## CONSOLIDATED FINANCIAL STATEMENTS

**31 DECEMBER 2014** 



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# INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AL SALAM BANK-BAHRAIN B.S.C.

#### Report on the consolidated financial statements

We have audited the accompanying consolidated statement of financial position of Al Salam Bank-Bahrain B.S.C. ["the Bank"] and its subsidiaries [together "the Group"] as of 31 December 2014, and the related consolidated statements of income, cash flows and changes in equity for the year then ended. These consolidated financial statements and the Group's undertaking to operate in accordance with Islamic Shari'a Rules and Principles are the responsibility of the Bank's Board of Directors. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with Auditing Standards for Islamic Financial Institutions issued by the Accounting and Auditing Organisation for Islamic Financial Institutions ["AAOIFI"]. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Bank's Board of Directors, as well as evaluating the overall consolidated financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

#### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of 31 December 2014, the results of its operations, its cash flows and changes in equity for the year then ended in accordance with the Financial Accounting Standards issued by AAOIFI.

#### Other matters

As required by the Bahrain Commercial Companies Law and the Central Bank of Bahrain (CBB) Rule Book (Volume 2), we report that:

- a) the Bank has maintained proper accounting records and the consolidated financial statements are in agreement therewith; and
- b) the financial information contained in the report of the Board of Directors is consistent with the consolidated financial statements.



### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AL SALAM BANK-BAHRAIN B.S.C. (continued)

#### Other matters (continued)

We are not aware of any violations of the Bahrain Commercial Companies Law, the Central Bank of Bahrain and Financial Institutions Law, the CBB Rule Book (Volume 2 and applicable provisions of Volume 6) and CBB directives, regulations and associated resolutions, rules and procedures of the Bahrain Bourse or the terms of the Bank's memorandum and articles of association during the year ended 31 December 2014 that might have had a material adverse effect on the business of the Bank or on its consolidated financial position. Satisfactory explanations and information have been provided to us by management in response to all our requests. The Bank has also complied with the Islamic Shari'a Rules and Principles as determined by the Shari'a Supervisory Board of the Bank.

Ernst + Young

Partner's Registration No. 115 4 February 2015 Manama, Kingdom of Bahrain

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2014

		2014	2013
	Note	BD '000	BD '000
ASSETS			0 < 0.0
Cash and balances with banks and Central Bank of Bahrain	5	277,751	86,097
Central Bank of Bahrain Sukuk		94,678	102,937
Murabaha and Wakala receivables from banks	6	182,110	118,227
Corporate Sukuk	7	139,304	91,106
Murabaha financing	8	270,428	156,142
Mudaraba financing	8	189,601	114,084
Ijarah Muntahia Bittamleek	10	141,052	110,631
Musharaka		10,851	19,145
Assets under conversion	11	308,659	-
Non-trading investments	12	147,096	125,923
Investments in real estate	13	65,149	66,718
Development properties	14	59,262	65,891
Investment in associates	15	10,492	8,537
Other assets	16	32,893	22,814
Goodwill	3	25,971	-
TOTAL ASSETS		1,955,297	1,088,252
LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND OWNERS' EQUITY			
LIABILITIES			
Murabaha and Wakala payables to banks		121,266	106,796
Wakala payables to non-banks		1,034,052	584,365
Customers' current accounts		226,648	70,532
Term financing	17	21,337	23,637
Liabilities under conversion	11	149,621	-
Other liabilities	18	45,418	30,979
TOTAL LIABILITIES		1,598,342	816,309
EQUITY OF INVESTMENT ACCOUNTHOLDERS	19	28,152	25,846
OWNERS' EQUITY			
Share capital	20	214,093	149,706
Treasury stock		-	(492)
Reserves and retained earnings		93,777	78,580
Proposed appropriations	20	10,705	7,485
Total equity attributable to shareholders of the Bank		318,575	235,279
Non-controlling interest		10,228	10,818
TOTAL OWNERS' EQUITY		328,803	246,097
TOTAL LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND OWNERS' EQUITY		1,955,297	1,088,252
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Sh. Hessa Bint Khalifa Al Khalifa Chairperson of the Board

Yousif A. Taqi Director & Chief Executive Officer

The attached notes 1 to 42 form part of these consolidated financial statements.

### CONSOLIDATED INCOME STATEMENT

Year ended 31 December 2014

OPERATING INCOMEIncome from financing contracts2251,494Income from Sukuk7,120Gains on sale of investments and Sukuk2312,282Income from investments242,863Fair value changes on investments(6,413)Dividend income758Foreign exchange gains1,578Fees, commission and other income - net256,650	2013
Income from financing contracts2251,494Income from Sukuk7,120Gains on sale of investments and Sukuk2312,282Income from investments242,863Fair value changes on investments(6,413)Dividend income758Foreign exchange gains1,578Fees, commission and other income - net256,650	RD '000
Income from Sukuk7,120Gains on sale of investments and Sukuk2312,282Income from investments242,863Fair value changes on investments(6,413)Dividend income758Foreign exchange gains1,578Fees, commission and other income - net256,650	
Gains on sale of investments and Sukuk2312,282Income from investments242,863Fair value changes on investments(6,413)Dividend income758Foreign exchange gains1,578Fees, commission and other income - net256,650	26,132
Income from investments242,863Fair value changes on investments(6,413)Dividend income758Foreign exchange gains1,578Fees, commission and other income - net256,650	9,448
Fair value changes on investments(6,413)Dividend income758Foreign exchange gains1,578Fees, commission and other income - net256,650	3,833
Dividend income758Foreign exchange gains1,578Fees, commission and other income - net256,650	2,424
Foreign exchange gains1,578Fees, commission and other income - net256,650	(1,398)
Fees, commission and other income - net 25 6,650	570
	793
76.332	2,305
	44,107
Profit on Murabaha and Wakala payables to banks (1,035)	(682)
Profit on Wakala payables to non-banks (28,040) (	17,190)
Profit on term financing (974)	-
Profit relating to equity of investment accountholders 19 (215)	(148)
Total operating income 46,068	26,087
OPERATING EXPENSES	
Staff cost 13,991	6,469
Premises and equipment cost 2,415	1,147
Depreciation 1,507	280
Other operating expenses 8,505	3,505
Total operating expenses 26,418	11,401
PROFIT BEFORE PROVISIONS AND RESULTS	
OF ASSOCIATES AND JOINT VENTURES 19,650	14,686
Provision for impairment - net 9 (4,198)	(3,208)
Share of profit from associates and joint ventures15369	894
NET PROFIT FOR THE YEAR 15,821	12,372
Attributable to:	
- Shareholders of the Bank 15,550	12,372
- Non-controlling interest 271	-
15,821	12,372
WEIGHTED AVERAGE NUMBER OF SHARES (in '000)       1,982,531       1,4	91,372
BASIC AND DILUTED EARNINGS PER SHARE (FILS) 8.0	8.3

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Sh. Hessa Bint Khalifa Al Khalifa Chairperson of the Board

Yousif A. Taqi Director & Chief Executive Officer

CONSOLIDATED STATEMENT OF CASH FLOWS			
Year ended 31 December 2014			
	N	2014	2013 PD 1000
OPERATING ACTIVITIES	Note	BD '000	BD '000
Net profit for the year		15,821	12,372
Adjustments:		10,021	12,072
Depreciation		1,507	280
Fair value changes on investments		6,413	1,398
Provision for impairment - net		4,198	3,208
Share of profit from associates and joint ventures		(369)	(894)
Operating income before changes in operating assets and liabilities		27,570	16,364
Changes in operating assets and liabilities:			
Mandatory reserve with Central Bank of Bahrain		(22,400)	115
Central Bank of Bahrain Sukuk		30,434	14,675
Murabaha and Wakala receivables from banks with			
original maturities of 90 days or more		4,358	(12,279)
Corporate Sukuk		(39,611)	(16,113)
Murabaha financing		(51,622)	(29,962)
Mudaraba financing		(59,890)	(14,512)
Ijarah Muntahia Bittamleek		(2,319)	(27,701)
Musharaka financing		8,294	(1,678)
Assets under conversion		130,707	-
Non-trading investments and investment in associates, net		(13,604)	75,885
Investments in real estate and development properties, net		9,238	(108,450)
Other assets		(2,901) (28,874)	14,390
Murabaha and Wakala payables to banks Wakala from non-banks		(38,874) 91,894	15,944 62,436
Customers' current accounts		105,438	(13,389)
Liabilities under conversion		(59,800)	(13,307)
Other liabilities		3,216	11,804
Net cash from (used in) operating activities		120,128	(12,471)
INVESTING ACTIVITIES			
Cash flow arising on acquisition of a subsidiary	3	127,670	-
Cash flow arising on sale of treasury stock		1,754	-
Purchase of premises and equipment		(1,015)	(81)
Net cash from (used in) investing activities		128,409	(81)
FINANCING ACTIVITIES			
Term financing		(2,300)	23,637
Equity of investment accountholders		(84)	7,570
Share issue expenses		(125)	-
Dividends paid		(7,446)	(7,446)
Dividends paid to non-controlling interest Net movements in non-controlling interest		(345) (742)	- 10,818
Net cash (used in) from financing activities		(11,042)	34,579
-			
NET CHANGE IN CASH AND CASH EQUIVALENTS		237,495	22,027
Cash and cash equivalents at 1 January		171,040	149,013
CASH AND CASH EQUIVALENTS AT 31 DECEMBER		408,535	171,040
Cash and cash equivalents comprise of:			
Cash and other balances with Central Bank of Bahrain	5	187,313	58,727
Balances with other banks	5	48,088	7,420
Murababa and Wakala receivables from banks with original			
Murabaha and Wakala receivables from banks with original		172 124	104 002
maturities of less than 90 days		408,535	104,893 171,040

The attached notes 1 to 42 form part of these consolidated financial statements.

### CONSOLIDATED STATEMENT OF CHANGES IN OWNERS' EQUITY

Year ended 31 December 2014

												Amounta	5 III DD 0003
					Attributa	ble to sharehold	ders of the Bank						
	Share capital	Treasury stock	Statutory reserve	Retained earnings	Changes in fair value	Real estate fair value reserve	Foreign exchange translation reserve	Share premium reserve	Total reserves	<b>Proposed</b> appropriations	Total	Non- controlling interest	Total owners' equity
Balance as of 1 January 2014	149,706	(492)	10,926	43,272	651	21,659	(501)	2,573	78,580	7,485	235,279	10,818	246,097
Net profit for the year	-	-	-	15,550	-	-	-	-	15,550	-	15,550	271	15,821
Net changes in fair value	-	-	-	-	636	1,045	-	-	1,681	-	1,681	-	1,681
Foreign currency re-translation	-	-	-	-	-	-	(900)	-	(900)	-	(900)	81	(819)
Dividend paid	-	-	-	-	-	-	-	-	-	(7,446)	(7,446)	-	(7,446)
Proposed dividend for 2014	-	-	-	(10,705)	-	-	-	-	(10,705)	10,705	-	-	-
Dividend relating to subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(345)	(345)
Shares issued on acquisition	64,387	-	-	-	-	-	-	8,499	8,499	-	72,886	-	72,886
Share issue expenses	-	-	-	-	-	-	-	(125)	(125)	-	(125)	-	(125)
Net movements in													
non-controlling interest	-	-	-	(4)	-	-	-	-	(4)	-	(4)	(597)	(601)
Sale of treasury stock	-	492	-	-	-	-	-	1,262	1,262	-	1,754	-	1,754
Transfer to statutory reserve	-	-	1,555	(1,555)	-	-	-	-	-	-	-	-	-
Transfer	-	-	-	39	-	-	-	-	39	(39)	-	-	-
Charitable donations	-	-	-	(100)	-	-	-	-	(100)	-	(100)	-	(100)
Balance at 31 December 2014	214,093	-	12,481	46,497	1,287	22,704	(1,401)	12,209	93,777	10,705	318,575	10,228	328,803
Balance as of 1 January 2013	149,706	(492)	9,689	39,583	92	-	(571)	2,573	51,366	7,485	208,065	-	208,065
Net profit for the year	-	-	-	12,372	-	-	-	-	12,372	-	12,372	-	12,372
Net changes in fair value	-	-	-	-	559	21,659	-	-	22,218	-	22,218	-	22,218
Non-controlling interest arising													
on consolidation	-	-	-	-	-	-	-	-	-	-	-	10,818	10,818
Foreign currency re-translation	-	-	-	-	-	-	70	-	70	-	70	-	70
Transfer to statutory reserve	-	-	1,237	(1,237)	-	-	-	-	-	-	-	-	-
Proposed dividend for 2013	-	-	-	(7,485)	-	-	-	-	(7,485)	7,485	-	-	-
Dividend paid	-	-	-	-	-	-	-	-	-	(7,446)	(7,446)	-	(7,446)
Transfer	-	-	-	39	-	-	-	-	39	(39)	-	-	-
Balance at 31 December 2013	149,706	(492)	10,926	43,272	651	21,659	(501)	2,573	78,580	7,485	235,279	10,818	246,097
		:									:		

Amounts in BD '000s

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

#### 1 INCORPORATION AND PRINCIPAL ACTIVITIES

Al Salam Bank-Bahrain B.S.C. ("the Bank") was incorporated in the Kingdom of Bahrain under the Bahrain Commercial Companies Law No. 21/2001 and is registered with Ministry of Industry and Commerce ("MOIC") under Commercial Registration Number 59308 on 19 January 2006. The Bank is regulated and supervised by the Central Bank of Bahrain ("the CBB") and has an Islamic retail banking license and is operating under Islamic principles, and in accordance with all the relevant regulatory guidelines for Islamic banks issued by the CBB. The Bank's registered office is P.O. Box 18282, Building 22, Avenue 58, Block 436, Al Seef District, Kingdom of Bahrain.

During the year, the Bank acquired 100% stake in BMI Bank B.S.C. (c) ("BMI"), a closed shareholding company in the Kingdom of Bahrain, through exchange of shares as explained in more detail in note 3. BMI operates under a retail conventional banking license issued by the CBB. All the legal formalities in relation to the share issuance have been completed and the process of converting BMI into fully compliant Islamic operations is in progress.

The Bank and its subsidiary BMI operate through twelve branches in the Kingdom of Bahrain and offers a full range of Shari'a-compliant banking services and products. The activities of the Bank include managing profit sharing investment accounts, offering Islamic financing contracts, dealing in Shari'a-compliant financial instruments as principal/agent, managing Shari'a-compliant financial instruments and other activities permitted for under the CBB's Regulated Islamic Banking Services as defined in the licensing framework. The Bank's ordinary shares are listed in the Bahrain Bourse and Dubai Financial Market.

In addition to BMI, the principal subsidiaries are as follows:

		% holding		
Name of entity	Nature of entity	2014	2013	
Al Salam Leasing Two Ltd ("ASL II")	Aircraft under lease	76%	76%	
Auslog Holding Trust	Investment in real estates	90%	90%	
Al Salam Asia REIT Fund	Open-ended mutual fund	44%	-	

The Bank together with its subsidiaries is referred to as "the Group".

These consolidated financial statements have been authorised for issue in accordance with a resolution of the Board of Directors dated 4 February 2015.

#### 2 ACCOUNTING POLICIES

#### 2.1 BASIS OF PREPARATION

The consolidated financial statements are prepared on a historical cost basis, except for investments held at fair value through profit or loss, available-for-sale equity investments and investments in real estates which are held at fair value. These consolidated financial statements incorporate all assets, liabilities and off balance sheet financial instruments held by the Group.

These consolidated financial statements are presented in Bahraini Dinars, being the functional and presentation currency of the Group, rounded to the nearest thousand [BD '000], except where otherwise indicated.

#### 2.1.a Statement of compliance

The consolidated financial statements of the Group are prepared in accordance with the Financial Accounting Standards (FAS) issued by the Accounting and Auditing Organisation for Islamic Financial Institutions ("AAOIFI"), the Islamic Sharia' rules and principles as determined by the Sharia' Supervisory Board of the Group and in conformity with the Bahrain Commercial Companies Law and the CBB and Financial Institutions Law. Matters for which no AAOIFI standards exist, the Group uses the relevant International Financial Reporting Standard.

The Group presents its consolidated statement of financial position broadly in order of liquidity. An analysis regarding recovery or settlement within 12 months after the consolidated statement of financial position date (current) and more than 12 months after the consolidated statement of financial position date (non-current) is presented in Note 32.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 2 ACCOUNTING POLICIES (continued)

#### 2.2 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the consolidated financial statements requires management to make judgements and estimates that affect the reported amount of financial assets and liabilities and disclosure of contingent liabilities. These judgements and estimates also affect the revenues and expenses and the resultant provisions as well as fair value changes reported in equity.

#### Classification of investments

Management decides upon acquisition of an investment whether it should be classified as fair value through profit or loss, available for sale or held-to-maturity.

#### **Estimation uncertainty**

The key assumptions concerning the future and other key sources of estimating uncertainty at the date of the consolidated statement of financial position, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

#### Collective impairment provisions on financial contracts

In addition to specific provisions against individually significant financial contracts, the Group also considers the need for a collective impairment provision against financial contracts which although not specifically identified as requiring a specific provision, have a greater risk of default than when originally granted. This collective provision is based on any deterioration in the status, as determined by the Group, of the financial contracts since they were granted (acquired). The amount of the provision is based on the historical loss pattern for other contracts within each grade and is adjusted to reflect current economic changes.

#### Impairment losses on financial contracts

The Group reviews its financial contracts on a regular basis to assess whether a provision for impairment should be recorded in the consolidated statement of income. In particular, considerable judgement by management is required in the estimation of the amount and timing of future cash flows when determining the level of provisions required. Such estimates are necessarily based on assumptions about several factors involving varying degrees of judgment and uncertainty, and actual results may differ resulting in future changes to such provisions.

#### Impairment of available-for-sale equity investments

The Group treats available-for-sale equity investments as impaired when there has been a significant or prolonged (judgemental) decline in the fair value below its cost or where other objective evidence of impairment exists which are judgemental in nature. In addition, the Group evaluates other factors, including normal volatility in share price for quoted equities and the future cash flows and the present value calculation factors for unquoted equities.

Valuation of unquoted private equity and real estate investments

Valuation of above investments is normally based on one of the following:

- valuation by independent external valuers;
- recent arm's length market transactions;
- current fair value of another instrument that is substantially the same;
- present value of expected cash flows at current rates applicable for items with similar terms and risk characteristics; or
- other valuation models.

The Group calibrates the valuation techniques periodically and tests these for validity using either prices from observable current market transactions in the same instrument or other available observable market data.

#### **Going concern**

The Group has made an assessment of the Group's ability to continue on a going concern and is satisfied that the Group has the resources to continue in business for the foreseeable future. Furthermore, the management is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Therefore, the consolidated financial statements continue to be prepared on the going concern basis.

#### **Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Bank and its subsidiaries as at 31 December 2014. The financial statements of the subsidiaries are prepared for the same reporting year as the Bank, using consistent accounting policies. All intra-group balances, transactions, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated in full.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 2 **ACCOUNTING POLICIES (continued)**

#### SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued) 2.2 **Basis of consolidation (continued)**

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and continue to be consolidated until the date when such control ceases. Control is achieved where the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The results of subsidiaries acquired or disposed of during the year, if any, are included in the consolidated statement of income from the date of acquisition or up to the date of disposal, as appropriate. A change in the Group's ownership of a subsidiary, without a loss of control, is accounted for as an equity transaction.

Share of minority stakeholder' interest (non-controlling interest) represents the portion of profit or loss and net assets not held by the Group and are presented separately in the consolidated statement of income and within owners' equity in the consolidated statement of financial position, separately from the equity attributable to shareholders of the parent.

#### 2.3 SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these consolidated financial statements, which are consistent with those of prior year.

#### **Adoption of Financial Accounting Standards** 2.3.1

There are no new FAS introduced by AAOIFI during the year 2014.

#### 2.3.2 Summary of significant accounting policies

#### a) Financial contracts

Financial contracts consist of balances with banks and the CBB, CBB Sukuk, Corporate Sukuk, Murabaha financing (net of deferred profit), Mudaraba, Musharaka and Ijarah Muntahia Bittamleek. Balances relating to these contracts are stated net of provisions for impairment.

#### b) Central Bank of Bahrain and corporate sukuk

These are quoted / unquoted securities and classified as investments at amortised cost in accordance with FAS 25 issued by AAOIFI.

#### c) Murabaha receivables

Murabaha is a contract whereby one party ("Seller") sells an asset to the other party ("Purchaser") at cost plus profit and on a deferred payment basis, after the Seller have purchased the asset based on the Purchaser's promise to purchase the same on such Murabaha basis. The sale price comprises the cost of the asset and an agreed profit margin. The sale price (cost plus the profit amount) is paid by the Purchaser to the Seller on installment basis over the agreed finance tenure. Under the Murabaha contract the Group may act either as a Seller or a Purchaser, as the case may be.

The Group considers the promise to purchase made by the Purchaser in a Murabaha transaction in favour of the Seller to be binding.

Murabaha receivables are stated at cost, net of deferred profits, provision for impairment, if any, and amounts settled.

#### d) Mudaraba financing

Mudaraba is a contract between two parties whereby one party is a fund provider (Rab Al Mal) who would provide a certain amount of funds (Mudaraba Capital), to the other party (Mudarib). Mudarib would then invest the Mudaraba Capital in a specific enterprise or activity deploying its experience and expertise for a specific pre-agreed share in the resultant profit. The Rab Al Mal is not involved in the management of the Mudaraba activity. The Mudarib would bear the loss in case of its default, negligence or violation of any of the terms and conditions of the Mudaraba contract; otherwise the loss would be borne by the Rab Al Mal. Under the Mudaraba contract the Group may act either as Mudarib or as Rab Al Mal, as the case may be.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 2 ACCOUNTING POLICIES (continued)

#### 2.3 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.3.2 Summary of significant accounting policies (continued)

#### d) Mudaraba financing (continued)

Mudaraba financing are recognized at fair value of the Mudaraba assets net of provision for impairment, if any, and Mudaraba capital amounts settled. If the valuation of the Mudaraba assets results in difference between fair value and book value, such difference is recognized as profit or loss to the Group.

#### e) Ijarah Muntahia Bittamleek

Ijara (Muntahia Bittamleek) is an agreement whereby the Group (as lessor) leases an asset to the customer (as lessee) (after purchasing/acquiring the specified asset, either from a third party seller or from the customer itself, according to the customer's request and promise to lease) against certain rental payments for a specific lease term/periods, payable on fixed or variable rental basis.

The Ijara agreement specifies the leased asset, duration of the lease term, as well as, the basis for rental calculation, the timing of rental payment and responsibilities of both parties during the lease term. The customer (lessee) provides the Group (lessor) with an undertaking to renew the lease periods and pay the relevant rental payment amounts as per the agreed schedule and applicable formula throughout the lease term.

The Group (lessor) retains the ownership of the assets throughout the lease term. At the end of the lease term, upon fulfillment of all the obligations by the customer (lessee) under the Ijara agreement, the Group (lessor) will sell the leased asset to the customer (lessee) for a nominal value based on sale undertaking given by the Group (lessor). Leased assets are usually residential properties, commercial real estate or aircrafts.

Depreciation is provided on a systematic basis on all Ijarah Muntahia Bittamleek assets other than land (which is deemed to have an indefinite life), at rates calculated to write off the cost of each asset over the shorter of either the lease term or economic life of the asset.

#### f) Musharaka

Musharaka is used to provide venture capital or project finance. The Group and customer contribute towards the capital of the Musharaka. Usually a special purpose company or a partnership is established as a vehicle to undertake the Musharaka. Profits are shared according to a pre-agreed profit distribution ratio but losses are borne by the partners according to the capital contributions of each partner. Capital contributions may be in cash or in kind, as valued at the time of entering into the Musharaka.

Musharaka is stated at cost, less any impairment.

#### Assets under conversion:

*Due from Banks and financial institutions* At amortised cost less any amounts written off and provision for impairment, if any.

#### Loans and advances

At amortised cost less any amounts written off and provision for impairment, if any.

#### Non-trading investments

These are classified as available-for-sale investments and are fair valued based on criteria set out in Note 2.3.2 h. Any changes in fair values subsequent to acquisition date are recognized in other comprehensive income.

#### g) Assets and liabilities under conversion

#### Liabilities under conversion:

These are remeasured at amortised cost.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 2 ACCOUNTING POLICIES (continued)

#### 2.3 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.3.2 Summary of significant accounting policies (continued)

#### h) Non-trading investments

These are classified as available-for-sale or fair value through profit or loss.

All investments are initially recognised at cost, being the fair value of the consideration given including acquisition costs associated with the investment. Acquisition cost relating to investments designated as fair value through profit or loss is charged to consolidated income statement.

Following the initial recognition of investments, the subsequent period-end reporting values are determined as follows:

#### Investments available-for-sale

After initial recognition, equity investments which are classified as investments at fair value through equity are disclosed as "available-for-sale investments". These are normally remeasured at fair value, unless the fair value cannot be reliably determined, in which case they are measured at cost less impairment. Fair value changes are reported in equity until the investment is derecognised or the investment is determined to be impaired. On derecognition or impairment the cumulative gain or loss previously reported as "changes in fair value" within equity, is included in the consolidated income statement.

Impairment losses on available-for-sale investments are not reversed through the consolidated statement of income and increases in their fair value after impairment are recognised directly in owners' equity.

#### Investments carried at fair value through profit or loss

Investments in this category are designated as such on initial recognition if these investments are evaluated on a fair value basis in accordance with the Group's risk management policy and its investment strategy. These include all private equity investments including those in joint ventures and associates which are not strategic in nature.

Investments at fair value through profit or loss are recorded in the consolidated statement of financial position at fair value. Changes in fair value are recorded as "Fair value changes on investments" in the consolidated income statement. Gain on sale of these investments is recognized as "Gain on sale of investments and sukuk" in the consolidated income statement. Income earned on these investments is recognized as "Income from investments" in the consolidated income statement.

#### i) Investments in associates

The Group's investments in associates, that are acquired for strategic purposes, are accounted for under the equity method of accounting. Other equity investments in associates are accounted for as fair value through profit or loss by availing the scope exemption under FAS 24, Investments in Associates. An associate is an entity over which the Group has significant influence and which is neither a subsidiary nor a joint venture. An entity is considered as an associate if the Group has more than 20% ownership of the entity or the Group has significant influence through any other mode.

Under the equity method, the investment in the associate is carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associate. Losses in excess of the cost of the investment in associates are recognised when the Group has incurred obligations on its behalf. Goodwill relating to an associate is included in the carrying amount of the investment and is not amortised. The consolidated income statement reflects the Group's share of results of operations of the associate. Where there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes and discloses this, when applicable, in the consolidated statement of changes in equity.

The reporting dates of the associate and the Group are identical and the associates accounting policy conform to those used by the Group for like transactions and events in similar transactions.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on its investment in associates. The Group determines at each reporting date whether there is any objective evidence that the investment in associates are impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in the consolidated income statement.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 2 ACCOUNTING POLICIES (continued)

#### 2.3 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.3.2 Summary of significant accounting policies (continued)

#### i) Investments in associates (continued)

Profit and losses resulting from transactions between the Group and the associates are eliminated to the extent of the interest in associates.

Foreign exchange translation gains/losses arising out of the above investment in the associate are included in the consolidated statement of changes in equity.

#### j) Investments in real estates

Properties held for rental, or for capital appreciation purposes, or both, are classified as investments in real estates. Financial Accounting Standard 26 - investments in real estate ("FAS 26") shall apply in the recognition, measurement and disclosure of the entity's direct investments in real estate that is acquired for the purpose of earning periodical income or held for future capital appreciation or both. In accordance with FAS 26, the investments in real estate is initially recognized at cost and subsequently measured based on intention whether the investments in real estate is held-for-use or held for sale. The Group has adopted the fair value model for its investments in real estate. Under the fair value model any unrealized gains are recognized directly in owners' equity. Any unrealized losses are adjusted in equity to the extent of the available credit balance. Where unrealized losses exceed the available balance in owners' equity, these are recognized in the consolidated income statement. In case there are unrealized losses relating to investments in real estate that have been recognized in the consolidated income statement in a previous financial period, the unrealized gains relating to the current financial period is recognized to the extent of crediting back such previous losses in the consolidated income statement. investments in real estate dat lower of its carrying value and expected fair value less costs to sell."

#### k) Development properties

Properties acquired exclusively for development are classified as development properties and are measured at the lower of cost or net realisable value.

#### l) Premises and equipment

Premises and equipment are stated at cost less accumulated depreciation and any impairment in value. Depreciation is provided on a straight-line basis over the estimated useful lives of all premises and equipment, other than freehold land and capital work-in-progress.

-	Computer equipment	3 to 5 years
-	Furniture and office equipment	3 to 5 years
-	Motor vehicle	4 to 5 years
-	Leasehold improvements	Over the lease period
-	Computer software	10 years

Capital work-in-progress is not depreciated.

#### m) Subsidiaries acquired with a view to sell

A subsidiary acquired with a view to subsequent disposal within twelve months is classified as "held-for-sale" when the sale is highly probable. Related assets and liabilities of the subsidiary are shown separately on the consolidated statement of financial position as "Assets held-for-sale" and "Liabilities relating to assets held-for-sale". Assets that are classified as held-for-sale are measured at the lower of carrying amount and fair value less costs to sell. Any resulting impairment loss reduces the carrying amount of the assets. Assets that are classified as held-for-sale are not depreciated.

#### n) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 2 ACCOUNTING POLICIES (continued)

#### 2.3 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.3.2 Summary of significant accounting policies (continued)

#### n) Business combinations and goodwill (continued)

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

In a business combination in which the Bank and the acquiree exchange only equity interests, the acquisition-date fair value of the acquiree's equity interests is used to determine the amount of goodwill.

Investments acquired but do not meet the definition of business combination are recorded as financing assets or investment in properties as appropriate. When such investments are acquired, the Group allocates the cost of acquisition between the individual identifiable assets and liabilities based on their relative fair values at the date of acquisition. Cost of such assets is the sum of all consideration given and any non-controlling interest recognised. If the non-controlling interest has a present ownership interest and is entitled to a proportionate share of net assets upon liquidation, the Group recognises the non-controlling interest at its proportionate share of net assets.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in consolidated income statement.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment at least annually. Any impairment is recognised immediately in the consolidated income statement. Goodwill is allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Impairment exists when carrying value of an asset or cash generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use.

The methodology and assumptions used for estimating future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

Impairment of goodwill is determined by assessing the recoverable amount of the cash generating unit (or group of cash-generating units), to which the goodwill relates. Where the recoverable amount of the cash generating unit (or group of cash-generating units) is less than the carrying amount, an impairment loss is recognised immediately in the consolidated statement of income.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units. Each unit or group of units to which the goodwill is allocated:

- represents the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- is not larger than a segment based on either the Group's primary or the Group's geographic segment reporting format.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 2 ACCOUNTING POLICIES (continued)

#### 2.3 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.3.2 Summary of significant accounting policies (continued)

#### o) Impairment and uncollectability of financial assets

An assessment is made at each reporting date to determine whether there is objective evidence that a specific financial asset may be impaired. If such evidence exists, any impairment loss, is recognised in the consolidated income statement.

Impairment is determined as follows:

- (i) for assets carried at amortised cost, impairment is based on estimated cash flows based on the original effective profit rate;
- (ii) for assets carried at fair value, impairment is the difference between cost and fair value; and
- (iii) for assets carried at cost, impairment is based on present value of anticipated cash flows based on the current market rate of return for a similar financial asset.

For available-for-sale equity investments reversal of impairment losses are recorded as increases in cumulative changes in fair value through equity.

#### p) Offsetting

Financial assets and financial liabilities can only be offset with the net amount being reported in the consolidated statement of financial position when there is a religious or legally enforceable right to set off the recognised amounts and the Group intends to either settle on a net basis, or intends to realise the asset and settle the liability simultaneously.

#### q) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) arising from a past event and the costs to settle the obligation are both probable and able to be reliably measured.

#### r) Employees' end of service benefits

The Group provides end of service benefits to its expatriate employees. Entitlement to these benefits is based upon the employees' final salary and length of service, subject to completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment.

For Bahraini employees, the Group makes contributions to Social Insurance Organisation calculated as a percentage of the employees' salaries. The Group's obligations are limited to these contributions, which are expensed when due.

#### s) Revenue recognition

#### Murabaha receivables

As the income is quantifiable and contractually determined at the commencement of the contract, income is recognized on a straight-line basis over the deferred period. Recognition of income is suspended when the Group believes that the recovery of these amounts may be doubtful or normally when the payments of Murabaha installments are overdue by 90 days, whichever is earlier.

#### Corporate sukuk

Income on Corporate sukuk is recognized on a time-proportionate basis based on underlying rate of return of the respective type of sukuk. Recognition of income is suspended when the Group believes that the recovery of these amounts may be doubtful or normally when the payments are overdue by 90 days, whichever is earlier.

#### Mudaraba

Income on Mudaraba transactions are recognised when the right to receive payment is established or these are declared by the Mudarib, whichever is earlier. In case of losses in Mudaraba, the Group's share of loss is recognised to the extent that such losses are being deducted from its share of the Mudaraba capital.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 2 ACCOUNTING POLICIES (continued)

#### 2.3 SIGNIFICANT ACCOUNTING POLICIES (continued)

### **2.3.2** Summary of significant accounting policies (continued)

#### s) Revenue recognition (continued)

#### Dividend

Dividend income is recognised when the Group's right to receive the payment is established.

#### Ijarah Muntahia Bittamleek

Ijarah Muntahia Bittamleek income is recognised on a time-proportionate basis over the lease term. Income related to non-performing Ijarah Muntahia Bittamleek is suspended. Accrual of income is suspended when the Group believes that the recovery of these amounts may be doubtful or normally when the rental payments are overdue by 90 days, whichever is earlier.

#### Musharaka

Income on Musharaka is recognized when the right to receive payment is established or on distributions. In case of losses in Musharaka, the Group's share of loss is recognized to the extent that such losses are being deducted from its share of the Musharaka capital.

#### Fees and commission income

The Group earns fee and commission income from a diverse range of services it provides to its customers. Fee income can be divided into the following main categories:

Fee income on financing transactions: Fee earned on financing transactions including up-front fees and early settlement fees are recognised when earned. To the extent the fees are deemed yield enhancement they are recognised over the period of the financing contracts.

Fee income from transaction services: Fee arising from corporate finance, corporate advisory, arranging the sale of assets and wealth management are recognised when earned or on a time proportionate basis when the fee is linked to time. Other fee income is recognised when services are rendered.

#### t) Fair value of financial assets

For investments that are traded in organised financial markets, fair value is determined by reference to the prevailing market bid price on the reporting date.

For investments where there is no quoted market price, a reasonable estimate of fair value is determined by reference to valuation by independent external valuers or based on recent arm's length market transactions. Alternatively, the estimate would also be based on current market value of another instrument, which is substantially the same, or is based on the assessment of future cash flows. The cash equivalent values are determined by the Group by calculating the present value of future cash flows at current profit rates for contracts with similar terms and risk characteristics.

For investments having fixed or determinable payments, fair value is based on the net present value of estimated future cash flows determined by the Group using current profit rates for instruments with similar terms and risk characteristics.

#### u) Foreign currencies

Foreign currency transactions are recorded at rates of exchange prevailing at the dates of the transactions. Monetary assets and liabilities in foreign currencies at the consolidated statement of financial position date are retranslated at market rates of exchange prevailing at that date. Gains and losses arising on translation are recognised in the consolidated income statement. Non-monetary assets that are measured in terms of historical cost in foreign currencies are recorded at rates of exchange prevailing at the value dates of the transactions. Translation gains or losses on non-monetary items classified as "available-for-sale" and investment in associates are included in consolidated statement of changes in equity until the related assets are sold or derecognised at which time they are recognised in the consolidated income statement. Translation gains on non-monetary assets classified as "fair value through profit or loss" are directly recognised in the consolidated income statement.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 2 ACCOUNTING POLICIES (continued)

#### 2.3 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.3.2 Summary of significant accounting policies (continued)

#### v) Translation of foreign operation

Assets and liabilities of foreign subsidiaries whose functional currency is not Bahraini Dinars are translated into Bahraini Dinars at the rates of exchange prevailing at the reporting date. Income and expense items are translated at average exchange rates prevailing for the reporting period. Any exchange differences arising on translation are included in "foreign exchange translation reserve" forming part of other comprehensive income except to the extent that the translation difference is allocated to the non-controlling interest. On disposal of foreign operations, exchange differences relating thereto and previously recognised in other comprehensive income are recognised in the consolidated income statement.

#### w) Repossessed assets

Repossessed assets are assets acquired in settlement of dues. These assets are carried at the lower of carrying amount and fair value less costs to sell and reported within 'other assets'.

#### x) Trade and settlement date accounting

Purchases and sales of financial assets and liabilities are recognised on the trade date, i.e. the date that the Group contracts to purchase or sell the asset or liability.

#### y) Derecognition of financial assets

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where the Group has transferred substantially all risk and rewards of ownership.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to pay.

#### z) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. Where an existing financial liability is replaced by another from the same source on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the consolidated statement of income.

#### aa) Fiduciary assets

Assets held in a fiduciary capacity are not treated as assets of the Group and are accordingly not included in the consolidated statement of financial position.

#### ab) Dividend on ordinary shares

Dividend on ordinary shares is recognised as a liability and deducted from equity when it is approved by the Group's shareholders. Dividend for the year that is approved after the reporting date is included in the equity and is disclosed as an event after the balance sheet date.

#### ac) Equity of investment account holders

All equity of investment accountholders are carried at cost plus profit and related reserves less amounts settled.

Share of income for equity of investment accountholder is calculated based on the income generated by the assets funded by such investment accounts after deducting Mudarib share (as Mudarib and Rabalmal). Operating expenses are charged to shareholders' funds and are not included in the calculation.

The basis applied by the Group in arriving at the equity of investment accountholders' share of income is total investment income less shareholders' income. Portion of the income generated from equity of investment accountholders is transferred to profit equalization reserve, mudarib share and investment risk reserve and the remaining is distributed to the equity of investment accountholders.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 2 ACCOUNTING POLICIES (continued)

#### 2.3 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.3.2 Summary of significant accounting policies (continued)

#### ad) Treasury Stock

Own equity instruments that are reacquired, are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Bank's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in share premium.

#### ae) Zakah

In accordance with the Articles of Association of the Group, the responsibility to pay Zakah is on the shareholders of the Bank.

#### af) Cash and cash equivalents

Cash and cash equivalents comprise of cash and balances with the CBB and Murabaha receivables from banks with original maturities of less than 90 days.

#### ag) Wakala payables

The Group accepts funds from banks and customers under Wakala arrangement in which a return is payable to customers as agreed in the agreement. There is no restriction on the Group for the use of funds received under wakala agreement.

#### ah) Jointly financed and self financed

Investments, financing and receivables that are jointly funded by the Group and the equity of investment accountholders are classified under the caption "jointly financed" in the consolidated financial statements. Investments, financing and receivables that are funded solely by the Group are classified under "self financed".

The equity of investment accountholders is used to finance the Murabaha and Wakala receivables from banks, and corporate Sukuk.

#### ai) Investment risk reserve

This is the amount appropriated by the Group out of the income of investment account holders, after allocating the Mudarib share, in order to compensate future losses for investment account holders.

#### aj) Earnings prohibited by Shari'a

The Group is committed to contributing to charity any income generated from non-Islamic sources. Accordingly, any earning prohibited by Shari'a is credited to charity funds to be used for social welfare purposes.

#### ak) Profit on Murabaha and Wakala payables to banks non-banks

Profit on these is accrued on a time-apportioned basis over the period of the contract based on the principal amounts outstanding.

#### al) Special purpose entities

The Group sponsors the formation of special purpose entities (SPEs) primarily for the purpose of allowing clients to hold investments. The Group does not consolidate SPEs that it does not have the power to control. In determining whether the Group has the power to control an SPE, judgements are made about the objectives of the SPEs activities, Group's exposures to the risk and rewards, as well as its ability to make operational decisions of the SPEs.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### **3 BUSINESS COMBINATION**

On 8 October 2013, the shareholders of the Bank resolved to acquire 100% of paid up capital of BMI by issuing 11 shares of the Bank for each share of BMI. On 30 March 2014, the Bank completed the acquisition by issuing 643,866,927 fully paid ordinary shares of the Bank to the previous shareholders of BMI. As the acquisition is completed through a share exchange, the fair value of BMI's equity interest acquired is considered as fair value of consideration transferred.

The provisional fair values of the identifiable assets and liabilities of BMI as of 30 March 2014 and the resulting impact due to the acquisition are as follows:

	BD '000
ASSETS ACQUIRED	
Cash and balances with the Central Bank of Bahrain	100,176
Treasury bills	3,531
Due from banks and financial institutions	131,707
Loans and advances	293,900
Islamic financing assets	62,166
Non-trading investments	124,681
Investment in associates & joint ventures	2,506
Assets held-for-sale Other assets	40,897 5,885
Premises and equipment	5,885 5,418
	770,867
LESS: LIABILITIES ASSUMED	
Due to banks and financial institutions & wholesale Islamic deposits	(98,133)
Customers' deposits	(580,280)
Other liabilities	(19,251)
Liabilities relating to assets held-for-sale	(26,066)
	(723,730)
NET ASSETS	47,137
GOODWILL ARISING ON ACQUISITION	
Fair value of identifiable net assets acquired	47,137
Non-controlling interest measured at fair value	222
Fair value of the consideration given (note 20)	72,886
GOODWILL	25,971
NET CASH FLOW ARISING ON ACQUISITION	127,670

The issue of shares has been treated as non-cash item for the purpose of consolidated statement of cash flows.

The acquisition transaction was closed on 30 March 2014 with the Bank issuing the agreed upon shares to the shareholders of BMI. From the date of acquisition, BMI has contributed BD 7,380 thousands to the net profit of the Group. If the business combination had occurred at the beginning of the year, the operating income and net profit of the combined Group for 2014 would have been BD 51,785 thousands and BD 16,552 thousands respectively.

Goodwill arising on the business combination is associated with banking segment of the Group and is tested for impairment atleast anually based on the cash flows of banking segment of the business.

The costs of BD 125 thousands relating to issuance of shares were charged directly as a reduction in share premium.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

#### CLASSIFICATION OF ASSETS, LIABILITIES AND EQUITY OF INVESTMENT 4 ACCOUNTHOLDERS

		31 Decen	nber 2014	
		Available		
		for sale /		
	At fair value	fair value		
	through	through	At amortised	
	profit or loss	equity	cost / others	Total
	BD '000	BD '000	BD '000	BD '000
ASSETS				
Cash and balances with banks and the CBB	-	-	277,751	277,751
CBB Sukuk	-	-	94,678	94,678
Murabaha and Wakala receivables from banks	-	-	182,110	182,110
Corporate Sukuk	-	-	139,304	139,304
Murabaha financing	-	-	270,428	270,428
Mudaraba financing	-	-	189,601	189,601
Ijarah Muntahia Bittamleek	-	-	141,052	141,052
Musharaka	-	-	10,851	10,851
Assets under conversion	-	75,189	233,470	308,659
Non-trading investments	125,779	21,317	-	147,096
Investments in real estates	-	65,149	-	65,149
Development properties	-	-	59,262	59,262
Investment in associates	-	-	10,492	10,492
Other assets	-	2,412	30,481	32,893
Goodwill	-	-	25,971	25,971
	125,779	164,067	1,665,451	1,955,297
		Available		
	At fair value	for sale /		
	At fair value	fair value		
	through	through	At amortised	Tetal
	profit or loss	equity	cost / others	Total
LIABILITIES AND EQUITY OF INVESTMEN ACCOUNTHOLDERS	<i>BD '000</i> NT	BD '000	BD '000	BD '000
Murshoha and Wakala navahlas ta hanka			121 266	101 066
Murabaha and Wakala payables to banks Wakala from non-banks	-	-	121,266 1,034,052	121,266
Customers' current accounts	-	-	, ,	1,034,052
	-	-	226,648	226,648
Term financing Liabilities under conversion	-	-	21,337 140.621	21,337 149,621
Other liabilities	-	-	149,621	149,621
Equity of investment accountholders	-	-	45,418 28,152	45,418 28,152
		·	1,626,494	1,626,494
			1,020,121	1,010,174

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

### 4 CLASSIFICATION OF ASSETS, LIABILITIES AND EQUITY OF INVESTMENT ACCOUNTHOLDERS (continued)

		31 Decen	nber 2013	
		Available		
		for sale /		
	At fair value	fair value		
	through	through	At amortised	
	profit or loss BD '000	equity BD '000	cost / others BD '000	Total BD '000
ASSETS				
Cash and balances with banks and the CBB	-	-	86,097	86,097
CBB Sukuk	-	-	102,937	102,937
Murabaha and Wakala receivables from banks	-	-	118,227	118,227
Corporate Sukuk	-	-	91,106	91,106
Murabaha financing	-	-	156,142	156,142
Mudaraba financing	-	-	114,084	114,084
Ijarah Muntahia Bittamleek	-	-	110,631	110,631
Musharaka	-	-	19,145	19,145
Assets under conversion	-	-	-	-
Non-trading investments	112,205	13,718	-	125,923
Investments in real estates	-	66,718	-	66,718
Development properties	-	-	65,891	65,891
Investment in associates	-	-	8,537	8,537
Other assets	-	2,656	20,158	22,814
Goodwill	-	-	-	-
	112,205	83,092	892,955	1,088,252
		Available for sale /		

LIABILITIES AND EQUITY OF INVESTMENT ACCOUNTHOLDERS	At fair value through profit or loss BD '000	for sale / fair value through equity BD '000	At amortised cost / others BD '000	Total BD '000
Murabaha and Wakala payables to banks	-	-	106,796	106,796
Wakala from non-banks	-	-	584,365	584,365
Customers' current accounts	-	-	70,532	70,532
Term financing	-	-	23,637	23,637
Liabilities under conversion	-	-	-	-
Other liabilities	-	-	30,979	30,979
Equity of investment accountholders	-	-	25,846	25,846
		-	842,155	842,155

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

#### 5 CASH AND BALANCES WITH BANKS AND THE CBB

	2014	2013
BD	'000	BD '000
Mandatory reserve with the CBB 42	,350	19,950
Cash and other balances with the CBB 187	,313	58,727
Balances with other banks48	,088	7,420
277	,751	86,097
6 MURABAHA AND WAKALA RECEIVABLES FROM BANKS		
	2014	2013
BD	'000	BD '000

	BD '000	BD '000
GCC	176,455	112,949
Europe	5,655	5,278
	182,110	118,227

In addition to above amounts, deferred profits on Murabaha receivables from banks amounted to BD 30 thousands (2013: BD 12 thousands).

This consists of BD 24,281 thousands (2013: BD 21,969 thousands) of jointly financed assets and BD 157,829 thousands (2013: BD 96,258 thousands) of self financed assets.

#### 7 CORPORATE SUKUK

2014	2013
BD '000	BD '000
111,160	72,540
9,364	984
18,780	17,582
139,304	91,106
	<i>BD '000</i> 111,160 9,364 18,780

This consists of BD 3,871 thousands (2013: BD 3,877 thousands) of jointly financed assets and BD 135,433 thousands (2013: BD 87,229 thousands) of self financed assets.

#### 8 MURABAHA AND MUDARABA FINANCING

#### 8.a Murabaha Financing

	2014 BD '000	2013 BD '000
Murabaha financing - gross Less: Specific provision	275,166 (4,738)	160,898 (4,756)
Murabaha financing - net	270,428	156,142

Murabaha financing is shown net of deferred profits of BD 53,630 thousands (2013: BD 29,845 thousands).

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

#### 8 MURABAHA AND MUDARABA FINANCING (continued)

#### 8.b Mudaraba Financing

2014 BD '000	2013 BD '000
Mudaraba financing - gross 189,607	114,084
Less: Specific provision(6)Mudaraba financing - net189,601	
	:

#### 9 MOVEMENTS IN PROVISIONS

		2014	
	Financing facilities & other assets	Available- for-sale investments	Total
	BD '000	BD '000	BD '000
Balance at beginning of the year:			
Specific provision	4,580	4,038	8,618
Collective provision	1,294	-	1,294
Transfer			
Specific provision	708	-	708
Collective provision	(708)	-	(708)
Provision for impairment:			
Charge for the year - specific	725	290	1,015
Charge for the year - collective	4,123	-	4,123
Recoveries during the year	(940)	-	(940)
	3,908	290	4,198
Balance at end of the year:			
Specific provision	5,073	4,328	9,401
Collective provision	4,709		4,709

	2013	
Financing facilities &	Available- for-sale	
other assets	investments	Total
BD '000	BD '000	BD '000
3,721	2,483	6,204
500	-	500
940	1,555	2,495
794	-	794
(81)	-	(81)
1,653	1,555	3,208
4,580	4,038	8,618
1,294		1,294
	facilities & <u>other assets</u> BD '000 3,721 500 940 794 (81) 1,653 4,580	Financing facilities & other assets       Available- for-sale investments         BD '000       BD '000         3,721       2,483         500       -         940       1,555         794       -         (81)       -         1,653       1,555         4,580       4,038

In addition to the provisions held above, the financing portfolio and other assets acquired through Bahraini Saudi Bank (B.S.C.) ("BSB") business combination were subject to write down of BD 8,286 thousands.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

#### 10 IJARAH MUNTAHIA BITTAMLEEK

This represents net investments in assets leased for periods which either approximate or cover major parts of the estimated useful lives of such assets. The majority of the lease documentations provide that the lessor undertakes to transfer the leased assets to the lessee at the end of the lease term upon the lessee fulfilling all its obligations under the lease agreement.

	2014 BD '000	2013 BD '000
Movements in Ijarah Muntahia Bittamleek assets are as follows:		
At 1 January	110,631	82,954
Ijarah assets arising on acquisition of BMI	3,654	-
Additions during the year - net	37,887	35,719
Ijarah assets depreciation	(10,101)	(8,018)
Specific provision	(1,019)	(24)
At 31 December	141,052	110,631
	2014	2013
	BD '000	BD '000
The future minimum lease receivable in aggregate are as follows:		
Due within one year	41,446	13,837
Due in one to five years	59,141	55,831
Due after five years	40,465	40,963
	141,052	110,631
	2014	2012
	2014	2013
	BD '000	BD '000
Ijarah Muntahia Bittamleek is divided into the following asset classes:	110.007	0.6 700
Land and buildings Aircraft	119,836	86,738
	19,334	21,352
Machinery	1,882	2,541
	141,052	110,631

The accumulated depreciation on Ijarah Muntahia Bittamleek assets amounted to BD 23,852 thousands (2013: BD 19,294 thousands).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 11 ASSETS AND LIABILITIES UNDER CONVERSION

These represent interest bearing non-Shari'a compliant assets and liabilities of BMI. These assets and liabilities have been reported as separate line items on the face of the consolidated statement of financial position. The details of the assets and liabilities under conversion are as follows:

	2014
	BD '000
Assets	
Due from banks and financial institutions	13,949
Loans and advances	215,438
Non-trading investments	75,189
Other assets	4,083
	308,659
Liabilities	
Customers' deposits	138,793
Other liabilities	10,828
	149,621

Note: In addition to the above, "Cash and balances with banks and Central bank of Bahrain" include an amount of BD 54,000 thousands of conventional balances. These represent short term placements with Central bank of Bahrain which carries a nominal income on conventional assets.

The above non-trading investments include BD 9 thousands of an equity security and BD 75,180 thousands of debt securities classified as available-for-sale investments. Non-trading investments amounting to BD 59,821 thousands and BD 15,368 thousands are categorized under level 1 and level 2 of the fair value hierarchy respectively.

#### 12 NON-TRADING INVESTMENTS

Non-trading investments are classified as available-for-sale or fair value through profit or loss.

#### Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly;

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 12 NON-TRADING INVESTMENTS (continued)

#### Fair value hierarchy (continued)

The following table shows an analysis of the financial instruments carried at fair value in the consolidated statement of financial position:

31 December 2014	Level 1	Level 2	Level 3	Total
	BD '000	BD '000	BD '000	BD '000
Financial assets at fair value through profit or loss	18,476	-	107,303	125,779
Available-for-sale financial assets	6,730	-	14,587	21,317
	25,206	-	121,890	147,096
31 December 2013	Level 1	Level 2	Level 3	Total
	BD '000	BD '000	BD '000	BD '000
Financial assets at fair value through profit or loss	9,058	-	103,147	112,205
Available-for-sale financial assets	6,455	-	7,263	13,718
	15,513	-	110,410	125,923

During the years ended 31 December 2014 and 2013, there were no transfers between Level 1, Level 2, and Level 3 fair value measurements.

### 13 INVESTMENTS IN REAL ESTATE

	2014 BD '000	2013 BD '000
Buildings Land	20,759 44,390	22,957 43,761
-	65,149	66,718

The above investments are classified under level 3 in fair value hierarchy.

#### 14 DEVELOPMENT PROPERTIES

These represent properties acquired and held through investment vehicles exclusively for development in the Kingdom of Bahrain and the United Kingdom. The carrying amounts include land price and related construction costs.

#### 15 INVESTMENT IN ASSOCIATES

The Group has a 14.4% (2013: 14.4%) stake in Al Salam Bank Algeria (ASBA), an unlisted bank incorporated in Algeria. The Bank has a representation on the board of ASBA and also one of the Bank's directors has been elected to the board of ASBA, due to above ASBA is significantly influenced by the Bank.

The Group has a 20.9% stake in Gulf African Bank ("GAB"), a private Islamic bank incorporated in Kenya. This investment is denominated in Kenyan Shillings and is held through BMI.

The Group's interest in ASBA and GAB is accounted for using the equity method in the consolidated financial statements.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 15 INVESTMENT IN ASSOCIATES (continued)

The following table illustrates summarised financial information of Group's investments in ASBA and GAB:

	2014	2013
	BD '000	BD '000
Associates' statement of financial position:		
Total assets	236,788	190,133
Total liabilities	163,546	128,594
Net assets	73,242	61,539
Total revenue	22,844	18,076
Total expenses	14,837	11,868
Net profit for the year	8,007	6,208
Group's share of associates' net profit	342	894

In addition to income from associates above, the Group earned BD 27 thousands from its investment in joint venture.

#### 16 OTHER ASSETS

	2014	2013
	BD '000	BD '000
Assets under conversion *		
Non-trading-investments - debt	3,848	3,835
Non-trading investments - available-for-sale - equity **	2,412	2,656
Loans and advances to customers	-	1,520
	6,260	8,011
Repossessed assets	3,897	3,445
Profit receivable	6,878	5,788
Premises and equipment	5,494	568
Prepayments	1,001	471
Rental receivable on Ijarah Muntahia Bittamleek assets	669	418
Other receivables and advances ***	8,694	4,113
	32,893	22,814

\* These represent non-Shari'a compliant assets resulted from the acquisition of Bahraini Saudi Bank B.S.C ("ex-BSB").

\*\* The above available for sale equity investments are classified as Level 3 in the fair value hierarchy (note 12).

\*\*\* This includes BD 5,687 thousands (2013: nil) relating to receivable from sale of investments and advances to contractors.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

#### **17 TERM FINANCING**

Term financing is subject to the following key terms:

a) BD 8,446 (2013: BD 9,606) thousands carries a profit and is repayable on quarterly basis with final maturity on 13 December 2018. The collateral for this facility is an aircraft under lease, with a carrying value of BD 17,728 (2013: BD 19,370) thousands; and

b) BD 12,891 (2013: BD 14,031) thousands carries profit and matures on 21 August 2016. The collateral for this facility is investments in real estate with a carrying value of BD 20,759 (2013: BD 22,957) thousands.

#### **18 OTHER LIABILITIES**

	2014 BD '000	2013 BD '000
Advances received from customers	14,558	6,700
Accounts payable and accruals	14,715	15,204
Profit payable	8,119	5,061
Accruals relating to employees benefit plan of BMI	4,130	-
Dividends payable	3,129	3,377
End of service benefits	767	637
	45,418	30,979

#### **19 EQUITY OF INVESTMENT ACCOUNTHOLDERS**

Equity of investment account holders funds is commingled with the Group's funds and used to fund / invest in Islamic modes of finance and no priority is granted to any party for the purpose of investments and distribution of profits. According to the terms of acceptance of the unrestricted investment accounts, 100% of the funds are invested taking into consideration the relevant weightage, if any. The Mudarib's share of profit ranges between 40% and 50%. Operating expenses are charged to shareholders' funds and not included in the calculation.

The balances consists of savings accounts of BD 17,814 thousands (2013: BD 11,186 thousands) and call accounts of BD 10,338 thousands (2013: BD 14,660 thousands).

The return on jointly invested assets and distribution to investment account holders were as follows:

	2014 BD '000	2013 BD '000
Gross return from commingled assets Group's share as Mudarib	391 (176)	279 (131)
Distributions to investment account holders	215	148

The average profit rate for the holders is 0.7 % (2013: 0.6%).

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

### 20 SHARE CAPITAL

	2014	2013
	BD '000	BD '000
Authorised: 2,500,000,000 ordinary shares (2013: 2,500,000,000 shares) of BD 0.100 each	250,000	250,000
Issued and fully paid: Balance at the beginning of the year - 1,497,063,825 shares of BD 0.100 each Issued during the period - 643,866,927 shares of BD 0.100 each (note 3)	149,706 64,387	149,706 -
	214,093	149,706

Pursuant to a shareholders' resolution, in 2013, the Bank raised its authorised capital from BD 200 million to BD 250 million. During the year ended 31 December 2014, the Bank issued 643,866,927 ordinary shares, as part of an acquisition transaction, to the shareholders of BMI and gained 100% stake (note 3). This resulted in proceeds of BD 72,886 thousands from the new issue, including a share premium of BD 8,499 thousands.

#### 20.1 Proposed appropriation

The Board of Directors in its meeting on 4 Feb 2015 has resolved to recommend a cash dividend of 5 fils per share or 5% (2013: 5 fils or 5%) of the paid-up capital subject to approval at the forthcoming annual general meeting.

#### 21 STATUTORY RESERVE

As required by Bahrain Commercial Companies Law and the Bank's articles of association, 10% of the net profit for the year has been transferred to the statutory reserve. The Group may resolve to discontinue such annual transfers when the reserve totals 50% of the paid up share capital of the Bank. The reserve is not distributable except in such circumstances as stipulated in the Bahrain Commercial Companies Law and following the approval of the CBB.

#### 22 INCOME FROM FINANCING CONTRACTS

	2014 BD '000	2013 BD '000
Murabaha financing	15,192	11,672
Mudaraba financing	7,584	6,673
Ijarah Muntahia Bittamleek* Musharaka	7,930 2,807	6,472 938
Musharaka Murabaha and Wakala receivables from banks	2,807	938 377
Income from assets under conversion **	17,256	-
	51,494	26,132

\* Depreciation on Ijarah Muntahia Bitamleek amounted to BD 10,101 thousands (2013: BD 8,018 thousands).

\*\* The Bank's shareholders are advised, but not obliged to, to contribute this income to charity at their discretion.

#### 23 GAINS ON SALE OF INVESTMENTS AND SUKUK

25 GAINS ON SALE OF INVESTMENTS AND SUKUK	2014	2013
	BD '000	BD '000
Gain on sale of:		
FVTPL investments	7,352	906
Sukuk	2,970	17
Development properties (sales: BD 3,934 thousands and cost: BD 2,993 thousands)	941	-
Investment properties	698	-
Other investments	321	-
Available-for-sale investments	-	2,910
	12,282	3,833

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

#### 24 INCOME FROM INVESTMENTS

Income from FVTPL investments Rental income from investments in real estate $997$ $2,424$ $1,866$ $2,424$ $2,863$ 25FEES, COMMISSION AND OTHER INCOME - NET25FEES, COMMISSION AND OTHER INCOME - NET2014 $2013$ BD '000Financing and transaction related fees and commissions Fiduciary and other fees $3,775$ $268$ $317$ $2,607$ 26TOTAL COMPREHENSIVE INCOME26TOTAL COMPREHENSIVE INCOME26TOTAL COMPREHENSIVE INCOME27Deter comprehensive income / (loss): Items to be reclassified to profit or loss in subsequent periods: Net changes in fair value of available-for-sale investments Changes in fair value of investments in real estate Foreign currency re-translation $636$ $559$ $700$ Other comprehensive income for the year $862$ $22,288$ $22,288$ $34,660$ Total comprehensive income for the year $16,331$ $34,660$ $352$ $-$ $16,683$ $34,660$		2014 BD '000	2013 BD '000
25FEES, COMMISSION AND OTHER INCOME - NET20142013BD '000BD '000Financing and transaction related fees and commissions3,775Fiduciary and other fees268Other income2,6071,1966,6502,6071,1966,6502,30526TOTAL COMPREHENSIVE INCOME20142013BD '000BD '000Net profit for the year15,82112,372Other comprehensive income / (loss):Items to be reclassified to profit or loss in subsequent periods: Net changes in fair value of available-for-sale investments Foreign currency re-translation636Other comprehensive income for the year86222,28816,68334,660Attributable to: Equity holders of the Bank Non-controlling interest16,33134,660352-			2,424
2014 BD '0002013 BD '000Financing and transaction related fees and commissions Fiduciary and other fees Other income3,775 268 2,607792 268 317 2,60726TOTAL COMPREHENSIVE INCOME6,650 2,3052,30526TOTAL COMPREHENSIVE INCOME2014 2013 BD '0002013 BD '000Net profit for the year15,821 12,37212,372Other comprehensive income / (loss): Items to be reclassified to profit or loss in subsequent periods: Net changes in fair value of available-for-sale investments Changes in fair value of available-for-sale investments (636 Foreign currency re-translation636 (559 70Other comprehensive income for the year862 862 22,28822,288 34,660Total comprehensive income for the year16,683 34,660Attributable to: Equity holders of the Bank Non-controlling interest16,331 352 -34,660		2,863	2,424
BD '000BD '000Financing and transaction related fees and commissions3,775Fiduciary and other fees268Other income2,6071,1966,6502,30526TOTAL COMPREHENSIVE INCOME20142013BD '000BD '000Net profit for the year15,82112,372Other comprehensive income / (loss):Items to be reclassified to profit or loss in subsequent periods: Net changes in fair value of investments in real estate636559500Foreign currency re-translation(819)70Other comprehensive income for the year86222,288Total comprehensive income for the year16,68334,660Attributable to:16,331Equity holders of the Bank Non-controlling interest16,33134,660352-	25 FEES, COMMISSION AND OTHER INCOME - NET		
Fiduciary and other fees $268$ $317$ Other income $2,607$ $1,196$ $6,650$ $2,305$ $26$ TOTAL COMPREHENSIVE INCOME $26$ TOTAL COMPREHENSIVE INCOME $2014$ $2013$ $BD$ '000 $BD$ '000Net profit for the year $15,821$ $12,372$ Other comprehensive income / (loss):Items to be reclassified to profit or loss in subsequent periods: Net changes in fair value of available-for-sale investments $636$ $559$ Changes in fair value of investments in real estateForeign currency re-translation $862$ $22,288$ Total comprehensive income for the year $862$ $22,288$ Total comprehensive income for the yearEquity holders of the Bank Non-controlling interest $2014$ $2013$ $352$ $-$			
26TOTAL COMPREHENSIVE INCOME26TOTAL COMPREHENSIVE INCOME20142013BD '000BD '000Net profit for the year15,82112,372Other comprehensive income / (loss):Items to be reclassified to profit or loss in subsequent periods: Net changes in fair value of available-for-sale investmentsChanges in fair value of available-for-sale investmentsChanges in fair value of investments in real estate Foreign currency re-translationOther comprehensive income for the year862222,288Total comprehensive income for the year16,68334,660Attributable to: Equity holders of the Bank Non-controlling interest352	Fiduciary and other fees	268	317
2014 BD '0002013 BD '000Net profit for the year15,82112,372Other comprehensive income / (loss): Items to be reclassified to profit or loss in subsequent periods: Net changes in fair value of available-for-sale investments636559Changes in fair value of available-for-sale investments636559Changes in fair value of investments in real estate Foreign currency re-translation1,04521,659Other comprehensive income for the year86222,288Total comprehensive income for the year16,68334,660Attributable to: Equity holders of the Bank Non-controlling interest16,33134,660	Other income		
Other comprehensive income / (loss):Items to be reclassified to profit or loss in subsequent periods: Net changes in fair value of available-for-sale investments636559Changes in fair value of investments in real estate1,045Foreign currency re-translation(819)Other comprehensive income for the year86222,28822,288Total comprehensive income for the year16,683Attributable to: Equity holders of the Bank Non-controlling interest16,33134,660352	26 TOTAL COMPREHENSIVE INCOME		
Items to be reclassified to profit or loss in subsequent periods: Net changes in fair value of available-for-sale investments636559Changes in fair value of investments in real estate Foreign currency re-translation1,04521,659Other comprehensive income for the year86222,288Total comprehensive income for the year16,68334,660Attributable to: Equity holders of the Bank Non-controlling interest16,33134,660	Net profit for the year	15,821	12,372
Total comprehensive income for the year16,68334,660Attributable to: Equity holders of the Bank Non-controlling interest16,33134,660	<u>Items to be reclassified to profit or loss in subsequent periods:</u> Net changes in fair value of available-for-sale investments Changes in fair value of investments in real estate	1,045	21,659
Attributable to:Equity holders of the BankNon-controlling interest352	Other comprehensive income for the year	862	22,288
Equity holders of the Bank16,33134,660Non-controlling interest352-	Total comprehensive income for the year	16,683	34,660
<b>16,683</b> 34,660	Equity holders of the Bank		34,660
		16,683	34,660

#### 27 RELATED PARTY TRANSACTIONS

Related parties comprise major shareholders, directors of the Bank, senior management, close members of their families, entities owned or controlled by them and companies affiliated by virtue of common ownership or directors with that of the Bank. The transactions with these parties were made on commercial terms.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

#### 27 RELATED PARTY TRANSACTIONS (continued)

The significant balances with related parties at 31 December 2014 were as follows:

			2014		
	Associates, and joint ventures sh BD '000	Major bareholders BD '000	Directors and related entities BD '000	Senior management BD '000	Total BD '000
Assets:					
Cash and balances with banks and					
Central Bank of Bahrain	-	28	-	-	28
Murabaha financing	30,160	-	20	49	30,229
Mudaraba financing	14,310	-	56	-	14,366
Ijarah Muntahia Bittamleek	-	-	1,007	207	1,214
Musharaka financing	843	-	65	-	908
Assets under conversion	243	-	404	74	721
Other assets	885	6	3	6	900
Liabilities and equity of investment account	ntholders:				
Wakala payables to non-banks	9,057	90,015	3,355	946	103,373
Customers' current accounts	941	3,905	1,980	55	6,881
Equity of investment accountholders	-	-	1,400	121	1,521
Liabilities under conversion	1,554	-	805	-	2,359
Other liabilities	129	4	17	4	154
Contingent liabilities and commitments	1,106	-	-	-	1,106

			2013		
	Associates,		Directors		
	and joint	Major	and related	Senior	
	ventures s	shareholders	entities	management	Total
	BD '000	BD '000	BD '000	BD '000	BD '000
Assets:					
Murabaha financing	30,190	-	27	38	30,255
Mudaraba financing	14,310	-	80	-	14,390
Ijarah Muntahia Bittamleek	-	-	1,983	227	2,210
Musharaka financing	1,405	-	-	-	1,405
Assets under conversion	-	-	-	-	-
Other assets	1,346	-	27	7	1,380
	-		-	-	
Liabilities and equity of investment accounth	olders:				
Wakala payables to non-banks	2,222	-	1,564	547	4,333
Customers' current accounts	2,202	-	1,075	25	3,302
Equity of investment accountholders	-	-	716	106	822
Liabilities under conversion	-	-	-	-	-
Other liabilities	322	-	443	2	767
Contingent liabilities	1,647	-	-	-	1,647

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 27 RELATED PARTY TRANSACTIONS (continued)

The income and expenses in respect of related parties included in the consolidated financial statements are as follows:

	Associates and joint ventures sh BD '000	Major eareholders BD '000	2014 Directors and related entities BD '000	Senior management BD '000	Total BD '000
Income:					
Income from financing contracts	397	-	115	14	526
Other income	195	-	-	-	195
Expenses:					
Profit on Wakala payables to non-banks	291	1,612	57	32	1,992
Share of profits on equity of					
investment account holders	-	-	4	23	27
			2013		
	Associates		Directors		
	and joint	Major	and related	Senior	
	ventures sl	nareholders	entities	management	Total
	BD '000	BD '000	BD '000	BD '000	BD '000
Income:					
Income from financing contracts	4,702	-	269	3	4,974

	.,, • • =		-07	U	.,
Expenses: Profit on Wakala payables to non-banks	60	-	44	14	118
Share of profits on equity of					
investment account holders	-	-	1	-	1
Contingent liabilities		-	-	-	-

Directors' remuneration for 2014 amounted to BD 329 thousands (2013: BD 365 thousands)

Compensation of key management personnel, consisting solely of short-term benefits, for the year was BD 3,493 thousands (2013: BD 1,326 thousands).

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

#### 28 CONTINGENT LIABILITIES AND COMMITMENTS

	2014	2013
	BD '000	BD '000
Contingent liabilities on behalf of customers		
Guarantees	37,077	6,881
Letters of credit	9,704	70
Acceptances	3,464	260
	50,245	7,211
Irrevocable unutilised commitments		
Unutilised financing commitments	87,337	4,703
Unutilised non-funded commitments	50,023	6,463
Commitments towards development cost	23,880	2,799
	161,240	13,965
Commitment relating to purchase of investment	4,182	-
Capital expenditure commitments		
Estimated capital expenditure contracted for at the consolidated statement		
of financial position date but not provided for	45	-
	215,712	21,176
Forward foreign exchange contracts - notional amount	15,781	-

Letters of credit, guarantees (including standby letters of credit) commit the Group to make payments on behalf of customers contingent upon their failure to perform under the terms of the contract.

Commitments generally have fixed expiration dates, or other termination clauses. Since commitment may expire without being utilized, the total contract amounts do not necessarily represent future cash requirements.

#### **Operating lease commitment - Group as lessee**

The Group has entered into various operating lease agreements for its premises. Future minimal rentals payable under the non-cancellable leases are as follows:

2014	2013
BD '000	BD '000
1,789	659
3,517	472
5,306	1,131
	<i>BD '000</i> 1,789 3,517

#### 29 RISK MANAGEMENT

#### 29.1 Introduction

Risk is inherent in the Group's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Group's continuing profitability and each individual within the Group is accountable for the risk exposures relating to his or her responsibilities. The Group is exposed to credit risk, liquidity risk and market risk, the latter being subdivided into trading and non-trading risks. It is also subject to early settlement risk and operational risks.

The independent risk control process does not include business risks such as changes in the environment, technology and industry, they are monitored through the Group's strategic planning process.

31 December 2014

#### 29 RISK MANAGEMENT (continued)

#### **29.1** Introduction (continued)

#### Risk management structure

The Board of Directors is ultimately responsible for identifying and controlling risks; however, there are separate independent bodies responsible for managing and monitoring risks.

#### **Board of Directors**

The Board of Directors is responsible for the overall risk management approach and for approving the risk strategies and principles.

#### Executive Committee

The Executive Committee has the responsibility to monitor the overall risk process within the Bank.

#### Shari'a Supervisory Board

The Group's Shari'a Supervisory Board is entrusted with the responsibility to ensure the Group's adherence to Shari'a rules and principles in its transactions and activities.

#### Credit/ Risk Committee

Credit/ Risk committee recommends the risk policy and framework to the Board. Its primary role is selection and implementation of risk management systems, portfolio monitoring, stress testing, risk reporting to the Board, Board Committees, Regulators and Executive management. In addition, individual credit transaction approval and monitoring is an integral part of the responsibilities of Credit/Risk Committee.

#### Asset and Liability Committee

The Asset and Liability Committee establishes policy and objectives for the asset and liability management of the Group's financial position in terms of structure, distribution, risk and return and its impact on profitability. It also monitors the cash flow, tenor and cost/yield profiles of assets and liabilities and evaluates The Group's financial position both from profit rate sensitivity and liquidity points of view, making corrective adjustments based upon perceived trends and market conditions, monitoring liquidity, monitoring foreign exchange exposures and positions.

#### Audit Committee

The Audit Committee is appointed by the Board of Directors who are non-executive directors of the Group. The Audit Committee assists the Board in carrying out its responsibilities with respect to assessing the quality and integrity of financial reporting, the audit thereof, the soundness of the internal controls of the Group, the measurement system of risk assessment, and the methods for monitoring compliance with laws, regulations and supervisory and internal policies.

The audit committee reviews Group's accounting and financial practices, integrity of the Group's financial and internal controls and consolidated financial statements. It also reviews the Group's compliance with legal requirements, recommends the appointment, compensation and oversight of the Group's external and internal

#### Internal Audit

Risk management processes throughout the Group are audited by the internal audit function, that examines both the adequacy of the procedures and the Group's compliance with the procedures. Internal Audit discusses the results of all assessments with management, and reports its findings and recommendations to the Board Audit Committee.

#### Risk measurement and reporting systems

The Group's risks are measured using a method which reflects both the expected loss likely to arise in normal circumstances and unexpected losses, which are an estimate of the ultimate actual loss based on statistical models. The models make use of probabilities derived from historical experience, adjusted to reflect the economic environment. The Group also runs worse case scenarios that would arise in the event that extreme events which are unlikely to occur do, in fact, occur.

31 December 2014

### 29 RISK MANAGEMENT (continued)

#### 29.1 Introduction (continued)

#### Risk measurement and reporting systems (continued)

Monitoring and controlling risks is primarily performed based on limits established by the Group. These limits reflect the business strategy and market environment of the Group as well as the level of risk that the Group is willing to accept, with additional emphasis on selected industries. In addition, the Group monitors and measures the overall risk bearing capacity in relation to the aggregate risk exposure across all risk types and activities.

Information compiled from all the businesses is examined and processed in order to analyse, control and identify early risks. This information is presented and explained to the Board of Directors, the Credit / Risk Committee, and the head of each business division. The report includes aggregate credit exposure, credit metric forecasts, hold limit exceptions, liquidity ratios and risk profile changes. On a monthly basis detailed reporting of industry, customer and geographic risks takes place. Senior management assesses the appropriateness of the allowance for credit losses on a quarterly basis. The Board of Directors receives a comprehensive risk report once a quarter which is designed to provide all the necessary information to assess and conclude on the risks of the Group.

For all levels throughout the Group, specifically tailored risk reports are prepared and distributed in order to ensure that all business divisions have access to extensive, necessary and up-to-date information. A daily briefing is given to all relevant members of the Group on the utilisation of market limits, proprietary investments and liquidity, plus any other risk developments.

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry or geographical location.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

#### 29.2 Credit risk

Credit risk is the risk that one party to a financial contract will fail to discharge an obligation and cause the other party to incur a financial loss. The Group attempts to control credit risk by monitoring credit exposures, setting limits for transactions with counterparties, and continually assessing the creditworthiness of counterparties.

In addition to monitoring credit limits, the Group manages the credit exposures by entering into collateral arrangements with counterparties in appropriate circumstances and by limiting the duration of the exposure.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 29 RISK MANAGEMENT (continued)

#### 29.2 Credit risk (continued)

#### Maximum exposure to credit risk without taking account of any collateral and other credit enhancements

The table below shows the maximum exposure (excluding sovereign exposure) to credit risk for the components of the consolidated statement of financial position. The maximum exposure is shown net of provision, before the effect of mitigation through the use of master netting and collateral agreements.

	Gross	Gross
	maximum	maximum
	exposure	exposure
	2014	2013
	BD '000	BD '000
ASSETS		
Balances with other banks	48,088	7,420
Murabaha receivables from banks	182,110	118,227
Corporate Sukuk	139,304	91,106
Murabaha and Mudaraba financing	376,716	212,217
Ijarah Muntahia Bittamleek	137,719	108,090
Musharaka financing	10,851	19,145
Assets under conversion	290,618	-
Other assets	16,753	13,852
Total	1,202,159	570,057
Contingent liabilities and commitments	215,712	21,176
Total credit risk exposure	1,417,871	591,233

Where financial instruments are recorded at fair value the amounts shown above represent the current credit risk exposure but not the maximum risk exposure that could arise in the future as a result of changes in values.

#### Type of credit risk

Various contracts entered into by the Group comprise Murabaha financing, Mudaraba financing, Musharaka financing, Sukuk and Ijarah Muntahia Bittamleek contracts. Murabaha financing contracts cover land, buildings, commodities, motor vehicles and others. Mudaraba financing consist of financing transactions entered through other Islamic banks and financial institutions. Mudaraba is a partnership agreement in which the Islamic bank acts as the provider of funds (the Rabamal) while the recipient of the funds (the Mudarib or the manager) provides the professional, managerial and technical know-how towards carrying out the venture, trade or service with an aim of earning profit. The various financial instruments are:

#### Murabaha financing

The Group arranges Murabaha transactions by buying an asset (which represents the object of the Murabaha) and then selling this asset to customers (beneficiary) after adding a margin of profit over the cost. The sale price (cost plus profit margin) is paid in instalments over the agreed period.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2014

#### 29 RISK MANAGEMENT (continued)

#### 29.2 Credit risk (continued)

#### Ijarah Muntahia Bittamleek

The legal title of the leased asset under Ijarah Muntahia Bittamleek passes to the lessee at the end of the Ijarah term, provided that all Ijarah instalments are settled.

a) The credit quality of balances with banks and Murabaha receivables from banks subject to credit risk is as follows:

		31 1	31 December 2014					
	Neither po	ust due nor im	paired	Past due or individually				
	'A' Rated BD '000	'B' Rated BD '000	Unrated BD '000	impaired BD '000	Total BD '000			
Balances with banks Murabaha and Wakala	37,365	5,446	5,277	-	48,088			
receivables from banks	73,275	77,119	31,716	-	182,110			
	110,640	82,565	36,993	-	230,198			
	31 December 2013							
	Neither po	Pas Neither past due nor impaired indi						
	'A' Rated BD '000	'B' Rated BD '000	Unrated BD '000	impaired BD '000	Total BD '000			
Balances with banks Murabaha and Wakala	6,182	199	1,039	-	7,420			
receivables from banks	38,114	36,114	43,999	-	118,227			
	44,296	36,313	45,038		125,647			

The ratings referred to in the above tables are by one or more of the 4 international rating agencies (Standards & Poors, Moody's, Fitch and Capital Intelligence). The unrated exposures are with various high quality Middle East financial institutions, which are not rated by a credit rating agency. In the opinion of the management, these are equivalent to "A" rated banks.

b) The credit quality of Corporate sukuk, financing facilities and other assets that are subject to credit risk, based on internal credit ratings, is as follows:

	Neither past due nor impaired			Past of		
	Satisfactory BD '000	Watch List BD '000	Substandard BD '000	Not impaired BD '000	Impaired BD '000	Total BD '000
Corporate Sukuk Murabaha and Mudaraba	138,661	-	-	-	643	139,304
financing	325,576	43,141	-	4,348	3,651	376,716
Ijarah Muntahia Bittamleek	128,547	1,818	967	4,850	1,537	137,719
Musharaka financing	10,274	-	-	525	52	10,851
Assets under conversion	214,012	1,167	-	47,736	27,703	290,618
Other assets	16,753	-	-	-	-	16,753
	833,823	46,126	967	57,459	33,586	971,961

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

#### 29 RISK MANAGEMENT (continued)

#### 29.2 Credit risk (continued)

	<i>31 December 2013</i>						
	Neither	Neither past due nor impaired			due		
	Satisfactory	Watch List BD '000	Substandard BD '000	Not impaired BD '000	Impaired BD '000	Total BD '000	
Corporate sukuk	91,106	-	-	-	-	91,106	
Murabaha and Mudaraba							
financing	188,136	3,995	3,740	12,720	3,626	212,217	
Ijarah Muntahia Bittamleek	92,724	2,683	1,041	10,717	925	108,090	
Musharaka financing	10,675	74	-	8,306	90	19,145	
Assets under conversion	-	-	-	-	-	-	
Other assets	12,410	-	190	-	1,252	13,852	
	395,051	6,752	4,971	31,743	5,893	444,410	

In addition to the above, the financing facilities provided to the Government of Bahrain, its related entities and GCC sovereign amounts to BD 86,644 thousands (2013: BD 60,550 thousands).

All internal risk ratings are tailored to the various categories and are derived in accordance with the Group's rating policy. The attributable risk ratings are assessed and updated regularly.

c) Past due but not impaired financing facilities are analysed as follows:

	31 December 2014						
	0-30 days	31-90 days	> 90 days	Total			
	BD '000	BD '000	BD '000	BD '000			
Murabaha and Mudaraba financing	2,753	1,420	175	4,348			
Ijarah Muntahia Bittamleek	6	195	4,649	4,850			
Musharaka financing	73	-	452	525			
Assets under conversion	26,598	13,092	8,046	47,736			
	29,430	14,707	13,322	57,459			
		31 Decem	ber 2013				
	0-30 days	31-90 days	> 90 days	Total			
	BD '000	BD '000	BD '000	BD '000			
Murabaha and Mudaraba financing	916	978	10,826	12,720			
Ijarah Muntahia Bittamleek	977	732	9,008	10,717			
Musharaka financing	486	-	7,820	8,306			
Assets under conversion	-	-	-	-			
	2,379	1,710	27,654	31,743			

All the past due but not impaired financing facilities are covered by collateral of BD 77,935 thousands (2013: BD 112,955 thousands). The utilisation of the collateral will be on customer by customer basis and is limited to the customers' total exposure.

The maximum credit risk, without taking into account the fair value of any collateral and Shari'a-compliant netting agreements, is limited to the amounts on the consolidated statement of financial position plus commitments to customers disclosed in Note 28 except capital commitments.

31 December 2014

#### 29 RISK MANAGEMENT (continued)

#### 29.2 Credit risk (continued)

During the year BD 53,187 thousands (2013: BD 14,416 thousands) of financing facilities were renegotiated. Most of the renegotiated facilities are performing and are secured.

At 31 December 2014, the amount of credit exposure in excess of 15% of the Bank's regulatory capital to individual counterparties was BD 3,356 thousands (2013: BD 9,993 thousands).

### 29.3 Legal risk and claims

Legal risk is the risk arising from the potential that unenforceable contracts, lawsuits or adverse judgements can disrupt or otherwise negatively affect the operations of the Group. The Group has developed controls and procedures to identify legal risks and believes that losses will be minimised.

As at 31 December 2014, legal suits amounting to BD 2,586 thousands (2013: BD 1,978 thousands) were pending against the Group. Based on the opinion of the Group's legal counsel, the total estimated liability arising from these cases is not considered to be material to the Group's consolidated financial position as the Group also has filed counter cases against these parties.

### **30 CONCENTRATIONS**

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry or geographic location. The Group manages its credit risk exposure through diversification of financing activities to avoid undue concentrations of risks with customers in specific locations or businesses.

The distribution of assets, liabilities and equity of investment account holders by geographic region and industry sector was as follows. For quoted investments this is analysed with reference to the indices in with the investments are listed. For unquoted investments, this is analysed by changing the key inputs used in the valuation assumptions.

	Assets	Liabilities, equity of investment account holders and owners' equity	Contingent liabilities and Commitments	Assets	Liabilities, equity of investment account holders and owners' equity	Contingent liabilities and Commitments
	2014	2014	2014	2013	2013	2013
~	BD '000	BD '000	BD '000	BD '000	BD '000	BD '000
Geographic region						
GCC	1,709,859	1,553,152	215,180	932,131	822,694	20,660
Arab World	7,764	1,887	-	8,582	126	-
Europe	74,437	6,038	4,133	47,098	4,123	-
Asia Pacific	117,572	52,728	1,133	97,318	15,133	1,647
North America	22,179	7,007	4	3,123	12	-
Others	23,486	5,682	568	-	67	-
	1,955,297	1,626,494	221,018	1,088,252	842,155	22,307
Owners' equity		328,803	-	-	246,097	
	1,955,297	1,955,297	221,018	1,088,252	1,088,252	22,307

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

31 December 2014

#### 30 CONCENTRATIONS (continued)

		Liabilities,			Liabilities,	
		equity of			equity of	
		investment	Contingent		investment	Contingent
		account	liabilities		account	liabilities
		holders and	and		holders and	and
	Assets	owners' equity	Commitments	Assets	owners' equity	Commitments
	2014	2014	2014	2013	2013	2013
	BD '000	BD '000	BD '000	BD '000	BD '000	BD '000
Industry sector						
Trading and manufacturing	154,474	104,447	55,553	73,735	28,465	5,264
Banks and financial institutions	620,360	430,333	5,366	187,791	131,086	55
Real estate	448,117	205,966	83,405	347,882	114,614	8,623
Aviation	20,196	13,948	-	25,520	9,680	-
Individuals	185,828	547,402	4,186	95,963	418,189	1,287
Government and public sector	402,086	107,543	30,642	280,697	43,855	-
Others	124,236	216,855	41,866	76,664	96,266	7,078
-	1,955,297	1,626,494	221,018	1,088,252	842,155	22,307
Owners' equity	-	328,803	-	-	246,097	-
-	1,955,297	1,955,297	221,018	1,088,252	1,088,252	22,307

#### 31 MARKET RISK

Market risk arises from fluctuations in global yields on financial instruments and foreign exchange rates that could have an indirect effect on the Group's assets value and equity prices. The Board has set limits on the risk that may be accepted. This is monitored on a regular basis by the Asset and Liability Committee of the Group.

#### 31.1 Equity price risk

Equity price risk arises from fluctuations in equity prices. The Board has set limits on the amount and type of investments that may be accepted. This is monitored on an ongoing basis by the Group's Investment Committee.

The effect on income (as a result of changes in the fair values of non-trading investments held at fair value through profit or loss and available-for-sale investments) solely due to reasonably possible changes in equity prices, is as follows:

	2014				
	10% inc	rease	10% decr	ease	
	Effect on	Effect on	Effect on	Effect on	
	net profit	equity	net profit	equity	
	BD '000	BD '000	BD '000	BD '000	
Quoted:					
Bahrain	-	301	-	(301)	
Saudi	540	-	(540)	-	
Singapore	1,155	372	(1,155)	(372)	
Frankfurt	152	-	(152)	-	
Unquoted	10,730	1,502	(10,730)	(1,502)	

31 December 2014

### 31 MARKET RISK (continued)

### 31.1 Equity price risk (continued)

2013				
10% inc.	rease	10% decr	ease	
Effect on	Effect on	Effect on	Effect on	
net profit	equity	net profit	equity	
BD '000	BD '000	BD '000	BD '000	
-	305	-	(305)	
602	-	(602)	_	
-	340	(340)	-	
304	-	(304)	-	
10,315	992	(10,315)	(992)	
	Effect on net profit BD '000 - 602 - 304	10% increase         Effect on       Effect on         net profit       equity         BD '000       BD '000         -       305         602       -         -       340         304       -	$\begin{array}{c c c c c c c c c c c c c c c c c c c $	

### 31.2 Profit return risk

The Group has exposure to fluctuations in the profit rates on its assets and liabilities. The Group recognises income on certain financial assets on a time-apportioned basis. The Group has set limits for profit return risk and these are monitored on an ongoing basis by the Group's Asset Liability Committee (ALCO).

The Group manages exposures to the effects of various risks associated with fluctuations in the prevailing levels of market profit rates on its financial position and cash flows.

The effect on income solely due to reasonably possible immediate and sustained changes in profit return rates, affecting both floating rate assets and liabilities and fixed rate assets and liabilities with maturities less than one year are as follows:

	2014			
	Change in rate %	Effect on net profit BD '000	Change in rate %	Effect on net profit BD '000
Bahraini dinars US dollars	0.10 0.10	(208) (142)	(0.10) (0.10)	208 142
		201	13	
	Change in	Effect on	Change in	Effect on
	rate	net profit	rate	net profit
	1010	nei projii	ruic	nei projii
	%	BD '000	%	BD '000
Bahraini dinars				

### 31.3 Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Board has set limits on positions by currency. Positions are monitored on a periodic basis by the Asset Liability Committee to ensure positions are maintained within established limits.

Substantial portion of the Group's assets and liabilities are denominated in Bahrain dinars, US dollars or Saudi Riyals. As the Bahraini Dinar and Saudi Riyals are pegged to the US Dollars, positions in these currencies are not considered to represent significant currency risk as of 31 December 2014 and 2013.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

#### 32 LIQUIDITY RISK

Liquidity risk is the risk that the Group will be unable to meet its liabilities as they fall due. Liquidity risk can be caused by market disruptions or credit downgrades which may impact certain sources of funding. To mitigate this risk, management has diversified funding sources and assets are managed with liquidity in mind, maintaining an adequate balance of cash, cash equivalents and readily convertible marketable securities. Liquidity position is monitored on an ongoing basis by the Asset Liability Committee.

The table below summarises the expected maturity profile of the Group's assets and liabilities as at 31 December 2014 and 2013:

	31 December 2014					
-	Up to	3 months	1 to 5	Over 5		
	3 months	to 1 year	years	years	Total	
	BD '000	BD '000	BD '000	BD '000	BD '000	
ASSETS						
Cash and balances with banks and the CBB	256,575	-	21,176	-	277,751	
CBB Sukuk	10,267	-	84,411	-	94,678	
Murabaha & Wakala receivables from banks	182,110	-	-	-	182,110	
Corporate Sukuk	-	19,902	55,898	63,504	139,304	
Murabaha and Mudaraba financing	28,803	121,852	211,206	98,168	460,029	
Ijarah Muntahia Bittamleek	28,402	13,044	59,141	40,465	141,052	
Musharaka financing	3,010	1,774	3,393	2,674	10,851	
Assets under conversion	30,185	21,326	257,148	-	308,659	
Non-trading investments	-	-	145,121	1,975	147,096	
Investments in real estates	-	-	65,149	-	65,149	
Development properties	-	-	59,262	-	59,262	
Investment in associates	-	-	7,753	2,739	10,492	
Other assets	23,854	2,096	474	6,469	32,893	
Goodwill	-	-	-	25,971	25,971	
-	563,206	179,994	970,132	241,965	1,955,297	
LIABILITIES AND EQUITY OF INVESTMENT ACCOUNTHOLDERS						
Murabaha and Wakala payables to banks	-	44,179	77,087	-	121,266	
Wakala payables to non-banks	-	103,405	930,647	-	1,034,052	
Customers' current accounts	226,648	-	-	-	226,648	
Term financing	303	935	20,099	-	21,337	
Liabilities under conversion	9,637	14,962	125,022	-	149,621	
Other liabilities	40,568	4,323	527	-	45,418	
Equity of investment accountholders	8,445	5,631	14,076	-	28,152	
	285,601	173,435	1,167,458	-	1,626,494	

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

### 32 LIQUIDITY RISK (continued)

		31	December 2013	}	
-	Up to	3 months	1 to 5	Over 5	
	3 months	to 1 year	years	years	Total
	BD '000	BD '000	BD '000	BD '000	BD '000
ASSETS					
Cash and balances with banks and the CBB	76,122	6,970	3,005	-	86,097
CBB Sukuk	-	18,770	84,167	-	102,937
Murabaha & Wakala receivables from banks	118,227	-	-	-	118,227
Corporate Sukuk	-	12,964	52,473	25,669	91,106
Murabaha and Mudaraba financing	50,540	38,892	149,704	31,090	270,226
Ijarah Muntahia Bittamleek	11,078	2,759	55,831	40,963	110,631
Musharaka financing	7,968	7,821	2,201	1,155	19,145
Non-trading investments	-	-	125,923	-	125,923
Investments in real estates	-	-	66,718	-	66,718
Development properties	-	-	65,891	-	65,891
Investment in associates	-	-	8,537	-	8,537
Other assets	19,526	2,009	1,279	-	22,814
	283,461	90,185	615,729	98,877	1,088,252
LIABILITIES AND EQUITY OF INVESTMENT ACCOUNTHOLDERS					
Murabaha and Wakala payables to banks	-	10,680	96,116	-	106,796
Wakala payables to non-banks	-	58,436	525,929	-	584,365
Customers' current accounts	70,532	-	-	-	70,532
Term financing	291	900	22,446	-	23,637
Other liabilities	27,545	3,198	236	-	30,979
Equity of investment accountholders	7,754	5,169	12,923	-	25,846
-	106,122	78,383	657,650		842,155

31 December 2014

### 32 LIQUIDITY RISK (continued)

The table below summarises the maturity profile of the Group's financial liabilities at 31 December 2014 and 2013 based on contractual undiscounted payment obligation:

	31 December 2014					
	On demand BD '000	Up to 3 months BD '000	3 months to 1 year BD '000	1 to 5 years BD '000	Over 5 years BD '000	Total BD '000
LIABILITIES, EQUITY OF INVESTMEN ACCOUNTHOLDERS, COMMITMENT AND CONTINGENT LIABILITIES						
Murabaha & Wakala payables to banks	-	103,091	18,175	-	-	121,266
Wakala payables to non-banks	-	332,009	553,664	147,730	649	1,034,052
Customers' current accounts	226,648	-	-	-	-	226,648
Equity of investment accountholders	-	28,152	-	-	-	28,152
Term financing	303	935	20,099	-	-	21,337
Liabilities under conversion	-	58,422	25,511	51,971	13,717	149,621
Unutilised commitments	33,594	7,337	50,686	18,358	7,653	117,628
Commitments towards development cost	-	1,569	10,211	12,100	-	23,880
Contingent liabilities	2,199	17,475	24,381	6,190	-	50,245
Capital expenditure commitments	-	-	45	-	-	45
Other financial liabilities	-	5,971	5,855	427	-	12,253
Profit on financial liabilities	81	1,254	9,083	7,888	49	18,355
	262,825	556,215	717,710	244,664	22,068	1,803,482
			31 Decen	ıber 2013		
	On	Up to	3 months	1 to 5	Over 5	
	demand	3 months	to 1 year	years	years	Total
	BD '000	BD '000	BD '000	BD '000	BD '000	BD '000
LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS, COMMITMENTS AND CONTINGENT LIABILITIES						
Murabaha & Wakala payables to banks	-	98,665	8,131	-	-	106,796
Wakala payables to non-banks	-	332,080	232,919	19,366		584,365
Customers' current accounts	70,532	-	-	_	-	70,532
Equity of investment accountholders	_	25,846	-	-	-	25,846
Term financing	-	291	901	18,059	4,386	23,637
Unutilised commitments	-	5,165	4,579	608	814	11,166
Commitments towards development cost	-	-	2,799	-	-	2,799
Contingent liabilities	6,881	252	78	-	-	7,211
Other financial liabilities	-	8,246	4,333	3,304	-	15,883
Profit on financial liabilities	-	1,334	4,069	1,108	-	6,511
	77,413	471,879	257,809	42,445	5,200	854,746

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#### 33 SEGMENT INFORMATION

#### **Primary segment information**

For management purposes, the Group is organised into four major business segments:

Banking	- Principally managing Shari'a compliant profit sharing investment accounts, and offering Shari'a compliant financing contracts and other Shari'a-compliant products. This segment comprises corporate banking, retail banking and private banking and wealth management.
Treasury	- Principally handling Shari'a compliant money market, trading and treasury services including short-term commodity Murabaha.
Investments	- Principally the Group's proprietary portfolio and serving clients with a range of investment products, funds and alternative investments.
Capital	- Manages the undeployed capital of the Group by investing it in high quality financial instruments, incurs all expenses in managing such investments and accounts for the capital governance related expenses.

These segments are the basis on which the Group reports its primary segment information. Transactions between segments are conducted at estimated market rates on an arm's length basis. Transfer charges are based on a pool rate which approximates the cost of funds.

Segment information is disclosed as follows:

		31 December 2014				
	Banking	Treasury	Investments	Capital	Total	
	BD '000	BD '000	BD '000	BD '000	BD '000	
Operating income	30,931	5,757	8,507	873	46,068	
Segment result	7,148	4,448	5,600	(1,375)	15,821	
Segment assets	830,396	537,408	356,947	230,546	1,955,297	
Segment liabilities, and equity	1,444,201	121,549	62,258	327,289	1,955,297	

Goodwill resulting from BMI acquisition is allocated to banking segment.

	31 December 2013				
	Banking BD '000	Treasury BD '000	Investments BD '000	Capital BD '000	Total BD '000
Operating income	15,059	6,633	1,031	3,364	26,087
Segment result	9,591	5,825	(1,957)	(1,087)	12,372
Segment assets	381,307	397,309	208,039	101,597	1,088,252
Segment liabilities, and equity	688,122	107,237	48,872	244,021	1,088,252

#### Secondary segment information

The Group primarily operates in the GCC and derives substantially all its operating income and incurs all operating expenses in the GCC.

31 December 2014

#### 34 FIDUCIARY ASSETS

Funds under management at the year-end amounted to BD 78,178 thousands (2013: BD 96,686 thousands). These assets are held in a fiduciary capacity and are not included in the consolidated statement of financial position.

#### 35 SHARI'A SUPERVISORY BOARD

The Bank's Shari'a Supervisory Board consists of five Islamic scholars who review the Bank's compliance with general Shari'a principles and specific fatwa's, rulings and guidelines issued by the Bank's Shari'a supervisory Board. Their review includes examination of evidence relating to the documentation and procedures adopted by the Bank to ensure that its activities are conducted in accordance with Islamic Shari'a principles.

#### 36 FAIR VALUE OF FINANCIAL INSTRUMENTS

The estimated fair value of the Group's financial instruments are not significantly different from their carrying values as at 31 December 2014 and 2013.

#### 37 EARNINGS AND EXPENSES PROHIBITED BY SHARI'A

During the year, the Group received Sharia' prohibited income totalling BD 211 thousands (2013: BD 130 thousands). These include, income earned from the conventional financing and investments, penalty charges from customers and income on current account balances held with correspondent banks. These funds were allocated to charitable contributions.

#### 38 SOCIAL RESPONSIBILITY

The Group discharges its social responsibility through charity fund expenditures and donations to individuals and organisations which are used for charitable purposes. During the year the Group paid an amount of BD 225 thousands (2013: BD 215 thousands) on account of charitable donations.

#### 39 ZAKAH

Pursuant to a resolution of the shareholders in an EGM held on 12 November 2009, it was resolved to amend the articles of association of the Bank to inform the shareholders of their obligation to pay Zakah on income and net worth. Consequently, Zakah is not recognized in the consolidated income statement as an expense. The total Zakah payable by the shareholders for 2014 has been determined by the Shari'a supervisory board as 3.8 fils (2013: 4.1 fils) per share.

#### 40 CAPITAL ADEQUACY

The adequacy of the Bank's capital is monitored using, primarily, the rules and ratios established by the Basel Committee on Banking Supervision and adopted by the CBB. The primary objective of the Bank's capital management is to ensure that it complies with externally imposed capital requirements. The Group complied in full with all externally imposed capital requirements during the years ended 31 December 2014 and 31 December 2013.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 31 December 2014

### 40 CAPITAL ADEQUACY (continued)

The risk asses ratio calculations, in accordance with the 'Basel II' capital adequacy guidelines of the CBB are as follows:

	2014	2013
	BD '000	BD '000
Total Capital	263,222	187,565
Credit risk weighted exposure	1,302,332	828,766
Market risk weighted exposure	8,196	4,300
Operational risk weighted exposure	96,818	42,064
Total risk weighted exposure	1,407,346	875,130
Capital adequacy	18.7%	21.4%
Minimum requirement	12.0%	12.0%

#### 41 DEPOSIT PROTECTION SCHEME

Deposits held with the Group's Bahrain operations are covered by the Deposit Protection Scheme (the Scheme) which was established by the Central Bank of Bahrain concerning the establishment of Deposit Protection Scheme and Deposit Protection Board. No liability is due until one of the member commercial banks of the Scheme is unable to meet its deposit obligations.

#### 42 COMPARATIVE FIGURES

Certain of the prior year figures have been reclassified to conform to the current year presentation. Such reclassifications did not affect previously reported net profit, total assets, total liabilities and total equity of the Group.