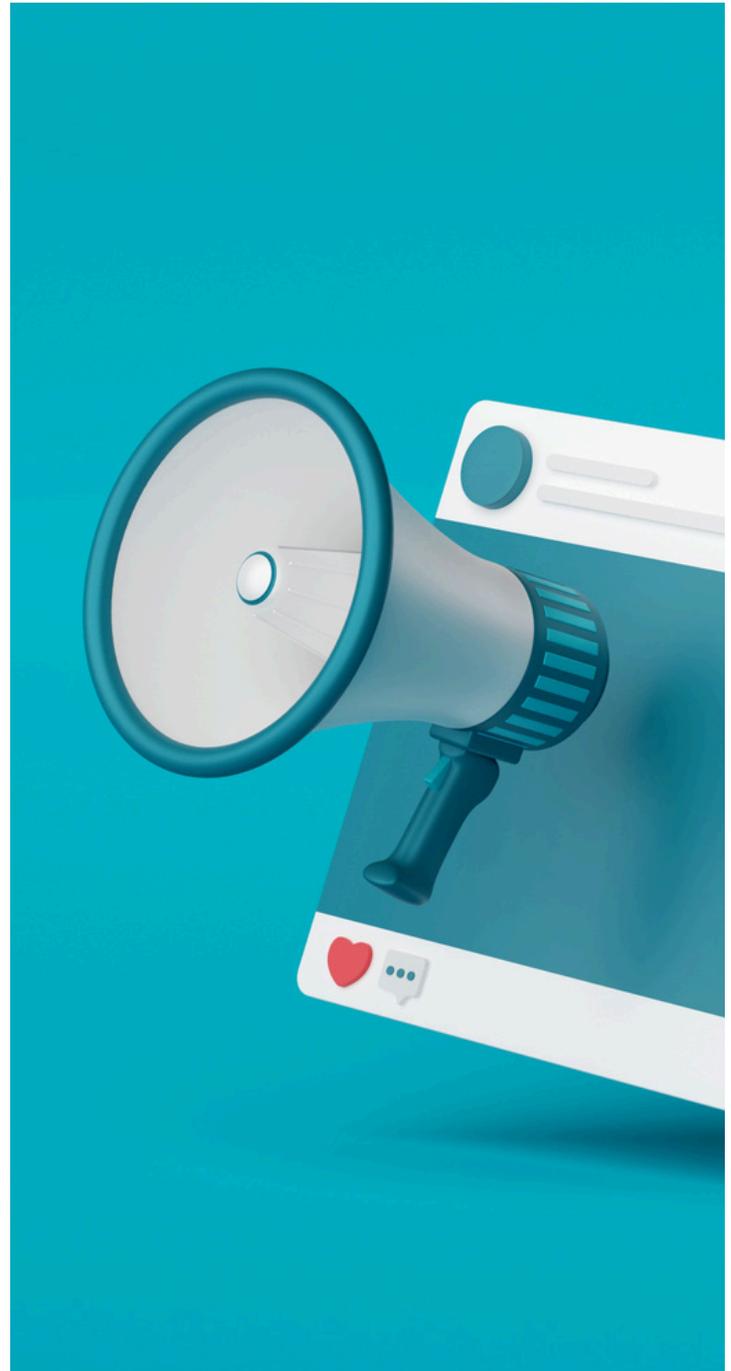
- Increased capital requirements: Life ₦10B, non-life ₦15B, composite ₦25B, reinsurance ₦35B (compliance by July 30, 2026).
- Mandatory CBN deposits (50% for new, 10% for existing insurers) in secure securities, protected from creditors.
- Digital insurance recognition, stronger consumer protections, and NAICOM approval for restructurings.
- Bars unsupervised foreign insurers to boost local capacity and competition.
- Additional corporate restructuring requirement.

Increased Advertising Enforcement and Regulatory Tensions

The Advertising Regulatory Council of Nigeria (ARCON) significantly intensified enforcement in 2025. This has generated growing debate around the constitutionality of its processes and the scope of its regulatory powers, particularly the requirement for prior vetting of advertisements, including social media content.

The implementation of the ARCON Act, 2022 has led to several judicial prosecutions and differing judicial interpretations regarding the extent of ARCON's enforcement authority. Section 54 of the Act requires prior approval of all advertisements — including social media posts — before publication. Failure to obtain approval may attract regulatory sanctions or prosecution under the Act.

In *Digi Bay Limited (trading as Betway Nigeria) & 2 Others v. Attorney General of the Federation & Anor (Unreported Suit No. FHC/L/CS/1262/2024)*, the Federal High Court examined ARCON's powers in relation to social media posts. The Court held that the National Assembly was competent to legislate on advertising, as advertising and marketing communications are incidental to trade and commerce under Item 62 of the Exclusive Legislative List.



Increased Advertising Enforcement and Regulatory Tensions

It further affirmed that ARCON has authority to regulate social media posts, particularly “public posts” that are accessible to all users. In its final decision, the Court upheld ARCON’s power to require prior approval of advertisements, including those disseminated via social media.

Alongside ARCON’s actions, the Central Bank of Nigeria (CBN), by circular dated 27 November 2025, directed all financial institutions to immediately withdraw advertisements that contravene its Consumer Protection Regulations (2019) and the Guidelines on Advertisements by Deposit-Taking Financial Institutions (2000). The CBN prohibited advertisements that directly or indirectly compare or disparage competitors, as well as promotions involving lotteries, prize draws, or other chance-based incentives.

The CBN’s Guidelines also provide that advertisements must not be offensive, misleading, comparative, or portray the advertising institution as safer or superior to others. The Consumer Protection Regulations further require that financial institutions ensure consumers are not misinformed about the features, risks, or limitations of financial products, and must avoid creating false or exaggerated impressions of superiority.

The overlapping requirement for advertising approval from both ARCON and the CBN may create operational and compliance challenges for financial institutions, particularly in relation to marketing timelines and promotional campaigns.

Notwithstanding the Federal High Court’s decision, constitutional questions surrounding ARCON’s pre-publication approval requirement may not yet have been fully tested. In particular, the breadth of ARCON’s pre-vetting jurisdiction — especially as it applies to social media and digital communications — raises important issues concerning the constitutional right to freedom of expression. It is likely that appellate review will provide further clarity on the limits of ARCON’s regulatory reach and the balance between consumer protection objectives and constitutionally protected speech.

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Nigeria's National Intellectual Property Policy and Strategy 2025 (NIPPS)

Nigeria's Federal Executive Council, on 6 November 2025, approved the National Intellectual Property Policy and Strategy (NIPPS). The primary objective of the NIPPS is to establish a unified legal framework to protect and commercialise intellectual property rights. A central pillar of the Policy is the shift from mere IP creation to stronger and more effective commercialisation.

The NIPPS makes several significant proposals. First, it calls for a comprehensive overhaul of the legal framework governing patents, industrial designs, and trade marks. At present, the Patents and Designs Registry conducts only formal examinations, a process that often weakens the legal strength of granted rights. To address this, the Policy proposes the introduction of substantive examination, supported by the recruitment and continuous training of technically skilled examiners. This reform is accompanied by a commitment to digital transformation, including the automation of registry operations and the modernisation of IP databases.

The Policy also identifies key bottlenecks, including outdated communication infrastructure, limited automation, and staffing shortages as obstacles to the modernisation of Nigeria's trade mark system.

To address these challenges, it proposes reforms focused on accelerating digital transformation and strengthening the quasi-judicial tribunal system to ensure more efficient dispute resolution.

In addition, the Policy seeks to enhance transparency through the regular publication of trade mark journals and the standardisation of accreditation and registration processes for agents. It emphasises harmonisation with international standards, particularly alignment with Trade-Related Aspects of Intellectual Property Rights (TRIPS) obligations relating to service marks and use requirements.

Building on the momentum of the Copyright Act 2022, the Policy aims to further modernise Nigeria's creative sector. Key measures include the establishment of a digital registration system and the expansion of the Nigerian Copyright Commission's (NCC) enforcement powers. The Policy prioritises the practical implementation of the Copyright Act, strengthening the NCC's institutional capacity, expanding the reach of the Copyright Academy, and operationalising the copyright levy scheme to ensure fair compensation for rights holders.

Concluding Remarks

Taken together, the developments in 2025 reflect a significant and continuing shift in Nigeria's regulatory landscape. Across financial services, tax, competition law, data protection, capital markets, and consumer lending, regulators are moving towards a more consistent enforcement. The trend observed in recent years has continued. Regulators are more committed to asserting their statutory mandates, and their capacity to supervise, particularly in digital markets, is expanding, even

though full inter-agency coordination is still evolving.

Legal and regulatory frameworks are becoming clearer and more structured. In key sectors such as financial services and insurance, the rules are more coherent and comprehensive, and compliance expectations are better defined. This creates a stronger foundation for more coordinated regulatory enforcement in 2026 and beyond.



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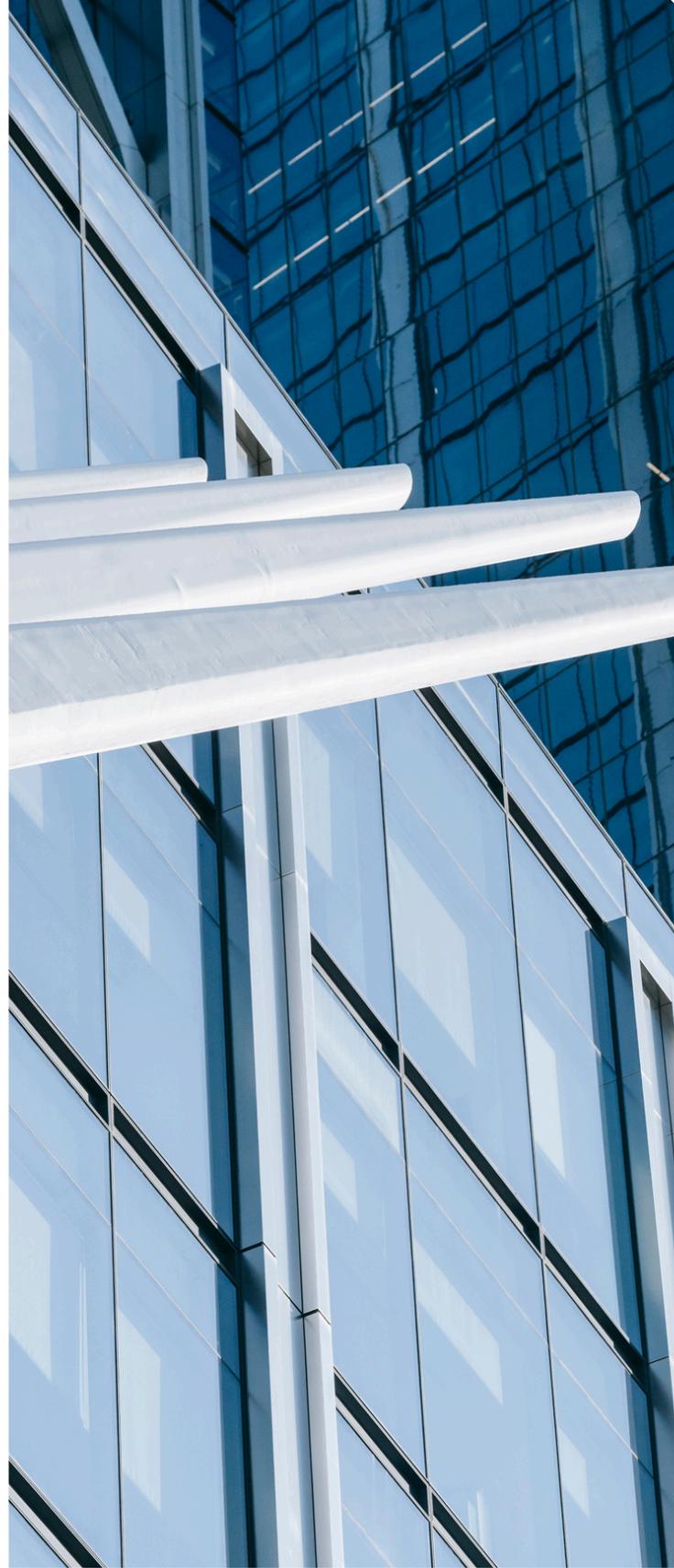
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