

Built to List:

Nigeria's New Capital Market Master Plan and What It Means for Companies

Introduction

On 19 October 2026, the Securities and Exchange Commission (SEC) unveiled the Nigerian Capital Market Master Plan 2026–2036 ("the Master Plan") at the National Capital Market Conference in Abuja. The ten-year plan sets out the SEC's priorities for deepening Nigeria's capital market and attracting more domestic and cross-border listings.

The Master Plan aims to grow the market from approximately ₦250 trillion to ₦750 trillion by 2036 alongside reforms intended to make it easier for companies to raise capital through the Nigerian market. Targets presented at the launch include increasing the number of listed companies from 146 to 250 and growing the retail investor base from about 6 million to 20 million.

For businesses and investors, the proposals could create new opportunities for accessing funding, structuring investments and listing shares on the Nigerian Exchange (NGX). However, they are policy proposals, not binding rules. Most will take effect only when the SEC and the Nigerian Exchange (NGX) issue implementing rules.



Key Highlights

- **Easier access to African capital markets:**

The SEC proposes an African Depositary Receipt framework to support cross-border listings. Depositary receipts allow investors in one market to hold interests in shares listed in another, with the underlying shares held by a custodian. This could allow companies to reach investors across Africa without a full listing in each jurisdiction.

- **More flexible listing requirements:**

The plan proposes different listing categories with requirements suited to companies of varying sizes. This includes reviewing the *free-float requirement*, which determines the minimum proportion of a company's shares that must be available to public investors.

- **Greater flexibility for founders:**

The SEC's proposed introduction of dual-class and multi-class shares could allow companies to issue shares with different voting rights. This may enable founders to raise capital from public investors while retaining greater control over business decisions.

- **Attracting foreign companies:**

The SEC intends to simplify the process for foreign companies seeking to list in Nigeria and explore tax arrangements that would reduce unnecessary costs associated with cross-border listings.

- **Encouraging new listings:**

The Master Plan proposes incentives for private companies to list and contemplates the listing of selected state-owned enterprises, such as NNPC Limited and Nigeria LNG Limited.

What This Means for Stakeholders

- **For companies considering a public listing:** Listing tiers and revised free-float rules could widen the range of companies able to list on the NGX. Companies with listing plans should consider how the reforms may affect their eligibility, timetable, ownership structure and readiness for public company governance.

- **For founders and growing businesses:** Dual-class structures could remove one of the main deterrents to listing: loss of control. Founders should consider early how any enhanced voting rights would be reflected in their constitutional documents and how investors are likely to view them.

- **For investors and financial institutions:** The proposals could expand investment opportunities and create new ways to participate in Nigerian and other African capital markets. Investors should monitor the proposed rules, particularly those affecting shareholder rights and corporate governance.

- **For foreign companies and cross-border investors:** Clearer rules for foreign issuers, depositary receipts and tax-neutral framework could make Nigeria a more attractive and practical location for raising capital. The practical benefit will depend on how custody, settlement, foreign exchange access and cooperation between African regulators are addressed.



The Road Forward

The Master Plan sets out the SEC's priorities for the next decade, but its proposals will require further regulatory action before companies can rely on them. Changes to listing requirements, share structures and cross-border investment arrangements will depend on the final rules issued by the SEC and the NGX.

Businesses considering future listings or capital-raising transactions should monitor these developments and assess how the proposed reforms could affect their plans. Early engagement with the regulatory process may also provide an opportunity to contribute to the rules that will govern future transactions.

For legal advisory on capital markets transactions, public listings, corporate governance and regulatory compliance, contact us at info@scp-law.com or visit www.scp-law.com.