



Annual General Assembly Meetings

For the financial year ended 31st December 2022



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Annual General Assembly Meetings

To be held on Sunday 19th March, 2023, at 11:00am via video conferencing to review the following agenda.

If the required legal quorum is not available, a second meeting will be held on Sunday 26th March 2023, or a third meeting, if required, will be held on Sunday 2nd April 2023, at the same time.



Agenda of the Ordinary General Meeting:

1. To approve the minutes of the previous meeting held on 3rd April, 2022.
2. To discuss and approve the Board of Directors' report on the Group's business activities for the year ended 31 December 2022.
3. To read the Sharia Supervisory Board's report on the Group's business activities for the year ended 31 December 2022.
4. To read the external auditor's report on the financial year ended 31 December 2022.
5. To discuss and approve the consolidated financial statements for the financial year ended 31 December 2022.
6. To approve the Board of Directors' recommendation to allocate the net profit of the year 2022 as follows:
 - To transfer an amount of US\$ 9,025,300 to the statutory reserve.
 - To allocate an amount of US\$ 1,000,000 to charity activities, civil society organizations and Zakat Fund;
 - To distribute cash dividends of 6% of the nominal value of all the ordinary shares, save for treasury shares, equivalent to US\$ 0.0159, BD 0.0060, UAE dirhams 0.05840 per share;
 - To transfer the remaining amount of approximately \$23,966,615 as retained earnings for next year.

Event	Date
Cum-Dividend Date <i>(Last day of trading with entitlement to dividends)</i>	27th March 2023
Ex-Dividends Date <i>(First day of trading without entitlement to dividends)</i>	28th March 2023
Record Date for shares listed on Bahrain Bourse, Dubai Financial Market, and Abu Dhabi Securities Exchange <i>(The day on which all shareholders whose names are on the share register will be entitled to dividends)</i>	29th March 2023
Record Date for shares listed on Bursa Kuwait <i>(The day on which all shareholders whose names are on the share register will be entitled to dividends)</i>	30th March 2023
Payment Date <i>(The day on which dividends will be paid to entitled shareholders)</i>	12th April 2023

7. To approve the Board's recommendation to allocate an amount of US\$1.2 million as remuneration for members of the Board of Directors.
8. To discuss and approve the corporate governance report for the financial year ended 31 December 2022, and the Group's compliance with all the governance requirements issued by the Central Bank of Bahrain.
9. Disclosing and approving any transactions concluded during the ended year with any related parties or major shareholders of the Group, as indicated in Note 24 of the financial statements for the year 2022 and the Board of Directors' Report, pursuant to the provisions of Article (189) of Bahrain's Commercial Companies Law.
10. To release the members of the Board from liability in respect of their acts for the financial year ended 31 December 2022.
11. To approve the appointment/reappointment of the external auditors of the Group for the year ended 31 December 2023 and authorize the Board of Directors to fix their fees, subject to obtaining the CBB's approval.
12. To approve the appointment of Mr. Yousef Abdullah Taqi as a complementary independent director of the Group's Board of Directors in its current term.
13. To approve the appointment of Market Maker(s) in any or all markets in which the Group's shares are listed subject to the approval of the regulatory authorities, and authorize the Group's Board of Directors to determine the market maker(s), the duration of the contract and other relevant details to take appropriate decisions.
14. Any recent issues in accordance with Article (207) of the Commercial Companies Law.

Ghazi Al Hajeri

Chairman of the Board of Directors





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To approve the minutes of the previous meeting held on 3rd April, 2022.



مجموعة جي إف إتش المالية ("المجموعة")
محضر اجتماع الجمعية العامة العادية ("الاجتماع")
المنعقد في يوم الأحد، 2 رمضان 1443 هـ
الموافق 3 أبريل 2022 م
في تمام الساعة الحادية عشر صباحاً
اجتماع افتراضي عن بُعد عبر تقنية " مؤتمرات الفيديو" ((ZOOM))

افتتح رئيس الجلسة السيد هشام الرئيس الاجتماع باسم الله عز وجل والصلاة والسلام على رسول الله ومن والاه مرحباً بالسادة المساهمين وشاكراً لهم حرصهم الحضور والمشاركة في الاجتماع. وكذلك رحب رئيس الجلسة بكل من السادة مندوب إدارة المؤسسات المالية الإسلامية ومندوب إدارة مراقبة أسواق المال بمصرف البحرين المركزي ومندوب وزارة الصناعة والتجارة والسياحة ومندوب بورصة البحرين وممثل المدقق الخارجي السادة (KPMG) كما أعرب رئيس الجلسة عن بالغ شكره لعضو هيئة الرقابة الشرعية الشيخ الدكتور فريد هادي لحضوره الاجتماع. كما ورحب بالحضور من أعضاء مجلس الإدارة السيد أحمد الأحمدى رئيس لجنة التدقيق والمخاطر والسيد إدريس الرفيع والسيد علي مراد.

حيث قدم السيد هشام أحمد الرئيس الرئيس التنفيذي وعضو مجلس إدارة مجموعة جي إف إتش المالية ش.م.ب. ("المجموعة") قرار مجلس الإدارة رقم (ت-1-3-2022) بشأن تعيينه لرئاسة اجتماع الجمعية العمومية العادية ("رئيس الجلسة").

ومن ثم أشار رئيس الجلسة إلى أن هذا الاجتماع هو الاجتماع "الافتراضي" الثالث لعقد الجمعية العمومية العادية، حيث أن النصاب القانوني لم يكتمل في الاجتماع الأول "الافتراضي" والذي كان مقرر له تاريخ 20 مارس 2022 م، كما لم يكتمل أيضاً النصاب في الاجتماع الثاني "الافتراضي" والذي كان مزعماً انعقاده بتاريخ 27 مارس 2022 م الأمر الذي استدعى إلى عقد هذا الاجتماع "الافتراضي" الثالث، حيث بلغ عدد الحضور من المساهمين في هذا الاجتماع أصالةً ووكالة ما يمثل عدد 1,491,950,460 سهم من إجمالي أسهم رأس المال البالغة 3,775,990,064 سهماً، وبما يعادل نسبة مئوية قدرها 39.51٪ وهي نسبة كافية لتوافر النصاب القانوني المطلوب لعقد اجتماع الجمعية العامة العادية، ومن ثم أعلن رئيس الجمعية انعقادها. وبعد أن تم تعيين الدكتور محمد عبد السلام سكرتيراً للجلسة، شرع الرئيس بمناقشة البنود المدرجة على جدول الأعمال على النحو التالي:

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1. المصادقة على محضر اجتماع الجمعية العامة العادية السابق والمنعقد بتاريخ 14 أكتوبر 2021م

طلب رئيس الجلسة من السادة المساهمين المشاركين في الاجتماع إبداء ملاحظاتهم وتعليقاتهم على المحضر المطروح للمناقشة. تقدم المساهم السيد علي الطريف (المالك لعدد 7,984 سهم) بجزييل الشكر للسيد رئيس الجلسة والسادة أعضاء مجلس الإدارة الموقرين والإدارة التنفيذية للمجموعة والسادة المساهمين الكرام وممثلي الجهات الرقابية مهناً للجميع بالشهر الفضيل وبالنتائج المالية المميزة التي تم تحقيقها في ظل الظروف الصعبة والمتغيرات المتلاحقة في الاسواق. كما تقدم بالشكر لأمين سر المجموعة على ما يقوم به من مبادرات التواصل بعد الجمعية العامة مع جميع السادة المساهمين الكرام ومتابعة ما لديهم من ملاحظات واقتراحات.

كما أشاد بالإدارة السابقة لاجتماعي الجمعية العادية وغير العادية السابقين الذي تم فيهما الالتزام بالمبدأ السابع لميثاق الحوكمة الصادر عن وزارة الصناعة والتجارة والسياحة حيث أعطي الجميع الوقت الكافي لإبداء آرائهم وتسجيل ما لديهم من ملاحظات واقتراحات مضيفاً بأن محضر الاجتماع السابق قد تمت صياغته بطريقة صحيحة ودقيقة حسب المادة 208 من قانون الشركات التجارية البحريني.

استفسر السيد علي الطريف عن رئيس مجلس الإدارة ونائب الرئيس ورئيس لجنة التدقيق والمخاطر، فذكر السيد هشام الريس بأن رئيس لجنة التدقيق والمخاطر متواجد في الاجتماع ومن ضمن الحضور أيضاً أعضاء مجلس الإدارة السيد أدريس الرفيع والسيد علي مراد.

وحيث أنه لم يبد السادة المساهمين ملاحظات أخرى بشأن محضر الاجتماع السابق، فقد تمت المصادقة على محضر اجتماع الجمعية العامة العادية السابق المؤرخ في 14 أكتوبر 2021م

2. مناقشة تقرير مجلس الإدارة عن أعمال المجموعة للسنة المالية المنتهية في 31 ديسمبر 2021م والمصادقة عليه.

كان للمساهم علي الطريف استفسار حول أسباب عدم إصدار المجموعة لتقرير شامل عن الاستدامة (الحوكمة البيئية والمجتمعية والمؤسسية) على الرغم من توافق التزامات الاستدامة مع التزامات المعاملات المالية الإسلامية المبنية على الشريعة وقيام المجموعة باستثمارات (أصول تحت الإدارة) كبيرة جداً تقدر بثلاثة مليارات دولار

أمريكي تقريبا في شركة إنفراكورب وإصدارها صكوك خضراء بقيمة تصل الى 900 مليون دولار أمريكي وتعتبر الأولى من نوعها في البحرين هذا إضافة إلى تواجد العنصر النسائي في المناصب القيادية والتنفيذية للمجموعة وكذلك الحوكمة المؤسسية والإدراج المتعدد الثلاثي (البحرين ودبي والكويت) ثم الإدراج الخماسي بعد الإدراج المزمع في السعودية وأبوظبي، مضيئاً بأنها كلها مؤهلات تجعل المجموعة في موقع ممتاز لإصدار تقرير الاستدامة.

وبالرد على المساهم علي الطريف، ذكر السيد رئيس الجلسة بأن المجموعة لديها العديد من المشاريع والمبادرات التي من خلالها تتفوق على مثيلاتها من المؤسسات من ناحية البيئة والحوكمة وتأهيل المرأة وسيتم إصدار تقرير الاستدامة قريباً والافصح عنه في بورصة البحرين والموقع الإلكتروني للمجموعة.

حيث أنه لم يبد السادة المساهمين أي اعتراض على التقرير، وعليه وافقت الجمعية العمومية العادية على تقرير مجلس الإدارة عن أعمال المجموعة للسنة المالية المنتهية في 31 ديسمبر 2021م وصادقت عليه.

3. الاستماع إلى تقرير هيئة الرقابة الشرعية عن التدقيق في أعمال المجموعة للسنة المالية المنتهية في 31 ديسمبر 2021م.

طلب رئيس الجلسة من فضيلة الشيخ الدكتور فريد هادي عضو هيئة الرقابة الشرعية بقراءة تقرير هيئة الرقابة الشرعية عن التدقيق في أعمال المجموعة للسنة المالية المنتهية في 31 ديسمبر 2021م، حيث بدأ فضيلته باسم الله عز وجل والصلاة والسلام على رسول الله ومن وآله ورحب بالسادة المساهمين والحضور ومن ثم قام بقراءة تقرير هيئة الرقابة الشرعية للبنك حول الأعمال التشغيلية للفترة المنتهية في 31 ديسمبر 2021م.

وبعد الانتهاء من تلاوة تقرير هيئة الرقابة الشرعية عن التدقيق في أعمال المجموعة للسنة المالية المنتهية في 31 ديسمبر 2021م، تم التصديق عليه من قبل المساهمين الحاضرين.

4. الاستماع إلى تقرير مراقبي الحسابات الخارجيين عن السنة المالية المنتهية في 31 ديسمبر 2021م.

طلب رئيس الجلسة من مندوب مدققي الحسابات (كي بي إم جي KPMG) تلاوة تقريرهم عن القوائم المالية للسنة المنتهية في 31 ديسمبر 2021م حيث قام السيد ماهيش بالاسوبرامانيان بتلاوة التقرير على السادة المساهمين.

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وبعد الانتهاء من قراءة تقرير مدققي الحسابات الخارجي عن السنة المالية المنتهية في 31 ديسمبر 2021م فقد تم التصديق عليه من السادة المساهمين المشاركين في الاجتماع.

5. مناقشة البيانات المالية الموحدة للسنة المالية المنتهية في 31 ديسمبر 2021م والمصادقة عليها

وحول البند الرابع المتعلق بالبيانات المالية الموحدة للسنة المالية المنتهية في 31 ديسمبر 2021م فقد طرح المساهم علي الطريف مجموعة من الاستفسارات حول إدارة مخاطر معدل الربح مقابل حدود فجوة معدل هامش الربح عن طريق متابعة حساسية موجودات ومطلوبات المجموعة تجاه السيناريوهات المتعددة لمعدل الربح المعياري وغير المعياري، السيناريوهات المعيارية والتي يتم اعتبارها بصورة شهرية على 100 نقطة أساس من الانخفاض أو الارتفاع المتوازي مع جميع منحنيات العوائد وعلى القيمة الاقتصادية لحقوق الملكية، وماهية الاجراءات لتصحيح مسار المجموعة في تقليل أو سد هذه الفجوة السالبة، كما ونوه بأن كل قطاعات الدخل الاستراتيجية للمجموعة في تطور من سنة 2020م الى سنة 2021م، ما عدا إيراد الاستثمار في الملكية الخاصة والاستثمارات المشتركة متساوياً عن الأسباب وآلية تطوير خط العمل المذكور. وأخيراً فقد ذكر المساهم علي الطريف بشأن بند حقوق الملكية بأنه وعلى الرغم من تحسن العائد على متوسط حقوق الملكية ما بين العامين 2020م و 2021م، فإنه يتطلب العمل على تحسين العائد ليصل الى 1.5٪ أو أكثر للسنوات القادمة.

فجاء الرد من السيد سورياهرياران بالقول بأنه ولتقليل الفجوة في مخاطر معدل الربح فإن لجنة الأصول والالتزامات ALCO يقوم بدراسة كافة السيناريوهات المتعلقة بتأثير تغييرات أسعار الفائدة على منتجات المجموعة وبالذات محفظة الخزينة وبناء عليه يتم اتخاذ ما هو مناسب من قرارات. وفي مداخلة له، قال السيد رئيس الجلسة بأنه ومع ارتفاع معدلات الفائدة عالمياً والارتفاعات المرتقبة فالمجموعة تقوم بدراسة مدى السرعة في ارتفاعها حيث لازالت جي إف إتش تحصل على أسعار تنافسية. هذا إضافة الى ان المجموعة قامت بتحويل عدد من التمويلات القصيرة الأمد إلى تمويلات طويلة الأمد ذات أرباح ثابتة.

كما أن فريق العمل يعمل بشكل دوّوب لتعزيز خطوط العمل للحصول على أرباح مستقرة لا تتأثر أو تتأثر بشكل ضئيل بأوضاع السوق المتذبذبة، واليوم من خلال قسم الخزينة والمصرف الخليجي التجاري وغيرها من خطوط العمل، فالمجموعة لديها ربحية مستقرة وتعمل على تنمية ورفع ربحية اعمال الاستثمار. أما بالنسبة لأداء قسم الملكية الخاصة، فقد ذكر السيد الرئيس بأن استثمارات الملكية الخاصة تدار على مدار فترة الاستثمار بعوائد دورية قليلة ولكن بعوائد أداء كبيرة عند التخارج والمجموعة في صدد بعض التخارجات المهمة خلال العام 2022م. أما قسم العقارات فهناك شهية كبيرة من الأسواق لها وهي تعمل على العكس تماما من استثمارات الملكية الخاصة.

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كما طلب السيد علي الطريف تزويده ببعض المعلومات عن البنود 22 و 23 و 24 المتعلقة بالمصرفات، حيث بين السيد رئيس الجلسة بأن العام 2020م كانت سنة جائحة وقد قامت المجموعة بتخفيض عدد الموظفين وتكاليفهم ما كان له أثر سلبي على رضى وأداء الموظفين حيث خسرت المجموعة عدد من الموظفين الاكفاء لصالح مؤسسات أخرى. فكان لا بد من تعزيز فريق العمل للحصول على أداء مستقر هذا إضافة إلى العلاقة الطردية بين الأرباح والمحافظ والتكاليف والتي ترتفع معاً ولكن وبشكل عام فإن التكاليف في المجموعة في مستوى المؤسسات المشابهة أما التكاليف التشغيلية فقد ارتفعت بنسبة 5% وهي زيادة طبيعية مع نمو المحافظ. أما البند 24 فيتعلق بمخصصات التغير في القيمة السوقية والتي من المتوقع أن يتم عسكها وإعادتها خلال العام 2022م كما أن جزء كبير منها تعود للمصرف الخليجي التجاري.

وفي سياق مناقشة ذات البند، كان للمساهم فاضل عبدالكريم ياسين راشد استفسار حول القيمة الدفترية للسهم وعن وجود أية خطة لدى مجلس الإدارة لتعظيمها، فقد أوضح السيد رئيس الجلسة بأن القيمة الدفترية مرتبطة بالأرباح وعدم توزيعها وإعادة تدويرها والتي ترفع من القيمة الدفترية ويعمل مجلس الإدارة على خلق نوع من التوازن بين القيمة الدفترية وتوزيعات الأرباح حيث ان شريحة كبيرة من المساهمين يتطلعون لتوزيعات مستقرة.

كما واستفسر المساهم فاضل عبد الكريم عن الاستحواذ على المصرف الخليجي التجاري وعن وجود نظرة وخطة لاستكمال الاستحواذ، فقد بين السيد الرئيس بأن المجموعة يهتما زيادة الملكية في المصرف الخليجي التجاري وأنها تناقش الامر باستمرار مع المصرف المركزي للوصول لأفضل السبل للاستحواذ خصوصاً وأن المصرف الخليجي التجاري بنك مدرج وبناء عليه يجب الخضوع لبعض الإجراءات والشروط في حال الرغبة بزيادة الملكية بنسبة 100%.

أما بشأن الاستفسار حول النظرة المستقبلية المرجوة لانفراكورب وصقر للاسمنت المصنفة في البيانات المالية كشركة محتفظ بها لغرض البيع، فقد بين رئيس الجلسة السيد هشام الرئيس بأن صقر للاسمنت ستكون تابعة لشركة انفراكورب والخطة المستقبلية لانفراكورب أن تدار كشركة مستقلة تتوسع في أعمال البنى التحتية حيث تم مؤخراً ادراج الصكوك الخضراء ويتم تداولها في بورصة لندن. وفيما يتعلق بنقل مقر المجموعة لبرج جي بي كورب سابقاً فذكر السيد الرئيس بأن هناك خطة لنقل شركات تابعة أو عرض البرج للبيع والتخارج.

وبعد الانتهاء من الرد على كافة أسئلة واستفسارات المساهمين والاستماع إلى مداخلاتهم، تم التصديق على البيانات المالية الموحدة للسنة المالية المنتهية في 31 ديسمبر 2021م من قبل الحضور من السادة المساهمين.

6. الموافقة على توصية مجلس الإدارة بتخصيص صافي أرباح العام 2021م على النحو التالي:

- ترحيل مبلغ 8,422,000 دولار أمريكي إلى الاحتياطي القانوني.
- اعتماد مبلغ 1,483,000 دولار أمريكي لأعمال الخير ومؤسسات المجتمع المدني وصندوق الزكاة.

- توزيع أرباح نقدية عن كافة الأسهم العادية، باستثناء أسهم الخزينة، بنسبة 4.57% من القيمة الاسمية للسهم أي ما يعادل 0.0121 دولار أمريكي / 0.004562 دينار بحريني / 0.0444 درهم إماراتي (ما مجموعه 45 مليون دولار أمريكي).
- توزيع أسهم منحة عن كافة الأسهم العادية، بنسبة 1.5% من القيمة الاسمية للسهم بواقع سهم واحد عن كل 66.71 سهم يمتلكه المساهم من أسهم المجموعة أي 56,603,774 سهم ما يعادل 15 مليون دولار أمريكي.

تقدم المساهم نزار قرطاس - شركة رغد والمنازل لإدارة العقارات (المالك لعدد 180,106,344 سهم بنسبة 4.77% من رأس المال الصادر والمدفوع) ببالح الشكر والتقدير لمجلس الإدارة والإدارة التنفيذية لما يقومون به من جهود في سبيل الرقي بالمجموعة ومن ثم استفسر عن إمكانية توزيع أسهم خزينة بدلاً من أسهم المنحة حيث أن رأس مال المجموعة كبير جداً ومن الأجدى والأفضل لصالح المساهمين توزيع أسهم خزينة لأنها تسهم في تقليل عدد الأسهم المتداولة وترفع قيمتها مما ينعكس على ملكية المساهمين وثقتهم في المؤسسة مطالباً الجهات الرقابية بدراسة الأمر بجدية وتقديم الدعم ومباركة الفكرة لما فيه من مصلحة للمساهمين ودعم ربحية السهم.

وبالرد على ما ورد من استفسار فقد قال السيد الرئيس بأن مجلس الإدارة ليس لديها مانع من توزيع أسهم الخزينة إلا أن المصرف المركزي في السابق لم يجز توزيع أسهم خزينة حيث أوضحت السيدة علياء عمران (مصرف البحرين المركزي) بأنه يجب مخاطبة البنك المركزي و اخذ موافقته في هذا الشأن.

وبعد المناقشة فقد قررت الجمعية الموافقة على ما يلي:

- ترحيل مبلغ 8,422,000 دولار أمريكي إلى الاحتياطي القانوني.
- اعتماد مبلغ 1,483,000 دولار أمريكي لأعمال الخير ومؤسسات المجتمع المدني وصندوق الزكاة.
- توزيع أرباح نقدية عن كافة الأسهم العادية، باستثناء أسهم الخزينة، بنسبة 4.57% من القيمة الاسمية للسهم أي ما يعادل 0.0121 دولار أمريكي / 0.004562 دينار بحريني / 0.0444 درهم إماراتي (ما مجموعه 45 مليون دولار أمريكي).
- توزيع أسهم منحة أو أسهم خزينة عن كافة الأسهم العادية، بنسبة 1.5% من القيمة الاسمية للسهم بواقع سهم واحد عن كل 66.71 سهم يمتلكه المساهم من أسهم المجموعة أي 56,603,774 سهم ما يعادل 15 مليون دولار أمريكي، خاضع لموافقة مصرف البحرين المركزي.

وقد تم تحديد مواعيد دفع الأرباح للسادة المساهمين على النحو التالي:-

التاريخ	الحدث
28 مارس 2022	الأرباح لاستحقاق تداول يوم آخر يوم الأسهم سجل في المساهم اسم تقييد ليتم الأرباح، لاستحقاق تداول يوم آخر الاستحقاق
29 مارس 2022	استحقاق يدون السهم تداول تاريخ للأرباح استحقاق يدون تداول يوم أول
30 مارس 2022	المالي دبي وسوق البحرين بورصة في المدرجة للأسهم الاستحقاق يوم على الحصول في الحق لهم التاريخ هذا في الأسهم سجل في أسمائهم المقيد المساهمون الأرباح
31 مارس 2022	الكويت بورصة في الاستحقاق يوم على الحصول في الحق لهم التاريخ هذا في الأسهم سجل في أسمائهم المقيد المساهمون الأرباح
13 أبريل 2022	الدفع يوم المستحقين المساهمين على الأرباح توزيع فيه سيتم الذي اليوم

7. الموافقة على توصية مجلس الإدارة باعتماد مبلغ 3.6 مليون دولار أمريكي كمكافأة لأعضاء مجلس الإدارة
وبالنسبة للبند المتعلق بمكافأة أعضاء مجلس الإدارة فقد كانت هناك مداخلة من السيد شسان أبو روموح -
مجموعة السند بارك فيها للجميع قدوم شهر رمضان المبارك وشاكراً لمجلس الإدارة والإدارة التنفيذية ما يبذلونه
من جهود، واستطرد بالقول بأنه لديه تحفظ على قيمة المكافأة المخصصة لمجلس الإدارة والبالغة 3.6 مليون
دولار أمريكي مضيفاً بأنه يتابع عدد من الشركات المدرجة في بورصة البحرين وأغلب تلك الشركات توزع ما
نسبته 1٪ من إجمالي الأرباح كمكافأة لأعضاء مجلس الإدارة. أما المكافأة الحالية والبالغة نسبتها 4٪ تعتبر مناصفة
مع ما تم اقتراح توزيعه كأرباح نقدية على المساهمين بنسبة 4.5٪.

أما المساهم نزار قرطاس فقد ذكر بأنه لا يقلل من جهود مجلس الإدارة ولكن المكافأة المقترحة كبيرة مقارنة بما هو متعارف عليه وبما يتم إعطائه في البنوك الأخرى في البحرين وأن 1% مبلغ معقول ومقبول. كما أن مكافأة رئيس مجلس الإدارة يمثل 35% من مبلغ المكافأة الكلي وهو مجحف لحق باقي الأعضاء مقترحاً أن يتم توزيع المبلغ بالتساوي على جميع الأعضاء وان لا تتجاوز مكافأة أعضاء مجلس الإدارة 2% من الأرباح المحققة.

وبالرد على ما ورد من استفسارات فقد وضح السيد رئيس المجلس بأنه جرت العادة على وجود نوعين من المكافأة الأولى هي علاوة حضور والثانية هي مكافأة نهاية العام وبحسب دراسة قامت بها المجموعة فقد اتضح أن جي اف اتش من بين البنوك التي تدفع أقل نسبة مكافأة حضور وبناء عليه يتم تعويض الأعضاء بمكافأة نهاية العام المتغيرة. أما عضو مجلس الإدارة السيد إدريس الرفيع فقد قال بأنه يحترم رأي المساهمين وأنه مع ما يقترحه المساهمين والامر يرجع لهم في تخفيض المكافأة وبحيث يكون توزيعها بالتساوي بين جميع الأعضاء وهذا ما وافقه به عضو مجلس الإدارة السيد أحمد الاحمدي والسيد علي مراد اللذين بينوا أن كثافة وطبيعة العمل في جي اف اتش تختلف عن باقي المؤسسات. وقد وافق كل من المساهمين السيد شام الظاهري (المالك لعدد 450,000 سهم) والسيد علي الطريف والسيد خالد النوري على المقترح.

وبعد المناقشة والمداولة المستفيضة فقد قررت الجمعية العامة العادية الموافقة تخفيض مكافأة أعضاء مجلس الإدارة من 3.6 مليون دولار أمريكي إلى 2.4 مليون دولار أمريكي.

أما المساهم عبدالعزيز السند (المالك لعدد 23,601,269 سهم أصالة و وكالة) فقد أثنى على الجهود التي يبذلها مجلس الإدارة والإدارة التنفيذية في جي اف اتش ولكن استدرك بالقول بأن مبلغ المكافأة لا يتناسب كنسبة وتناسب مع الجهود المبذولة، حيث أن المساهمين يساهمون باستثمارات في رأس مال الشركة بغرض أن تصب السيولة لمصلحتهم وأنه يرى بأن مبلغ 1.8 مليون دولار أمريكي مبلغ مقبول مسجلاً اعتراضه على توزيع المكافأة التي تم الاتفاق عليها على أعضاء مجلس الإدارة.

8. مناقشة تقرير الحوكمة للسنة المالية المنتهية في 31 ديسمبر 2021م شاملة المكافآت والتزام المجموعة بمتطلبات الحوكمة الصادرة عن وزارة الصناعة والتجارة والساحة ومصرف البحرين المركزي والمصادقة عليه.

وبالنسبة لتقرير الحوكمة، فقد سجل السيد علي الطريف ملاحظته بشأن التغيب المستمر لرئيس مجلس الإدارة عن حضور اجتماعات المساهمين كما وأن نائب الرئيس غائب عن الاجتماع أيضاً وبأنه كان من الاجدر ان يتم إدارة الاجتماع من قبل رئيس لجنة التدقيق والمخاطر كونه عضو مستقل. كما وكان له استفسار عن مدى التزام المجموعة بتطبيق المرسوم رقم 188 من قانون الشركات البحريني الذي كان نافذاً من العام المالي 2020م ولم يتم تطبيقه إلا في العام المالي 2021م، فقد أكد السيد هشام الرئيس التزام المجموعة الكامل بالقانون المشار إليه وذلك بعد الإفصاح المعدل والذي تم حسب القوانين وتعليمات وزارة الصناعة والتجارة والسياحة.

وبعد المناقشة، فقد قرر مجلس الإدارة المصادقة على تقرير الحوكمة للسنة المالية المنتهية في 31 ديسمبر 2021م شاملة المكافآت والتزام المجموعة بمتطلبات الحوكمة الصادرة عن وزارة الصناعة والتجارة والسياحة ومصرف البحرين المركزي.

9. تفويض مجلس الإدارة في اتخاذ كافة القرارات والموافقة والتخصيص لأي عمليات جرت خلال السنة المالية المنتهية مع أي أطراف ذات علاقة أو مع مساهمين رئيسيين في المجموعة كما هو مبين في توضيح رقم 27 من البيانات المالية والمصادقة عليها كما هو مبين في تقرير مجلس الإدارة المعروض على الجمعية وابطاحات البيانات المالية تماشياً مع المادة (189) من قانون الشركات البحريني.

بناء على طلب المساهم عبدالعزيز فقد تم تفصيل المعاملات عمليات جرت خلال السنة المالية المنتهية مع أطراف ذات علاقة أو مع مساهمين رئيسيين وهي كما يلي:

• **المعاملة رقم 1:**

شراء حصة شعاع كابيتال و Goldilocks في المصرف الخليجي التجاري البالغة 13.64٪ بقيمة 27,086,227 دولار أمريكي.

• **المعاملة رقم 2:**

باعت مجموعة جي إف إتش المالية حصتها البالغة 1.43٪ في شركة دانة غاز إلى Goldilocks بقيمة 95,531,707 درهم إماراتي.

• **المعاملة رقم 3:**

توقيع إتفاقية للتسويق مع شركة BCEG Arnold World Wide Partners للاستثمار مقابل نسبة 1-2٪.

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• المعاملة رقم 4:

الدخول في تعاون استثماري مع شركة وفرة للاستثمار الدولي من خلال محافظ المجموعة نظير رسوم إدارية.

• المعاملة رقم 5:

الموافقة على فصل وتحويل أصول واستثمارات البنية التحتية وعقارات استثمارية في المصرف الخليجي التجاري تصل قيمتها إلى 200 مليون دولار أمريكي الى شركة إنفراكورب المملوكة من قبل مجموعة جي اف تش المالية وذلك في مقابل صكوك وحصص ملكية في شركة إنفراكورب ضمن إطار خطة إعادة هيكلة محافظة الاستثمار العقارية واستثمارات البنى التحتية للمصرف.

وعليه، فقد وافقت الجمعية العامة العادية على تفويض مجلس الإدارة في اتخاذ كافة القرارات والموافقة والترخيص لأي عمليات جرت خلال السنة المالية المنتهية مع أي أطراف ذات علاقة أو مع مساهمين رئيسيين في المجموعة كما هو مبين في توضيح رقم 27 من البيانات المالية والمصادقة عليها كما هو مبين في تقرير مجلس الإدارة المعروف على الجمعية وايضاحات البيانات المالية تماشياً مع المادة (189) من قانون الشركات البحريني.

10. إبراء ذمة أعضاء مجلس الإدارة من المسؤولية عن كل ما يتعلق بتصرفاتهم عن السنة المالية المنتهية في 31 ديسمبر 2021م،

وافقت الجمعية العامة العادية على إبراء ذمة أعضاء مجلس الإدارة من المسؤولية عن كل ما يتعلق بتصرفاتهم عن السنة المالية المنتهية في 31 ديسمبر 2021م

11. الموافقة على تعيين/إعادة تعيين مدققي حسابات المجموعة للسنة المالية المنتهية في 31 ديسمبر 2022م، وتفويض مجلس الإدارة بتحديد أتعابهم (شريطة الحصول على موافقة مصرف البحرين المركزي).

بالرد على استفسار ورد من السيد علي الطريف فقد ذكر السيد رئيس الجلسة بأن السادة كي بي أم جي يدققون حسابات المجموعة منذ التأسيس غير أن الشريك يتم تغييره كل خمس سنوات كما أن لجنة التدقيق والمخاطر تقوم سنوياً بعمل مناقصة والحصول على أفضل العروض والاسعار من شركات التدقيق الخارجي.

وافقت الجمعية العامة العادية على إعادة تعيين السادة كي بي أم جي فخرو كمُدققي حسابات المجموعة للسنة المالية المنتهية في 31 ديسمبر 2022م، وفوضت مجلس الإدارة بتحديد أتعابهم (شريطة الحصول على موافقة مصرف البحرين المركزي).

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12. الموافقة على تعيين / إعادة تعيين أعضاء هيئة الرقابة الشرعية للخمس سنوات القادمة (2022م-2026م) وتحديد مكافآتهم ومخصصاتهم

وافقت الجمعية العامة العادية على إعادة تعيين التالي ذكرهم من أعضاء هيئة الرقابة الشرعية للخمس سنوات القادمة (2022م-2026م) وتحديد مكافآتهم ومخصصاتهم وإبقائها كما كانت عليه في الدورة السابقة:

- فضيلة الشيخ سليمان المنيع
- فضيلة الشيخ نظام يتقوبي
- فضيلة الشيخ الدكتور عبدالعزيز القصار
- فضيلة الشيخ الدكتور فريد هادي

13. الموافقة على طرح برنامج الولاء الخاص بالمساهمين والذي يهدف الى تقديم مكافآت وحوافز لفئات المساهمين الأوفياء حسب الشروط التي سيحددها مجلس الإدارة بما يصب في منفعة المجموعة ومساهميها، وذلك بعد الحصول على الموافقات اللازمة من الجهات الرقابية.

قدم السيد رئيس المجلس عرض حول برنامج الولاء الخاص بالمساهمين المزمع طرحه قريباً، فقد أشار بأنه وبحسب اقتراح سابق من الجمعية، فقد تم دراسة الموضوع مع قسم الالتزام وفق الأنظمة المعمدة في دول العالم واستنباط برنامج للمالك وسيتم طرحه تحت اسم "برنامج الولاء" وسيكون فيها فئات للمساهمين بناء على عدد الأسهم المملوكة. سيحصل مالك الأسهم بحسب نسبة الملكية ومدة الاحتفاظ بالأسهم على افضلية في الخدمات والأدوات المالية التي تقدمها المجموعة، وأسعار تفضيلية على الودائع والاستثمارات والبيوت والشقق ما يعطي حافز للمساهمين لتملك أسهم أكثر والاستمرارية في التملك.

وافقت الجمعية العامة العادية على طرح برنامج الولاء الخاص بالمساهمين والذي يهدف الى تقديم مكافآت وحوافز لفئات المساهمين الأوفياء حسب الشروط التي سيحددها مجلس الإدارة بما يصب في منفعة المجموعة ومساهميها، وذلك بعد الحصول على الموافقات اللازمة من الجهات الرقابية.



14. الموافقة على الإدراج المتعدد لسهم مجموعة جي إف إتش المالية في السوق المالية السعودية ("تداول") بعد الحصول على الموافقات اللازمة من الجهات الرقابية، وتفويض مجلس الإدارة بجمع الصلاحيات اللازمة لتنفيذ وإتمام عملية الإدراج في السوق المالية السعودية وإصدار أي وثائق أو تصاريح أو تعهدات مطلوبة لإدراج السهم في السوق، بما في ذلك صلاحية تحديد سعر الإدراج للسهم.

طرح المساهم أيمن حسين مرجان (المالك لعدد 1,400,000 سهم) استفسار عن ماهية المعوقات التي تؤخر عملية الإدراج في السوق المالية السعودية ("تداول") حيث أعطت الجمعية في السابق الموافقة على الإدراج المذكور ولكن دون حصول أي تقدم في الأمر. وقد أوضح رئيس الجلسة بأن إفصاحات البيانات المالية في تداول تعتمد على المعايير الدولية للإبلاغ المالي بينما في البحرين فهي تعتمد على معايير المحاسبة المالية الإسلامية الصادرة عن هيئة المحاسبة والمراجعة للمؤسسات المالية الإسلامية.

وبعد المداولة فقد وافقت الجمعية العامة العادية على الإدراج المتعدد لسهم مجموعة جي إف إتش المالية في السوق المالية السعودية ("تداول") بإدراج 15% من رأس مال المجموعة في تداول وتفويض مجلس الإدارة بجمع الصلاحيات المطلوبة لتنفيذ وإتمام عملية الإدراج في تداول وإصدار أي وثائق أو تصاريح أو تعهدات مطلوبة لإدراج السهم في السوق بما في ذلك تحديد سعر الإدراج للسهم بالإضافة إلى تعيين المستشارين المعنيين وممثلي الشركة سواء في البحرين أو في المملكة العربية السعودية فيما يتعلق بإدراج السهم وتفويض أية أطراف ثالثة للاتصال بالهيئات الحكومية سواء في البحرين أو في المملكة العربية السعودية، بما في ذلك هيئة السوق المالية وتداول، ولمجلس الإدارة الحق في تفويض أي من هذه الصلاحيات إلى أي عضو من أعضائه، وذلك بعد الحصول على الموافقات اللازمة من الجهات الرقابية.

15. الموافقة على الإدراج المتعدد لسهم مجموعة جي إف إتش المالية في سوق أبوظبي للأوراق المالية بعد الحصول على الموافقات اللازمة من الجهات الرقابية، وتفويض مجلس الإدارة بجمع الصلاحيات اللازمة لتنفيذ وإتمام عملية الإدراج في سوق أبوظبي للأوراق المالية وإصدار أي وثائق أو تصاريح أو تعهدات مطلوبة لإدراج السهم في السوق، بما في ذلك تحديد سعر الإدراج للسهم.

وافقت الجمعية العامة العادية على الإدراج المتعدد لسهم مجموعة جي إف إتش المالية في سوق أبوظبي للأوراق المالية بإدراج 15% من رأس مال المجموعة في سوق أبوظبي للأوراق المالية، وتفويض مجلس الإدارة بجمع الصلاحيات المطلوبة لتنفيذ وإتمام عملية الإدراج في سوق أبوظبي للأوراق المالية وإصدار أي وثائق أو تصاريح

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أو تعهدات مطلوبة لإدراج السهم في السوق بما في ذلك تحديد سعر الإدراج للسهم بالإضافة إلى تعيين المستشارين المعيّنين وممثلي الشركة سواء في البحرين أو في الإمارات العربية المتحدة فيما يتعلق بإدراج السهم وتفويض أية أطراف ثالثة للاتصال بالهيئات الحكومية سواء في البحرين أو الإمارات العربية المتحدة، بما في ذلك هيئة الأوراق المالية والسلع وسوق أبوظبي للأوراق المالية ولمجلس الإدارة الحق في تفويض أي من هذه الصلاحيات إلى أي عضو من أعضائه، وذلك بعد الحصول على الموافقات اللازمة من الجهات الوقائية.

16. المصادقة على تعيين السيد درويش الكتبي كعضو مكمل في مجلس إدارة المجموعة في دورته الحالية بعد الحصول على موافقة مصرف البحرين المركزي.

صادقت الجمعية العامة العادية على تعيين السيد درويش الكتبي كعضو مكمل في مجلس إدارة المجموعة في دورته الحالية بعد الحصول على موافقة مصرف البحرين المركزي.

17. ما يستجد من أعمال:

وفي ما يستجد من أعمال فقد قال السيد نزار قرطاس بأنه قد قام بدراسة سريعة اتضح من خلالها قيام رئيس المجلس السيد جاسم الصديقي وفي خلال 6 أشهر السابقة بالتخارج من المجموعة الذي كان نسبة ملكية للأسهم 10٪ بطريقة غير مباشرة وبأنه ليس من الانصاف ان اعلى سلطة واكثر سلطة مؤتمنة لمصلحة المساهمين تتجه لاتجاه معاكس لمصلحة المساهمين وتوجهات المجموعة وقيامه ببيع الأسهم مطالباً مجلس الإدارة بإعادة انتخاب رئيس مجلس الإدارة واختيار رئيس آخر تتوافق توجهاته مع تطلعات المجموعة للفترة القادمة مطالباً أن يتم البت في الموضوع في أقرب فرصة ممكنة، وأيده في ذلك السادة المساهمين الحضور في الاجتماع.

وقد أرتأى أعضاء مجلس الإدارة الحاضرين اجتماع الجمعية بأن عمل المجلس يصب في مصلحة المساهمين وبأن سيتم الدعوة لاجتماع مجلس إدارة قريباً لمناقشة الملاحظات المطروحة.

وبعد المناقشة فقد قررت الجمعية العامة العادية الدعوة لعقد اجتماع عاجل لمجلس الإدارة للنظر والبت في موضوع طلب الجمعية بإعادة انتخاب رئيس مجلس إدارة جديد للمجموعة.

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وحيث أنه لم تكن هناك ثمة أعمال أخرى استجرت، فقد عبر السيد الرئيس عن بالغ شكره وتقديره للجميع لحضورهم هذا الاجتماع ولرعاية صدورهم وصبرهم وتعاونهم مع مجموعة جي إف إتش المالية. كما وقدم السيد الرئيس بالغ الشكر لجميع ممثلي الجهات الرسمية لتشريفهم هذا الاجتماع معلناً انتهاء أعمال اجتماع الجمعية العامة العادية في تمام الساعة 12:30 ظهراً.

الدكتور محمد عبدالسلام
رئيس قسم الرقابة الشرعية
مقرر الجلسة/مقرر مجلس الإدارة

السيد هشام الرئيس
رئيس اجتماع الجمعية العامة غير العادية
جي إف إتش المالية

الجمعية العامة العادية
3 أبريل 2022م



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To discuss and approve the Board of Directors' report on the Group's business activities for the year ended 31st December 2022.

Subsequent revisions to certain disclosures included within the published Financial Statements and Corporate Governance Report for the year ended 31st December 2022

With reference to the previous disclosure issued by GFH Financial Group on February 9, 2023 in relation to the results of the Board of Directors meeting and approval of the annual audited financial statements for the fiscal year ended on December 31, 2022, we would like to note that the Board has taken a decision to reduce the remuneration of the members of the Board of Directors from USD 1.5 million to USD 1.2 million, and hence the table presented in the Chairman's report will be revised as follows:

(BD 000s)

Name	Fixed remunerations				Variable remunerations				End-of-service award	Aggregate amount (Does not include expense allowance)	Expenses Allowance
	Remunerations of the chairman and BOD	Total allowance for attending Board and	Others	Total	Remunerations of the chairman and	Incentive plans	Others**	Total			
First: Independent Directors:											
Alia Al Falasi	-	56,409	-	56,409	-	-	-	-	-	56,409	-
Ghazi Faisal Ebrahim Alhajeri	75,400	107,540	-	182,940	-	-	-	-	-	182,940	-
Fawaz Al Tamimi	56,550	57,540	-	114,090	-	-	-	-	-	114,090	-
Ali Murad	56,550	55,278	-	111,828	-	-	-	-	-	111,828	-
Ahmed Al Ahmadi	-	26,885	-	26,885	-	-	-	-	-	26,885	-
Edris Mohd Rafi Mohd Saeed Alrafi	65,975	58,294	-	124,269	-	-	-	-	-	124,269	-
Darwish AlKetbi	56,550	54,901	-	111,451	-	-	-	-	-	111,451	-
Yousif Abdulla Taqi	28,275	27,639	-	55,914	-	-	-	-	-	55,914	-
Second: Non-Executive Directors:											
Jassim Alseddiqia	-	377	-	377	-	-	-	-	-	377	-
Rashed Alkaabi	56,550	58,370	-	114,920	-	-	-	-	-	114,920	-
Third: Executive Directors:											
Hisham Alrayes	56,550	55,278	-	111,828	-	-	-	-	-	111,828	-
Total	452,400	558,511	-	1,010,911	-	-	-	-	-	1,010,911	-



In addition, the Sharia Supervisory Board (SSB) has also provided their decision to direct the responsibility of paying Zakat to the shareholders, instead of the Bank. Accordingly, SSB Report and appropriation mentioned in Note 18 of the financial statements have been revised to following, respectively:

- Zakah was calculated according to the Islamic Sharia rules and principles, by the net assets method. It is to be noted that the responsibility of paying Zakah lies on the Shareholders of the Bank.
- To allocate an amount of US \$ 1,000,000 to civil society organisations





Chairman's Report – FY2022

Dear Shareholders,

On behalf of the Board of Directors of GFH Financial Group, I am pleased to present the Group's financial results for the fiscal year ended 31 December 2022. While 2022 had initially been penned a year of global economic recovery, an unpredictable geopolitical landscape and strong macroeconomic forces threatened to push major economies into recession.

GFH in 2022 successfully mitigated the impact of the Ukraine crisis, inflation, and market volatility by implementing the same robust model that saw the Group through the COVID-19 pandemic. Following a strategy of long-term, sustainable growth, GFH was able to consolidate its position while also expanding its global footprint, placing the Group in good stead for what could be a turbulent year ahead.

Building on 2021, in which we achieved remarkable growth in profits and income, we continued to demonstrate resilience, diversity, and agility during 2022. Our strength was reflected across verticals, including our investment banking, commercial banking, asset management and treasury business lines.

Our diverse investment portfolio, which spans the GCC, UK, Europe and the US, also continued to perform robustly, with our strategy of targeting defensive, recession-proof sectors once again proving its effectiveness in creating value for investors and shareholders in the face of significant headwinds.

With a stable platform from which to build, GFH was able to expand into global markets through acquiring new portfolios and majority stakes in several leading asset managers. The acquisitions will help the Group to unlock significant value in some of the most promising and resilient sectors in the US and Europe, exposing investors to a raft of opportunities.

As a result of our strategic manoeuvres in 2022, we maintained our sustainable, 22-year-long growth trajectory by enhancing profits and increasing income. The Group's total consolidated revenue was US\$441.7 million compared with US\$ 398.7 million in 2021, reflecting a year-on-year increase of 10.8%. This growth was due to the success of our business lines and the steady income generated from our investment portfolio as well as strategic exits. Investment management, proprietary, co-investment and treasury activities were all valuable revenue streams in 2022, with the Group actively seeking new income yielding opportunities and ways to maximise value from existing assets.

The Group reported a consolidated net profit of US\$97.7 million in 2022 compared to US\$92.6 million from the previous year, reflecting an increase of 5.5%, and a net profit attributable to shareholders of US\$90.3 million compared with US\$ 84.2 million for the previous year, an increase of 7.2%. The Group's total assets for the year grew from US\$8.1 billion in 2021 to US\$9.8 billion in 2022, an increase of 21%. The Group's Total Assets and Funds Under Management (AUM) increased from \$15 billion in 2021 to around US\$17.6 billion in 2022, marking a year-on-year increase of 17.3%. The Group also ended the year with a Capital Adequacy Ratio of 14.73% and a Return on Equity (ROE) ratio of ~9%.





One of the positive reflections of our robust performance in 2022 was a reduction in our credit risk profile, which has continually improved over the last few years. Despite significant market volatility, the Group has been able to command a stable and positive position owing to strong liquidity and increasing diversity across asset classes and geographies. Consequently, GFH's long-term issuer credit rating was raised by S&P Global Ratings to 'B' from 'B-', with a stable outlook. At the same time, the agency also raised the credit ratings on sukuk issued by GFH Sukuk Company Ltd to 'B' from 'B-'.

The Improved ratings were partly due to continued revenue resilience over the 2020-2022 period as well as an improvement in ROE to ~9% over the twelve month period ended 31 December 2022. Despite pressure on the Group's treasury activities from rising interest rates in 2022, GFH was able to deliver good investment banking revenue, building on its real estate specialisation in Europe and the US as well as steady commercial banking performance after a restructuring in 2020. The stable outlook indicates that GFH is well placed to reduce its exposure to real estate assets while maintaining moderate capitalisation in the near-term.

We are proud of the confidence ratings agencies and shareholders have consistently shown in GFH. We are equally proud of the milestones we achieved in 2022 which have improved our overall position and prospects, such as introducing new innovative and Sharia-compliant products. For instance, the Group launched and seeded a \$100 million sukuk fund which holds a diversified portfolio of sukuk to provide attractive financing and fund administration services.

Additionally, Infracorp, the infrastructure and sustainability arm of GFH, issued a \$900 million sukuk on London Stock Exchange, marking the first-ever green sukuk issued by a Bahraini entity. The landmark transaction reflects Infracorp's strategy to accelerate the growth of sustainable infrastructure development across MENA and South Asia regions, while generating long-term returns for investors and adding lasting value to communities. The issuance builds on the Group's sustainability roadmap which aims to position Infracorp as the region's pioneer in sustainability investments.

We also made several important enhancements internally in line with our ESG commitment. In 2022, we formed the ESG Committee, a management level body representing internal departments to oversee the implementation of our ESG strategies. Also, in efforts to develop further the integration of ESG into our investment decision-making processes, a thorough assessment was exercised via external consultants to bridge policy and procedure gaps, and identifying the most significant ESG key topics that impact GFH's business performance in the future. This was developed to be essential part of our annual disclosures, to provide a significant value for all our stakeholders, including the communities within which we operate.

As part of its commitment to value creation, GFH sought to further expand its investor base and enhance liquidity in its shares. The Group achieved this through listing on the Abu Dhabi Securities Exchange (ADX), marking GFH's fourth regional listing, with shares also traded on the Bahrain Bourse (BHB), Dubai Financial Market (DFM) and Boursa Kuwait (BK). Not only has the listing boosted liquidity and investor mix, but it has also helped to ensure the highest levels of disclosure and transparency for the benefit of our shareholders.

Despite tough market conditions in 2022, investor sentiment remained buoyant, with many investors keen to deploy capital at a time when asset valuations underwent a correction. In





the twelve months ended December 2022, the Group successfully raised more than US\$3.54 billion across its investment banking and treasury business lines. As a result of our robust performance, the Board has recommended a total cash dividend of 6% on par value for our shareholders.

Additional board recommendations were discussed and raised as part of the Group's Annual General Meeting (AGM), which took place on 03 April 2022. Shareholders ratified and approved a total dividend distribution of \$60 million. The dividend includes cash profits for all ordinary shares, save for treasury shares at 4.57% of the nominal value of the share (equal to \$0.0231 per share, BDO.004562, AED0.0444), equal to \$45 million. The recommendation also includes bonus shares of 1.5% of the nominal value of all the ordinary shares (one share per 66.71 shares), equal to \$15 million.

As we enter 2023, we are buoyed by our performance in 2022 as well as our proven ability to pivot and adapt during economic downturns. Our elevated position will enable us to navigate the challenges 2023 could bring and continue creating value, capitalising on opportunities and accelerating growth.

On behalf of the Group's Board of Directors, I wish to extend our sincere gratitude to His Majesty King Hamad bin Isa Al Khalifa and His Royal Highness Prince Salman bin Hamad Al Khalifa, the Crown Prince, Deputy Supreme Commander and Prime Minister. Their vision and leadership have created an enabling environment that provides a stable and robust foundation for Bahrain's leading financial sector. I would also like to note our appreciation of the Central Bank of Bahrain and the Government of the Kingdom of Bahrain, which have facilitated the rapid growth of Bahrain as a leading regional hub for innovation, fintech and Islamic finance. And of course, I wish to sincerely thank our investors and shareholders for believing in our vision, joining us on our journey of growth and demonstrating continued faith and confidence in our model.

Finally, I wish to congratulate GFH's team on their remarkable achievements in 2022, which have paved the way for another successful year ahead. The commitment and efforts of management and employees across the Group and its subsidiaries have enabled collective value creation that we can all be proud of. Further, the Board of Directors has played a critical role in GFH's growth in 2022, helping to shepherd the Group through uncharted waters.

We are pleased to attach the remuneration of members of the Board of Directors and the Executive Management for the fiscal year ending 31 December 2022.



First: Remuneration of the Board of directors

Name	Fixed remunerations				Variable remunerations				End-of-service award	Aggregate amount (Does not include expense allowance)	Expenses Allowance
	Remunerations of the chairman and BOD	Total allowance for attending Board and committee	Others	Total	Remunerations of the chairman and BOD	Incentive plans	Others**	Total			
First: Independent Directors:											
Alia Al Falasi*	28,275	56,409	-	84,684	-	-	-	-	-	84,684	-
Ghazi Faisal Ebrahim Alhajerli	113,100	107,540	-	220,640	-	-	-	-	-	220,640	-
Fawaz Al Tamimi	56,550	57,540	-	114,090	-	-	-	-	-	114,090	-
Ali Murad	56,550	55,278	-	111,828	-	-	-	-	-	111,828	-
Ahmed Al Ahmadi*	28,275	26,885	-	55,160	-	-	-	-	-	55,160	-
Edris Mohd Rafi Mohd Saeed Alrafi	84,825	58,294	-	143,119	-	-	-	-	-	143,119	-
Darwish AlKetbi	56,550	54,901	-	111,451	-	-	-	-	-	111,451	-
Yousif Abdulla Taqi	28,275	27,639	-	55,914	-	-	-	-	-	55,914	-
Second: Non-Executive Directors:											
Jassim Alseddiqi*	-	377	-	377	-	-	-	-	-	377	-
Rashed Alkaabi	56,550	58,370	-	114,920	-	-	-	-	-	114,920	-
Third: Executive Directors:											
Hisham Alrayes	56,550	55,278	-	111,828	-	-	-	-	-	111,828	-
Total	565,500	558,511	-	1,124,011	-	-	-	-	-	1,124,011	-

* These directors resigned during the year 2022.



Notes:

1. All amounts in Bahraini Dinars.
2. The Bank does not have any variable remuneration payments, end of service benefits, or expense allowances paid to its directors.
3. Salaries and other benefits in their capacity as employee is reported in second table below.

Board remuneration represents allocation of proposed remuneration for 2022 subject to approval of the Annual General Meeting.

Second: Executive Management Remuneration Details for Top 6 Executives:

Executive management	Total paid salaries and allowances	Total paid remuneration (Bonus)	Any other cash/ in kind remuneration for 2021	Aggregate Amount
Remunerations of top 6 executives, including CEO* and CFO**	1,014,907	1,281,800	1,922,700	4,219,407
All amounts in Bahraini Dinars. * The highest authority in the executive management of the company, the name may vary: (CEO, President, General Manager (GM), Managing Director...etc. ** The company's highest financial officer (CFO, Finance Director, ...etc) Notes: 1. A significant portion of executive management remuneration are subject to deferral over a minimum period of 3 years as per regulations of the Central Bank of Bahrain. In addition to the paid benefits reported above, the Bank also operates a long-term share incentive scheme award that that allows employees to participate in a share-ownership plan. The Bank allocates shares awards that vest over a period of 6 years under normal terms and are subject to future performance conditions. The non-cash accounting charge recognized for 2022 amounted to BD 2,613 thousand determined in accordance with the requirements of IFRS 2. Refer to the Remuneration related and share-based payment disclosures in the Annual Report for a better understanding of the Bank's variable remuneration framework components. 2. Remuneration information above exclude any Board remuneration earned by executive management from their role in the board of investee companies or other subsidiaries.				

Thank you,


Ghazi Faisal Ebrahim AlHajeri





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To read the Sharia Supervisory Board's report on the Group's business activities for the year ended 31st December 2022.



7 February 2023
16 Rajab 1444 AH

SHARIA SUPERVISORY BOARD REPORT TO THE SHAREHOLDERS
Report on the activities of GFH Financial Group B.S.C.
for the financial year ending 31 December 2022

Prayers and Peace Upon the Last Apostle and Messenger, Our prophet
Mohammed, His comrades and Relatives.

The Sharia Supervisory Board of GFH Financial Group has reviewed the Bank's investment activities and compared them with the previously issued fatawa and rulings during the financial year 31st December 2022.


Respective Responsibility of Sharia Supervisory Board

The Sharia Supervisory Board believes that as a general principle and practice, the Bank Management is responsible for ensuring that it conducts its business in accordance with Islamic Sharia rules and principles. The Sharia Supervisory Board responsibility is to express an independent opinion on the basis of its control and review of the Bank's operations and to prepare this report.

Basis of opinion

Based on Sharia Supervisory Board fatwas and decisions, AAOIFI standards and Sharia Audit plan, the Sharia Supervisory Board through its periodic meetings reviewed the Sharia Audit function reports and examined the compliance of documents and transactions in regards to Islamic Sharia rules and principles, in coordination with Sharia Implementation & Coordination function. Furthermore, the Bank's management explained and clarified the contents of Consolidated Balance Sheet, Consolidated Income Statement, Consolidated statement of Zakah and Charity fund, and attached notes for the financial year ended on 31st December 2020 to our satisfaction.



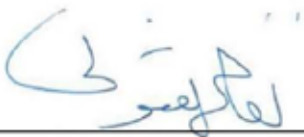


Opinion

The Sharia Supervisory Board believes that,

1. The contracts, transactions and dealings entered into by the Bank are in compliance with Islamic Sharia rules and principles.
2. The distribution of profit and allocation of losses on investments was in line with the basis and principles approved by the Sharia Supervisory Board and in accordance to the Islamic Sharia rules and principles
3. Any earnings resulted from sources or means prohibited by the Islamic Sharia rules and principles, have been directed to the Charity account.
4. Zakah was calculated according to the Islamic Sharia rules and principles, by the net assets method. It is to be noted that the bank will pay a portion of Zakat amount due at the rate of 6% and the shareholders are responsible for paying the remaining part that the procedural action will be taken after obtaining the approval of the Ordinary General Assembly.
5. The Bank was committed to comply with Islamic Sharia rules and principles, the Sharia Supervisory Board fatawa and guidelines, Sharia related policies and procedures, AAOIFI's Sharia standards, and Sharia directives issued by the CBB.

We extend our sincere thanks to all the regulatory authorities in the Kingdom of Bahrain and abroad for their support in the procedural matters. Praise be to Allah, Lord of the worlds. Prayer on Prophet Mohammed (Peace Be Upon Him), all his family and Companions.



Sheikh Nedham Yaqoubi



Sheikh Abdulla Al Menai



Sheikh Abdulaziz Al Qassar



Sheikh Fareed Hadi





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To read the external auditor's report
on the financial year ended 31
December 2022.



KPMG Fakhro
12th Floor, Fakhro Tower,
P.O. Box 710, Manama,
Kingdom of Bahrain

Telephone +973 17224807
Telefax +973 17227443
Website: home.kpmg/bh
CR No. 6220-2

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Independent auditors' report

To the Shareholders of

*GFH Financial Group B.S.C.
PO Box 10006
Manama
Kingdom of Bahrain*

Opinion

We have audited the accompanying consolidated financial statements of GFH Financial Group Bank B.S.C. (the "Bank"), and its subsidiaries (together the "Group") which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statements of income, changes in owners' equity, cash flows, changes in restricted investment accounts and sources and uses of zakah and charity fund for the year then ended, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2022, and consolidated results of its operations, changes in owners' equity, its cash flows, changes in restricted investment accounts and its sources and uses of zakah and charity fund for the year then ended in accordance with the Financial Accounting Standards ("FAS") issued by the Accounting and Auditing Organisation for Islamic Financial Institutions ("AAOIFI").

In our opinion, the Group has also complied with the Islamic Shariah Principles and Rules as determined by the Group's Shariah Supervisory Board during the year ended 31 December 2022.

Basis for Opinion

We conducted our audit in accordance with Auditing Standards for Islamic Financial Institutions ("ASIFIs") issued by AAOIFI. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with AAOIFI's Code of Ethics for Accountants and Auditors of Islamic Financial Institutions, together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Kingdom of Bahrain, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



INDEPENDENT AUDITORS REPORT TO THE SHAREHOLDERS (continued)
GFH Financial Group B.S.C.

Key Audit Matters (continued)

Impairment allowance on financing assets

Refer accounting policy in note 4(h) (i) and (q), use of estimates and judgments in note 5 and management of credit risk in note 35 (a).

The key audit matter	How the matter was addressed in our audit
<p>We focused on this area because:</p> <ul style="list-style-type: none"> • of the significance of financing assets representing 15% of total assets. • The estimation of expected credit losses (“ECL”) on financing assets involve significant judgment and estimates. The key areas where we identified greater level of management judgment and estimates are: <ul style="list-style-type: none"> a. <i>Use of complex models</i> Use of inherently judgmental complex models to estimate ECL which involves determining Probabilities of default (“PD”), Loss Given Default (“LGD”) and Exposure At default (“EAD”). The PD models are considered the drivers of the ECLs. b. <i>Economic scenarios</i> The need to measure ECLs on an unbiased forward-looking basis incorporating a range of economic conditions. Significant management judgment is applied in determining the economic scenarios used and the probability weightings applied to them. c. <i>Management overlays</i> Adjustments to the ECL model results are made by management to address known impairment model limitations or emerging trends or risks. Such adjustments are inherently uncertain and significant management judgment is involved in estimating these amounts. 	<p>Our procedures included:</p> <p>Control testing We performed walk throughs to identify the key systems, applications and controls used in the ECL processes. Key aspects of our controls testing involved the following:</p> <ul style="list-style-type: none"> • testing the design and operating effectiveness of the key controls over the completion and accuracy of the key inputs and assumptions into the ECL Model; • evaluating the design and operating effectiveness of the key controls over the application of staging criteria; • evaluating controls over validation, implementation, and model monitoring; • evaluating controls over authorization and calculation of post model adjustments and management overlays; and • testing key controls relating to selection and implementation of material macro-economic variables and the controls over the scenario selection and probabilities. <p>Tests of details</p> <ul style="list-style-type: none"> • Sample testing over key inputs and assumptions impacting ECL calculations to assess the reasonableness of economic forecast, weights, and PD assumptions applied; and • Selecting a sample of post model adjustments to assess the reasonableness of the adjustments by challenging key assumptions, inspecting the calculation methodology and tracing a sample of the data used back to the source data.





INDEPENDENT AUDITORS REPORT TO THE SHAREHOLDERS (continued)
GFH Financial Group B.S.C.

Key Audit Matters (continued)

The key audit matter	How the matter was addressed in our audit
	<p>Use of specialists</p> <ul style="list-style-type: none"> • We involved our information technology specialists in testing the relevant general IT and applications controls over the key systems used in the ECL process; • We involved our credit risk specialists to assist us in: <ol style="list-style-type: none"> a. evaluating the appropriateness of the Groups' ECL methodologies (including the staging criteria used); b. on a test basis, re-performing the calculation of certain components of the ECL model (including the staging criteria); c. evaluating the appropriateness of the Group's methodology for determining the economic scenarios used and the probability weighing applied to them; and d. evaluating the overall reasonableness of the management economic forecast by comparing it to external market data. <p>Disclosures Evaluating the adequacy of the Group's disclosures related to ECL on financing assets by reference to the relevant accounting standards.</p>

Valuation of unquoted equity investments

Refer accounting policy in note 4g(iv) and fair value of level 3 financial instruments in note 33.

The key audit matter	How the matter was addressed in our audit
<p>We considered this as a key audit area we focused on because the valuation of unquoted equity securities held at fair value (level 3) requires the application of valuation techniques which often involve the exercise of significant judgment by the Group and the use of significant unobservable inputs and assumptions.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> • we involved our own valuation specialists to assist us in: <ul style="list-style-type: none"> • evaluating the appropriateness of the valuation methodologies used by comparing with observed industry practice; • evaluating the reasonableness of key input and assumptions used by using our knowledge of the industries in which the investees operate and industry norms.



INDEPENDENT AUDITORS REPORT TO THE SHAREHOLDERS (continued)
GFH Financial Group B.S.C.

Key Audit Matters (continued)

The key audit matter	How the matter was addressed in our audit
	<ul style="list-style-type: none"> comparing the key underlying financial data and inputs used in the valuation to external sources, investee company financial and management information, as applicable. <p>Disclosures Evaluating the adequacy of the Group's disclosures related to valuation of unquoted equity instruments by reference to the relevant accounting standards.</p>

Other Information

The board of directors is responsible for the other information. The other information comprises the annual report but does not include the consolidated financial statements and our auditors' report thereon. Prior to the date of this auditors' report, we obtained the Chairman's report and other sections which forms part of the annual report.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we have obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Board of Directors for the Consolidated Financial Statements

The board of directors is responsible for the Group's undertaking to operate in accordance with Islamic Sharia Rules and Principles as determined by the Group's Shariah Supervisory Board.

The board of directors is also responsible for the preparation and fair presentation of the consolidated financial statements in accordance with FAS, and for such internal control as the board of directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the board of directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.





INDEPENDENT AUDITORS REPORT TO THE SHAREHOLDERS (continued)
GFH Financial Group B.S.C.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ASIFs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ASIFs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors.
- Conclude on the appropriateness of the board of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Bank to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the board of directors with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.





INDEPENDENT AUDITORS REPORT TO THE SHAREHOLDERS (continued)
GFH Financial Group B.S.C.

Report on Other Regulatory Requirements

As required by the Commercial Companies Law and Volume 2 of the Rulebook issued by the Central Bank of Bahrain, we report that:

- a) the Bank has maintained proper accounting records and the consolidated financial statements are in agreement therewith;
- b) the financial information contained in the chairman's report is consistent with the consolidated financial statements;
- c) we are not aware of any violations during the year of the Commercial Companies Law, the CBB and Financial Institutions Law No. 64 of 2006 (as amended), the CBB Rule Book (Volume 2, applicable provisions of Volume 6 and CBB directives), the CBB Capital Markets Regulations and associated resolutions, the Bahrain Bourse rules and procedures or the terms of the Bank's memorandum and articles of association that would have had a material adverse effect on the business of the Bank or on its financial position; and
- d) satisfactory explanations and information have been provided to us by management in response to all our requests.

The engagement partner on the audit resulting in this independent auditors' report is Mahesh Balasubramanian.

KPMG Fakhro
Partner Registration Number 137
9 February 2023





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To discuss and approve the consolidated financial statements for the financial year ended 31 December 2022.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2022

US\$ 000's

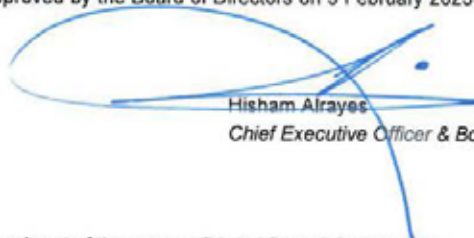
	Note	31 December 2022	31 December 2021
ASSETS			
Cash and bank balances	6	858,239	722,471
Treasury portfolio	7	4,210,020	3,131,246
Financing assets	8	1,435,238	1,311,002
Investment in real estate	9	1,287,085	1,905,598
Proprietary investments	10	1,005,053	170,317
Co-investments	11	142,051	171,877
Receivables and other assets	12	589,869	531,488
Property and equipment	13	232,736	139,687
Total assets		9,760,291	8,083,686
LIABILITIES			
Clients' funds		123,300	216,762
Placements from financial institutions		3,790,870	2,278,480
Placements from non-financial institutions and individuals	14	1,084,258	773,612
Current accounts		131,234	133,046
Term financing	15	1,942,198	1,750,667
Other liabilities	16	423,363	404,654
Total liabilities		7,475,223	5,557,221
Total equity of investment account holders	17	1,213,674	1,358,344
OWNERS' EQUITY			
Share capital	18	1,015,637	1,000,637
Treasury shares		(105,598)	(48,497)
Statutory reserve		36,995	27,970
Investment fair value reserve		(53,195)	(28,561)
Foreign currency translation reserve		-	(70,266)
Retained earnings		95,831	81,811
Share grant reserve	19	6,930	-
Total equity attributable to shareholders of Bank		996,600	963,094
Non-controlling interests		74,794	205,027
Total owners' equity		1,071,394	1,168,121
Total liabilities, equity of investment account holders and owners' equity		9,760,291	8,083,686

The consolidated financial statements were approved by the Board of Directors on 9 February 2023 and signed on its behalf by:

Ghazi Faisal Ebrahim Alhajeri
Chairman



Hisham Alrayes
Chief Executive Officer & Board member



The accompanying notes 1 to 39 form an integral part of these consolidated financial statements

CONSOLIDATED INCOME STATEMENT
for the year ended 31 December 2022

US\$ 000's

	Note	2022	2021
Investment banking income			
Deal related income		86,967	102,304
Fees based income		33,536	8,083
		120,503	110,387
Commercial banking income			
Income from financing		94,751	79,333
Treasury and investment income		61,021	55,258
Fee and other income		9,211	4,630
Less: Return to investment account holders	17	(38,051)	(31,710)
Less: Finance expense		(47,960)	(35,685)
		78,972	71,826
Income from proprietary and co-investments			
Direct investment income, net		68,815	14,670
Income from co-investments, net		22,915	14,280
Share of profit / (loss) from equity-accounted investees		12,437	(61)
Income from sale of assets		13,388	24,885
Leasing and operating income		7,753	4,959
		125,308	58,733
Treasury and other income			
Finance and treasury portfolio income, net		96,977	107,159
Other income, net	20	19,910	50,643
		116,887	157,802
Total income		441,670	398,748
Staff costs	21	70,415	63,231
Other operating expenses	22	77,532	70,299
Finance expense		192,706	137,020
Impairment allowances	23	3,310	35,581
Total expenses		343,963	306,131
Profit for the year		97,707	92,617
Attributable to:			
Shareholders of the Bank		90,253	84,224
Non-controlling interests		7,454	8,393
		97,707	92,617
Earnings per share			
Basic and diluted earnings per share (US cents)		2.65	2.60



Ghazi Faisal Ebrahim Alhajeri
Chairman



Hisham Alrayes
Chief Executive Officer & Board member

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.



GFH Financial Group BSC

CONSOLIDATED STATEMENT OF CHANGES IN OWNERS' EQUITY for the year ended 31 December 2022

	Attr		
	Share capital	Treasury shares	Statu reser
31 December 2022			
Balance at 1 January 2022	1,000,637	(48,497)	27,
Profit for the period	-	-	
Transfer on reclassification from FVTE to amortised cost (Note 7)	-	-	
Fair value changes during the period	-	-	
Transfer to income statement on disposal of sukuk	-	-	
Total recognised income and expense	-	-	
Bonus shares issued for 2021	15,000	-	
Dividend declared for 2021	-	-	
Purchase of treasury shares	-	(79,141)	
Sale / vesting of treasury shares	-	22,040	
Transfer to zakah and charity fund	-	-	
Transferred to income statement on deconsolidation of subsidiaries (Note 37)	-	-	
Transfer to statutory reserve	-	-	9,
Increase in NCI	-	-	
Issue of shares under incentive scheme (note 19)	-	-	
Adjusted on deconsolidation of subsidiaries (note 37)	-	-	
Balance at 31 December 2022	1,015,637	(105,598)	36,

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements



US\$ 000's

Attributable to shareholders of the Bank						Non-Controlling Interests (NCI)	Total owners' equity
Investment fair value reserve	Foreign currency translation reserve	Retained earnings	Share grant reserve	Total			
970	(28,561)	(70,266)	81,811	-	963,094	205,027	1,168,121
-	-	-	90,253	-	90,253	7,454	97,707
-	41,320	-	-	-	41,320	-	41,320
-	(63,312)	-	-	-	(63,312)	(2,462)	(65,774)
-	(2,642)	-	-	-	(2,642)	-	(2,642)
-	(24,634)	-	90,253	-	65,619	4,992	70,611
-	-	-	(15,000)	-	-	-	-
-	-	-	(45,000)	-	(45,000)	-	(45,000)
-	-	-	-	-	(79,141)	-	(79,141)
-	-	-	(5,725)	-	16,315	-	16,315
-	-	-	(1,483)	-	(1,483)	-	(1,483)
-	-	70,266	-	-	70,266	-	70,266
025	-	-	(9,025)	-	-	-	-
-	-	-	-	-	-	6,492	6,492
-	-	-	-	6,930	6,930	-	6,930
-	-	-	-	-	-	(141,717)	(141,717)
995	(53,195)	-	95,831	6,930	996,600	74,794	1,071,394

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GFH Financial Group BSC

CONSOLIDATED STATEMENT OF CHANGES IN OWNERS' EQUITY for the year ended 31 December 2022 (continued)

	Attribu		
	Share capital	Treasury shares	Statutory reserve
31 December 2021			
Balance at 1 January 2021 (as previously reported)	975,637	(63,978)	19,548
Effect of adoption of FAS 32	-	-	-
Balance at 1 January 2021 (restated)	975,637	(63,978)	19,548
Profit for the year	-	-	-
Fair value changes during the year	-	-	-
Transfer to income statement on disposal of sukuk	-	-	-
Total recognised income and expense	-	-	-
Bonus Shares issued for 2020	25,000	-	-
Dividends declared for 2020	-	-	-
Transfer to zakah and charity fund	-	-	-
Transfer to statutory reserve	-	-	8,422
Purchase of treasury shares	-	(45,025)	-
Sale / vesting of treasury shares	-	60,506	-
Foreign currency translation differences	-	-	-
Acquisition of NCI without a change in control	-	-	-
Extinguishment of Share grant reserve to (retained earnings)	-	-	-
Balance at 31 December 2021	1,000,637	(48,497)	27,970

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.



US\$ 000's

Available to shareholders of the Bank					Non – controlling interests	Total owners' equity
Investment fair value reserve	Foreign currency translation reserve	Retained earnings	Share grant reserve	Total		
5,592	(46,947)	22,385	1,093	913,330	272,733	1,186,063
-	-	(2,096)	-	(2,096)	-	(2,096)
5,592	(46,947)	20,289	1,093	911,234	272,733	1,183,967
-	-	84,224	-	84,224	8,393	92,617
(786)	-	-	-	(786)	62	(724)
(33,367)	-	-	-	(33,367)	-	(33,367)
(34,153)	-	84,224	-	50,071	8,455	58,526
-	-	(25,000)	-	-	-	-
-	-	(17,000)	-	(17,000)	-	(17,000)
-	-	(1,572)	-	(1,572)	(142)	(1,714)
-	-	(8,422)	-	-	-	-
-	-	-	-	(45,025)	-	(45,025)
-	-	5,121	-	65,627	-	65,627
-	(23,319)	-	-	(23,319)	(5,965)	(29,284)
-	-	23,078	-	23,078	(70,054)	(46,976)
-	-	1,093	(1,093)	-	-	-
(28,561)	(70,266)	81,811	-	963,094	205,027	1,168,121



**CONSOLIDATED STATEMENT OF CASH FLOWS
for the year ended 31 December 2022**

US\$ 000's

	31 December 2022	31 December 2021
OPERATING ACTIVITIES		
Profit for the year	97,707	92,617
Adjustments for:		
Income from proprietary and co-investments	(125,308)	(58,733)
Income from treasury and other income	(116,887)	(157,802)
Foreign exchange gain	(4,853)	(2,190)
Finance expense	192,706	137,020
Impairment allowances	3,310	35,581
Depreciation and amortisation	5,841	2,541
	52,516	49,034
Changes in:		
Placements with financial institutions (original maturities of more than 3 months)	(475,696)	6,541
Financing assets	(169,271)	(98,555)
Receivables and other assets	(177,000)	(65,637)
CBB Reserve and restricted bank balance	(12,676)	(13,612)
Clients' funds	(93,462)	85,827
Placements from financial institutions	1,520,053	366,126
Placements from non-financial institutions and individuals	290,646	267,966
Current accounts	(1,812)	(7,710)
(Return to) / receipt from equity of investment account holders	(144,670)	201,351
Other liabilities	(113,660)	(60,384)
	674,968	730,947
Net cash generated from operating activities		
INVESTING ACTIVITIES		
Payments for purchase of equipment, net	(1,818)	(3,604)
Proceeds from sale of proprietary and co-investments, net	30,441	13,391
Cash transferred on deconsolidation of a subsidiary	(80,119)	-
Purchase of treasury portfolio, net	(467,860)	(1,177,088)
Profit received on treasury portfolio and other income	111,054	95,759
Proceeds from sale of investment in real estate	19,209	9,741
Dividends received from proprietary and co-investments	55,235	18,030
Payment for development of real estate asset	(65,809)	(6,515)
Cash paid on acquisition of subsidiaries	(7,112)	-
	(406,779)	(1,050,286)
Net cash used in investing activities		
FINANCING ACTIVITIES		
Term financing, net	215,998	701,035
Finance expense paid	(204,649)	(190,713)
Dividends paid	(44,818)	(17,575)
(Purchase) / sale of treasury shares, net	(38,000)	15,481
	(71,469)	508,228
Net cash (used) in / generated from financing activities		
Net increase in cash and cash equivalents during the year	196,720	188,889
Cash and cash equivalents at 1 January *	844,344	655,455
	1,041,064	844,344
Cash and cash equivalents at 31 December		
Cash and cash equivalents comprise: *		
Cash and balances with banks (excluding CBB Reserve balance and restricted cash)	787,479	664,388
Placements with financial institutions (original maturities of 3 months or less)	253,585	179,956
	1,041,064	844,344

* net of expected credit loss of US\$ 11 thousand (31 December 2021: US\$ 24 thousand)

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.



GFH Financial Group BSC

CONSOLIDATED STATEMENT OF CHANGES IN RESTRICTED INVESTMENT for the year ended 31 December 2022

31 December 2022		Balance at 1 January 2022		
		No. of units (000)	Average value per share US\$	Total US\$ 000's
Company				
Mena Real Estate Company KSCC	150	0.33	50	-
Al Basha'er Fund	12	7.87	94	-
Safana Investment (RIA 1) #	1,247	2.65	3,305	-
Shaden Real Estate Investment WLL (RIA 5) #	269	2.65	713	-
			4,162	-

31 December 2021		Balance at 1 January 2021		
		No. of units (000)	Average value per share US\$	Total US\$ 000's
Company				
Mena Real Estate Company KSCC	150	0.33	50	-
Al Basha'er Fund	12	7.91	95	(2)
Safana Investment (RIA 1) #	6,254	2.65	16,573	(13,268)
Shaden Real Estate Investment WLL (RIA 5) #	3,434	2.65	9,100	(8,387)
Locata Corporation Pty Ltd (RIA 6) #	2,633	1.00	2,633	(2,633)
			28,451	(24,290)

#Represents restricted investment accounts of Khaleeji Commercial Bank BSC, a consolidated sub

The accompanying notes 1 to 20 form an integral part of these consolidated financial statements.



**NT ACCOUNTS**

Movements during the year					Balance at 31 December 2022		
Revaluation US\$ 000's	Gross income US\$ 000's	Dividends paid US\$ 000's	Group's fees as an agent US\$ 000's	Administration expenses US\$ 000's	No. of units (000)	Average value per share US\$	Total US\$ 000's
-	-	-	-	-	150	0.33	50
-	-	-	-	-	12	7.87	94
-	-	-	-	-	1,247	2.65	3,305
-	-	-	-	-	269	2.65	713
-	-	-	-	-			4,162

Movements during the year					Balance at 31 December 2021		
Revaluation US\$ 000's	Gross income US\$ 000's	Dividends paid US\$ 000's	Group's fees as an agent US\$ 000's	Administr ation expense s US\$ 000's	No. of units (000)	Average value per share US\$	Total US\$ 000's
-	-	-	-	-	150	0.33	50
-	-	-	-	-	12	7.87	94
-	-	-	-	-	1,247	2.65	3,305
-	-	-	-	-	269	2.65	713
-	-	-	-	-	-	-	-
-	-	-	-	-			4,162

subsidiary

statements





CONSOLIDATED STATEMENT OF SOURCES AND USES OF ZAKAH AND CHARITY FUND
for the year ended 31 December 2022

US\$ 000's

	2022	2021
Sources of zakah and charity fund		
Contributions by the Group	2,531	1,766
Non-Sharia income (note 28)	88	31
Total sources	2,619	1,797
Uses of zakah and charity fund		
Utilisation of zakah and charity fund	(1,903)	(1,970)
Total uses	(1,903)	(1,970)
Surplus of sources over uses	716	(173)
Undistributed zakah and charity fund at 1 January	5,208	5,346
Undistributed zakah and charity fund at 31 December (note 16)	5,924	5,173
Represented by:		
Zakah payable	753	954
Charity fund	5,171	4,219
	5,924	5,173

The accompanying notes 1 to 39 form an integral part of these consolidated financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

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1 REPORTING ENTITY

GFH Financial Group BSC ("the Bank") was incorporated as Gulf Finance House BSC in 1999 in the Kingdom of Bahrain under Commercial Registration No. 44136 and operates under an Islamic Wholesale Investment Banking license issued by the Central Bank of Bahrain ("CBB"). The Bank's shares are listed on the Bahrain, Kuwait, Dubai and Abu Dhabi Financial Market Stock Exchanges. The Bank's sukuk certificates are listed on London Stock Exchange.

The Bank's activities are regulated by the CBB and supervised by a Shari'a Supervisory Board. The principal activities of the Bank include investment advisory services and investment transactions which comply with Islamic rules and principles determined by the Bank's Shari'a Supervisory Board.

The consolidated financial statements for the year comprise the results of the Bank and its subsidiaries (together referred to as "the Group"). The significant subsidiaries of the Bank which consolidated in these financial statements are:

Investee name	Country of incorporation	Effective ownership interests as at 31 December 2022	Activities
GFH Capital Limited	United Arab Emirates	100%	Investment management
GFH Capital S.A.	Saudi Arabia	100%	Investment management
Khaleeji Commercial Bank BSC ('KHCB')	Kingdom of Bahrain	85.14%	Islamic retail bank
Al Areen Project companies		100%	Real estate development
GBCORP Tower Group Ltd		62.91%	Own & lease real estate
GBCORP B.S.C (c)*		42.91%	Islamic investment firm
Residential South Real Estate Development Company (RSRED)		100%	Real estate development
Harbour House Row Towers W.L.L.		100%	Own & lease real estate
Al Areen Hotels W.L.L. (Note 38)		100%	Hospitality management services
Britus International School for Special Education W.L.L.		100%	Educational institution
Gulf Holding Company KSCC		State of Kuwait	53.63%
SQ Topco II LLC (Note 38)	United States	51%	Property asset management Company
Big Sky Asset Management LLC (Note 38)	United States	51%	Real estate investment manager
Roebuck A M LLP	United Kingdom	60%	Property asset management Company

The Bank has other SPE holding companies and subsidiaries, which are set up to supplement the activities of the Bank and its principal subsidiaries.

* During the year the Bank divested 20% equity stake without losing controlling interest in the entity.

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2 STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with the Financial Accounting Standards ('FAS') issued by the Accounting and Auditing Organisation for Islamic Financial Institutions ('AAOIFI') and in conformity with Commercial Companies Law. In line with the requirement of AAOIFI and the Rulebook issued by CBB, for matters that are not covered by FAS, the Group uses guidance from the relevant International Financial Reporting Standards (IFRS).

The accounting policies used in the preparation of annual audited consolidated financial statements of the Group for the year ended 31 December 2020 and 31 December 2021 were in accordance with FAS as modified by CBB (refer to the Group's audited financial statements for the year ended 31 December 2021 for the details of the COVID-19 related modifications applied). Since the CBB modification were specific to the financial year 2020 and no longer apply to both the current and comparative periods presented, the Group's financial statements for the year ended 31 December 2022 has been prepared in accordance with FAS issued by AAOIFI (without any modifications).

3 BASIS OF MEASUREMENT

The consolidated financial statements are prepared on the historical cost basis except for the measurement at fair value of investment securities.

The Group classifies its expenses in the consolidated income statement by the nature of expense method. The consolidated financial statements are presented in United States Dollars (US\$), which is also the functional currency of the Group's operations. All financial information presented in US\$ has been rounded to the nearest thousands, except when otherwise indicated.

The preparation of consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Group's accounting policies. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. Management believes that the underlying assumptions are appropriate and the Group's consolidated financial statements therefore present the financial position and results fairly. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The below paragraphs and tables describe the Group's significant lines of business and sources of revenue they are associated with.

Activities:

The Group's primary activities include:

- a) to provide investment opportunities and manage assets on behalf of its clients as an agent,
- b) to provide commercial banking services,
- c) to undertake targeted development and sale of infrastructure and real estate projects for enhanced returns, and
- d) to co-invest with clients and hold strategic proprietary assets as a principal. In addition, the Group also manages its treasury portfolio with the objective of earning higher returns from capital and money market opportunities.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

3 BASIS OF MEASUREMENT (continued)

Segments:

To undertake the above activities, the Group has organised itself in the following operating segments units:

Investment banking	Investment banking segment focuses on private equity and asset management activities. Private equity activities include acquisition of interests in unlisted businesses at average prices with potential for growth. The Group acts as both a principal and an intermediary by acquiring, managing and realizing investments in investment assets for institutional and high net worth clients. The asset management unit is responsible for identifying and managing investments in income yielding real estate and leased assets in the target markets. Investment banking activities focuses on acquiring, managing and realizing investments to achieve and exceed benchmark returns. Investment banking activities produce fee-based, activity-based and asset-based income for the Group. Assets under this segment include investment banking receivables.
Commercial banking	This includes all sharia compliant corporate banking and retail banking activities of the Group provided through the Group's subsidiary, Khaleeji Commercial Bank BSC. The subsidiary also manages its own treasury and proprietary investment book within this operating segment.
Proprietary and treasury	All common costs and activities that are undertaken at the Group level, including treasury and residual proprietary and co-investment assets, is considered as part of the Proprietary and treasury activities of the Group.

Each of the above operating segments, except commercial banking which is a separate subsidiary, has its own dedicated team of professionals and are supported by a common placement team and support units.

The strategic business units offer different products and services and are managed separately because they require different strategies for management and resource allocation within the Group. For each of the strategic business units, the Group's Board of Directors (chief operating decision makers) review internal management reports on a quarterly basis.

The performance of each operating segment is measured based on segment results and are reviewed by the management committee and the Board of Directors on a quarterly basis. Segment results is used to measure performance as management believes that such information is most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing, if any is determined on an arm's length basis.

The Group classifies directly attributable revenue and cost relating to transactions originating from respective segments as segment revenue and segment expenses respectively. Indirect costs is allocated based on cost drivers/factors that can be identified with the segment and/ or the related activities. The internal management reports are designed to reflect revenue and cost for respective segments which are measured against the budgeted figures. The unallocated revenues, expenses, assets and liabilities related to entity-wide corporate activities and treasury activities at the Group level. Expenses are not allocated to the business segment.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

3 *BASIS OF MEASUREMENT (continued)*Sources of revenue:

The Group primarily earns its revenue from the following sources and presents its statement of income accordingly:

Activity/ Source	Products	Types of revenue
Investment banking	Deal-by-deal offerings of private equity, income yielding asset opportunities	<i>Deal related income</i> , earned by the Group from structuring and sale of assets. <i>Fee based income</i> , in the nature of management fees, performance fee, acquisition fee and exit fee which are contractual in nature
Commercial banking	Islamic Shari'ah compliant corporate, institutional and retail banking financing and cash management products and services	Financing income, fees and investment income (net of direct funding costs)
Proprietary investments	Proprietary investments comprise the Group's strategic investment exposure. This also includes equity -accounted investees where the Bank has significant influence	Includes dividends, gain / (loss) on sale and remeasurement of proprietary investments and share of profit / (loss) of equity accounted investees Income from restructuring of liabilities and funding arrangements are also considered as income from proprietary investments
Co-investment	Represent the Group's co-investment along with its clients in the products promoted by the Group	Dividends, gain / (loss) on co-investments of the Bank
Sale of assets	Proprietary holdings of real estate for direct sale, development and sale, and/ or rental yields. This also includes the group's holding or participation in leisure and hospitality assets.	Development and sale income arises from development and real estate projects of the Group based on percentage of completion (POC) method. Leasing and operating income, from rental and other ancillary income from investment in real estate and other assets.
Treasury operations	Represents the Bank's liquidity management operations, including its fund raising and deployment activities to earn a commercial profit margin.	Income arising from the deployment of the Bank's excess liquidity, through but not limited to short term placements with bank and financial institutions, money market instruments, capital market and other related treasury investments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022

US\$ 000's

4 SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below. These accounting policies have been applied consistently to all periods presented in the consolidated financial statements and have been consistently applied by the Group.

(a) New standards, amendments, and interpretations effective for annual periods beginning on or after 1 January 2022

The following new standards and amendments to standards are effective for financial years beginning on or after 1 January 2022 with an option to early adopt. However, the Group has not early adopted any of these standards.

(i) FAS 38 Wa'ad, Khiyar and Tahawwut

AAOIFI has issued FAS 38 Wa'ad, Khiyar and Tahawwut in 2020. The objective of this standard is to prescribe the accounting and reporting principles for recognition, measurement and disclosures in relation to shariah compliant Wa'ad (promise), Khiyar (option) and Tahawwut (hedging) arrangements for Islamic financial institutions. This standard is effective for the financial reporting periods beginning on or after 1 January 2022 with an option to early adopt.

This standard classifies Wa'ad and Khiyar arrangements into two categories as follows:

- a) "ancillary Wa'ad or Khiyar" which is related to a structure of transaction carried out using other products i.e. Murabaha, Ijarah Muntahia Bittamleek, etc.; and
- b) "product Wa'ad and Khiyar" which is used as a stand-alone Shariah compliant arrangement.

Further, the standard prescribes accounting for constructive obligations and constructive rights arising from the stand-alone Wa'ad and Khiyar products and accounting for Tahawwut (hedging) arrangements based on a series of Wa'ad and Khiyar contracts.

The Group did not have any significant impact on adoption this standard.

(b) New standards, amendments, and interpretations issued but not yet effective

The following new standards and amendments to standards are issued but not yet effective which are relevant for the Group with an option to early adopt. However, the Group has not early adopted any of these standards.

(i) FAS 39 Financial Reporting for Zakah

AAOIFI has issued FAS 39 Financial Reporting for Zakah in 2021. The objective of this standard is to establish principles of financial reporting related to Zakah attributable to different stakeholders of an Islamic financial Institution. This standard supersedes FAS 9 Zakah and is effective for the financial reporting periods beginning on or after 1 January 2023 with an option to early adopt.

This standard shall apply to institution with regard to the recognition, presentation and disclosure of Zakah attributable to relevant stakeholders. While computation of Zakah shall be applicable individually to each institution within the Group, this standard shall be applicable on all consolidated and separate / standalone financial statements of an institution.

This standard does not prescribe the method for determining the Zakah base and measuring Zakah due for a period. An institution shall refer to relevant authoritative guidance for determination of Zakah base and to measure Zakah due for the period. (for example: AAOIFI Shari'a standard 35 Zakah, regulatory requirements or guidance from Shari'a supervisory board, as applicable).

The Group is assessing the impact of adoption of this standard.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(ii) FAS 1 General Presentation and Disclosures in the Financial Statements

AAOIFI has issued the revised FAS 1 General Presentation and Disclosures in the Financial Statements in 2021. This standard describes and improves the overall presentation and disclosure requirements prescribed in line with the global best practices and supersedes the earlier FAS 1. It is applicable to all the Islamic Financial Institutions and other institutions following AAOIFI FAS's. This standard is effective for the financial reporting periods beginning on or after 1 January 2024 with an option to early adopt.

The revision of FAS 1 is in line with the modifications made to the AAOIFI conceptual framework for financial reporting.

Some of the significant revisions to the standard are as follows:

- a) Revised conceptual framework is now integral part of the AAOIFI FAS's;
- b) Definition of Quassi equity is introduced;
- c) Definitions have been modified and improved;
- d) Concept of comprehensive income has been introduced;
- e) Institutions other than Banking institutions are allowed to classify assets and liabilities as current and non-current;
- f) Disclosure of Zakah and Charity have been relocated to the notes;
- g) True and fair override has been introduced;
- h) Treatment for change in accounting policies, change in estimates and correction of errors has been introduced;
- i) Disclosures of related parties, subsequent events and going concern have been improved;
- j) Improvement in reporting for foreign currency, segment reporting;
- k) Presentation and disclosure requirements have been divided into three parts. First part is applicable to all institutions, second part is applicable only to banks and similar IFI's and third part prescribes the authoritative status, effective date and amendments to other AAOIFI FAS's; and
- l) The illustrative financial statements are not part of this standard and will be issued separately.

The Group is assessing the impact of adoption of this standard and expects changes in certain presentation and disclosures in its consolidated financial statement in line with the wider market practice.

(iii) FAS 41 Interim financial reporting

This standard prescribes the principles for the preparation of condensed interim financial information and the relevant presentation and disclosure requirements, emphasizing the minimum disclosures specific to Islamic financial institutions in line with various financial accounting standards issued by AAOIFI. This standard also provides an option for the institution to prepare a complete set of financial statements at interim reporting dates in line with the respective FAS's.

This standard will be effective for financial statements for the period beginning on or after 1 January 2023 and is not expected to have any significant impact on the Group's interim financial information.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

4 SIGNIFICANT ACCOUNTING POLICIES (continued)**(c) Basis of consolidation****(i) Business combinations**

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interest in the acquiree; plus
- if the business combination achieved in stages, the fair value of the pre-existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in the consolidated income statement.

The consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are generally recognised in the consolidated income statement. Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not re-measured and settlement is accounted within equity. Otherwise subsequent changes in the fair value of the contingent consideration are recognised in the consolidated income statement.

(ii) Subsidiaries

Subsidiaries are those enterprises (including special purpose entities) controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. Subsidiaries are consolidated from the date on which control commences until when control ceases.

(iii) Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. If less than 100% of a subsidiary is acquired, then the Group elects on a transaction-by-transaction basis to measure non-controlling interests either at:

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

4 SIGNIFICANT ACCOUNTING POLICIES (continued)**(c) Basis of consolidation (continued)****(iii) Non-controlling interests (NCI) (continued)**

- Fair value at the date of acquisition, which means that goodwill, or the gain on a bargain purchase, includes a portion attributable to ordinary non-controlling interests; or
- the holders' proportionate interest in the recognised amount of the identifiable net assets of the acquire, which means that goodwill recognised, or the gain on a bargain purchase, relates only to the controlling interest acquired.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(iv) Special purpose entities

The consolidated financial statements of the Group comprise the financial statements of the Bank and its subsidiaries. Subsidiaries are those enterprises (including special purpose entities) controlled by the Bank. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. Subsidiaries are consolidated from the date on which control is transferred to the Group and de-consolidated from the date that control ceases. Control is presumed to exist, when the Bank owns majority of voting rights in an investee.

Special purpose entities (SPEs) are entities that are created to accomplish a narrow and well-defined objective such as the securitisation of particular assets, or the execution of a specific borrowing or investment transaction and usually voting rights are relevant for the operating of such entities. An investor that has decision-making power over an investee and exposure to variability of returns determines whether it acts as a principal or as an agent to determine whether there is a linkage between power and returns. When the decision maker is an agent, the link between power and returns is absent and the decision maker's delegated power does not lead to a control conclusion. Where the Group's voluntary actions, such as lending amounts in excess of existing liquidity facilities or extending terms beyond those established originally, change the relationship between the Group and an SPE, the Group performs a reassessment of control over the SPE.

The Group in its fiduciary capacity manages and administers assets held in trust and other investment vehicles on behalf of investors. The financial statements of these entities are usually not included in these consolidated financial statements. Information about the Group's fiduciary assets under management is set out in note 26. For the purpose of reporting assets under management, the gross value of assets managed are considered.

(v) Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity. Any surplus or deficit arising on the loss of control is recognised in consolidated income statement. Any interest retained in the former subsidiary, is measured at fair value when control is lost. Subsequently it is accounted for as an equity-accounted investee or in accordance with the Group's accounting policy for investment securities depending on the level of influence retained.

(vi) Equity accounted investees

This comprise investment in associates and joint ventures. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity. A joint venture is an arrangement in which the Group has joint control, where the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.



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4 SIGNIFICANT ACCOUNTING POLICIES (continued)**(c) Basis of consolidation (continued)****(vi) Equity accounted investees (continued)**

Associates and Joint venters are accounted for under equity method. These are initially recognised at cost and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investees after the date of acquisition. Distributions received from an investees reduce the carrying amount of the investment. Adjustments to the carrying amount may also be necessary for changes in the investor's proportionate interest in the investees arising from changes in the investee's equity. When the

Group's share of losses exceeds its interest in an equity-accounted investees, the Group's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the equity-accounted investees. Equity accounting is discontinued when an associate is classified as held-for-sale.

(vii) Transactions eliminated on consolidation and equity accounting

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency translation gains or losses) from intra-group transactions with subsidiaries are eliminated in preparing the consolidated financial statements. Intra-group gains on transactions between the Group and its equity-accounted investees are eliminated to the extent of the Group's interest in the investees. Unrealised losses are also eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment. Accounting policies of the subsidiaries and equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

(d) Assets held-for-sale*Classification*

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held-for-sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use within twelve months. A subsidiary acquired exclusively with a view to resale is classified as disposal group held-for-sale and income and expense from its operations are presented as part of discontinued operation.

Measurement

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group is allocated first to goodwill, and then to the remaining assets and liabilities on a pro-rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, investment property or biological assets, which continue to be measured in accordance with the Group's other accounting policies. Impairment losses on initial classification as held-for-sale or held-for-distribution and subsequent gains and losses on re-measurement are recognised in profit or loss. Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

If the criteria for classification as held for sale are no longer met, the entity shall cease to classify the asset (or disposal group) as held for sale and shall measure the asset at the lower of its carrying amount before the asset (or disposal group) was classified as held-for-sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset (or disposal group) not been classified as held-for-sale and its recoverable amount at the date of the subsequent decision not to sell.

(e) Foreign currency transactions**(i) Functional and presentation currency**

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in US dollars, which is the Group's functional and presentation currency.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

4 SIGNIFICANT ACCOUNTING POLICIES (continued)**(e) Foreign currency transactions (continued)****(ii) Transactions and balances**

Transactions in foreign currencies are translated into the functional currency using the spot exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the spot exchange rate at the reporting date.

Non-monetary items that are measured based on historical cost in a foreign currency are translated using the spot exchange rate at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement. Translation differences on non-monetary items carried at their fair value, such as certain equity securities measured at fair value through equity, are included in investments fair value reserve.

(iii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition are translated into US\$ at exchange rates at the reporting date. The income and expenses of foreign operations are translated into US\$ at the exchange rates at the date of the transactions. Foreign currency differences are accumulated into foreign currency translation reserve in owners' equity, except to the extent the translation difference is allocated to NCI.

When foreign operation is disposed of in its entirety such that control is lost, cumulative amount in the translation reserve is reclassified to consolidated income statement as part of the gain or loss on disposal.

(f) Offsetting of financing instruments

Financial assets and liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group has a legal right to set off the recognised amounts and it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously. Income and expense are presented on a net basis only when permitted under AAOIFI, or for gains and losses arising from a group of similar transactions.

(g) Investment securities

Investment securities are categorised as proprietary investments, co-investments and treasury portfolio. (refer note 3 for categorisation)

Investment securities comprise debt type and equity type instruments but exclude investment in subsidiaries and equity-accounted investees (note 4 (c) (ii) and (vi)).

(i) Categorization and classification

The classification and measurement approach for investments in sukuk, shares and similar instruments that reflects the business model in which such investments are managed and the underlying cash flow characteristics. Under the standard, each investment is to be categorized as either investment in:

- i) equity-type instruments
- ii) debt-type instruments, including:
 - *monetary debt-type instruments; and*
 - *non-monetary debt-type instruments.*
- iii) other investment instruments

Unless irrevocable initial recognition choices as per the standard are exercised, an institution shall classify investments as subsequently measured at either of:

- amortised cost;
- fair value through equity (FVTE) or
- fair value through income statement (FVTIS), on the basis of both:
 - *the Group's business model for managing the investments; and*
 - *the expected cash flow characteristics of the investment in line with the nature of the underlying Islamic finance contracts.*



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Investment securities (continued)

(ii) Recognition and de-recognition

Investment securities are recognised at the trade date i.e. the date that the Group commits to purchase or sell the asset, at which date the Group becomes party to the contractual provisions of the instrument. Investment securities 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.

(iii) Measurement

Investment securities are measured initially at fair value plus, except for investment securities carried at FVTIS, transaction costs that are directly attributable to its acquisition or issue.

Subsequent to initial recognition, investments carried at FVTIS and FVTE are re-measured to fair value. Gains and losses arising from a change in the fair value of investments carried at FVTIS are recognised in the consolidated income statement in the period in which they arise. Gains and losses arising from a change in the fair value of investments carried at FVTE are recognised in the consolidated statement of changes in owners equity and presented in a separate investment fair value reserve in equity.

The fair value gains / (losses) are recognised taking into consideration the split between portions related to owners' equity and equity of investment account holders. When the investments carried at FVTE are sold, impaired, collected or otherwise disposed of, the cumulative gain or loss previously recognised in the statement of changes in owners' equity is transferred to the income statement.

Investments at FVTE where the entity is unable to determine a reliable measure of fair value on a continuing basis, such as investments that do not have a quoted market price or there are no other appropriate methods from which to derive reliable fair values, are stated at cost less impairment allowances.

(iv) Measurement principles*Amortised cost measurement*

The amortised cost of a financial asset or liability is the amount at which the financial asset or liability is measured at initial recognition, minus capital repayments, plus or minus the cumulative amortisation using the effective profit method of any difference between the initial amount recognised and the maturity amount, minus any reduction (directly or through use of an allowance account) for impairment or uncollectibility. The calculation of the effective profit rate includes all fees and points paid or received that are an integral part of the effective profit rate.

Fair value measurement

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction on the measurement date. When available, the Group measures the fair value of an instrument using quoted prices in an active market for that instrument. A market is regarded as active if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions on an arm's length basis.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received.

If a market for a financial instrument is not active, the Group establishes fair value using a valuation technique. Valuation techniques include using recent arm's length transactions between knowledgeable, willing parties (if available), discounted cash flow analyses, price / earnings multiples and other valuation models with accepted economic methodologies for pricing financial instruments.

Some or all of the inputs into these models may not be market observable, but are estimated based on assumptions. Inputs to valuation techniques reasonably represent market expectations and measures of the risk-return factors inherent in the financial instrument.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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4 *SIGNIFICANT ACCOUNTING POLICIES (continued)*(g) *Investment securities (continued)*(iv) *Measurement principles (continued)*

Fair value estimates involve uncertainties and matters of significant judgement and therefore, cannot be determined with precision. There is no certainty about future events (such as continued operating profits and financial strengths). It is reasonably possible, based on existing knowledge, that outcomes within the next financial year that are different from assumptions could require a material adjustment to the carrying amount of the investments.

The fair value of a financial liability with a demand feature (e.g. a demand deposit) is not less than the amount payable on demand, discounted from the first date on which the amount could be required to be paid.

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

(h) Financing assets

Financing assets comprise Shari'a compliant financing contracts with fixed or determinable payments. These include financing provided through Murabaha, Musharaka, Istisna and Wakala contracts. Financing assets are recognised on the date at which they are originated and are carried at their amortised cost less impairment allowances, if any.

(i) Assets acquired for leasing

Assets acquired for leasing (Ijarah Muntahia Bittamleek) comprise finance lease assets which are stated at cost less accumulated depreciation and any impairment in value. Under the terms of lease, the legal title of the asset passes to the lessee at the end of the lease term, provided that all lease instalments are settled. Depreciation is calculated on a straight-line basis at rates that systematically reduce the cost of the leased assets over the period of the lease. The Group assesses at each reporting date whether there is objective evidence that the assets acquired for leasing are impaired. Impairment losses are measured as the difference between the carrying amount of the asset (including lease rental receivables) and the estimated recoverable amount. Impairment losses, if any, are recognised in the consolidated income statement.

(j) Placements with and from financial and other institutions

These comprise placements made with/ from financial and other institutions under shari'a compliant contracts. Placements are usually short term in nature and are stated at their amortised cost.

(k) Cash and cash equivalents

For the purpose of consolidated statement of cash flows, cash and cash equivalents comprise cash on hand, bank balances and placements with financial institutions) with original maturities of three months or less when acquired that are subject to insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term commitments. Bank balances that are restricted and not available for day-to-day operations of the Group are not included in cash and cash equivalents.

(l) Non-trading derivatives

Non-trading derivatives are recognised on balance sheet at fair value. If a derivative is not held for trading, and is not designated in a qualifying hedging relationship, then all changes in its fair value are recognised immediately in profit and loss as a component of net income from other financial instruments at FVTPL.

(m) Investment property

Investment property comprise land plots and buildings. Investment property is property held to earn rental income or for capital appreciation or both but not for sale in the ordinary course of business, use in the supply of services or for administrative purposes. Investment property is measured initially at cost, including directly attributable expenses. Subsequent to initial recognition, investment property is carried at cost less accumulated depreciation and accumulated impairment allowances (if any). Land is not depreciated, and building is depreciated over the period of 30 to 45 years.

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4 SIGNIFICANT ACCOUNTING POLICIES (continued)**(m) Investment property (continued)**

A property is transferred to investment property when, there is change in use, evidenced by: end of owner-occupation, for a transfer from owner-occupied property to investment property; or commencement of an operating ijara to another party, for a transfer from a development property to investment property.

Further, an investment property is transferred to development property when, there is a change in use, evidenced by:

commencement of own use, for a transfer from investment property to owner-occupied property;
commencement of development with a view to sale, for a transfer from investment in real estate to development property.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated income statement in the period in which the property is derecognised.

(n) Development properties

Development properties are properties held for sale or development and sale in the ordinary course of business. Development properties are measured at the lower of cost and net realisable value.

(o) Property and equipment

Property and equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projection if the recognition criteria are met. All other repair and maintenance costs are recognised in the consolidated income statement as incurred.

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight line method over their estimated useful lives, and is generally recognised in the consolidated income statement.

The estimated useful lives of property and equipment of the industrial business assets are as follows:

Buildings and infrastructure on lease hold	30 – 50 years
Computers	3 – 5 years
Furniture and fixtures	5 – 8 years
Motor vehicles	4 – 5 years

The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying values may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amounts, the assets are written down to their recoverable amounts, being the higher of the fair value less costs to sell and their value in use.

An item of property and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is recognised in the consolidated statement of income in the year of derecognition.

The assets' residual values, useful lives and methods of depreciation are reviewed annually and adjusted prospectively if appropriate.



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4 SIGNIFICANT ACCOUNTING POLICIES (continued)**(p) Intangible assets***Goodwill*

Goodwill that arises on the acquisition of subsidiaries is measured at cost less accumulated impairment losses.

Other Intangible assets

Intangible assets acquired separately are initially measured at cost. The cost of intangible assets acquired in a business combination are their fair values as at the date of acquisition. Subsequently, intangible assets are recognised at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is recognised in the consolidated income statement in the period in which the expenditure is incurred. The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life of ten years and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at each reporting date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of income in the expenses category consistent with the function of intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. Intangible assets with indefinite useful life consists of a license to construct and operate a cement plant in the Kingdom of Bahrain.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of income when the asset is derecognised.

(q) Impairment of exposures subject to credit risk

The Group recognises loss allowances for the expected credit losses "ECLs" on:

- Bank balances;
- Placements with financial institutions;
- Financing assets;
- Lease rental receivables;
- Investments in Sukuk (debt-type instruments carried at amortised cost);
- Other receivables; and
- Undrawn financing commitments and financial guarantee contracts issued.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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US\$ 000's

4 SIGNIFICANT ACCOUNTING POLICIES (continued)**(q) Impairment of exposures subject to credit risk (continued)**

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- Debt-type securities that are determined to have low credit risk at the reporting date; and
- Other debt-type securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

When determining whether the credit risk of an exposure subject to credit risk has increased significantly since initial recognition when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment including forward-looking information.

The Group assumes that the credit risk on exposure subject to credit risk increased significantly if it is more than 30 days past due. The Group considers an exposure subject to credit risk to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security, if any is held; or
- the exposure is more than 90 days past due.

The Group considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'. The Group considers this to be BBB- or higher per S&P.

The Group applies a three-stage approach to measuring ECL. Assets migrate through the following three stages based on the change in credit quality since initial recognition.

Stage 1: 12-months ECL

Stage 1 includes exposures that are subject to credit risk on initial recognition and that do not have a significant increase in credit risk since initial recognition or that have low credit risk. 12-month ECL is the expected credit losses that result from default events that are possible within 12 months after the reporting date. It is not the expected cash shortfalls over the 12-month period but the entire credit loss on an asset weighted by the probability that the loss will occur in the next 12-months.

Stage 2: Lifetime ECL - not credit impaired

Stage 2 includes exposures that are subject to credit risk that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment. For these assets, lifetime ECL are recognised. Lifetime ECL are the expected credit losses that result from all possible default events over the expected life of the financial instrument. Expected credit losses are the weighted average credit losses with the life-time probability of default ('PD').



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4 SIGNIFICANT ACCOUNTING POLICIES (continued)**(q) Impairment of exposures subject to credit risk (continued)****Stage 3: Lifetime ECL - credit impaired**

Stage 3 includes exposures that are subject to credit risk that have objective evidence of impairment at the reporting date in accordance with the indicators specified in the CBB's rule book. For these assets, lifetime ECL is recognised.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. They are measured as follows:

- Exposures subject to credit risk that are not credit-impaired at the reporting date: as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive);
- Exposures subject to credit risk that are credit-impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows;
- Undrawn financing commitment: as the present value of the difference between the contractual cash flows that are due to the Group if the commitment is drawn and the cash flows that the Group expects to receive;
- Financial guarantee contracts: the expected payments to reimburse the holder less any amounts that the Group expects to recover; and
- ECLs are discounted at the effective profit rate of the exposure subject to credit risk.

Credit-impaired exposures

At each reporting date, the Group assesses whether exposures subject to credit risk are credit impaired. An exposure subject to credit risk is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that an exposure is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a financing facility or advance by the Bank on terms that the Bank would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for exposures subject to credit risk are deducted from the gross carrying amount of the assets.

(r) Impairment of equity investments classified at fair value through equity (FVTE)

In the case of investments in equity securities classified as FVTE. A significant or prolonged decline in the fair value of the security below its cost is an objective evidence of impairment. The Group considers a decline of 30% to be significant and a period of nine months to be prolonged. If any such evidence exists, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in income statement – is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are subsequently reversed through equity.

(s) Impairment of non-financial assets

The carrying amount of the Group's non-financial assets (other than those subject to credit risk covered above) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. The recoverable amount of an asset is the greater of its value in use or fair value less costs to sell. An impairment loss is recognised whenever the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in the income statement. Impairment losses are reversed only if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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US\$ 000's

4 SIGNIFICANT ACCOUNTING POLICIES (continued)**(s) Impairment of non-financial assets (continued)**

In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in the income statement. Impairment losses are reversed only if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount. Separately recognised goodwill is not amortised and is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on separately recognised goodwill are not reversed.

(t) Clients' funds

These represents amounts received from customers for investments in SPEs or project companies formed as part of its investment management activities pending transfer to these entities. These funds are usually disbursed on capital calls from these entities based on its activities and requirements and are payable on demand. Such funds held by the Group are carried at amortised cost.

(u) Current accounts

Balances in current (non-investment) accounts are recognised when received by the Group. The transactions are measured at the cash equivalent amount received by the Group at the time of contracting. At the end of the accounting period, the accounts are measured at their book value.

(v) Term financing

Term financing represents facilities from financial institutions, and financing raised through Sukuk. Term financing are initially measured at fair value plus transaction costs, and subsequently measured at their amortised cost using the effective profit rate method. Financing cost, dividends and losses relating to the term financing are recognised in the consolidated income statement as finance expense. The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

(w) Financial guarantees

Financial guarantees are contracts that require the Group to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised from the date of its issue. The liability arising from a financial guarantee contract is recognised at the present value of any expected payment to settle the liability, when a payment under the guarantee has become probable. The Group has issued financial guarantees to support its development projects (note 34).

(x) Dividends

Dividends to shareholders is recognised as liabilities in the period in which they are declared.

(y) Share capital and reserves

The Group classifies capital instruments as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments. Equity instruments of the group comprise ordinary shares and equity component of share-based payments and convertible instruments. Incremental costs directly attributable to the issue of an equity instrument are deducted from the initial measurement of the equity instruments.

Treasury shares

The amount of consideration paid including all directly attributable costs incurred in connection with the acquisition of the treasury shares are recognised in equity. Consideration received on sale of treasury shares is presented in the financial statements as a change in equity. No gain or loss is recognised on the Group's consolidated income statement on the sale of treasury shares.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

4 *SIGNIFICANT ACCOUNTING POLICIES (continued)*
(y) *Share capital and reserves (continued)*

Statutory reserve

The Commercial Companies Law requires that 10 percent of the annual net profit be appropriated to a statutory reserve which is normally distributable only on dissolution. Appropriations may cease when the reserve reaches 50 percent of the paid up share capital. Appropriation to statutory reserve is made when approved by the shareholders.

(z) Equity of investment account holders

Equity of investment account holders are funds held by the Group in unrestricted investment accounts, which it can invest at its own discretion. The investment account holder authorises the Group to invest the account holders' funds in a manner which the Group deems appropriate without laying down any restrictions as to where, how and for what purpose the funds should be invested.

The Group charges management fee (Mudarib fees) to investment account holders. Of the total income from investment accounts, the income attributable to customers is allocated to investment accounts after setting aside provisions, reserves (Profit equalisation reserve and Investment risk reserve) and deducting the Group's share of income as a Mudarib. The allocation of income is determined by the management of the Group within the allowed profit sharing limits as per the terms and conditions of the investment accounts. Only the income earned on pool of assets funded from IAH are allocated between the owners' equity and investment account holders. Administrative expenses incurred in connection with the management of the funds are borne directly by the Group and are not charged separately to investment accounts.

The Group allocates specific provision and collective provision to owners' equity. Amounts recovered from these impaired assets is not subject to allocation between the IAH and owners' equity.

Investment accounts are carried at their book values and include amounts retained towards profit equalisation, investment risk reserves, if any. Profit equalisation reserve is the amount appropriated by the Group out of the Mudaraba income, before allocating the Mudarib share, in order to maintain a certain level of return to the deposit holders on the investments. Investment risk reserve is the amount appropriated by the Group out of the income of investment account holders, after allocating the Mudarib share, in order to cater against future losses for investment account holders. Creation of any of these reserves results in an increase in the liability towards the pool of unrestricted investment accounts.

Restricted investment accounts

Restricted investment accounts represent assets acquired by funds provided by holders of restricted investment accounts and their equivalent and managed by the Group as an investment manager based on either a Mudharaba contract or agency contract. The restricted investment accounts are exclusively restricted for investment in specified projects as directed by the investments account holders. Assets that are held in such capacity are not included as assets of the Group in the consolidated financial statements.

(aa) Revenue recognition

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised to the extent that it is probable that future economic benefits associated with the item of revenue will flow to the Group, the revenue can be measured with reliability and specific criteria have been met for each of the Group's activities as described below.

Banking business

Income from investment banking activities is recognised when the service is provided and income is earned. This is usually when the Group has performed all significant acts in relation to a transaction and it is highly probable that the economic benefits from the transaction will flow to the Group. Significant acts in relation to a transaction are determined based on the terms agreed in the private placement memorandum/ contracts for each transaction. The assessment of whether economic benefits from a transaction will flow to the Group is determined when legally binding commitments have been obtained from underwriters and external investors for a substantial investment in the transaction.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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4 SIGNIFICANT ACCOUNTING POLICIES (continued)**(aa) Revenue recognition (continued)**

Income from placements with / from financial institutions are recognised on a time-apportioned basis over the period of the related contract using the effective profit rate.

Dividend income from investment securities is recognised when the right to receive is established. This is usually the ex-dividend date for equity securities.

Finance income / expenses are recognised using the amortised cost method at the effective profit rate of the financial asset / liability.

Fees and commission income that are integral to the effective profit rate on a financial asset carried at amortised cost are included in the measurement of the effective profit rate of the financial asset. Other fees and commission income, including account servicing fees, sales commission, management fees, placement and arrangement fees and syndication fees, are recognised as the related services are performed.

Income from Murabaha and Wakala contracts are recognised on a time-apportioned basis over the period of the contract using the effective profit method.

Profit or losses in respect of the Bank's share in **Musharaka financing** transaction that commence and end during a single financial period is recognised in the income statement at the time of liquidation (closure of the contract). Where the Musharaka financing continues for more than one financial period, profit is recognised to the extent that such profits are being distributed during that period in accordance with profit sharing ratio as stipulated in the Musharaka agreement.

Income from assets acquired for leasing (Ijarah Muntahia Bittamleek) are recognised proportionately over the lease term.

Income from sukuk and income / expenses on placements is recognised at its effective profit rate over the term of the instrument.

Non-banking business

Revenue is recognised when a customer obtains control of the goods or services. Determining the timing of the transfer of control – at a point in time or over time – requires judgement.

Revenue is recognised when the goods are provided to the customer, which was taken to be the point in time at which the customer accepted the goods and the related risks and rewards of ownership transferred. Revenue was recognised at that point provided that the revenue and cost could be measured reliably, the recovery of the consideration was probable and there was no continuing managerial involvement with the goods.

(bb) Earnings prohibited by Shari'a

The Group is committed to avoid recognising any income generated from non-Islamic sources. Accordingly, all non-Islamic income is credited to a charity account where the Group uses these funds for charitable means.

(cc) Zakah

Zakah is calculated on the Zakah base of the Group in accordance with FAS 9 issued by AAOIFI using the net assets method. Zakah is paid by the Group based on the consolidated figures of statutory reserve, general reserve and retained earning balances at the beginning of the year. The remaining Zakah is payable by individual shareholders. Payment of Zakah on equity of investment account holders and other accounts is the responsibility of investment account holders.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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US\$ 000's

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(dd) Employees benefits*Short-term benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A provision is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. Termination benefits are recognised as an expense when the Group is committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy.

Post employment benefits

Pensions and other social benefits for Bahraini employees are covered by the Social Insurance Organisation scheme, which is a "defined contribution scheme" in nature under, and to which employees and employers contribute monthly on a fixed-percentage-of-salaries basis. Contributions by the Bank are recognised as an expense in consolidated income statement when they are due.

Expatriate and certain Bahraini employees on fixed contracts are entitled to leaving indemnities payable, based on length of service and final remuneration. Provision for this unfunded commitment, has been made by calculating the notional liability had all employees left at the reporting date. These benefits are in the nature of a "defined benefit scheme" and any increase or decrease in the benefit obligation is recognised in the consolidated income statement.

The Group also operates a voluntary employee saving scheme under which the Group and the employee contribute monthly on a fixed percentage of salaries basis. The scheme is managed and administered by a board of trustees who are employees of the Group. The scheme is in the nature of a defined contribution scheme and contributions by the Group are recognised as an expense in the consolidated income statement when they are due.

Share-based employee incentive scheme

The Bank operates a share-based incentive scheme for its employees (the "Scheme") whereby employee are granted the Bank's shares as compensation on achievement of certain non-market based performance conditions and service conditions (the 'vesting conditions'). The grant date fair value of equity instruments granted to employees is recognised as an employee expense, with a corresponding increase in equity over the period in which the employees become unconditionally entitled to the share awards.

Non-vesting conditions are taken into account when estimating the fair value of the equity instrument but are not considered for the purpose of estimating the number of equity instruments that will vest. Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value but are considered for the purpose of estimating the number of equity instruments that will vest. The amount recognised as an expense is adjusted to reflect the number of share awards for which the related service and non-market performance vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of share awards that do meet the related service and non-market performance conditions at the vesting date. Amount recognised as expense are not trued-up for failure to satisfy a market condition.

(ee) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

(ff) Onerous contracts

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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US\$ 000's

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(gg) Trade date accounting

All "regular way" purchases and sales of financial assets are recognised on the trade date, i.e. the date that the Group commits to purchase or sell the asset.

(hh) Investment account holder protection scheme

Funds held with the Group in unrestricted investment accounts and current accounts of its retail banking subsidiary are covered by the Deposit Protection Scheme (the Scheme) established by the Central Bank of Bahrain regulation in accordance with Resolution No (34) of 2010.

(ii) Income tax

The Group is exposed to taxation by virtue of operations of subsidiaries. Income tax expense comprises current and deferred tax. Income tax expense is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be realised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Currently, the Group does not have any material current or deferred tax exposure that requires recognition in the consolidated financial statements.

(jj) Ijarah*Identifying an Ijarah*

At inception of a contract, the Group assesses whether the contract is Ijarah, or contains an Ijarah. A contract is Ijarah, or contains an Ijarah if the contract transfers the usufruct (but not control) of an identified asset for a period of time in exchange for an agreed consideration.

At the commencement date, the Group shall recognise a right-of-use (usufruct) asset and a net Ijarah liability

i) Right-of-use (usufruct) asset

On initial recognition, the lessee measures the right-of-use asset at cost. The cost of the right-of-use asset comprises of:

- The prime cost of the right-of-use asset;
- Initial direct costs incurred by the lessee; and
- Dismantling or decommissioning costs.

The prime cost is reduced by the expected terminal value of the underlying asset. If the prime cost of the right-of-use asset is not determinable based on the underlying cost method (particularly in the case of an operating Ijarah), the prime cost at commencement date may be estimated based on the fair value of the total consideration paid/ payable (i.e. total Ijarah rentals) against the right-of-use assets, under a similar transaction.

After the commencement date, the lessee measures the right-of-use asset at cost less accumulated amortisation and impairment losses, adjusted for the effect of any Ijarah modification or reassessment.

The Group amortises the right-of-use asset from the commencement date to the end of the useful economic life of the right-of-use asset, according to a systematic basis that is reflective of the pattern of utilization of benefits from the right-of-use asset. The amortizable amount comprises of the right-of-use asset less residual value, if any.

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US\$ 000's

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

The Group determines the Ijarah term, including the contractually binding period, as well as reasonably certain optional periods, including:

- Extension periods if it is reasonably certain that the Group will exercise that option; and/ or
- Termination options if it is reasonably certain that the Bank will not exercise that option.

The Group carries out impairment assessment to determine whether the right-of-use asset is impaired and to account for any impairment losses. The impairment assessment takes into consideration the salvage value, if any. Any related commitments, including promises to purchase the underlying asset, are also considered.

ii) Net Ijarah liability

The net Ijarah liability comprises of the gross Ijarah liability, plus deferred Ijarah cost (shown as a contra-liability).

The gross Ijarah liability shall be initially recognised as the gross amount of total Ijarah rental payables for the Ijarah term. The rentals payable comprise of the following payments for the right to use the underlying asset during the Ijarah term:

- Fixed Ijarah rentals less any incentives receivable;
- Variable Ijarah rentals including supplementary rentals; and
- Payment of additional rentals, if any, for terminating the Ijarah (if the Ijarah term reflects the lessee exercising the termination option).

Advance rentals paid are netted-off with the gross Ijarah liability.

Variable Ijarah rentals are Ijarah rentals that depend on an index or rate, such as payments linked to a consumer price index, financial markets, regulatory benchmark rates, or changes in market rental rates. Supplementary rentals are rentals contingent on certain items, such as additional rental charge after provision of additional services or incurring major repair or maintenance. As of 31 December 2022, the Group did not have any contracts with variable or supplementary rentals.

After the commencement date, the Group measures the net Ijarah liability by:

- Increasing the net carrying amount to reflect return on the Ijarah liability (amortisation of deferred Ijarah cost);
- Reducing the carrying amount of the gross Ijarah liability to reflect the Ijarah rentals paid; and
- Re-measuring the carrying amount in the event of reassessment or modifications to Ijarah contract, or reflect revised Ijarah rentals.
- The deferred Ijarah cost is amortised to income over the Ijarah terms on a time proportionate basis, using the effective rate of return method.

After the commencement date, the Group recognises the following in the income statement:

- Amortisation of deferred Ijarah cost; and
- Variable Ijarah rentals (not already included in the measurement of Ijarah liability) as and when the triggering events/ conditions occur.

Ijarah contract modifications

After the commencement date, the Group accounts for Ijarah contract modifications as follows:

- Change in the Ijarah term: re-calculation and adjustment of the right-of-use asset, the Ijarah liability, and the deferred Ijarah cost; or
- Change in future Ijarah rentals only: re-calculation of the Ijarah liability and the deferred Ijarah cost only, without impacting the right-of-use asset.

An Ijarah modification is considered as a new Ijarah component to be accounted for as a separate Ijarah for the lessee, if the modification both additionally transfers the right to use of an identifiable underlying asset and the Ijarah rentals are increased corresponding to the additional right-of-use asset. For modifications not meeting any of the conditions stated above, the Group considers the Ijarah as a modified Ijarah as of the effective date and recognises a new Ijarah transaction. The Group recalculates the Ijarah liability, deferred Ijarah cost, and right-of-use asset, and de-recognise the existing Ijarah transaction and balances.

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4 SIGNIFICANT ACCOUNTING POLICIES (continued)

The Group determines the Ijarah term, including the contractually binding period, as well as reasonably certain optional periods, including:

- Extension periods if it is reasonably certain that the Group will exercise that option; and/ or
- Termination options if it is reasonably certain that the Bank will not exercise that option.

The Group carries out impairment assessment to determine whether the right-of-use asset is impaired and to account for any impairment losses. The impairment assessment takes into consideration the salvage value, if any. Any related commitments, including promises to purchase the underlying asset, are also considered.

ii) Net Ijarah liability

The net Ijarah liability comprises of the gross Ijarah liability, plus deferred Ijarah cost (shown as a contra-liability).

The gross Ijarah liability shall be initially recognised as the gross amount of total Ijarah rental payables for the Ijarah term. The rentals payable comprise of the following payments for the right to use the underlying asset during the Ijarah term:

- Fixed Ijarah rentals less any incentives receivable;
- Variable Ijarah rentals including supplementary rentals; and
- Payment of additional rentals, if any, for terminating the Ijarah (if the Ijarah term reflects the lessee exercising the termination option).

Advance rentals paid are netted-off with the gross Ijarah liability.

Variable Ijarah rentals are Ijarah rentals that depend on an index or rate, such as payments linked to a consumer price index, financial markets, regulatory benchmark rates, or changes in market rental rates. Supplementary rentals are rentals contingent on certain items, such as additional rental charge after provision of additional services or incurring major repair or maintenance. As of 31 December 2022, the Group did not have any contracts with variable or supplementary rentals.

After the commencement date, the Group measures the net Ijarah liability by:

- Increasing the net carrying amount to reflect return on the Ijarah liability (amortisation of deferred Ijarah cost);
- Reducing the carrying amount of the gross Ijarah liability to reflect the Ijarah rentals paid; and
- Re-measuring the carrying amount in the event of reassessment or modifications to Ijarah contract, or reflect revised Ijarah rentals.
- The deferred Ijarah cost is amortised to income over the Ijarah terms on a time proportionate basis, using the effective rate of return method.

After the commencement date, the Group recognises the following in the income statement:

- Amortisation of deferred Ijarah cost; and
- Variable Ijarah rentals (not already included in the measurement of Ijarah liability) as and when the triggering events/ conditions occur.

Ijarah contract modifications

After the commencement date, the Group accounts for Ijarah contract modifications as follows:

- Change in the Ijarah term: re-calculation and adjustment of the right-of-use asset, the Ijarah liability, and the deferred Ijarah cost; or
- Change in future Ijarah rentals only: re-calculation of the Ijarah liability and the deferred Ijarah cost only, without impacting the right-of- use asset.

An Ijarah modification is considered as a new Ijarah component to be accounted for as a separate Ijarah for the lessee, if the modification both additionally transfers the right to use of an identifiable underlying asset and the Ijarah rentals are increased corresponding to the additional right-of-use asset. For modifications not meeting any of the conditions stated above, the Group considers the Ijarah as a modified Ijarah as of the effective date and recognises a new Ijarah transaction. The Group recalculates the Ijarah liability, deferred Ijarah cost, and right-of-use asset, and de-recognise the existing Ijarah transaction and balances.

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4 SIGNIFICANT ACCOUNTING POLICIES (continued)*Expenses relating to underlying asset.*

Operational expenses relating to the underlying asset, including any expenses contractually agreed to be borne by the Group, are recognised by the Group in income statement in the period incurred. Major repair and maintenance, takaful, and other expenses incidental to ownership of underlying assets (if incurred by lessee as agent) are recorded as receivable from lessor.

Recognition exemptions and simplified accounting for the lessee

The Group does not to apply the requirements of Ijarah recognition and measurement of recognizing right-of-use asset and lease liability for the following:

- Short-term Ijarah; and
- Ijarah for which the underlying asset is of low value.

Short-term Ijarah exemption is applied on a whole class of underlying assets if they have similar characteristics and operational utility. However, low-value Ijarah exemption is applied on an individual asset/ Ijarah transaction, and not on group/ combination basis.

Lessor accounting for Ijara Muntahia Bittamleek contracts Refer note 4(g)

5 JUDGEMENTS AND ESTIMATES IN APPLYING ACCOUNTING POLICIES

The Group makes estimates and assumptions that effect the reported amounts of assets and liabilities within the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectation of future events.

Russia-Ukraine conflict

On 24 February 2022, a military conflict between Russia and Ukraine emerged (the "conflict"). Owing to this various countries and international bodies have imposed trade and financial sanctions on Russia and Belarus. Further, various organisations have discontinued their operations in Russia. This conflict has resulted in an economic downturn and increased volatility in commodity prices due to disruption of supply chain.

The management has carried out an assessment of its portfolio and has concluded that it does not have any direct exposures to / from the impacted countries. However, indirect impact is pervasive in the market and at this stage it is difficult to quantify the full impact of this conflict since it depends largely on the nature and duration of uncertain and unpredictable events, such as further military action, additional sanctions, and reactions to ongoing developments by global financial markets. The management will continue to closely monitor impact of this evolving situation on its portfolio to assess indirect impact, if any. During the year ended 31 December 2022, the Group's investment portfolio reduced in market value by US\$ 63,312 thousand for investments carried as FVTE and US\$ 48,399 thousand for investments carried as FVTPL due to volatile market movements. However, the Group does not trade in such securities and does not expect to liquidate any of its market portfolio in short term.

(a) Judgements

Establishing the criteria for determining whether credit risk on an exposure subject to credit risk has increased significantly since initial recognition, determining methodology for incorporating forward looking information into measurement of ECL and selection and approval of models used to measure ECL is set out in note 4(q) and note 35(a).

(i) Classification of investments

In the process of applying the Group's accounting policies, management decides on acquisition of an investment whether it should be classified as investments carried at fair value through income statement or investments carried at fair value through equity or investments carried at amortised cost. The classification of each investment reflects the management's intention in relation to each investment and is subject to different accounting treatments based on such classification (note 4g(i)).

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5 JUDGEMENTS AND ESTIMATES IN APPLYING ACCOUNTING POLICIES (continued)
(a) Judgements (continued)
(ii) Special purpose entities

The Group sponsors the formation of special purpose entities (SPE's) primarily for the purpose of allowing clients to hold investments. The Group provides corporate administration, investment management and advisory services to these SPE's, which involve the Group making decisions on behalf of such entities. The Group administers and manages these entities on behalf of its clients, who are by and large third parties and are the economic beneficiaries of the underlying investments. The Group does not consolidate SPE's 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 SPE's activities, its exposure to the risks and rewards, as well as about the Group intention and ability to make operational decisions for the SPE and whether the Group derives benefits from such decisions.

(iii) Impairment of equity investments at fair value through equity – (refer to note 4 (g) (iii))
(b) Estimations
(i) Impairment of exposures subject to credit risk carried at amortised cost

Determining inputs into ECL measurement model including incorporation of forward-looking information is set out in note 4(q) and note 35(a).

(ii) Measurement of fair value of unquoted equity investments

The group determines fair value of equity investments that are not quoted in active markets by using valuation techniques such as discounted cashflows, income approach and market approaches. Fair value estimates are made at a specific point in time, based on market conditions and information about the investee companies. These estimates are subjective in nature and involve uncertainties and matter of significant judgment and therefore, cannot be determined with precision. There is no certainty about future events such as continued operating profits and financial strengths. It is reasonably possible based on existing knowledge, that outcomes within the next financial year that are different from assumptions could require a material adjustment to the carrying amount of the investments. In case where discounted cash flows models have been used to estimate fair values, the future cashflows have been estimated by the management based on information form and discussion with representatives of investee companies and based on the latest available audited and unaudited financial statements. The basis of valuation has been reviewed by the management in terms of the appropriateness of the methodology, soundness of assumptions and correctness of calculations and have been approved by the board of directors for inclusion in the consolidated financial statements.

Valuation of equity investments are measured at fair value through equity which involves judgment and is normally based on one of the following

- Valuation by independent external value for underlying properties / projects;
- Recent arms-length market transaction;
- Current fair value of another contract that is substantially similar;
- Present value of expected cash flows at current rates applicable for items with similar terms and risk characteristics; or
- Application of other valuation models.

(iii) Impairment of investment property

The Group conducts impairment assessment of investment property periodically using external independent property valuers to value the property. The fair value is determined based on the market value of the property using either sales comparable approach, the residual value basis, replacement cost or the market value of the property considering its current physical condition. The Group's investment properties are situated in Bahrain, UAE and Morocco. Given the dislocation in the property market and infrequent property transactions, it is reasonably possible, based on existing knowledge, that the current assessment of impairment could require a material adjustment to the carrying amount of these assets within the next financial year due to significant changes in assumptions underlying such assessments.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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- 5 *JUDGEMENTS AND ESTIMATES IN APPLYING ACCOUNTING POLICIES (continued)*
(b) *Estimations (continued)*

(iv) Impairment of other non-financial assets and cash generating units

Investment in associates and recognised goodwill are subject to an impairment based on indicators of performance and market conditions. Cash generating units include the Group's investments in certain subsidiaries and equity-accounted investees and investment property that generate cash flows that are largely independent from other assets and activities of the Group. The basis of impairment assessment for such cash generating units is described in accounting policy note 4 (s). For equity-accounted investees with indicators of impairment, the recoverable amount is determined based on higher of fair value less costs to sell (FVLCTS); and value in use.

The recoverable amount for the equity-accounted investees was determined using a combination of income and market approaches of valuations. The objective of valuation techniques is to determine whether the recoverable amount is greater than the carrying amount.



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6 CASH AND BANK BALANCES

	31 December 2022	31 December 2021
Cash	9,098	12,153
Balances with banks	714,968	523,735
Balances with Central Bank of Bahrain:		
- Current account	65,751	146,026
- Reserve account	68,422	40,557
	858,239	722,471

The reserve account with the Central Bank of Bahrain of US\$ 68,422 thousand (2021: US\$ 40,557 thousand) are not available for day-to-day operational purposes. The cash and bank balances are net of ECL of US\$ 11 thousand (2021: US\$ 24 thousand).

7 TREASURY PORTFOLIO

	31 December 2022	31 December 2021
Placements with financial institutions	729,311	180,000
Derivatives		
<i>At fair value through income statement</i>	2,675	-
Equity type investments		
<i>At fair value through equity</i>		
- Quoted sukuk	32,966	20,344
<i>At fair value through income statement</i>		
- Structured notes	371,978	445,183
Debt type investments		
<i>At fair value through equity</i>		
- Quoted sukuk	846,205	1,635,744
<i>At amortised cost</i>		
- Quoted sukuk *	2,240,354	860,616
- Unquoted sukuk	3,494	3,486
Less: Impairment allowances (note 23)	(16,963)	(14,127)
	4,210,020	3,131,246

* Short-term and medium-term facilities of US\$ 1,653,875 thousand (31 December 2021: US\$ 1,417,800 thousand) are secured by quoted sukuk of US\$ 2,506,041 thousand (31 December 2021: US\$ 2,070,315 thousand), structured notes of US\$ 371,928 thousand (31 December 2021: US\$ 445,183 thousand).

Reclassification

During the period, based on completion of the Group re-organization and on review of the overall balance sheet funding structure the Bank has reassessed its business model of managing its yielding treasury portfolio. In anticipation of the short-term and long-term liquidity needs, during the first quarter of 2022, the Bank has re-assessed the objective of its treasury portfolio wherein it would manage the underlying assets the following distinct business models:

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

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7 *TREASURY PORTFOLIO (continued)*
Reclassification (continued)

i) *Held-to-collect business model*

This portfolio includes short-term and long-term Sukuk and treasury instruments that are held to meet core liquidity requirements of high-quality liquid assets and are typically held to their contractual maturity. Assets under this model are classified and measured at amortised cost. Although management considers fair value information, it does so from a liquidity perspective, and the main focus of its review of financial information under this business model is on the credit quality and contractual returns.

ii) *Classified as fair value through P&L*

These include instruments that do not meet the contractual cash flow characteristic and include embedded option features or instruments held under an active trading portfolio for short-term profit taking. This portfolio includes structured notes and other hybrid debt-type instruments that do not have a typical constant yield features.

iii) *Both held-to-collect and for sale business model*

The remaining fixed income treasury portfolio is held under active treasury management to collect both contract cash flows and for sale. These include Sukuk and other treasury instruments where yield is determinable. The key management personnel consider both of these activities as integral in achieving the objectives set for the Treasury business unit. This portfolio, while generating returns primarily through yield, is also held to meet expected or unexpected commitments, or to fund anticipated acquisitions or growth in other business units. Assets under this model are classified and measured at fair value through equity.

Until 31 December 2021, the Bank classified its whole Sukuk portfolio as FVTE only under a 'both held-to-collect and for sale' business model. The Board of Directors have assessed that the group re-organisation has significantly changed the liquidity management and strategy within the Bank and the above classification of the treasury portfolio best reflects the way the assets will be managed in order to meet the objectives of the new business model and the way information is provided to management. Due to the above change in the business model, the Bank has reclassified its treasury portfolio as at 1 January 2022 as follows:

Assets subject to reclassification	Fair value through equity (FVTE)	Reversal of amounts recognized in investment fair value reserve	Reclassified to amortised cost
Sukuk	894,194	41,320	935,514

a) **Investments - At fair value through income statement**

	2022	2021
At 1 January	445,183	369,628
Additions	52,602	557,681
Disposals	(74,734)	(464,903)
Fair value changes, net	(48,398)	(17,223)
At 31 December 2022	374,653	445,183

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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7 TREASURY PORTFOLIO (continued)

b) Investments - At fair value through equity

	2022	2021
At 1 January	1,656,088	648,991
Additions during the year	319,192	1,122,544
Disposals / Transfers	(123,495)	(76,033)
Amortization	(7,192)	(5,340)
Reclassification to amortized cost	(935,514)	-
Fair value changes	(29,908)	(34,074)
At 31 December 2022	879,171	1,656,088

8 FINANCING ASSETS

	31 December 2022	31 December 2021
Murabaha	982,170	995,324
Wakala	239	239
Mudharaba	17,336	2,576
Ijarah assets	499,865	384,312
	1,499,610	1,382,451
Less: Impairment allowances	(64,372)	(71,449)
	1,435,238	1,311,002

Murabaha financing receivables are net of deferred profits of US\$ 50,133 thousand (2021: US\$ 46,130 thousand).

31 December 2022

	Stage 1	Stage 2	Stage 3	Total
Financing assets (gross)	1,286,549	143,496	69,565	1,499,610
Expected credit loss	(18,046)	(11,990)	(34,336)	(64,372)
Financing assets (net)	1,268,503	131,506	35,229	1,435,238

31 December 2021

	Stage 1	Stage 2	Stage 3	Total
Financing assets (gross)	1,015,953	251,500	114,998	1,382,451
Expected credit loss	(19,995)	(7,109)	(44,345)	(71,449)
Financing assets (net)	995,958	244,391	70,653	1,311,002

The movement on impairment allowances is as follows:

Impairment allowances

	Stage 1	Stage 2	Stage 3	Total
Balance at 1 January 2022	19,995	7,109	44,345	71,449
Net transfers	2,403	(1,411)	(992)	-
Net charge for the year (note 23)	(4,245)	6,292	4,888	6,935
Write-off	-	-	(14,012)	(14,012)
At 31 December 2022	18,153	11,990	34,229	64,372

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8 FINANCING ASSETS (continued)

Impairment allowances	Stage 1	Stage 2	Stage 3	Total
Balance at 1 January 2021	20,841	6,255	28,914	56,010
Net transfers	796	822	(1,618)	-
Net charge for the year (note 23)	(1,640)	(64)	18,080	16,376
Write-off	-	-	(12)	(12)
Disposal	(2)	96	(1,019)	(925)
At 31 December 2021	19,995	7,109	44,345	71,449

9 INVESTMENT IN REAL ESTATE

	31 December 2022	31 December 2021
Investment Property		
- Land	560,627	529,076
- Building	152,484	63,758
	713,111	592,834
Development Property		
- Land	143,488	592,926
- Building	430,486	719,838
	573,974	1,312,764
	1,287,085	1,905,598

(i) Investment property

Investment property includes land plots and buildings in GCC, Europe and North Africa. Investment property of carrying amount of US\$ 39.9 million (2021: US\$ 40.84 million) is pledged against Wakala facilities and Ijarah facility (note 15).

The fair value of the Group's investment property at 31 December 2022 was US\$ 931,291 thousand (31 December 2021: US\$ 766,848 thousand) based on a valuation carried out by an independent external property valuers who have recent experience in the location and category of the asset being valued. These are level 3 valuations in fair value hierarchy.

	2022	2021
At 1 January	592,834	545,072
Reclassification from other assets	-	17,338
Additions during the year	175,834	30,424
Depreciation	(2,805)	-
Disposals / transfers	(52,752)	-
At 31 December	713,111	592,834

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9 INVESTMENTS IN REAL ESTATE (continued)

(ii) Development properties

This represent properties under development for sale.

	2022	2021
At 1 January	1,312,764	1,296,803
Additions	88,829	21,151
Disposals	(827,619)	(5,190)
At 31 December 2022	573,974	1,312,764

10 PROPRIETARY INVESTMENTS**Equity type investments**

At fair value through income statement (i)

- Unquoted securities

At fair value through equity

- Listed equity securities (ii)
- Equity type Sukuk (iv)
- Unquoted equity securities (iii)

Equity-accounted investees (iv)

Impairment allowance

	31 December 2022	31 December 2021
	9,480	10,000
	9,480	10,000
	-	13
	836,251	-
	55,893	91,425
	892,144	91,438
	103,471	69,003
	(42)	(124)
	1,005,053	170,317

(i) Equity type investments – At fair value through income statement

	2022	2021
At 1 January	10,000	10,000
Disposals	(520)	-
At 31 December 2022	9,480	10,000

(ii) Listed equity securities at fair value through equity

	2022	2021
At 1 January	13	19,060
Disposals	(13)	(19,047)
At 31 December 2022	-	13

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9 INVESTMENTS IN REAL ESTATE (continued)

(ii) Development properties

This represent properties under development for sale.

	2022	2021
At 1 January	1,312,764	1,296,803
Additions	88,829	21,151
Disposals	(827,619)	(5,190)
At 31 December 2022	573,974	1,312,764

10 PROPRIETARY INVESTMENTS

Equity type investments*At fair value through income statement (i)*

- Unquoted securities

At fair value through equity

- Listed equity securities (ii)
- Equity type Sukuk (iv)
- Unquoted equity securities (iii)

Equity-accounted investees (iv)
Impairment allowance

	31 December 2022	31 December 2021
	9,480	10,000
	9,480	10,000
	-	13
	836,251	-
	55,893	91,425
	892,144	91,438
	103,471	69,003
	(42)	(124)
	1,005,053	170,317

(i) Equity type investments – At fair value through income statement

	2022	2021
At 1 January	10,000	10,000
Disposals	(520)	-
At 31 December 2022	9,480	10,000

(ii) Listed equity securities at fair value through equity

	2022	2021
At 1 January	13	19,060
Disposals	(13)	(19,047)
At 31 December 2022	-	13

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10 PROPRIETARY INVESTMENTS (continued)

(iii) Unquoted equity securities fair value through equity

	2022	2021
At 1 January	91,425	108,998
Sale during the year	-	(21,003)
Capital repayments during the year	(520)	(5,856)
Additions during the year	6,050	9,286
Disposal / Transfers	(41,062)	-
At 31 December	55,893	91,425

(iv) Equity-accounted investees

Equity-accounted investees represents investments in the following material entities:

Name	Country of incorporation	% Holding		Nature of business
		2022	2021	
Capital Real Estate Projects Company B.S.C. (c)	Kingdom of Bahrain	30%	40%	Real estate holding and development
Bahrain Aluminium Extrusion Company B.S.C (c) ('Balenco')	Kingdom of Bahrain	-	17.92%	Extrusion and sale of aluminium products
Enshaa Development Real Estate B.S.C. (c)	Kingdom of Bahrain	33.33%	33.33%	Holding plot of land in Kingdom of Bahrain.
Infracorp B.S.C. (c)	Kingdom of Bahrain	40.0%	-	Management of Real Estate

	2022	2021
At 1 January	69,003	78,050
Additions	80,000	-
Disposals	(57,437)	(6,111)
Share of profit / (loss) for the year, net	11,905	(2,936)
At 31 December 2022	103,471	69,003

Summarised financial information of entities that have been equity-accounted investments not adjusted for the percentage ownership held by the Group (based on most recent management accounts):

Infracorp B.S.C. (c)	2022	2021
Total assets	1,687,534	202,396
Total liabilities	418,012	667
Equity type sukuk	900,000	-
Total revenues	130,360	3,548
Total profit/ (loss)	33,190	(799)

Other equity-accounted investees	2022	2021
Total assets	286,223	269,790
Total liabilities	20,647	43,936
Total revenues	12,097	100,940
Total loss	(4,630)	(3,720)

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11 CO-INVESTMENTS

	31 December 2022	31 December 2021
<i>At fair value through equity</i>		
- Unquoted equity securities	131,553	164,547
<i>At fair value through income statement</i>		
- Unquoted equity securities	10,498	7,330
	142,051	171,877
	2022	2021
At 1 January	171,877	126,319
Additions	58,751	57,620
Disposals	(92,195)	(12,062)
Fair value change	3,618	-
At 31 December 2022	142,051	171,877

12 RECEIVABLES AND OTHER ASSETS

	31 December 2022	31 December 2021
Investment banking receivables	193,923	148,985
Receivable from equity-accounted investees	62,000	-
Financing to projects, net	26,744	42,383
Receivable on sale of development properties	16,341	59,914
Advances and deposits	61,613	58,222
Employee receivables	5,067	18,898
Profit on sukuk receivable	18,766	17,273
Lease rentals receivable	6,117	2,175
Prepayments and other receivables	208,614	199,274
Less: impairment allowance net (note 23)	(9,316)	(15,636)
	589,869	531,488

13 PROPERTY AND EQUIPMENT

	31 December 2022	31 December 2021
Land	86,839	17,958
Buildings and other leased assets	80,709	31,323
Others including furniture, vehicles and equipment	65,188	90,406
	232,736	139,687

Depreciation on property and equipment during the year was US\$ thousand 3,036 (2021: US\$ 2,541 thousand).

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14 PLACEMENTS FROM NON-FINANCIAL INSTITUTIONS AND INDIVIDUALS

These comprise placements in the form of murabaha and wakala contracts with financial, non-financial institutions, and individuals part of the Group's treasury activities. This includes US\$ 84.3 million (2021: US\$ 84.3 million) from a non-financial entity which is currently subject to regulatory sanctions.

15 TERM FINANCING

	31 December 2022	31 December 2021
Murabaha financing	1,680,940	1,449,852
Sukuk	242,076	250,943
Ijarah financing	17,603	20,093
Other borrowings	1,579	29,779
	1,942,198	1,750,667

	31 December 2022	31 December 2021
Current portion	987,320	1,275,981
Non-current portion	954,878	474,686
	1,942,198	1,750,667

Murabaha financing comprise:

Short-term and medium-term facilities of US\$ 1,653,875 thousand (31 December 2021: US\$ 1,417,800 thousand) are secured by quoted sukuk of US\$ 2,506,041 thousand (31 December 2021: US\$ 2,070,315 thousand) and structured notes of US\$ 301,853 thousand (31 December 2021: US\$ 403,986 thousand).

Sukuk

During 2020, the Group raised US\$ 500,000 thousand through issuance of unsecured sukuk certificates with a profit rate of 7.5% p.a. repayable by 2025 till date. The Group has repurchased cumulative sukuk of US\$ 265,588 thousand. The outstanding sukuk also includes accrued profit of US\$ 7,664 thousand.

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16 OTHER LIABILITIES

	31 December 2022	31 December 2021
Employee related accruals	15,544	18,089
Board member allowances and accruals	1,500	2,499
Unclaimed dividends	4,754	4,574
Mudaraba profit accrual	13,184	12,992
Provision for employees' leaving indemnities	4,125	3,155
Zakah and Charity fund	5,924	5,173
Advance received from customers *	6,648	70,051
Accounts payable	266,535	136,838
Other accrued expenses and payables	105,149	151,283
	423,363	404,654

* Represents amount received in advance from the customers on account of real estate assets to be delivered by the Group.

17 EQUITY OF INVESTMENT ACCOUNT HOLDERS (EIAH)

	31 December 2022	31 December 2021
Placements and borrowings from financial institutions – Wakala	25,458	231,722
Mudaraba	1,188,216	1,126,622
	1,213,674	1,358,344

The funds received from investment account holders have been commingled and jointly invested with the Group in the following asset classes as at 31 December:

	31 December 2022	31 December 2021
Balances with banks	274,502	46,368
CBB reserve account	68,422	40,557
Placements with financial institutions	166,130	70,003
Debt type instruments – sukuk	456,310	456,310
Financing assets	248,310	745,106
	1,213,674	1,358,344

As at 31 December 2022, the balance of profit equalisation reserve and investment risk reserve was Nil (2021: Nil).

The Group does not allocate non-performing assets to IAH pool. All the impairment allowances are allocated to owners' equity. Recoveries from non-performing financial assets are also not allocated to IAH accountholders. Only profits earned on pool of assets funded from IAH are allocated between the owners' equity and IAH. The Group did not charge any administration expenses to investment accounts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022

US\$ 000's

17 EQUITY OF INVESTMENT ACCOUNT HOLDERS (EIAH) (continued)

Following is the average percentage for profit allocation between owner's equity and investment accountholders.

	2022		2021	
	Mudarib share	IAH shares	Mudarib share	IAH shares
1 month Mudharaba *	65.01%	34.99%	82.97%	17.03%
3 months Mudharaba	52.56%	47.44%	63.20%	36.80%
6 months Mudharaba	52.53%	47.47%	58.49%	41.51%
12 months Mudharaba	42.04%	57.96%	51.13%	48.87%
18 months Mudharaba	53.58%	46.42%	46.85%	53.15%
24 months Mudharaba	24.67%	75.33%	53.01%	46.99%
36 months Mudharaba	38.08%	61.92%	43.31%	56.69%

* Includes savings, Al Waffer and Call Mudaraba accounts.

The investors' share of the return on jointly invested assets and distribution to investment account holders were as follows:

	2022	2021
Returns from jointly invested assets	(85,200)	(65,862)
Banks share as Mudarib	47,149	34,152
Return to investment account holders	(38,051)	(31,710)

The above returns as the Mudarib are forming part of Income from commercial banking in the statement of income. During the year, average mudarib share as a percentage of total income allocated to IAH was 45.06% (2021: 53.73%) as against the average mudarib share contractually agreed with IAH. Hence the Group sacrificed average mudarib fees of 23.50% (2021: 9.97%).

In addition to the Murabaha allocation, the Groups also provides wakala services to the investors wherein the Group's has generated a total returns from the jointly invested assets of USD 25,304 million (2021: USD 15,372 million) which is forming part of the Income from the treasury operations and the income from the propiory and co-investments in the statement of income. The returns to investment account holders are USD 21,027 million (2021: USD 10,145 million) which are included with the finance expenses in the statement of income. The difference between the returns from the invested assets and the returns to the investment account holder of USD 4,276 million (2021: USD 4,227 million) is the Group's share of return in its capacity of the wakil.

The Group does not share profits resulting from the assets funded through current accounts and other funds received on the basis other than mudarba contract and wakala contract.

The funds raised from IAH are deployed in the assets on a priority basis after setting aside certain amount in cash and placement with Banks for liquidity management purposes.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

18 SHARE CAPITAL**Authorised:**

9,433,962,264 shares of US\$ 0.265 each (2021: 9,433,962,264 shares of US\$ 0.265 each)

Issued and fully paid up:

3,832,593,838 shares of US\$ 0.265 each (2021: 3,775,990,064 shares of US\$ 0.265 each)

31 December 2022	31 December 2021
2,500,000	2,500,000
1,015,637	1,000,637

The movement in the share capital during the year is as follows:

At 1 January
Issue of bonus shares

2022	2021
1,000,637	975,637
15,000	25,000
1,015,637	1,000,637

At 31 December

As at 31 December 2022, the Bank held 341,150,768 (31 December 2021: 213,806,890) of treasury shares. Furthermore, the bank had vested shares of 106,641,881 for US\$ 29,958,453 (2021: 11,963,207).

Additional information on shareholding pattern

- (i) The Bank has only one class of equity shares and the holders of these shares have equal voting rights.
- (ii) Distribution schedule of equity shares, setting out the number of holders and percentage in the following categories:

**31 December 2022
Categories***Less than 1%
1% up to less than 5%
5% to less than 10%

Number of shares	Number of Shareholders	% of total outstanding shares
2,260,705,577	8,304	58.98%
1,023,998,191	14	26.72%
547,890,070	2	14.3%
3,832,593,838	8,320	100%

Total**31 December 2021
Categories***Less than 1%
1% up to less than 5%

Number of shares	Number of Shareholders	% of total outstanding shares
2,271,927,550	8,142	60%
1,504,062,514	20	40%
3,775,990,064	8,162	100%

Total

* Expressed as a percentage of total outstanding shares of the Bank.

Appropriations and changes in capital structure

Appropriations, if any, are made when approved by the shareholders.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

18 SHARE CAPITAL (continued)**Proposed appropriations**

The Board of Directors proposes the following appropriations for 2023 subject to shareholders' and regulatory approval:

- Cash dividend of 6.0% of the paid-up share capital net of treasury shares;
- To allocate an amount US \$ 1,110,045 to Zakat Fund;
- To allocate an amount equivalent to 3% of net profit attributable to shareholders of US\$ 2,707,590 to charity activities and civil society organizations;
- Transfer of US\$ 9,025,300 to statutory reserve; and,
- Board remuneration of US\$ 1,500,000.

19 SHARE GRANT RESERVE

The Bank operates a share-based incentive scheme for its employees (the "Scheme") whereby employee are granted the Bank's shares as compensation on achievement of certain non-market based performance conditions and service conditions (the 'vesting conditions'). The grant date fair value of equity instruments granted to employees is recognised as an employee expense, with a corresponding increase in equity over the period in which the employees become unconditionally entitled to the share awards. During the year the Bank has recognized US\$ 6,930 thousands.

20 OTHER INCOME

Other income includes write back of liabilities no longer required of US\$ 10.31 million (2021: US\$ 24.3 million) after settlement arrangements were concluded for some of the non-banking subsidiaries, recoveries of expenses from project companies of US\$ Nil (2021: US\$ 0.3 million) and income of non-financial subsidiaries of US\$ 9.6 million (2021: US\$ 26.0 million).

21 STAFF COST

	2022	2021
Salaries and benefits	60,232	55,924
Social insurance and end of service benefits	3,253	3,111
Share-based payments	6,930	4,196
	70,415	63,231

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

21 STAFF COST (continued)

As per the Group's Variable Incentive Policy, a portion of the annual performance bonus is issued in the form of share awards to its senior management employees. These awards include deferred incentives in the form of shares, share purchase plans and long-term incentive plans with different conditions. The terms of the award, including the type of plan, extent of funding, pricing and deferral period is determined for each year by the Board Nomination, Remuneration and Governance Committee of the Bank.

Performance year	Nature of award	Staff coverage	Summary of deferral and vesting conditions
2019 – 2022 * Awards	Employee Share Purchase Plan & Deferred Annual Bonus (DAB)	Covered persons in business and control functions who exceed total compensation thresholds as per CBB Remuneration Regulations and Bank's Variable Remuneration policy.	Shares are released rateably over the 3 year deferral period. The issue price is determined based on a defined adjustment to market price on the date of the award. No future performance conditions or service conditions associated with the DAB shares. DAB Shares are entitled for dividends, if any, but released over the deferral period.
2020 – 2022	Long term incentive plan (LTIP) share awards	Select Senior Management	Under the future performance awards structure of the Bank, an LTIP scheme was introduced where the employees are compensated in form of shares as a percentage on achievement of certain pre-determined performance conditions. The LTIP sets performance and service conditions and has a rateable vesting schedule over a period of six years. Accelerated vesting may occur on exceeding performance conditions leading to true up of share-based payment charges. The issue price is determined based on a defined adjustment to market price on the date of the award. The LTIP shares include leverage features and are entitled to dividends, if any, released along with the vested shares.

	2022		2021	
	No. of Shares	USD 000's	No. of Shares	USD 000's
Opening balance	184,325,599	17,082	245,264,354	29,763
Awarded during the year	145,490,734	22,532	42,087,569	6,429
Bonus shares	4,461,209	-	6,249,484	-
Forfeiture and other adjustments	-	-	(1,369,114)	(9,426)
Transfer to employees / settlement	(130,770,332)	(10,957)	(107,906,694)	(9,684)
Closing balance	203,507,210	28,657	184,325,599	17,082

In case of the employee share purchase plans including LTIP, the USD amounts reported in the table above represents the gross vesting charge of the respective schemes as determined under IFRS 2 – *Share-based payments* at the date of the award and not the value of the shares. The release of these shares are subject to future retention, performance and service conditions. The number of shares included in the table above refer to the total employee participation in the various plans that remain unvested and undelivered as at the reporting date.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

22 OTHER OPERATING EXPENSES

	2022	2021
Investment advisory expenses	18,571	10,860
Rent	2,925	2,523
Professional and consultancy fees	13,213	10,211
Legal expenses	2,183	579
Depreciation	5,841	2,541
Expenses relating to non-banking subsidiaries	11,570	22,797
Other operating expenses	23,229	20,788
	77,532	70,299

23 IMPAIRMENT ALLOWANCES

	2022	2021
Bank balances	(13)	8
Treasury portfolio	2,836	8,147
Financing assets (note 8)	6,935	16,376
Co-investments (note 11)	(82)	690
Other receivables (note 12)	(6,320)	11,428
Commitments and financial guarantees	(46)	(1,068)
	3,310	35,581

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

24 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties include entities over which the Group exercises significant influence, major shareholders, directors and executive management of the Group. A significant portion of the Group's management fees are from entities over which the Group exercises influence (assets under management). Although these entities are considered related parties, the Group administers and manages these entities on behalf of its clients, who are by and large third parties and are the economic beneficiaries of the underlying investments. The transactions with these entities are based on agreed terms.

The significant related party transactions during the year and balances as at year end included in these consolidated financial statements are as follows:

	Related parties			Assets under management including special purpose and other entities	Total
	Associates / Joint venture	Key management personnel	Significant shareholders / entities in which directors are interested		
2022					
Assets					
Cash and bank balances	-	-	-	12,777	12,777
Treasury portfolio				70,656	70,656
Financing assets	-	8,411	38,181	18,201	64,793
Proprietary investment	836,251	-	6,058	-	842,309
Co investment	-	-	-	142,665	142,665
Receivables and other assets	62,045	5,326	721	198,231	266,323
Liabilities					
Current account	1,918	183	2,003	13,973	18,077
Placements from financial, non-financial institutions and individuals	-	3,379	22,697	24,077	50,153
Payables and accruals	36,009	1,565	-	139,529	177,103
Equity of investment account holders	3,239	2,875	33,328	148,114	187,556

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

24 RELATED PARTY TRANSACTIONS (continued)

	Related parties			Assets under management including special purpose and other entities	Total
	Associates / Joint venture	Key management personnel	Significant shareholders / entities in which directors are interested		
2022					
Income					
Income from investment banking	-	-	-	124,244	124,244
Income from commercial banking	-	-	-	-	-
-Income from financing	-	525	1,263	-	1,788
-Fee and other income	-	-	-	-	-
-Less: Return to investment account holders	27	101	8,631	11	8,770
- Less: Finance expense	-	-	-	-	-
Income from proprietary and co-investments	27,246	-	1,932	25,154	54,332
Treasury and other income	8	-	-	797	805
Expenses					
Operating expenses					
Staff Cost	-	(8,116)*	-	-	(8,116)
Finance Cost	-	(6)	(3,989)	-	(3,995)

* The amount presented excluded bonus to key management personnel for 2022 as allocation has not been finalized at the date of approval of these consolidated financial statements.

	Related parties			Assets under management including special purpose and other entities	Total
	Associates / Joint venture	Key management personnel	Significant shareholders / entities in which directors are interested		
2021					
Assets					
Cash and bank balances	-	-	-	15,196	15,196
Treasury portfolio	-	-	37,148	-	37,148
Financing assets	-	7,817	33,407	16,482	57,706
Proprietary investment	114,387	-	20,328	48,011	182,726
Co investment	-	-	-	76,794	76,794
Receivables and other assets	8,060	623	300	171,559	180,542
Liabilities					
Current account	326	902	592	15,427	17,247
Placements from financial, non-financial institutions and individuals	-	4,430	-	-	4,430
Payables and accruals	-	2,688	1,528	33,678	37,894
Equity of investment account holders	1,088	355	54,276	772	56,491

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022

US\$ 000's

24 RELATED PARTY TRANSACTIONS (continued)

	Related parties			Assets under management including special purpose and other entities	Total
	Associates / Joint venture	Key management personnel	Significant shareholders / entities in which directors are interested		
2021					
Income					
Income from investment banking	-	-	-	119,389	119,389
Income from commercial banking					
-Income from financing	-	310	2,332	-	2,642
-Fee and other income	(3,005)	-	-	698	(2,307)
-Less: Return to investment account holders	24	3	5,111	13	5,151
- Less: Finance expense	-	50	-	-	50
Income from proprietary and co-investments	4	120	8,017	19,727	27,868
Treasury and other income	-	-	(440)	1,742	1,302
Expenses					
Operating expenses					
- Staff Cost	-	(5,671)	-	-	(5,671)
- Finance Expenses	-	(1,676)	-	-	(1,676)

Key management personnel

Key management personnel of the Group comprise of the Board of Directors and key members of management having authority and responsibility for planning, directing and controlling the activities of the Group and its significant banking subsidiary.

During the year, there were no direct participation of directors in investments promoted by the Group.

The key management personnel compensation is as follows:

	2022	2021
Board members' remuneration, fees and allowance	2,981	2,455
Salaries, other short-term benefits and expenses	15,203	14,862
Post-employment benefits	289	275

25 ASSETS UNDER MANAGEMENT AND CUSTODIAL ASSETS

- The Group provides corporate administration, investment management and advisory services to its project companies, which involve the Group making decisions on behalf of such entities. Assets that are held in such capacity are not included in these consolidated financial statements. At the reporting date, the Group had assets under management of US\$ 7,845 million (31 December 2021: US\$ 5,297 million). During the year, the Group had charged management fees and performance fee amounting to US\$ 33,536 thousand (31 December 2021: US\$ 8,083 thousand).
- Custodial assets comprise assets of the discretionary portfolio management ('DPM') accounts amounting to US\$ 663,201 thousand, of which US\$ 639,124 thousand related to the Bank's investment products.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022

US\$ 000's

26 EARNINGS PER SHARE*Basic earnings per share*

Basic earnings per share is calculated by dividing the profit for the year by the weighted average number of equity shares outstanding during the year.

The weighted average number of ordinary equity shares for the comparative periods presented are adjusted for the issue of shares during the year without corresponding change in resources.

In thousands of shares

Weighted average number of shares for basic and diluted earnings

2022	2021
3,426,503	3,412,835

Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Potential ordinary shares are considered to be dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase the loss per share.

27 ZAKAH AND SOCIAL RESPONSIBILITY

Zakah is directly borne by the shareholders on distributed profits and investors in restricted investment accounts. The Bank does not collect or pay Zakah on behalf of its shareholders and investors in restricted investment accounts. Zakah payable by the shareholders is computed by the Bank on the basis of the method prescribed (net assets method) by the Bank's Shari'a Supervisory Board and notified to shareholders annually. The current year calculations for zakah are yet to be approved by the Group's Shari'a Supervisory Board and will be provided for in the Bank's website.

The Group discharges its social responsibilities through donations to charitable causes and social organisations.

28 EARNINGS PROHIBITED BY SHARI'A

The Group is committed to avoid recognising any income generated from non-sharia sources. Accordingly, all non-sharia income is credited to a charity account where the Group uses these funds for charitable means. Movements in non-sharia funds are shown in the statement of sources and uses of charity funds. The Group receives interest from deposits placed with the CBB and other incidental or required deposits. These earnings are utilised exclusively for charitable purposes and amount to US\$ 88 thousand (2021: US\$ 31 thousand).

29 SHARI'A SUPERVISORY BOARD

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

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

30 MATURITY PROFILE

The table below shows the maturity profile of the Group's assets and unrecognised commitments on the basis of their contractual maturity. Where such contractual maturity is not available, the Group has considered expected realisation / settlement profile for assets and liabilities respectively. For undiscounted contractual maturity of financial liabilities, refer note 36.

31 December 2022	Up to 3 months	3 to 6 months	6 months to 1 year	1 to 3 years	Over 3 years	Total
Assets						
Cash and bank balances	826,393	7,374	13,552	10,920	-	858,239
Treasury portfolio	1,291,520	249,557	447,769	417,228	1,803,946	4,210,020
Financing assets	156,765	56,091	164,272	291,676	766,434	1,435,238
Real estate investment	-	-	-	-	1,287,085	1,287,085
Proprietary investments	-	-	-	927,704	77,349	1,005,053
Co-investments	-	1,852	-	140,199	-	142,051
Receivables and prepayments	213,908	105,435	56,540	50,526	163,460	589,869
Property and equipment	-	-	-	-	232,736	232,736
Total assets	2,488,586	420,309	682,133	1,838,253	4,331,010	9,760,291
Liabilities						
Client's funds	87,488	-	35,812	-	-	123,300
Placements from financial institutions	2,361,964	516,253	639,419	210,554	62,680	3,790,870
Placements from non-financial institutions and individuals	159,739	121,865	251,034	423,025	108,595	1,064,258
Current account	5,497	16,623	-	54,557	54,557	131,234
Term financing	519,046	192,074	276,200	649,172	305,706	1,942,198
Payables and accruals	227,764	116,763	36,390	42,446	-	423,363
Total liabilities	3,361,498	963,578	1,238,855	1,379,754	531,538	7,475,223
Equity of investment account holders	99,588	35,406	86,546	288,470	703,664	1,213,674
<i>Off-balance sheet items</i>						
Commitments	56,565	4,098	48,923	95,664	234	205,484
Restricted investment accounts	-	-	-	4,162	-	4,162



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for the year ended 31 December 2022**

US\$ 000's

30 MATURITY PROFILE (continued)

	Up to 3 months	3 to 6 months	6 months to 1 year	1 to 3 years	Over 3 years	Total
31 December 2021						
Assets						
Cash and bank balances	704,672	6,772	9,650	1,377	-	722,471
Treasury portfolio	1,067,797	91,561	31,243	454,734	1,485,911	3,131,246
Financing assets	308,830	64,197	95,926	418,316	423,733	1,311,002
Real estate investment	-	-	-	937,463	968,135	1,905,598
Proprietary investments	-	-	53,806	20,434	96,077	170,317
Co-investments	-	2,676	23,607	139,535	6,059	171,877
Receivables and prepayments	149,490	14,283	109,058	214,392	44,265	531,488
Property and equipment	-	-	-	-	139,687	139,687
Total assets	2,230,789	179,489	323,290	2,186,251	3,163,867	8,083,686
Liabilities						
Client's funds	152,925	-	63,837	-	-	216,762
Placements from financial institutions	1,158,602	591,674	415,501	18,814	93,889	2,278,480
Placements from non-financial institutions and individuals	208,648	143,993	237,520	171,883	11,568	773,612
Current account	35,801	13,666	14,841	16,958	51,780	133,046
Term financing	578,012	185,494	512,475	84,031	390,655	1,750,667
Payables and accruals	96,565	22,225	229,286	56,578	-	404,654
Total liabilities	2,230,553	957,052	1,473,460	348,264	547,892	5,557,221
Equity of investment account holders	237,280	269,297	377,042	235,597	239,128	1,358,344
<i>Off-balance sheet items</i>						
Commitments	114	3,308	17,268	118,611	16,127	155,428
Restricted investment accounts	-	-	-	4,162	-	4,162

US\$ 000's

AGENT ACCOUNT HOLDERS

Banks and financial institutions	Real estate	Others	Total
845,828	11,596	815	858,239
3,134,903	73,182	1,001,935	4,210,020
107,608	561,420	766,210	1,435,238
-	1,287,085	-	1,287,085
757,834	229,337	17,882	1,005,053
130,833	11,218	-	142,051
139,696	97,951	352,222	589,869
2,189	37,165	193,382	232,736
5,118,891	2,308,954	2,332,446	9,760,291
119,375	-	3,925	123,300
3,790,870	-	-	3,790,870
9,821	1,477	1,052,960	1,064,258
4,138	18,735	108,361	131,234
1,926,760	15,438	-	1,942,198
240,730	50,054	132,579	423,363
6,091,694	85,704	1,297,825	7,475,223
272,093	51,262	890,319	1,213,674
-	117,301	88,183	205,484
-	4,162	-	4,162
58,500	-	-	58,500



GFH FINANCIAL GROUP BSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31 December 2022

31 *Concentration of assets, liabilities and equity of investment account holders (continued)*
a *Industry sector (continued)*

31 December 2021

Assets

Cash and bank balances

Treasury portfolio

Financing Assets

Real estate investments

Proprietary investment

Co-investment

Receivables and prepayments

Property and equipment

Total assets

Liabilities

Client's funds

Placements from financial institutions

Placements non-financial institutions and individuals

Customer accounts

Term financing

Payables and accruals

Total liabilities

Equity of Investment account holders

Off-balance sheet items

Commitments

Restricted investment accounts

Bank

i



US\$ 000's

(continued)

Insurance and financial institutions	Real estate	Others	Total
709,908	5,691	6,872	722,471
2,265,505	6,012	859,729	3,131,246
124,783	499,559	686,660	1,311,002
662,501	1,212,772	30,325	1,905,598
-	123,459	46,858	170,317
-	153,270	18,607	171,877
444,477	7,245	79,766	531,488
5,770	23,492	110,425	139,687
4,212,944	2,031,500	1,839,242	8,083,686
212,789	-	3,973	216,762
2,278,480	-	-	2,278,480
7,163	790	765,659	773,612
779	13,610	118,657	133,046
1,706,299	19,919	24,449	1,750,667
135,118	138,440	131,096	404,654
4,340,628	172,759	1,043,834	5,557,221
220,935	60,469	1,076,940	1,358,344
-	68,701	86,727	155,428
-	1,331	2,831	4,162



GFH FINANCIAL GROUP BSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31 December 2022

31 *Concentration of assets, liabilities and equity of investment account holders (continued)*
b **Geographic region**

31 December 2022

Assets

Cash and bank balances
Treasury portfolio
Financing assets
Real estate investment
Proprietary investment
Co-investments
Receivables and prepayments
Property and equipment

Total assets

Liabilities

Client's funds
Placements from financial,
Placements non-financial institutions and individuals
Customer accounts
Financing liabilities
Payables and accruals

Total liabilities

Equity of investment account holders

Off-balance sheet items

Commitments
Restricted investment accounts
Notional amount of Derivative

GCC countries
691,915
3,318,666
1,379,761
1,037,847
993,219
46,780
550,502
224,358
8,243,048
119,375
3,790,870
903,367
131,019
773,566
257,100
5,975,297
1,191,653
142,992
4,022
-

Concentration by location for assets is measured based on the location of the investment (which is generally based in tax efficient jurisdictions).



US\$ 000's

(continued)

MENA	Asia	North America	Others	Total
361	40	74,484	91,439	858,239
135,813	-	108,785	646,756	4,210,020
39,526	-	12	15,939	1,435,238
232,284	7,609	-	9,345	1,287,085
-	-	-	11,834	1,005,053
-	505	93,028	1,738	142,051
22,387	3,477	9,873	3,630	589,869
-	-	8,244	134	232,736
430,371	11,631	294,426	780,815	9,760,291
-	-	-	3,925	123,300
-	-	-	-	3,790,870
160,666	-	225	-	1,064,258
-	215	-	-	131,234
-	-	447,647	720,985	1,942,198
6,010	-	141,637	18,616	423,363
166,676	215	589,509	743,526	7,475,223
-	21,910	-	111	1,213,674
-	-	62,492	-	205,484
-	-	140	-	4,162
-	-	58,500	-	58,500

the underlying operating assets, and not based on the location of the



GFH FINANCIAL GROUP BSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31 December 2022

31 *Concentration of assets, liabilities and equity of investment account holders (continued)*
b *Geography sector (continued)*

	GCC countries
31 December 2021	
Assets	
Cash and bank balances	577,879
Treasury portfolio	2,583,409
Financing assets	1,295,063
Real estate investment	1,076,694
Proprietary investment	116,509
Co-investments	52,459
Receivables and prepayments	496,230
Property and equipment	133,854
Total assets	6,332,097
Liabilities	
Client's funds	212,789
Placements from financial institutions	2,278,480
Placements non-financial institutions and individuals	688,673
Customer accounts	136,274
Financing liabilities	732,099
Payables and accruals	233,933
Total liabilities	4,282,248
Equity of investment account holders	1,334,623
Off-balance sheet items	
Commitments	135,342
Restricted investment accounts	1,529

Concentration by location for assets is measured based on the location of the underlying (which is generally based in tax efficient jurisdictions).



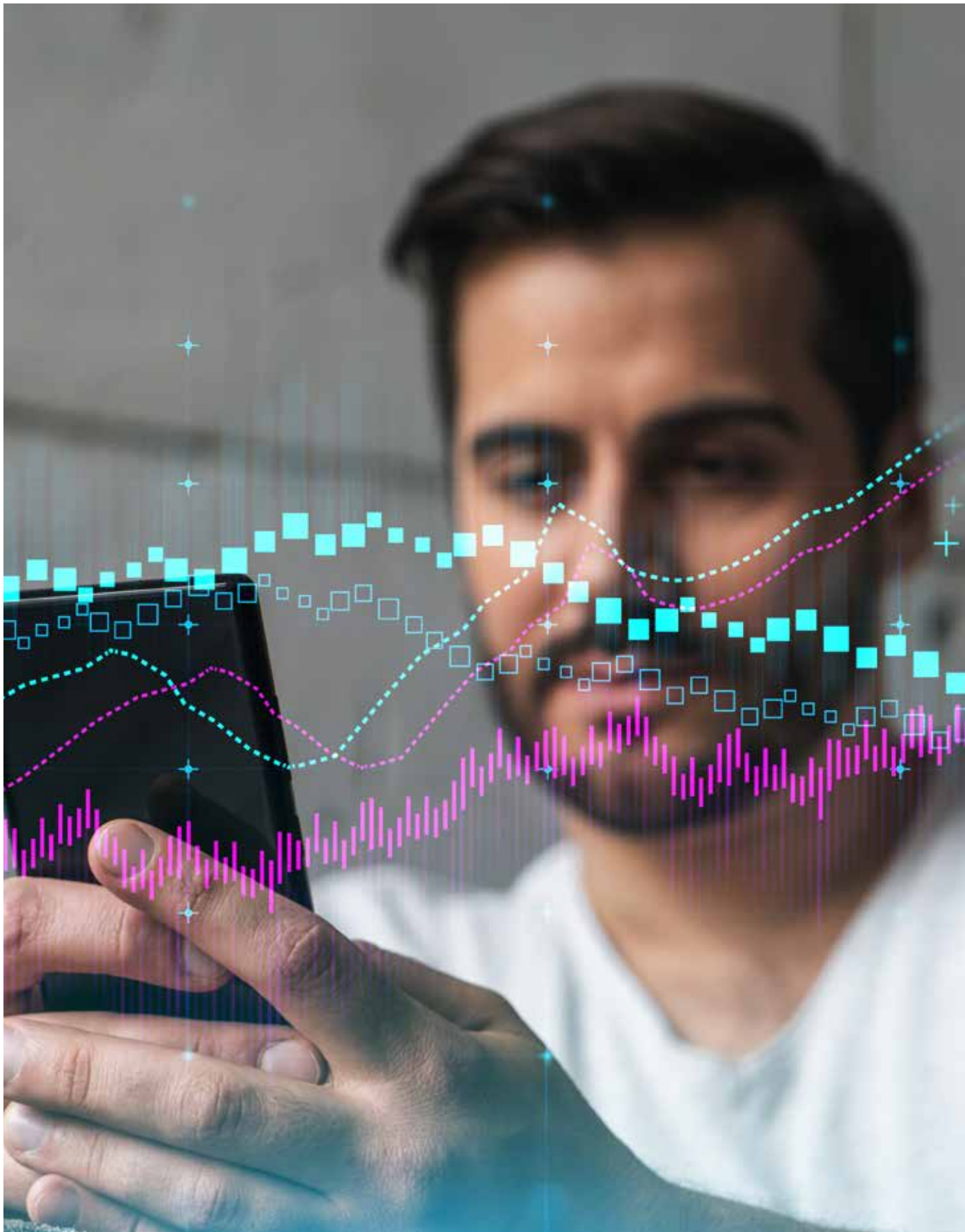
US\$ 000's

(continued)

MENA	Asia	North America	Others	Total
2,097	1,097	67,254	74,144	722,471
95,093	100,244	61,575	290,925	3,131,246
-	-	-	15,939	1,311,002
489,903	329,444	-	9,557	1,905,598
-	-	-	53,808	170,317
-	72,235	44,701	2,482	171,877
10,440	11,589	8,072	5,157	531,488
5,655	-	-	178	139,687
603,188	514,609	181,602	452,190	8,083,686
-	-	-	3,973	216,762
-	-	-	-	2,278,480
84,714	-	225	-	773,612
(260)	(496)	-	(2,472)	133,046
-	-	374,028	644,540	1,750,667
69,064	68,577	30,871	2,209	404,654
153,518	68,081	405,124	648,250	5,557,221
1,700	21,907	3	111	1,358,344
-	-	20,086	-	155,428
-	-	-	2,633	4,162

g operating assets, and not based on the location of the investment





**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2022**

US\$ 000's

32 OPERATING SEGMENTS

The Group has three distinct operating segments, Real Estate Development, Investment Banking and Commercial Banking, which are the Group's strategic business units. The strategic business units offer different products and services and are managed separately because they require different strategies for management and resource allocation within the Group. For each of the strategic business units, the Group's Board of Directors (chief operating decision makers) review internal management reports on a quarterly basis.

The following summary describes the operations in each of the Group's operating reportable segments:

- **Investment Banking:** The Banking segment of the Group is focused on private equity and asset management domains. The private equity activities include acquisition of interests in unlisted or listed businesses at prices lower than anticipated values. The asset management unit is responsible for identifying and managing investments in yielding real estate in the target markets of the GCC. The investment banking activities focuses on providing structuring capabilities in Islamic asset-backed and equity capital markets, Islamic financial advisory and mid-sized mergers and acquisition transactions.
- **Commercial Banking:** These include commercial and corporate banking, retail banking, wealth management, structured investment products and project financing facilities of the Group's commercial banking subsidiary.
- **Proprietary and treasury -** All common costs and activities treasury and residual investment assets, excluding those that are carried independently by the reportable segments which are included within the respective segment, are considered as part of the proprietary and treasury activities of the Group.

The performance of each operating segment is measured based on segment results and are reviewed by the management committee and the Board of Directors on a quarterly basis. Segment results is used to measure performance as management believes that such information is most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing, if any is determined on an arm's length basis.

The Group classifies directly attributable revenue and cost relating to transactions originating from respective segments as segment revenue and segment expenses respectively. Indirect costs is allocated based on cost drivers/factors that can be identified with the segment and/ or the related activities. The internal management reports are designed to reflect revenue and cost for respective segments which are measured against the budgeted figures. The unallocated revenues, expenses, assets and liabilities related to entity-wide corporate activities and treasury activities at the Group level. Segment revenue and expenses were net-off inter segment revenue and expenses.

The Group has primary operations in Bahrain and the Group does not have any significant independent overseas branches/divisions in the banking business. The geographic concentration of assets and liabilities is disclosed in note 32 (b) to the consolidated financial statements.





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for the year ended 31 December 2022

32 OPERATING SEGMENTS (continued)

Information regarding the results of each reportable segment is included below:

31 December 2022

Segment revenue

Segment expenses (including impairment allowances)

Segment result

Segment assets

Segment liabilities

Equity of investment account holders

Other segment information

Impairment allowance

Equity accounted investees

Commitments

Net of intercompany eliminations.



Investment banking	Commercial banking	Proprietary and Treasury	Total
120,503	78,972	242,195	441,670
(69,675)	(40,275)	(234,013)	(343,963)
50,828	38,697	8,182	97,707
201,828	3,785,535	5,772,928	9,760,291
171,359	1,761,879	5,541,985	7,475,223
-	1,189,016	24,658	1,213,674
-	4,770	(1,460)	3,310
-	5,303	98,168	103,471
55,485	142,992	7,007	205,484



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32 OPERATING SEGMENTS (continued)

31 December 2021

Segment revenue

Segment expenses (including impairment allowances)

Segment result

Segment assets

Segment liabilities

Equity of investment account holders

Other segment information

Impairment allowance

Equity accounted investees

Commitments





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US\$ 000's

Investment banking	Commercial banking	Proprietary and Treasury	Total
110,387	71,825	216,536	398,748
(73,943)	(43,144)	(189,044)	(306,131)
36,444	28,681	27,492	92,617
151,814	3,095,984	4,835,888	8,083,686
70,712	1,228,774	4,257,735	5,557,221
-	1,126,622	231,722	1,358,344
15,260	12,693	7,628	35,581
18,339	44,900	5,764	69,003
-	135,342	20,086	155,428





33 FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is an amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. This represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Underlying the definition of fair value is a presumption that an enterprise is a going concern without any intention or need to liquidate, curtail materially the scale of its operations or undertake a transaction on adverse terms.

As at 31 December 2022 and 31 December 2021, the fair value of bank balances, placements with financial institutions, other financial assets, investors' fund, placements from financial and other institutions and other financial liabilities are not expected to be materially different from their carrying values as these are short term in nature and are re-priced frequently to market rates, where applicable. Investment securities carried at fair value through income statement are carried at their fair values determined using quoted market prices and internal valuation models.

The fair value of quoted Sukuk carried at amortised cost (net of impairment allowances) of USD 2,240,360 thousand (31 December 2021: USD 860,616 thousand) is USD 2,198,848 thousand as at 31 December 2022 (31 December 2021: USD 883,618 thousand). There are no material changes in the fair values of the Sukuk's carried at amortised cost subsequent to the reporting date until the date of signing the condensed consolidated interim financial information for the period ended 31 December 2022.

Fair value hierarchy

The table below analyses the financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

33 FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

b) FAIR VALUE HIERARCHY (continued)

31 December 2022	Level 1	Level 2	Level 3	Total
	US\$ 000's	US\$ 000's	US\$ 000's	US\$ 000's-
<i>(i) Proprietary investments</i>				
Investment securities carried at fair value through:				
- income statement	9,480	-	-	9,480
- equity	836,251	-	55,893	892,144
	845,731	-	55,893	901,624
<i>(ii) Treasury portfolio</i>				
Investment securities carried at fair value through:				
- income statement	-	374,653	-	374,653
- equity	879,171	-	-	879,171
	879,171	374,653	-	1,253,824
<i>iii) Co-investments</i>				
Investment securities carried at fair value through equity			131,553	131,553
Investment securities carried at fair value through income statement			10,498	10,498
			142,051	142,051
	1,724,902	374,653	197,944	2,297,499
31 December 2021				
	US\$ 000's	US\$ 000's	US\$ 000's	US\$ 000's-
<i>(iii) Proprietary investments</i>				
Investment securities carried at fair value through:				
- income statement	-	-	-	-
- equity	13	-	91,425	91,438
	13	-	91,425	91,438
<i>(iv) Treasury portfolio</i>				
Investment securities carried at fair value through:				
- income statement	-	445,183	-	445,183
- equity	1,656,088	-	-	1,656,088
	1,656,088	445,183	-	2,101,271
<i>iii) Co-investments</i>				
Investment securities carried at fair value through equity	-	-	164,547	164,547
Investment securities carried at fair value through income statement	-	-	7,330	7,330
	-	-	171,877	171,877
	1,656,101	445,183	263,302	2,364,586

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US\$ 000's

33 FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

The table below shows the reconciliation of movements in value of investments measured using Level 3 inputs:

	2022	2021
At 1 January	263,302	390,567
Total gains / (losses) in income statement	-	(17,223)
Transfer from Level 2	-	(155,250)
Disposals at carrying value	(54,521)	(27,531)
Purchases	37,561	69,129
Fair value changes during the year	(48,398)	3,610
At 31 December	197,944	263,302

The potential effect of using reasonable possible alternative assumptions for fair valuing certain equity investments classified as level 3 are summarised below:

Valuation technique used	Key unobservable inputs	Fair value at 31 December 2022 US\$ '000	Reasonable possible shift +/- (in average input)	Increase / (decrease) in valuation
Market multiples approach	Price to book	5,609	+/- 5%	280 / (280)
Market multiples approach	Enterprise value to EBITDA	6,151	+/- 5%	308 / (308)
Market multiples approach	Capitalised Earnings Method	2,814	+/- 5%	141 / (141)
Market multiples approach	Comparable Companies trading Multiple and Discounted Cashflows	16,505	+/- 5%	825 / (825)
Discounted cash flow	Terminal growth rate	15,003	+/- 5%	750 / (750)
Discounted cash flow	Weighted average cost of capital	69,085	+/- 5%	3,454 / (3,454)
Adjusted Net Asset Value		82,777	+/- 5%	4,139 / (4,139)
		197,944		



34 COMMITMENTS AND CONTINGENCIES

The commitments contracted in the normal course of business of the Group are as follows:

	31 December 2022	31 December 2021
Undrawn commitments to extend finance	100,422	95,347
Financial guarantees	49,044	39,995
Capital commitments for infrastructure development projects	55,485	16,171
Commitment to lend	533	3,915
	205,484	155,428

Performance obligations

During the ordinary course of business, the Group may enter into performance obligations in respect of its infrastructure development projects. It is the usual practice of the Group to pass these performance obligations, wherever possible, on to the companies that own the projects. In the opinion of the management, no liabilities are expected to materialise on the Group as at 31 December 2022 due to the performance of any of its projects.

Litigations and claims

The Group has a number of claims and litigations filed against it in connection with projects promoted by the Bank in the past and with certain transactions. Further, claims against the Bank also have been filed by former employees. Based on the advice of the Bank's external legal counsel, the management is of the opinion that the Bank has strong grounds to successfully defend itself against these claims. Appropriate provision have been made in the books of accounts. No further disclosures regarding contingent liabilities arising from any such claims are being made by the Bank as the directors of the Bank believe that such disclosures may be prejudicial to the Bank's legal position.

35 FINANCIAL RISK MANAGEMENT

Overview

Financial assets of the Group comprise bank balances, placements with financial and other institutions, investment securities and other receivable balances. Financial liabilities of the Group comprise investors' funds, placements from financial and other institutions, term financing and other payable balances. Accounting policies for financial assets and liabilities are set out in note 4.

The Group has exposure to the following risks from its use of financial instruments:

- credit risk;
- liquidity risk;
- market risks; and
- operational risk

This note presents information about the Group's exposure to each of the above risks, the Bank's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. The material subsidiaries consolidated in these financial statements have independent risk management frameworks which is monitored by the respective Board of Directors of the subsidiaries. Accordingly, such risk management policies, procedures and practices are not included in these consolidated financial statements.

Risk management framework

The key element of our risk management philosophy is for the Risk Management Department ('RMD') to provide independent monitoring and control while working closely with the business units which ultimately own the risks. The Head of Risk Management reports to the Board Audit and Risk Committee.



The Board of Directors has overall responsibility for establishing our risk culture and ensuring that an effective risk management framework is in place. The Board has delegated its authority to the Board Audit and Risk Committee (ARC), which is responsible for implementing risk management policies, guidelines and limits and ensuring that monitoring processes are in place. The RMD, together with the Internal Audit and Compliance Departments, provide independent assurance that all types of risk are being measured and managed in accordance with the policies and guidelines set by the Board of Directors.

The RMD submits a quarterly Risk Overview Report along with a detailed Liquidity Risk Report to the Board of Directors. The Risk Overview Report describes the potential issues for a wide range of risk factors and classifies the risk factors from low to high. The Liquidity Risk Report measure the Group's liquidity risk profile against policy guidelines and regulatory benchmarks. An additional report is prepared by the respective investment units that give updated status and impairment assessment of each investment, a description of significant developments on projects or issues as well as an update on the strategy and exit plan for each project.

a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's placements with financial institutions, financing assets and other receivables from project companies. For risk management reporting purposes, the Group considers and consolidates all elements of credit risk exposure (such as individual obligor default risk, country, sector risk and sector concentration risk, related party exposure, etc.). The uncertainties due to COVID-19 and resultant economic volatility has impacted the Group's financing operations.

The Group had updated its inputs and assumptions for computation of ECL (refer note 4 p).

Management of investment and credit risk

The Board of Directors has delegated responsibility for the management of credit risk to its Board Investment Committee (BIC). This committee establishes operating guidelines and reviews and endorses the Management Investment and Credit Committee recommendations for investment strategies, products and services. Its actions are in accordance with the investment policies adopted by the Board of Directors.

The RMD is responsible for oversight of the Group's credit risk, including:

- Ensuring that the Group has in place investment and credit policies, covering credit assessment, risk reporting, documentary and legal procedures, whilst the Compliance Department is responsible for ensuring compliance with regulatory and statutory requirements.
- Overseeing the establishment of the authorisation structure for the approval and renewal of investment and credit facilities. Authorisation limits are governed by the Board approved Delegated Authority Limits (DAL) Matrix.
- Reviewing and assessing credit risk. Risk Management department assesses all investment and credit exposures in excess of designated limits, prior to investments / facilities being committed. Renewals and reviews of investments / facilities are subject to the same review process.



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35 FINANCIAL RISK MANAGEMENT (continued)

a) Credit risk (continued)

- Ongoing review of credit exposures. The credit review of the commercial banking exposure is managed and governed by the Board of Directors of KHCB and is consistent with the practices appropriate for retail banks. The risk assessment approach is used by the Parent Bank in determining where impairment provisions may be required against specific investment / credit exposures at its board. The current risk assessment process classifies credit exposures into two broad categories "Unimpaired" and "Impaired", reflecting risk of default and the availability of collateral or other credit risk mitigation. Risk is assessed on an individual basis for each investment / receivable and is reviewed at least once a year. The Group does not perform a collective assessment of impairment for its credit exposures as the credit characteristics of each exposure is considered to be different. Risk profile of exposures are subject to regular reviews.
- Reviewing compliance of business units with agreed exposure limits, including those for selected industries, country risk and product types. Providing advice, guidance and specialist skills to business units to promote best practice throughout the Group in the management of investment / credit risk.

The Risk Management Department works alongside the Investment Department at all stages of the deal cycle, from pre-investment due diligence to exit, and provides an independent review of every transaction. A fair evaluation of investments takes place periodically with inputs from the Investment department. Quarterly updates of investments are presented to the Board of Directors or their respective committees. Regular audits of business units and Group credit processes are undertaken by Internal Audit.



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35 FINANCIAL RISK MANAGEMENT (continued)

a) Credit risk (continued)

Exposures subject to credit risk

31 December 2022

Balances with banks and placements with financial institutions

	Stage 1	Stage 2	Stage 3	Total
Grade 1 -6 Low-Fair Risk	1,587,198	361	-	1,587,559
	-	-	-	-
Gross carrying amount	1,587,198	361	-	1,587,559
Less expected credit losses	27	2	-	29
Net carrying amount	1,587,171	359	-	1,587,530

Financing facilities

Grade 8 -10 Impaired	-	-	51,756	51,756
Past due but not impaired				
Grade 1-6 Low-Fair Risk	175,377	69,175	-	244,552
Grade 7 Watch list	-	25,316	-	25,316
<u>Past due comprises:</u>				
Up to 30 days	66,257	49,679	-	115,936
30-60 days	20,446	2,645	-	23,091
60-90 days	88,674	42,167	-	130,841
Neither past due nor impaired				
Grade 1-6 Low-Fair Risk	658,098	12,958	-	671,056
Grade 7 Watch list	213	6,851	-	7,064
Gross carrying amount	833,688	114,300	51,756	999,744
Less expected credit losses	15,842	10,155	25,663	51,660
Net carrying amount	817,846	104,145	26,093	948,084

Assets acquired for leasing

Grade 8-10 impaired	-	-	17,809	17,809
Past due but not impaired				
Grade 1-6 Low-Fair Risk	78,790	4,236	-	83,026
Grade 7 Watch list	194	12,003	-	12,197
<u>Past due comprises:</u>				
Up to 30 days	39,854	738	-	40,592
30-60 days	5,206	5,785	-	10,991
60-90 days	33,926	9,716	-	43,642
Neither past due nor impaired				
Grade 1-6 Low-Fair Risk	344,899	26,435	-	371,334
Grade 7 Watch list	-	15,497	-	15,497

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for the year ended 31 December 2022

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US\$ 000's

35 FINANCIAL RISK MANAGEMENT (continued)

a) Credit risk (continued)

31 December 2022	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount	423,885	58,171	17,809	499,865
Less expected credit losses	2,205	2,655	7,851	12,711
Net carrying amount	421,680	55,516	9,958	487,154
Investment in Sukuk				
Grade 8 -10 Impaired	-	-	3,496	3,496
Grade 1-6 Low-Fair Risk	2,930,803	156,004	-	3,086,807
Gross carrying amount	2,930,803	156,004	3,496	3,090,303
Less: expected credit losses	4,940	8,796	3,496	17,232
Net carrying amount	2,925,863	147,208	-	3,073,071
Commitments and financial guarantees				
Grade 8 -10 Impaired				
Grade 1-6 Low-Fair Risk	204,189	939	16	205,144
Grade 7 Watch list	-	342	-	342
Gross carrying amount (note 35)	204,189	1,281	16	205,486
Less: expected credit losses	-	3	-	3
Net carrying amount	204,189	1,278	16	205,483
Total net carrying amount	5,956,746	308,508	36,067	6,301,321



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for the year ended 31 December 2022

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US\$ 000's

35 FINANCIAL RISK MANAGEMENT (continued)

a) Credit risk (continued)

31 December 2021	Stage 1	Stage 2	Stage 3	Total
Balances with banks and placements with financial institutions				
Grade 1 -6 Low-Fair Risk	902,427	-	-	902,427
Gross carrying amount	902,427	-	-	902,427
Less expected credit losses		-	-	-
Net carrying amount	902,427	-	-	902,427
Financing facilities				
Grade 8 -10 Impaired	-	-	97,592	97,592
Past due but not impaired				
Grade 1-6 Low-Fair Risk	16,618	19,313	-	35,931
Grade 7 Watch list	19	7,536	-	7,555
<u>Past due comprises:</u>				
Up to 30 days	15,311	26,491	-	41,802
30-60 days	281	-	-	281
60-90 days	1,045	358	-	1,403
Neither past due nor impaired				
Grade 1-6 Low-Fair Risk	686,667	66,544	-	753,211
Grade 7 Watch list	5,305	64,538	-	69,843
Gross carrying amount	708,609	157,931	97,592	964,132
Less expected credit losses	19,246	4,645	33,467	57,358
Net carrying amount	689,363	153,286	64,125	906,774
Assets acquired for leasing				
Grade 8-10 impaired	-	-	33,984	33,984
Past due but not impaired				
Grade 1-6 Low-Fair Risk	16,249	-	-	16,249
Grade 7 Watch list	732	745	-	1,477
<u>Past due comprises:</u>				
Up to 30 days	8,222	-	-	8,222
30-60 days	1,902	64	-	1,966
60-90 days	6,857	681	-	7,538
Neither past due nor impaired				
Grade 1-6 Low-Fair Risk	273,124	65,268	-	338,392
Grade 7 Watch list	650	27,565	-	28,215



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US\$ 000's

35 FINANCIAL RISK MANAGEMENT (continued)

a) Credit risk (continued)

31 December 2021	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount	290,755	93,578	33,984	418,317
Less expected credit losses	643	2,464	10,984	14,091
Net carrying amount	290,112	91,114	23,000	404,226
Investment in Sukuk				
Grade 8 -10 Impaired	-	-	3,496	3,496
Grade 1-6 Low-Fair Risk	2,449,638	67,011	-	2,516,649
Gross carrying amount	2,449,638	67,011	3,496	2,520,145
Less: expected credit losses	7,183	3,571	3,496	14,250
Net carrying amount	2,442,455	63,440	-	2,505,895
Commitments and financial guarantees				
Grade 8 -10 Impaired	-	-	16	16
Grade 1-6 Low-Fair Risk	138,887	16,501	-	155,388
Grade 7 Watch list	-	24	-	24
Gross carrying amount (note 35)	138,887	16,525	16	155,428
Less: expected credit losses	-	-	-	-
Net carrying amount	138,887	16,525	16	155,428
Total net carrying amount	3,773,881	171,079	23,016	3,967,976

Significant increase in credit risk

When determining whether the risk of default on an exposure subject to credit risk has increased significantly since initial recognition, the Bank considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Bank's historical experience and expert credit assessment and including forward-looking information.

In determining whether credit risk has increased significantly since initial recognition, the following criteria are considered:

- Downgrade in risk rating according to the approved ECL policy;
- Facilities restructured during previous twelve months;
- Qualitative indicators; and
- Facilities overdue by 30 days as at the reporting date subject to rebuttal in deserving circumstances.

Credit risk grades

The Group allocates each exposure to credit risk grade based on a variety of data that is determined to be predictive of the risk of default and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of risk of default. These factors vary depending on the nature of the exposure and the type of borrower.

Credit risk grades are defined and calibrated such that the risk of default occurring increases exponentially as the credit risk deteriorates so, for example, the difference in risk of default between credit risk grades 1 and 2 is smaller than the difference between credit risk grades 2 and 3.

Each exposure is allocated to a credit risk grade at initial recognition based on available information about the borrower. Exposures are subject to ongoing monitoring, which may result in an exposure being moved to a different credit risk grade. Exposers are rated 1 to 10 with 1 to being good and 7 being watch list and 8, 9 and 10 default grades. The monitoring typically involves use of the following data.



Corporate exposures

- Information obtained during periodic review of customer files- e.g. audited financial statements, management accounts, budgets and projections. Examples of areas of particular focus are: gross profit margins, financial leverage ratios, debt service coverage, compliance with covenants, quality of management, senior management changes
- Data from credit reference agencies, press articles, changes in external credit ratings
- Quoted bond and credit default swap (CDS) prices for the borrower where available
- Actual and expected significant changes in the political, regulatory and technological environment of the borrower or in its business activities

Retail exposures

- Internally collected data on customer behaviour -e.g. utilisation of credit card facilities
- Affordability metrics
- External data from credit reference agencies including industry-standard credit scores

All exposures

- Payment record this includes overdue status as well as a range of variables about payment ratios
- Utilisation of the granted limit
- Requests for and granting of forbearance
- Existing and forecast changes in business, financial and economic conditions

Generating the term structure of PD

Credit risk grades are a primary input into the determination of the term structure of PD for exposures. The Group collects performance and default information about its credit risk exposures analyzed by jurisdiction or region and by type of product and borrower as well as by credit risk grading.

The Group employs statistical models to analyze the data collected and generate estimates of the remaining lifetime PD of exposures and how these are expected to change as a result of the passage of time.

This analysis includes the identification and calibration of relationships between changes in default rates and changes in key macro-economic factors as well as in-depth analysis of the impact of certain other factors (e.g. forbearance experience) on the risk of default. For most exposures, key macro-economic indicators include: GDP growth, benchmark profit rates and oil price. For exposures to specific industries and/or regions. The analysis may extend to relevant commodity and/or real estate prices.

Based on advice from the Group Market Risk Committee and economic experts and consideration of a variety of external actual and forecast information, the Group formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios (see discussion below on incorporation of forward-looking information). The Group then uses these forecasts to adjust its estimates of PDs.



Determining whether credit risk has increased significantly.

The criteria for determining whether credit risk has increased significantly vary by portfolio and include quantitative changes in PDs and qualitative factors, including a backstop based on delinquency. Using its expert credit judgement and, where possible, relevant historical experience, the Group may determine that an exposure has undergone a significant increase in credit risk based on particular qualitative indicators that it considers are indicative of such and whose effect may not otherwise be fully reflected in its quantitative analysis on a timely basis.

Qualitative indicators, including different criteria used for different portfolios credit cards, commercial real estate etc.

As a backstop, the Group considers that a significant increase in credit risk occurs no later than when an asset is more than 30 days past due. Days past due are determined by counting the number of days since the earliest elapsed due date in respect of which full payment has not been received. Due dates are determined without considering any grace period that might be available to the borrower. For the purpose of calculating ECL for the year ended 31 December 2021, the Bank has applied the backstop of 74 days as against 30 days, in line with the CBB concessionary measures.

The Group monitors the effectiveness of the criteria used to identify significant increases in credit risk by regular reviews to confirm that:

- the criteria are capable of identifying significant increases in credit risk before an exposure is in default;
- the criteria do not align with the point in time when an asset becomes 30 days past due; and
- there is no unwarranted volatility in loss allowance from transfers between 12-month PD (stage 1) and lifetime PD (stage 2).

Definition of default

The Group considers an exposure subject to credit risk to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held);
- the borrower is more than 90 days past due on any material obligation to the Group; or
- It is becoming probable that the borrower will restructure the asset as a result of bankruptcy due to the borrower's inability to pay its credit obligation.

In assessing whether the borrower is in default, the Group considers qualitative and quantitative indicators. The definition of default aligns with that applied by the Group for regulatory capital purposes.

Incorporation of forward-looking information

The Group incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on advice from the Group Market Risk Committee and economic experts and consideration of a variety of external actual and forecast information. The Group formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome.



External information includes economic data and forecasts published by governmental bodies and monetary authorities in the countries where the Group operates, supranational organisations such as the OECD and the International Monetary Fund, and selected private-sector and academic forecasters.

The base case represents a most-likely outcome and is aligned with information used by the Group for other purposes such as strategic planning and budgeting. The other scenarios represent more optimistic and more pessimistic outcomes. Periodically, the Group carries out stress testing of more extreme shocks to calibrate its determination of these other representative scenarios.

The Group has identified and documented key drivers of credit risk and credit losses for each portfolio of financial instruments and, using an analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses. The economic scenarios used as at 31 December 2022 included the key indicators for the selected countries such as the unemployment rates, profit rates and the GDP growth.

Modified exposures subject to credit risk

The contractual terms of an exposure subject to credit risk may be modified for a number of reasons, including changing market conditions, customer retention and other factors not related to a current or potential credit deterioration of the customer.

When the terms of a financial asset are modified and the modification does not result in de-recognition, the determination of whether the asset's credit risk has increased significantly reflects comparison of:

- Its remaining lifetime PD at the reporting date based on the modified terms; with
- The remaining lifetime PD estimated based on data at initial recognition and the original contractual terms.

The Group renegotiates financing to customers in financial difficulties (referred to as 'forbearance activities') to maximise collection opportunities and minimise the risk of default. Under the Group's forbearance policy, forbearance of financing assets is granted on a selective basis if the debtor is currently in default on its debt or if there is a high risk of default, there is evidence that the debtor made all reasonable efforts to pay under the original contractual terms and the debtor is expected to be able to meet the revised terms.

The revised terms usually include extending the maturity, changing the timing of profit payments and amending the terms of loan covenants. Both retail and corporate loans are subject to the forbearance policy.

Generally, forbearance is a qualitative indicator of a significant increase in credit risk and an expectation of forbearance may constitute evidence that an exposure is credit-impaired / in default (refer note 4). A customer needs to demonstrate consistently good payment behaviour over a period of time (12 months) before the exposure is no longer considered to be credit-impaired/ in default or the PD is considered to have decreased such that the loss allowance reverts to being measured at an amount equal to 12-month ECL.





Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective profit rate of the exposure subject to credit risk.

The key inputs into the measurement of ECL are the term structure of the following variables:

- probability of default (PD);
- loss given default (LGD); and
- exposure at default (EAD).

These parameters are generally derived from internally developed statistical models and other historical data. They are adjusted to reflect forward-looking information as described above.

PD estimates are estimates at a certain date, which are calculated based on statistical rating models, and assessed using rating tools tailored to the various categories of counterparties and exposures. These statistical models are based on internally compiled data comprising both quantitative and qualitative factors. Where it is available, market data may also be used to derive the PD for large corporate counterparties. If a counterparty or exposure migrates between rating classes, then this will lead to a change in the estimate of the associated PD.

LGD is the magnitude of the likely loss if there is a default. The Group estimates LGD parameters based on the history of recovery rates of claims against defaulted counterparties. The LGD models consider the structure, collateral, seniority of the claim, counterparty industry and recovery costs of any collateral that is integral to the financial asset. For financing assets secured by retail property, LTV ratios are a key parameter in determining LGD. They are calculated on a discounted cash flow basis using the effective profit rate as the discounting factor.

EAD represents the expected exposure in the event of a default. The Group derives the EAD from the current exposure to the counterparty and potential changes to the current amount allowed under the contract including amortisation. The EAD of a financial asset is its gross carrying amount. For lending commitments and financial guarantees, the EAD includes the amount drawn, as well as potential future amounts that may be drawn under the contract, which are estimated based on historical observations.

The following tables show reconciliations from the opening to the closing balance of the loss allowance: 12-month ECL, lifetime ECL and credit-impaired.



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35 FINANCIAL RISK MANAGEMENT (continued)

2022	12month ECL (Stage1)	Lifetime ECL not credit impaired (Stage2)	Lifetime ECL Credit impaired (Stage3)	Total 2021
Balance at 1 January	27,656	10,632	63,297	101,585
Transfer to 12-month ECL	3,128	(2,056)	(1,072)	-
Transfer to lifetime ECL non-credit-impaired	6,417	1,738	(8,155)	-
Transfer to lifetime ECL credit-impaired	(149)	(34)	183	-
Write-off	-	-	(14,012)	(14,012)
Charge for the period	(3,809)	10,505	(3,386)	3,310
Balance at 31 December	33,243	20,785	36,855	90,883

Break down of ECL by category of assets in the consolidated statement of financial position and off-balance sheet commitments:

2022	11 month ECL (Stage 1)	Lifetime ECL not credit impaired (Stage 2)	Lifetime ECL credit impaired (Stage 3)	Total 2021
Balances with banks	11	2	-	13
Treasury portfolio	5,482	8,796	2,684	16,962
Financing assets	18,130	11,911	34,332	64,373
Other financial receivables	9,240	76	-	9,316
Investment securities	42	-	-	42
Financing commitments and financial guarantees	338	-	(161)	177
Balance at 31 December 2022	33,243	20,785	36,855	90,883

2021	12month ECL (Stage1)	Lifetime ECL not credit impaired (Stage2)	Lifetime ECL Credit impaired (Stage3)	Total 2021
Balance at 1 January	22,344	6,271	42,200	70,815
Transfer to 12-month ECL	3,512	(1,772)	(1,740)	-
Transfer to lifetime ECL non-credit-impaired	(3,029)	3,928	(899)	-
Transfer to lifetime ECL credit-impaired	(435)	(512)	947	-
Write-off	-	-	(4,811)	(4,811)
Charge for the period	5,264	2,717	27,600	35,581
Balance at 31 December	27,656	10,632	63,297	101,585

35 FINANCIAL RISK MANAGEMENT (continued)

2021	12 month ECL (Stage 1)	Lifetime ECL not credit impaired (Stage 2)	Lifetime ECL credit impaired (Stage 3)	Total 2021
Balances with banks	24	-	-	24
Treasury portfolio	7,232	3,523	3,496	14,251
Financing assets	19,886	7,109	44,454	71,449
Other financial receivables	305	-	15,329	15,634
Financing commitments and financial guarantees	209	-	18	227
Balance at 31 December	27,656	10,632	63,297	101,585

Break down of ECL by category of assets in the consolidated statement of financial position and off-balance sheet commitments:

Renegotiated facilities

During the year, facilities of US\$ 6,788 thousand (2021: US\$ 50,942 thousand) were renegotiated, out of which US\$ 2,440 thousand (2021: US\$ 47,936 thousand) are classified as neither past due nor impaired as of 31 December 2022. The renegotiated terms usually require settlement of profits accrued till date on the facility and/or part payment of the principal and/or obtaining of additional collateral coverage. The renegotiated facilities are subject to revised credit assessments and independent review by the RMD. Of the total past due facilities of US\$ 387,623 thousand (2021: US\$ 108,488 thousand) only instalments of US\$ 61,623 thousand (2021: US\$ 48,560 thousand) are past due as at 31 December 2022.

Allowances for impairment

The Group makes provisions for impairment on individual assets classified under grades 8,9 and 10. This is done on the basis of the present value of projected future cash flows from the assets themselves and consideration of the value of the collateral securities available. On a collective basis, the Bank has provided for impairment losses based on management's judgment of the extent of losses incurred but not identified based on the current economic and credit conditions.

Non-accrual basis

The Group classifies financing facility/Sukuk as non-accrual status, if the facility/Sukuk is past due greater than 90 days or there is reasonable doubt about the collectability of the receivable amount. The profits on such facilities are not recognized in the income statement until there are repayments from the borrower or the exposure is upgraded to regular status.

Write-off policy

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due. During the year, the Group has written off financing facilities amounting to US\$ 14,012 thousand (2021: US\$ 12 thousand) which were fully impaired. The Group has recovered US\$ 4,796 thousand from a financing facility written off in previous years (2021: US\$ 1,918 thousand).

Collaterals

The Group holds collateral against financing assets and receivables from assets acquired for leasing in the form of mortgage/ pledge over property, listed securities, other assets and guarantees. Estimates of fair value are based on the value of collateral assessed at the time of borrowing. Valuation of collateral is updated when the loan is put on a watch list and the loan is monitored more closely. Collateral generally is not held against exposure to other banks and financial institutions. An estimate of the fair value of collateral and other security enhancements held against financial assets is shown below. This includes the value of financial guarantees from banks, but not corporate and personal guarantees as the values thereof are not readily quantifiable. The collateral values considered for disclosure are restricted to the extent of the outstanding exposures.

	31 December 2022			31 December 2021		
	Financing assets	Assets acquired for leasing (including lease rentals receivable)	Total	Financing assets	Assets acquired for leasing (including lease rentals receivable)	Total
<u>Against impaired</u>						
Property	47,292	50,594	97,886	47,584	34,241	81,825
Other	5,987		5,987	3,249	-	3,249
<u>Against past due but not impaired</u>						
Property	81,939	37,589	119,528	65,342	65,605	130,947
Other	1,053		1,053	1,756	-	1,756
<u>Against neither past due nor impaired</u>						
Property	1,038,080	804,483	1,842,563	393,867	304,204	698,071
Other	117,048		117,048	48,475	-	48,475
Total	1,291,399	892,666	2,184,065	560,273	404,050	964,323

The average collateral coverage ratio on secured facilities is 149.71% as at 31 December 2022 (31 December 2021: 148.99%).

Concentration risk

The geographical and industry wise distribution of assets and liabilities are set out in notes 31 (a) and (b).

Concentration risk arises when a number of counterparties are engaged in similar economic 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. The Group seeks to manage its concentration risk by establishing and constantly monitoring geographic and industry wise concentration limits.

35 FINANCIAL RISK MANAGEMENT (continued)

An analysis of concentrations of credit risk of financing assets of the Group's business at the reporting date is shown below:

Concentration by Sector	31 December 2022			31 December 2021		
	Financing assets	Assets acquired for leasing	Total	Financing assets	Assets acquired for leasing	Total
Banking and finance	9,247		9,247	12,156	-	12,156
Real estate	292,944	415,849	708,793	235,845	340,058	575,903
Construction	138,886	-	138,886	143,714	-	143,714
Trading	133,706	-	133,706	136,464	-	136,464
Manufacturing	144,143	-	144,143	35,923	-	35,923
Others	229,158	71,305	300,463	342,672	64,170	406,842
Total carrying amount	948,084	487,154	1,435,238	906,774	404,228	1,311,002

b) Liquidity risk

Liquidity risk is defined as the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Management of liquidity risk

The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The CBB has announced various measures to combat the effects of COVID-19 and to ease liquidity in the banking sector including, concessionary repos at zero percent, reduction of cash reserve ratio from 5% to 3%; and reduction in LCR and NSFR ratio from 100% to 80%.

Treasury receives information from other business units regarding the liquidity profile of their financial assets and liabilities and details of other projected cash flows arising from projected future business. Treasury then aims to maintain a portfolio of short-term liquid assets, largely made up of short-term placements with financial and other institutions and other inter-bank facilities, to ensure that sufficient liquidity is maintained within the Group as a whole.



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35 FINANCIAL RISK MANAGEMENT (continued)

The liquidity requirements of business units are met through treasury to cover any short-term fluctuations and longer-term funding to address any structural liquidity requirements.

The daily liquidity position is monitored, and regular liquidity stress testing is conducted under a variety of scenarios covering both normal and more severe market conditions. All liquidity policies and procedures are subject to review and approval by the Board of Directors. Daily reports cover the liquidity position of the Bank and is circulated to Management Committee (MANCOM). Moreover, quarterly reports are submitted to the Board of Directors on the liquidity position by RMD.

The table below shows the undiscounted cash flows on the Group's financial liabilities, including issued financial guarantee contracts, and unrecognised financing commitments on the basis of their earliest possible contractual maturity. For issued financial guarantee contracts, the maximum amount of the guarantee is allocated to the earliest period in which the guarantee could be called. The Group's expected cash flows on these instruments vary significantly from this analysis. Refer note 31 for the expected maturity profile of assets and liabilities.



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35 FINANCIAL RISK MANAGEMENT (continued)

	Gross undiscounted cash flows						Carrying amount
	Up to 3 months	3 to 6 months	6 months to 1 year	1 to 3 years	Over 3 years	Total	
31 December 2022							
Financial liabilities							
Clients' funds	87,488	-	35,812	-	-	123,300	123,300
Placements from financial institutions	2,361,964	516,253	639,419	210,554	62,680	3,790,870	3,790,870
Placements from non-financial institutions and individuals	159,739	121,865	251,034	423,025	108,595	1,064,258	1,064,258
Current accounts	5,497	16,623	-	54,557	54,557	131,234	131,234
Term financing	519,046	192,074	276,200	649,172	305,706	1,942,198	1,942,198
Payables and accruals	227,764	116,763	36,390	42,446	-	423,363	423,363
Total liabilities	3,361,498	963,578	1,238,855	1,379,754	531,538	7,475,223	7,475,223
Equity of investment account holders	843,389	35,406	86,546	288,470	703,664	1,957,475	1,213,674
Commitment and contingencies	56,679	4,098	48,923	95,664	234	205,598	205,484

To manage the liquidity risk arising from financial liabilities, the Group aims to hold liquid assets comprising cash and cash equivalents, investment in managed funds and treasury shares for which there is an active and liquid market. These assets can be readily sold to meet liquidity requirements. Further, the Group is focussed on developing a pipeline of steady revenues and has undertaken cost reduction exercises that would improve its operating cash flows.

	Gross undiscounted cash flows						Carrying amount
	Up to 3 months	3 to 6 months	6 months to 1 year	1 to 3 years	Over 3 years	Total	
31 December 2021							
Financial liabilities							
Clients' funds	152,925	-	63,837	-	-	216,762	216,762
Placements from financial institutions	1,158,602	591,674	415,501	18,814	93,889	2,278,480	2,278,480
Placements non-financial institutions and individuals	208,648	143,993	237,520	171,883	11,568	773,612	773,612
Current accounts	35,801	13,666	14,841	16,958	51,780	133,046	133,046
Term financing	578,012	185,494	512,475	84,031	390,655	1,750,667	1,750,667
Payables and accruals	96,562	22,225	229,286	56,581	-	404,654	404,654
Total liabilities	2,230,550	957,052	1,473,460	348,267	547,892	5,557,221	5,557,221
Equity of investment account holders	981,081	269,297	377,042	235,597	239,127	2,102,144	1,358,344
Commitment and contingencies	228	3,308	17,268	118,611	16,128	155,543	155,428



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35 FINANCIAL RISK MANAGEMENT (continued)

Measures of liquidity

Liquidity is managed at an entity level and is not a Group wide measure. The Bank follows certain internal measures of liquidity. These metrics are intended to better reflect the liquidity position from a cash flow perspective and provide a target for the Group. These are liquidity coverage ratio, net stable funding ratio and stock of liquid assets.

For this purpose, the liquidity coverage ratio is based on an internally defined management criteria which identifies the amount of liquid assets (including inter- bank placements) the Bank holds that can be used to offset the net cash outflows for 30, 60 and 90 days time horizon. The net stable funding ratio measures the amount of long-term, stable sources of funding employed by an institution relative to the liquidity profiles of the assets funded and the potential for contingent calls on funding liquidity arising from off-balance sheet commitments and obligations.

Details of the ratio of liquid assets to total assets at the reporting date and during the year were as follows:

	Liquid asset / Total asset	
	2022	2021
At 31 December	51.93%	47.16%
Average for the year	48.04%	43.14%
Maximum for the year	51.93%	47.16%
Minimum for the year	45.65%	40.14%

LCR has been developed to promote short-term resilience of a bank's liquidity risk profile. The LCR requirements aim to ensure that a bank has an adequate stock of unencumbered high quality liquidity assets (HQLA) that consists of assets that can be converted into cash immediately to meet its liquidity needs for a 30 calendar day stressed liquidity period. The stock of unencumbered HQLA should enable the Bank to survive until day 30 of the stress scenario, by which time appropriate corrective actions would have been taken by management to find the necessary solutions to the liquidity crisis.

LCR is computed as a ratio of Stock of HQLA over the Net cash outflows over the next 30 calendar days. Until 31 December 2021, the Bank is required to maintain LCR greater than 80%. As of 31 December 2022, the Bank had LCR ratio of 134%

	Average balance	
	31 December 2022	31 December 2021
Stock of HQLA	272,429	292,998
Net cashflows	213,055	148,599
LCR %	134%	221%
Minimum required by CBB	100%	80%



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35 FINANCIAL RISK MANAGEMENT (continued)

NSFR is to promote the resilience of banks' liquidity risk profiles and to incentivise a more resilient banking sector over a longer time horizon. The NSFR will require banks to maintain a stable funding profile in relation to the composition of their assets and off-balance sheet activities. A sustainable funding structure is intended to reduce the likelihood that disruptions to a bank's regular sources of funding will erode its liquidity position in a way that would increase the risk of its failure and potentially lead to broader systemic stress. The NSFR limits overreliance on short-term wholesale funding, encourages better assessment of funding risk across all on-balance sheet and off-balance sheet items, and promotes funding stability.

NSFR as a percentage is calculated as "Available stable funding" divided by "Required stable funding". Until 31 December 2021, the Bank is required to maintain NSFR ratio greater than 80%. As of 31 December 2022, the Bank had NSFR ratio of 111%.

No.	Item	No Specified Maturity	Less than 6 months	More than 6 months and less than one year	Over one year	Total weighted value
Available Stable Funding (ASF):						
1	Capital:					
2	Regulatory Capital	1,004,974	-	-	53,171	1,058,145
3	Other Capital Instruments	-	-	-	-	-
4	Retail deposits and deposits from small business customers:					
5	Stable deposits	-	158,056	15,076	26,054	190,530
6	Less stable deposits	-	1,684,867	423,803	328,355	2,226,158
7	Wholesale funding:					
8	Operational deposits	-	-	-	-	-
9	Other Wholesale funding	-	3,548,055	931,464	1,303,542	2,656,368
10	Other liabilities:					
11	NSFR Shari'a-compliant hedging contract liabilities		-	-	-	
12	All other liabilities not included in the above categories	-	311,371	-	43,201	43,201
13	Total ASF					
Required Stable Funding (RSF):						
14	Total NSFR high-quality liquid assets (HQLA)	1,761,766				87,048
15	Deposits held at other financial institutions for operational purposes					
16	Performing financing and sukuk/ securities:		1,576,916		790,425	908,398
17	Performing financial to financial institutions by level 1 HQLA	-	-	-	-	-
18	Performing financing to financial institutions secured by non-level 1 HQLA and unsecured performing financing to financial institutions	-	-	94,704	1,050,345	940,145



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36 FINANCIAL RISK MANAGEMENT (continued)

No.	Item	No Specified Maturity	Less than 6 months	More than 6 months and less than one year	Over one year	Total weighted value
19	Performing financing to non- financial corporate clients, financing to retail and small business customers, and financing to sovereigns, central banks and PSEs, of which:	-	294,926	102,548	279,352	380,316
20	With a risk weight of less than or equal to 35% as per the CBB Capital Adequacy Ratio guidelines	-	-	-	-	-
21	Performing residential mortgages, of which:	-	-	-	-	-
22	With a risk weight of less than or equal to 35% under the CBB Capital Adequacy Ratio Guidelines	-	-	-	-	-
23	Securities/sukuk that are not in default and do not qualify as HQLA, including exchange-traded equities	-	945,435	388,631	426,531	1,093,564
24	Other assets:	-	-	-	-	-
25	Physical traded commodities, including gold	-	-	-	-	-
26	Assets posted as initial margin for Shari'a-compliant hedging contracts and contributions to default funds of CCPs	-	-	-	-	-
27	NSFR Shari'a-compliant hedging assets	-	-	-	-	-
28	NSFR Shari'a-compliant hedging contract liabilities before deduction of variation margin posted	-	-	-	-	-
29	All other assets not included in the above categories	2,090,285	-	-	-	2,090,285
30	OBS items	-	-	-	-	43,344
31	Total RSF	-	2,817,278	585,882	2,546,653	5,543,102
32	NSFR(%)	-	-	-	-	111%



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36 FINANCIAL RISK MANAGEMENT (continued)

No.	Item	No Specified Maturity	Less than 6 months	More than 6 months and less than one year	Over one year	Total weighted value
19	Performing financing to non- financial corporate clients, financing to retail and small business customers, and financing to sovereigns, central banks and PSEs, of which:	-	294,926	102,548	279,352	380,316
20	With a risk weight of less than or equal to 35% as per the CBB Capital Adequacy Ratio guidelines	-	-	-	-	-
21	Performing residential mortgages, of which:	-	-	-	-	-
22	With a risk weight of less than or equal to 35% under the CBB Capital Adequacy Ratio Guidelines	-	-	-	-	-
23	Securities/sukuk that are not in default and do not qualify as HQLA, including exchange-traded equities	-	945,435	388,631	426,531	1,093,564
24	Other assets:	-	-	-	-	-
25	Physical traded commodities, including gold	-	-	-	-	-
26	Assets posted as initial margin for Shari'a-compliant hedging contracts and contributions to default funds of CCPs	-	-	-	-	-
27	NSFR Shari'a-compliant hedging assets	-	-	-	-	-
28	NSFR Shari'a-compliant hedging contract liabilities before deduction of variation margin posted	-	-	-	-	-
29	All other assets not included in the above categories	2,090,285	-	-	-	2,090,285
30	OBS items	-	-	-	-	43,344
31	Total RSF	-	2,817,278	585,882	2,546,653	5,543,102
32	NSFR(%)	-	-	-	-	111%

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35 FINANCIAL RISK MANAGEMENT (continued)

As at 31 December 2021

No.	Item	No Specified Maturity	Less than 6 months	More than 6 months and less than one year	Over one year	Total weighted value
Available Stable Funding (ASF):						
1	Capital:					
2	Regulatory Capital	1,070,314	-	-	49,953	1,120,267
3	Other Capital Instruments	-	-	-	-	-
4	Retail deposits and deposits from small business customers:					
5	Stable deposits		182,112	25,962	2,749	200,420
6	Less stable deposits	-	1,314,514	430,372	90,957	1,661,355
7	Wholesale funding:					
8	Operational deposits					
9	Other Wholesale funding	-	2,860,814	861,346	773,058	1,896,078
10	Other liabilities:					
11	NSFR Shari'a-compliant hedging contract liabilities		-	-	-	
12	All other liabilities not included in the above categories	-	136,864	18,759	71,437	71,437
13	Total ASF					4,949,558
Required Stable Funding (RSF):						
14	Total NSFR high-quality liquid assets (HQLA)	1,493,881				73,941
15	Deposits held at other financial institutions for operational purposes					
16	Performing financing and sukuk/ securities:	-	636,283	-	720,739	708,071
17	Performing financial to financial institutions by level 1 HQLA	-	-	-	-	-
18	Performing financing to financial institutions secured by non-level 1 HQLA and unsecured performing financing to financial institutions	-	5,000	-	174,023	150,419



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35 FINANCIAL RISK MANAGEMENT (continued)

No.	Item	No Specified Maturity	Less than 6 months	More than 6 months and less than one year	Over one year	Total weighted value
19	Performing financing to non- financial corporate clients, financing to retail and small business customers, and financing to sovereigns, central banks and PSEs, of which:	-	320,720	91,696	205,595	339,845
20	With a risk weight of less than or equal to 35% as per the CBB Capital Adequacy Ratio guidelines	-	-	-	-	-
21	Performing residential mortgages, of which:	-	-	-	-	-
22	With a risk weight of less than or equal to 35% under the CBB Capital Adequacy Ratio Guidelines	-	-	-	-	-
23	Securities/sukuk that are not in default and do not qualify as HQLA, including exchange-traded equities	-	615,521	634,536	291,421	916,449
24	Other assets:					
25	Physical traded commodities, including gold	-				-
26	Assets posted as initial margin for Shari'a-compliant hedging contracts and contributions to default funds of CCPs		-	-	-	-
27	NSFR Shari'a-compliant hedging assets		-	-	-	-
28	NSFR Shari'a-compliant hedging contract liabilities before deduction of variation margin posted		-	-	-	-
29	All other assets not included in the above categories	2,672,214	-	-	-	2,672,214





c) Market risks

Market risk is the risk that changes in market prices, such as profit rate, equity prices, foreign exchange rates and credit spreads (not relating to changes in the obligor's / issuer's credit standing) will affect the Group's income, future cash flows or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Management of market risks

As a matter of general policy, the Group shall not assume trading positions on its assets and liabilities, and hence the entire balance sheet is a non-trading portfolio. All foreign exchange risk within the Group is transferred to Treasury. The Group seeks to manage currency risk by continually monitoring exchange rates. Profit rate risk is managed principally through monitoring profit rate gaps and by having pre-approved limits for repricing bands. Overall authority for market risk is vested in the Board Audit and Risk Committee ('BARC'). RMD is responsible for the development of detailed risk management policies (subject to review and approval of the BARC).

Exposure to profit rate risk

The principal risk to which non-trading portfolios are exposed is the risk of loss from fluctuations in the future cash flows or fair values of financial instrument because of a change in market profit rates. Majority of the Group's profit based asset and liabilities are short term in nature, except for certain long term liabilities which have been utilised to fund the Group's strategic investments in its associates.



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35 FINANCIAL RISK MANAGEMENT (continued)

A summary of the Group's profit rate gap position on non-trading portfolios is as follows:

31 December 2022	Up to 3 months	3 to 6 months	6 months to 1 year	1 to 3 years	Over 3 years	Total
Assets						
Treasury portfolio	1,291,520	249,557	447,769	417,228	1,803,946	4,210,020
Financing assets	156,765	56,091	164,272	291,676	766,434	1,435,238
Total assets	1,448,285	305,648	612,041	708,904	2,570,380	5,645,258
Liabilities						
Client's fund	87,488	-	35,812	-	-	123,300
Placements from financial institutions	2,361,964	516,253	639,419	210,554	62,680	3,790,870
Placements from non-financial institutions and individuals	159,739	121,865	251,034	423,025	108,595	1,064,258
Term financing	519,046	192,074	276,200	649,172	305,706	1,942,198
Total liabilities	3,128,237	830,192	1,202,465	1,282,751	476,981	6,920,626
Equity of investment account holders	99,588	35,406	86,546	288,470	703,664	1,213,674
Profit rate sensitivity gap	(1,779,540)	(559,950)	(676,970)	(862,317)	1,389,735	(2,489,042)

31 December 2021	Up to 3 months	3 to 6 months	6 months to 1 year	1 to 3 years	Over 3 years	Total
Assets						
Treasury portfolio	1,067,800	91,561	31,243	454,734	1,485,908	3,131,246
Financing assets	308,832	64,197	95,926	418,316	423,731	1,311,002
Total assets	1,376,632	155,758	127,169	873,050	1,909,639	4,442,248
Liabilities						
Client's fund	152,925	-	63,837	-	-	216,762
Placements from financial institutions	1,158,602	591,674	415,501	18,814	93,889	2,278,480
Placements non-financial institutions and individuals	208,648	143,993	237,520	171,883	11,568	773,612
Term financing	578,012	185,494	512,475	84,031	390,655	1,750,667
Total liabilities	2,098,187	921,161	1,229,333	274,728	496,112	5,019,521
Equity of investment account holders	237,281	269,297	377,042	235,597	239,127	1,358,344
Profit rate sensitivity gap	(958,836)	(1,034,700)	(1,479,206)	362,725	1,174,400	(1,935,617)

The management of profit rate risk against profit rate gap limits is supplemented by monitoring the sensitivity of the Group's financial assets and liabilities to various standard and non-standard profit rate scenarios. Standard scenarios that are considered include a 100 basis point (bp) parallel fall or rise in all yield curves worldwide. An analysis of the Group's sensitivity to an increase or decrease in market profit rates (assuming no asymmetrical movement in yield curves and a constant statement of financial position) is as follows:

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35 FINANCIAL RISK MANAGEMENT (continued)

100 bps parallel increase / (decrease)	2022	2021
At 31 December	±24,890	±19,769
Average for the year	±20,580	±18,108
Maximum for the year	±24,890	±19,879
Minimum for the year	±16,532	±16,082

Overall, profit rate risk positions are managed by Treasury, which uses placements from / with financial institutions to manage the overall position arising from the Group's activities.

The effective average profit rates on the financial assets, liabilities and unrestricted investment accounts are as follows:

	2022	2021
Placements with financial institutions	3.46%	3.18%
Financing assets	6.89%	6.09%
Debt type investments Sukuk	6.18%	6.38%
Placements from financial institutions, other entities and individuals	4.53%	4.76%
Term financing	2.49%	2.55%
Equity of investment account holders	3.75%	2.56%

Exposure to foreign exchange risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group's major exposure is in GCC currencies, which are primarily pegged to the US Dollar. The Group had the following significant net exposures denominated in foreign currency as of 31 December from its financial instruments:

	2022	2021
	US\$ '000	US\$ '000
	Equivalent	Equivalent
Sterling Pounds	5,720	1,895
Euro	9,569	(2,619)
Australian Dollars	11,963	13,528
Kuwaiti Dinar	7,922	39,793
Other GCC Currencies (*)	(3,510,244)	(1,376,341)

(*) These currencies are pegged to the US Dollar.

The management of foreign exchange risk against net exposure limits is supplemented by monitoring the sensitivity of the Group's financial assets and liabilities to various foreign exchange scenarios. Standard scenarios that are considered include a 5% plus / minus increase in exchange rates, other than GCC pegged currencies. An analysis of the Group's sensitivity to an increase or decrease in foreign exchange rates (assuming all other variables, primarily profit rates, remain constant) is as follows:



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35 FINANCIAL RISK MANAGEMENT (continued)

	2022 US\$ '000 Equivalent	2021 US\$ '000 Equivalent
Sterling Pounds	±286	±95
Euros	±478	± 131
Australian dollar	±598	±676
Kuwaiti dinar	±396	±1,990
<i>Structural positions of foreign operation</i>		
Moroccan Dirham	-	±7,891
Tunisian Dinar	-	±15,238
Indian rupee	-	±13,635

Exposure to other market risks

Equity price risk on quoted investments is subject to regular monitoring by the Group. The price risk on managed funds is monitored using specified limits (stop loss limit, stop loss trigger and overall stop loss limit cap) set within the portfolio management contract for fund managers. The Group's equity type instruments carried at cost are exposed to risk of changes in equity values.

The significant estimates and judgements in relation to impairment assessment of fair value through equity investments carried at cost are included in note 5b(ii). The Group manages exposure to other price risks by actively monitoring the performance of the equity securities.

d) Operational risk

Operational risk is the risk of loss arising from systems and control failures, fraud and human errors, which can result in financial and reputation loss, and legal and regulatory consequences. The Group manages operational risk through appropriate controls, instituting segregation of duties and internal checks and balances, including internal audit and compliance. The Risk Management Department facilitates the management of Operational Risk by way of assisting in the identification of, monitoring and managing of operational risk in the Group.

In response to COVID-19 outbreak, there were various changes in the working model, interaction with customers, digital modes of payment and settlement, customer acquisition and executing contracts and carrying out transactions with and on behalf of the customers. The management of the Group has enhanced its monitoring to identify risk events arising out of the current situation and the changes in the way business is conducted. The operational risk department has carried out a review of the existing control environment and has considered whether to update the risk registers by identifying potential loss events based on their review of the business processes in the current environment.

During 2022, the Group did not have any significant issues relating to operational risks.





36 CAPITAL MANAGEMENT

The Group's regulator Central Bank of Bahrain (CBB) sets and monitors capital requirements for the Group as a whole. In implementing current capital requirements CBB requires the Group to maintain a prescribed ratio of total capital to total risk-weighted assets. The total regulatory capital base is net of prudential deductions for large exposures based on specific limits agreed with the regulator. Banking operations are categorised as either trading book or banking book, and risk-weighted assets are determined according to specified requirements that seek to reflect the varying levels of risk attached to assets and off-balance sheet exposures. The Group does not have a trading book.

The Group aims to maintain strong capital base so as to maintain investor, creditor and market confidence and to sustain the future development of the business.

The CBB sets and monitors capital requirements for the Bank as a whole. In implementing current capital requirements CBB requires the Bank to maintain a prescribed ratio of total capital to total risk-weighted assets. Capital adequacy regulations of CBB is based on the principles of Basel III and the IFSB guidelines.

The Bank's regulatory capital is analysed into two tiers:

Tier 1 capital: includes CET1 and AT1.

CET1 comprise of ordinary share capital that meet the classification as common shares for regulatory purposes, disclosed reserves including share premium, general reserves, legal / statutory reserve, common shares issued by consolidated banking subsidiaries of the Bank and held by third parties, retained earnings after regulatory adjustments relating to goodwill and items that are included in equity which are treated differently for capital adequacy purposes.

AT1 comprise of instruments that meet the criteria for inclusion in AT1, instruments issued by consolidated banking subsidiaries of the Bank held by third parties which meet the criteria of AT1, and regulatory adjustments applied in calculation of AT1.

Tier 2 capital

This includes instruments issued by the Bank that meet the criteria for inclusion in Tier 2 capital, stock surplus resulting from issue of Tier 2 capital, instruments issued by consolidated banking subsidiaries of the Bank held by third parties that meet the criteria for inclusion in Tier 2, general provisions held against unidentified losses on financing and qualify for inclusion within Tier 2, asset revaluation reserve from revaluation of fixed assets and instruments purposes and regulatory adjustments applied in the calculation of Tier 2 capital

The regulatory adjustments are subject to limits prescribed by the CBB requirements, these deductions would be effective in a phased manner through transitional arrangements from 2015 to 2018. The regulations prescribe higher risk weights for certain exposures that exceeds materiality thresholds. These regulatory adjustments required for certain items such as goodwill on mortgage service right, deferred tax assets, cash flow hedge reserve, gain on sale of related securitization transactions, defined benefit pension fund assets and liabilities, investment in own shares and reciprocal cross holdings in the capital of Banking and financial entities, investment in the capital of Banking and financial entities that are outside the scope of regulatory consolidation and where the Bank does not own more than 10% of issued common shares capital of the entity and significant investments in the capital of banking and financial entities that are outside the scope of regulatory consolidation.

Banking operations are categorised as either trading book or banking book, and risk-weighted assets are determined according to specified requirements that seek to reflect the varying levels of risk attached to assets and off-balance sheet exposures.



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36 CAPITAL MANAGEMENT (continued)

To combined the effect of COVID-19, the CBB has allowed the aggregate of modification loss and incremental ECL provision for stage 1 and stage 2 for the period from March to December 2020 to be added back to Tier 1 capital for the two years ending 31 December 2020 and 31 December 2021 and to deduct this amount proportionately from Tier 1 capital on an annual basis for three years ended 31 December 2022, and ending 31 December 2023 and 31 December 2024.

The Bank's regulatory capital position was as follows:

	31 December 2022	31 December 2021
CET 1 Capital before regulatory adjustments	1,020,249	1,063,515
Less: regulatory adjustments	-	-
CET 1 Capital after regulatory adjustments	1,020,249	1,063,515
T 2 Capital adjustments	52,628	53,374
Regulatory Capital	1,072,877	1,116,889
Risk weighted exposure:		
Credit Risk Weighted Assets	6,799,081	7,574,496
Market Risk Weighted Assets	54,624	38,325
Operational Risk Weighted Assets	431,784	655,034
Total Regulatory Risk Weighted Assets	7,285,489	8,267,855
Investment risk reserve (30% only)	2	2
Profit equalization reserve (30% only)	3	3
Total Adjusted Risk Weighted Exposures	7,285,484	8,267,850
Capital Adequacy Ratio	14.73%	13.51%
Tier 1 Capital Adequacy Ratio	14.00%	12.86%
Minimum required by CBB	12.50%	12.50%

The allocation of capital between specific operations and activities is primarily driven by regulatory requirements. The Group's capital management policy seeks to maximise return on risk adjusted capital while satisfying all the regulatory requirements. The Group's policy on capital allocation is subject to regular review by the Board of Directors. The Group has complied with the externally imposed capital requirements set by the regulator for its consolidated capital adequacy ratio throughout the year.

37 DECONSOLIDATION OF SUBSIDIARIES.

During the period, GFH Group has carried out a group restructuring program (the 'program') which involves the spinning off of its infrastructure and real estate assets under a new entity "Infracorp" ("the Company"), which was capitalized with US\$1.1 billion in infrastructure and development assets. Infracorp will specialise in investments focusing on accelerating growth and development of sustainable infrastructure assets and environments across the Gulf and global markets.

Under this program certain real estate and infrastructure assets were transferred from the Group, to Infracorp for an in-kind consideration financed by US\$ 200 million of equity shares and US\$ 900 million of Hybrid Sukuk (perpetual equity) issued by Infracorp.

The transfer of these assets were affected in the quarter ended 31 March 2022. Subsequent to the

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37 DECONSOLIDATION OF SUBSIDIARIES (continued)

	31 December 2022
ASSETS	
Cash and bank balances	80,119
Treasury portfolio	50,912
Financing assets	38,100
Real estate investment	847,221
Proprietary investment	67,861
Co-Investments	120,735
Receivables & prepayments	87,645
Property and equipment	81,201
Total	1,373,794
LIABILITIES	
Term financing	24,467
Payables and accruals	107,610
Total	132,499
Non-controlling interest	141,717
Net assets transferred	1,100,000
Consideration on the date of transfer:	
Equity in Infracorp	200,000
Hybrid perpetual sukuk	900,000
	1,100,000
	31 December 2022 (reviewed)
Net profit included in the current period condensed consolidated income statement **	(438)

** *Net profits includes cumulative profit from all the assets and subsidiaries transferred as part of the consolidation of subsidiaries*

Discontinuing operations:

The assets of the business forming part of Infracorp were not necessarily operated as stand-alone segment and largely reflect land bank and infrastructure development projects of the Group that were carved-out under a new business model. Hence, the net assets transferred to infracorp were not classified as discontinued operations other than as disclosed below in relation to its industrial operations.

37 DECONSOLIDATION OF SUBSIDIARIES (continued)

A. Results of discontinued operation

	31 December 2022 3 months	31 December 2021 12 months
Revenue	5,391	5,226
Expenses	5,347	5,305
Net profit	44	(79)

B. Cash flows used in discontinued operation

	31 December 2022 3 months	31 December 2021 12 months
Net cash flow from operating activities	182	(863)
Net cash flow used in investing activities	(317)	(1)
Net cash flow from financing activities	3	266
Net cash flows used in discontinued operation	(132)	(598)

38 ACQUISITION OF SUBSIDIARIES

During the year, the Group acquired controlling stake in the following subsidiaries

	% stake acquired	Place of incorporation	Nature of activities
SQ Topco II LLC	51%	United States	Property asset management Company
Big Sky Asset Management LLC	51%	United States	Real estate investment manager
Al Areen Hotels W.L.L.	100%	Kingdom of Bahrain	Hospitality Management

Consideration transferred and non-controlling interests

The consideration transferred for the acquisition was in the form of cash and in-kind for the services rendered by the Group. The consideration transferred is generally measured at fair value and the stake held by shareholders other than the Group in the subsidiaries is recognised in the consolidated financial statements under "Non-controlling interests" based on the proportionate share of non-controlling shareholders' in the recognised amounts of the investee's net assets or fair value at the date of acquisition of the investee on a transaction by transaction basis based on the accounting policy choice of the Group. Where consideration includes contingent consideration payable in future based on performance and service obligations of continuing employees, these are accounted under IFRS 2 – *Share based payments*.

Identifiable assets acquired and liabilities assumed

Entity acquired was considered as a business. The fair value of assets, liabilities, equity interests have been reported on a provisional basis. If new information, obtained within one year from the acquisition date about facts and circumstances that existed at the acquisition date, identifies adjustments to the above amounts, or any additional provisions that existed at the acquisition date, then the acquisition accounting will be revised. Revisions to provisional acquisition accounting are required to be done on a retrospective basis.



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38 ACQUISITION OF SUBSIDIARIES (Continued)

The reported amounts below represent the adjusted acquisition carrying values of the acquired entities at the date of acquisition reported on a provisional basis as permitted by accounting standards.

	Total
Intangible asset	8,350
Tangible assets	153,519
Receivables	2,006
Cash and bank balances	2,093
Total assets	165,968
Accruals and other liabilities	30,942
Total liabilities	30,942
Total net identifiable assets and liabilities (A)	135,026
	Total
Consideration	134,205
Non-controlling interests recognised	821
Total consideration (B)	135,026
Goodwill / Bargain purchase (B-A)	-

For the purpose of consolidated statement of cash flows, net cash acquired on business combination is given below:

	Total
Cash and bank balances acquired as part of business combination	2,006
Less: consideration	(134,205)
Net cash flows from acquisition of subsidiaries	(132,199)

The Group has also acquired assets under management of US\$ 1,315,915 thousand along with the above acquisition. Income for the first nine months assuming the transaction was done at the beginning of the year would have been US\$ 1,200 thousand.

39 COMPARATIVES

Certain prior year amounts have been regrouped to conform to the current year's presentation. Such regrouping did not affect previously reported profit for the year or total owners' equity.





6

To approve the Board of Directors' recommendation to allocate the net profit of the year 2022 as follows:

- To transfer an amount of US\$ 9,025,300 to the statutory reserve.
- To allocate an amount of US\$ 3,817,635 to charity activities, civil society organizations and Zakat Fund;
- To distribute cash dividends of 6% of the nominal value of all the ordinary shares, save for treasury shares, equivalent to US\$ 0.0159, BD 0.0060, UAE dirhams 0.05840 per share;
- To transfer the remaining amount of approximately \$21,148,980 as retained earnings for next year.

Event	Date
Cum-Dividend Date <i>(Last day of trading with entitlement to dividends)</i>	27th March 2023
Ex-Dividends Date <i>(First day of trading without entitlement to dividends)</i>	28th March 2023
Record Date for shares listed on Bahrain Bourse, Dubai Financial Market, and Abu Dhabi Securities Exchange <i>(The day on which all shareholders whose names are on the share register will be entitled to dividends)</i>	29th March 2023
Record Date for shares listed on Boursa Kuwait <i>(The day on which all shareholders whose names are on the share register will be entitled to dividends)</i>	30th March 2023
Payment Date <i>(The day on which dividends will be paid to entitled shareholders)</i>	12th April 2023



7

To approve the Board's recommendation to allocate an amount of US\$1.2 million as remuneration for members of the Board of Directors.



8

To discuss and approve the corporate governance report for the financial year ended 31st December 2022, and the Group's compliance with all the governance requirements issued by the Central Bank of Bahrain.



GFH Financial Group B.S.C. Corporate Governance Report

FY-2022

GFH Financial Group BSC (“GFH” or the “Bank”) is an Islamic Wholesale bank that was established in 1999 in the Kingdom of Bahrain. GFH’s business activities are carried in accordance with the principles of Islamic Sharia which includes financial services, investment and commercial transactions, negotiable financial instruments, in addition to structured finance, securities and liquidity management designed to achieve profitable returns for investors.

In 2004, GFH Financial Group was converted from a closed shareholding company to a public shareholding company. Its shares are currently listed on the Bahrain Bourse, Boursa Kuwait, Dubai Financial Market, and Abu Dhabi Securities Exchange. Furthermore, in 2020 GFH issued Sukuk of up to US\$ 500 million which are listed on London Stock Exchange and NASDAQ Dubai.

As a Public Shareholding Company, GFH’s corporate governance framework is based on the guidelines issued by Ministry of Industry, Commerce (MOIC) under the Commercial Companies Law promulgated by Decree No. (21) for the year 2001 (“Companies Law”) and the amendments thereto, the regulations of MOIC’s Corporate Governance Code of 2018 promulgated by Decree No. (19) for 2018, the High-Level Controls Module (“HC Module”) issued by the Central Bank of Bahrain (CBB) under its Rulebook - Volumes 2 and 6 and the amendments thereto and the Listing Rules approved by the Board of Directors of Bahrain Bourse in its meeting (4/2019) dated 08/10/2019 and the amendments thereto.

GFH’s Corporate Governance Philosophy

The corporate governance framework is focused on assisting GFH to successfully meet its strategic objectives and maintain steady growth whilst remaining fully cognisant of our clients’ and shareholders’ interests.

GFH believes that compliance with corporate governance principles enhances its value through providing a suitable framework for the Board, Board Committees and Management to perform their duties in a manner that serves the interests of the bank and its shareholders. For this reason, GFH strives to achieve the highest levels of transparency and accountability by adopting and executing strategies, goals and policies which are aimed to comply with the regulatory requirements.

The Board of Directors are accountable to shareholders for the creation and delivery of strong sustainable financial performance and long-term shareholder value. To achieve this, the Board implement and monitors the Bank’s strategy and performance, within a framework of sound corporate governance. The Chairman of the Board is responsible for leading the Board, ensuring its effectiveness, monitoring the performance of the CEO and maintaining a dialogue with the bank’s stakeholders. The control functions such as Internal Audit, Risk Management and Compliance & AML report directly to the Board Audit and Risk Committee (“ARC”).

Compliance with Regulations (High Level Control Module – CBB Rulebook, Volume 2)


In 2022, GFH continued the implementation of the Corporate Governance rules and the requirements of ‘High Level Control Module of the CBB Rulebook Volume 2 (HC Module)’.

As per rule HC-A.1.8 and HC-8.2.1 (c) of the HC Module with reference to the disclosure of the non-compliance events (Comply or Explain Principle), which stipulates the need to elucidate the non-compliance cases and provide clarification on the same in event non-compliance with the rules and guidelines of the HC Module, GFH wishes to clarify the following:

The NRCG committee does not include a Sharia Scholar (a member of Sharia Supervisory Board) as recommended under guidance note HC-9.2.4 (b).

Contrary to guidance note HC-7.2.2 which recommends all Board Members to attend the shareholders’ meeting, the shareholders’ meetings held on 3 April 2022 were attended by three Board Members.

ARC has been dissolved following the resignation of Ms. Alia Al Falasi on 9 November 2022, with the number of remaining committee members short of the quorum required by the ARC charter.



Emirati	1,967	1,003,208,850	24.98%
Bahraini	686	655,321,488	16.97%
Saudi	274	204,950,865	5.34%
American	30	138,546,301	3.60%
Cayman Islander	2	111,333,507	2.90%
Qatari	74	54,891,175	1.42%
Jordanian	265	38,006,103	0.84%
Others	876	140,753,097	6.59%
Total	8,323	3,832,593,838	100%

A.2. Distribution of ownership according to the percentage of shareholding

The below table shows the distribution of ownership according to the percentage of shareholding as at 31st December 2022:

Particulars	No. of Shareholders	No. of Shares	% of outstanding shares
Less than 1%	8,305	2,260,705,577	58.986%
1% to less than 5%	16	1,142,821,485	29.818%
5% to less than 10%	2	429,066,776	11.195%
10% to less than 20%	0	0	0%
20% to less than 50%	0	0	0%
Total	8,323	3,832,593,838	100%

A.3. Names of shareholders who own 5% or more

As of 31st December 2022, the following shareholders owned more than 5% of the Group's shares:

1. Al Raghad and Al Manar Real Estate Company
2. GFH Employee Benefit Trust

B. GFH Board of Directors and the Executive Management

B.1. Formation of the Board of Directors

The Board of GFH is composed of eight (8) members as at 31st December 2022. The current Board of GFH will complete its term in September 2023.

i. Mr. Ghazi Al Hajeri	Chairman (Independent Director)
ii. Mr. Edris Alrafi	Vice Chairman (Independent Director)
iii. Mr. Hisham Ahmed Alrayes	Member (Executive Director)
iv. Mr. Rashid Al Kaabi	Member (Non-Executive Director)
v. Mr. Ali Murad	Member (Independent Director)
vi. Mr. Fawaz Al Tamimi	Member (Independent Director)
vii. Mr. Darwish Al Ketbi	Member (Independent Director) appointed 3 April 2022
viii. Mr. Yusuf Taqi	Member (Independent Director) appointed 19 June 2022

The following members have resigned prior to year-end:

i. Mr. Jassim Mohammed AlSeddiqi	Resigned effective 4 April 2022
ii. Mr. Ahmed Al Ahmadi	Resigned effective 7 June 2022
iii. Ms. Alia Al Falasi	Resigned effective 9 November 2022





In compliance with the CBB requirements, which mandates at least one third of the members of the Board of Directors to be Independent Directors; as of 31st December 2022 the Board was comprised of six Independent Directors which includes the Chairman of the Audit and Risk Committee and the Chairman of the Nomination, Remuneration and Governance Committee.

B.2. Separation between the position of Chairman/Deputy Chairman and Chief Executive Officer

In compliance with the CBB requirements, the position of the Chairman/Deputy Chairman and that of the Chief Executive Officer are segregated and there is no amalgamation of responsibilities in these two positions.

B.3. Function of BOD and responsibilities of the Board Members

The Articles of Association of GFH Financial Group stipulate the responsibilities of the Chairman and members of the BOD as well as the guidelines of corporate governance with respect to the distribution of responsibilities between the Board of Directors and executive management. The BOD oversees all the business activities in consultation with the executive management team. The BOD also discusses and agrees GFH Financial Group's business strategy. Additionally, the BOD is responsible for risk management and the preparation of consolidated financial statements in accordance with AAOIFI standards as modified by the CBB and corporate governance issues. The matters which require the approval of the Board includes long term strategic and annual business plan, matters pertaining to corporate governance, acquisition and disposal of investments, exit of projects. This is along with the main role of the Board which is to ensure adherence to the values of GFH Financial Group, including the values set forth in its internal regulations.

When appointed, Board members are provided with the necessary detailed information to enable them to effectively perform their main role of overseeing the strategic, operational, financial, and compliance affairs as well as corporate governance controls in GFH Financial Group. The corporate governance framework allows a member of the BOD to seek independent advice when necessary.

With respect to the channels of communication between the BOD and executive management, the Board members can contact and request information from the executive management at all times.

B.4. Independence of Board Members

Independent members represent the majority of board members. To ensure independence of members, all Board members are required to inform the Board of Directors about any changes or additions that occur on their positions and executive functions that may affect the assessment of their independence by the BOD. They should also ensure that their membership of the Board of Directors is not in conflict with any of their other interests and enable them to devote time and attention to the BOD. Before starting any Board meeting, the Chairman of the BOD instructs the Board members not to participate in the vote on the resolutions that may involve a conflict of interest; this is in addition to the annual disclosure submitted by the Board members in compliance with the conflict of interest policy.

The Nomination, Remuneration and Governance Committee of the BOD is responsible, along with its role in the identification, assessment and selection of candidates for membership of the Board of Directors, for the verification of the independence of members through the controls established by the regulations in this regard. In the selection process, the Committee ensures that the executive and non-executive candidates have a wide expertise in different fields of business and support services. Independent members are chosen from different sectors to ensure diversity of views and experiences in the BOD, as the current independent members come from financial, commercial and government sectors.

The following table shows the classification of members of the BOD as at 31st December 2022:

Classification of members	No.	% of Representation
Independent	6	75%
Non-Executive	1	12.5%
Executive	1	12.5%
Total	8	100%





The following table shows the percentage of women and men on the Board during the year in compliance with CBB Rulebook Volume 6 HC-8.3.3:

Representation	No. (as of 1 January 2022)	% of Representation (as of 1 January 2022)	No. (as of 31 st December 2022)	% of Representation (as of 31 st December 2022)
Women	1	11.11%	0*	0%
Men	8	88.89%	8	100%
Total	9	100%	8	100%

*Resigned on 9 November 2022

B.5. Letter of Appointment of Board Members

Upon appointment, the Board Members are required to sign a written agreement (letter of appointment) with GFH. The agreement contains details of the responsibilities and powers of the member as well as the information required by the regulations. Upon appointment, Board members are presented with a comprehensive official introduction specifically designed for this purpose. It includes, among other things, review of the BOD's role in general and the duties and roles of the Board members in particular, in addition to meeting with the executive management, presentation of GFH's strategy, financial performance, risks and legal issues and other related matters.

During the term of membership, a member of the BOD must be fully aware of all aspects of the business, including the Bank's policies relating to corporate governance.

B.6. The Right of Shareholders to appoint Members of the Board

Under Article 175 of the Commercial Companies Law of 2001 (CCL-2001) and the amendments thereto and Article 27 of GFH's Amended and Restated Articles of Association ('AOA') of the Bank, each shareholder who owns 10% or more of the capital is entitled to appoint his representative in the BOD in proportion to the number of members of the BOD.

B.7. System for Election and Termination of Directors

The system for the election and termination of Directors is governed by Article 176 – 179 of the CCL-2001 and the amendments thereto and Articles 24 - 28 of AOA.

As per the contract signed with the Directors, GFH may terminate the Director's appointment with immediate effect if the Director has:

- 1) committed any serious or repeated breach or non-observance of his obligations to GFH (which includes an obligation not to breach any fiduciary duties) including those arising under this agreement; or
- 2) been guilty of any fraud or dishonesty or acted in any manner which, in the opinion of GFH, brings or is likely to bring the Director or GFH into disrepute or is materially adverse to the interests of GFH; or
- 3) been declared bankrupt or have made an arrangement with or for the benefit of his creditors, or any similar or analogous act or event; or
- 4) been disqualified from acting as a director for any reason; or
- 5) been absent without a valid reason for more than four (4) consecutive board meetings; or

Furthermore, in line with the Article 179 of CCL-2001 and Articles 29 and 31 of AOA, in case of vacancy for one or more Board members, the Board shall elect by a secret ballot or otherwise, a substitute amongst certain number of candidates, proposed by at least two Board members until the first General Meeting is held.





The following table shows the percentage of women and men on the Board during the year in compliance with CBB Rulebook Volume 6 HC-8.3.3:

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- 2) been guilty of any fraud or dishonesty or acted in any manner which, in the opinion of GFH, brings or is likely to bring the Director or GFH into disrepute or is materially adverse to the interests of GFH; or
- 3) been declared bankrupt or have made an arrangement with or for the benefit of his creditors, or any similar or analogous act or event; or
- 4) been disqualified from acting as a director for any reason; or
- 5) been absent without a valid reason for more than four (4) consecutive board meetings; or

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B.8. GFH Board Members and their other memberships

The table below shows the composition of the BOD, the other memberships of the Board member and membership of committees as at 31st December 2022:

Name and position of Board member	Date of first appointment in BOD/ Re-appointment	Independent / Non-Executive / Executive	Representation	Number of memberships in other boards of Directors	Number of memberships in other boards of Directors in Bahrain	Number of memberships in other boards of Directors of banks in Bahrain	Number of memberships in Board Committees
Ghazi Al Hajeri	Mar 2017 / Sep 2020	Independent	NA	2	-	-	1
Edris Alrafi	Sep 2020	Independent	NA	2	-	-	1
Hisham AlRayes	April 2016 / Sep 2020	Executive	NA	22	9	1	1
Rashid Al Kaabi	Mar 2017 / Sep 2020	Non- Executive	NA	7	-	-	1
Ali Murad	March 2020 / Sep 2020	Independent	NA	6	-	-	1
Fawaz Al Tamimi	Sep 2020	Independent	NA	2	-	-	1
Darwish Al Ketbi	April 2022	Independent	NA	2	-	-	1
Yusuf Taqi	June 2022	Independent	NA	22	9	1	1

B.9. Ownership of the Members of the Board in GFH shares

The table below shows the change in the ownership of members of the Board of Directors of the shares of GFH Financial Group, as at 31st December 2022 compared to that of 31st December 2021:

Member's name	Shares owned as at 31 st December 2021	Shares owned as at 31 st December 2022	Percentage of ownership as at 31 st December 2022
Hisham AlRayes	126,188,716	148,267,546	3.87%
Rashid Al Kaabi	-	-	-
Ghazi Al Hajeri	-	-	-
Ali Murad	108,435,609	161,167,124	4.21%
Fawaz Al Tamimi	-	-	-



Edris Alrafi	-	-	-
Darwish Al Ketbi	-	-	-
Yusuf Taqi	-	-	-

B.10. Directors' and Senior Managers' trading of the Bank's shares and distribution of ownership on an individual basis during the year 2022

Name of Board Member	Total no. of shares held as at 31 st Dec 2021	Transactions - within the period 1 st Jan - 31 st Dec 2022			Total no. of shares held as at 31 st Dec 2022	% of ownership
		Sold	Transferred for settlement #	Additional Position		
Hisham AlRayes	126,188,716	-	60,297,244	82,376,074	148,267,546	3.87%
Rashid Al Kaabi	-	-	-	-	-	-
Ghazi Al Hajeri	-	-	-	-	-	-
Ali Murad	108,435,609	-	-	52,731,515	161,167,124	4.21%
Fawaz Al Tamimi	-	-	-	-	-	-
Edris Alrafi	-	-	-	-	-	-
Darwish Al Ketbi	-	-	-	-	-	-
Yusuf Taqi	-	-	-	-	-	-

Name of Management & Approved Persons	Total no. of shares held as at 31 st Dec 2021	Transactions - within the period 1 st Jan - 31 st Dec 2022			Net total no. of shares held as at 31 st Dec 2022
		Sold	Transferred for settlement #	Additional Position*	
Hisham Alrayes	126,188,716	-	60,297,244	82,376,074	148,267,546
Salah Sharif	4,403,084	1,901,889	248,971	2,720,307	4,972,531
Baha Al Marzooq	1,203,620	1,153,604	384,666	1,359,451	1,024,801
Hammad Younus	2,420,962	2,620,159	1,288,904	4,060,513	2,572,412
Nael Al Kujok	-	-	-	1,443,059	1,443,059
Suryanarayanan Hariharan	3,815,527	2,917,420	538,059	2,738,416	3,098,464
Razi Al Merbati	5,400,847	584,634	-	5,254,769	10,070,982
Pietro de Libero	-	-	-	-	-
Dr. Mohamed Abdulsalam	952,023	898,330	326,848	1,355,679	1,082,524
Muneera Isa	804,374	619,563	-	682,762	867,573
Ahmed Jamsheer	2,031,698	2,063,164	1,096,178	4,054,677	2,927,033
Osama Janahi	970,123	204,281	-	146,071	911,913



Osama Nasr	-	-	-	-	-
Mariam Jowhary	251,378	85,048	-	388,583	554,913
Bhaskar Mehta	-	-	-	-	-
Salem Patel	4,496,646	-	740,425	1,408,815	5,165,036
Yazen Al Khudairy	-	-	-	-	-
Mohammed Mattar	-	-	-	-	-
Mohammed AlHusaini	-	-	-	-	-
Total	152,938,998	13,048,092	64,921,295	107,989,176	182,958,787

Certain of the banks share schemes include a leverage component, and any settlement within the Group share scheme policies are reduced from employee holdings.

* Includes the shares bought directly from market or/and the shares awarded/ vested under Employee Share Schemes or/and the stock dividend on such shares received during the year.

B.11. Meetings of the Board of Director during the year 2022

The meetings of the Board of Directors and the Board committees are held whenever the need arises, but under the regulations, the BOD should meet at least four times during a single fiscal year. The BOD held five (5) meetings during 2022. The shareholders meetings were held on 3 April 2022.

In addition to official meetings, a number of urgent resolutions were also passed by circulation in 2022 through e-mails to Board members.

As for the agenda of the meetings of the BOD, it is sent to the members at a suitable time before the date of the meeting, to provide the members with all the necessary information, reports and documents for their information and review. The BOD is also notified of all the topics and key events that arise and need approvals. The executive management is responsible for informing the BOD on the performance of GFH in each meeting.

Dates of Board meetings held during the fiscal year 2022 are as follows:

- i. 9 February 2022
- ii. 4 April 2022
- iii. 11 May 2022
- iv. 10 August 2022
- v. 9 November 2022

Date & location of meeting	Names of Directors present	Names of Directors who participated by phone/ video link	Names of Directors not present
Date: 9 February 2022 1 st Meeting Video Call Conference		Mr. Jassim Alseddiqi Mr. Ghazi Al Hajeri Mr. Idris Alrafi Mr. Hisham Alrayes Mr. Ali Murad Mr. Rashid Al Kaabi Mr. Ahmed Al Ahmadi Ms. Alia Alfalasi Mr. Fawaz Altamimi	





Date: 4 April 2022 2 nd Meeting Video Call Conference		Mr. Jassim Alseddiqi Mr. Ghazi Al Hajeri Mr. Idris Alrafi Mr. Hisham Alrayes Mr. Ali Murad Mr. Rashid Al Kaabi Mr. Ahmed Al Ahmadi Ms. Alia Alfalasi Mr. Fawaz Altamimi	
Date: 11 May 2022 3 rd Meeting Four Seasons Hotel – Dubai, UAE	Mr. Ghazi Al Hajeri Mr. Idris Alrafi Mr. Hisham Alrayes Mr. Ali Murad Mr. Rashid Al Kaabi Mr. Ahmed Al Ahmadi Ms. Alia Alfalasi Mr. Fawaz Altamimi Mr. Darwish Al Ketbi		
Date: 10 th August 2022 4 th Meeting Video Call Conference		Mr. Ghazi Al Hajeri Mr. Idris Alrafi Mr. Hisham Alrayes Mr. Ali Murad Mr. Rashid Al Kaabi Mr. Yousif Taqi Ms. Alia Alfalasi Mr. Fawaz Altamimi Mr. Darwish Al Ketbi	
Date: 9 th November 2022 5 th Meeting GFH Financial Group Offices – Kingdom of Bahrain	Mr. Ghazi Al Hajeri Mr. Idris Alrafi Mr. Hisham Alrayes Mr. Ali Murad Mr. Yousif Taqi Mr. Fawaz Altamimi Mr. Darwish Al Ketbi	Mr. Rashid Al Kaabi	

B.12. Quorum required for adoption of Board resolutions

The required quorum for the meetings of the BOD and AGM shall be in accordance with the provisions of the Articles of Association of GFH. The BOD may pass its resolutions by post, e-mail, fax, conference calls, video calls or any other means of audio or video communication pursuant to the provisions of Article 33-e of the Articles of Association of the Bank.

C. Board Committees

The BOD has established three subordinate committees and has delegated specific powers to each committee as follows:

C.1. The Audit and Risk Committee

The Audit and Risk Committee (ARC) is responsible for following up on the internal and external audit, risk management as well as compliance and anti-money laundering matters.

During the fiscal year 2022, the Committee held Four meetings, as detailed below:



During the fiscal year 2022, the Committee held Four meetings, as detailed below:

ARC meeting date & Location	ARC members present	ARC members who participated by phone/ video link	ARC members not present
Date: 7 th February 2022 1 st Meeting (Part 1) Video Call Conference		Mr. Ahmed Al Ahmadi Ms. Alia Alfalasi Mr. Idris Alrafi	
Date: 8 th February 2022 1 st Meeting (Part 2) Video Call Conference		Mr. Ahmed Al Ahmadi Ms. Alia Alfalasi Mr. Idris Alrafi	
Date: 10 th May 2022 2 nd Meeting (Part 1) Video Call Conference		Ms. Alia Alfalasi Mr. Idris Alrafi	Mr. Ahmed Al Ahmadi
Date: 15 th May 2022 2 nd Meeting (Part 2) Video Call Conference		Mr. Ahmed Al Ahmadi Ms. Alia Alfalasi Mr. Idris Alrafi	
Date: 9 th August 2022 3 rd Meeting Video Call Conference		Mr. Yousif Taqi Mr. Idris Alrafi Ms. Alia Alfalasi	
Date: 7 th November 2022 4 th Meeting (Part 1) GFH Financial Group Offices – Kingdom of Bahrain		Mr. Yousif Taqi Mr. Idris Alrafi	Ms. Alia Alfalasi
Date: 8 th November 2022 4 th Meeting (Part 2) Jumeirah Gulf Hotel – Kingdom of Bahrain		Mr. Yousif Taqi Mr. Idris Alrafi	Ms. Alia Alfalasi

C.2. Nomination, Remuneration & Governance Committee

The Nomination, Remuneration & Governance Committee (“NRGC”) is responsible for recruitment, rewards, incentive compensation of employees and the preparation of internal policies to manage human resources and other administrative matters. It is also responsible for overseeing the governance framework of GFH Financial Group.



The Committee met two times during the fiscal year 2022, as detailed below:

NRGC Meeting date & location	NRGC members present	NRGC members who participated by phone/ video link	NRGC members not present
Date: 8 th February 2022 1 st Meeting Video Call Conference		Mr. Ghazi Al Hajeri Mr. Rashed Al Kaabi Mr. Fawaz Altamimi	
Date: 26 th December 2022 2 nd Meeting Video Call Conference		Mr. Ghazi Al Hajeri Mr. Rashed Al Kaabi	Mr. Fawaz Altamimi

C.3. Board Investment Committee

The Board Investment Committee ("BIC") is a Board's sub-committee appointed to assist the board in formulating the bank's investment policy and make investment transaction decisions. The BIC will meet as events and decision making require. During the year certain resolutions were passed by circulation.

D. Audit fees and other services provided by the external auditor

During the Annual General Meeting held on 3rd April 2022, the shareholders approved the re-appointment of KPMG as external auditors for the year ending 31st December 2022 and authorized the Board of Directors to determine their remuneration. The audit fees charged and non-audit services provided by the external auditors shall be available to the shareholders as and when requested through formal requests provided that these disclosures would not negatively impact the Audit firm's interest and its competition in the market.

E. Other topics

E.1 Remuneration of the Board of Directors and Executive Management

Remuneration of the Board of Directors is recommended to the Board of Directors by the Nomination, Remuneration & Governance Committee and the Board of Directors then makes the recommendation to the shareholders at the annual general meeting.

The Board of Directors' remuneration takes into consideration the performance of the Bank as well as an assessment of compliance of individual members with their performance agreement and individual responsibilities. During the year 2022, the Board was paid fees as stated in the Chairman's Report accompanying the consolidated financial statements.

Executive Management is entitled to a fixed remuneration as per their contractual agreements, and any other performance-related incentives/bonuses must be approved by the Board.

Refer to the Chairman's report and note 24 (Key management personnel) of the consolidated financial statements for details of the remuneration to Executive Management.

During 2022, the total remuneration paid to Sharia Supervisory Board was US\$400,000.

E.2 Continuous development of the Board and Board Committees

The Charter of the Board of Directors serves as a reference point for the Board activities. The Charter outlines the demarcation of the roles, functions, responsibilities and powers of the Board, various Board committees of GFH and matters reserved for final decision-making or pre approval by the Board and the policies and practices of the Board in respect of matters such as conflicts of interest and convening of Board meetings.





The Board Charter sets up a detailed Board Training guide which provides a framework for induction/orientation of new Board members. The new Board of Directors are provided with a presentation pack containing overview/highlights of GFH.

All the members of the Board at the time of appointment should sign a Directors contract, which contains the terms of the appointment, duties and responsibilities of the members, membership and time commitment, conflicts of interest, resignation and termination, confidentiality of information, requirement for the completion of professional development trainings and other details which the members have to abide by during their tenure of being member of the Board.

Furthermore, all Board members are required to attend a minimum of fifteen (15) hours of continuous professional development training annually in line with the requirements of the Training and Competency Module of the CBB Rulebook Volume 2.

E.3 Board's Performance Evaluation

At GFH, a comprehensive Board Performance Evaluation Pack (framework for the annual self-assessment process by the Board, the Board Committees and Individual Directors) is in place which is in line with the CBB guidelines (HC Module).

The evaluation is to be used to assess Board effectiveness and support in identifying the need for:

- A revised mix of skills/experience on the Board.
- Board training and/or professional support
- Replacement of Individual Directors whose contribution is deemed inadequate.
- The Board Performance Evaluation Framework is based on the following - Principles:
- The Board shall, through the Nomination, Remuneration and Governance Committee (NRGC), undertake a formal and rigorous annual evaluation of its own performance and that of its Committees and Individual Directors.
- The Chairman will act on the results of the performance evaluation by recognising the strengths and addressing the weaknesses of the Board. The Chairman of the NRGC will be responsible for the performance evaluation of the Chairman, taking into account the views of other Board Members.
- The evaluation process will be used constructively as a mechanism to improve Board effectiveness, maximise strengths and tackle weaknesses.
- The results of Board evaluation will be shared with the Board as a whole whilst the results of individual assessments will remain confidential between the Chairman and the Director concerned.
- Key results indicators, derived from the strategic plans and objectives, should be used to measure the Board's performance.

The Board Performance Evaluation Framework is based on the following - Methodology:

- 1) Each Board Member is required to complete the 'Board Performance Evaluation Form' and the "Individual Director's Self Evaluation Form".
- 2) The Chairman of the Board will also individually evaluate each of the Board Members.
- 3) NRGC will collate the ratings of the Board (Board Performance Evaluation Form) done by each of the Board Member accordingly; in order to arrive to mean results.
- 4) Each Committee Members will also perform rating of their respective committee(s).
- 5) Similarly, NRGC will collate the ratings of each of the Committee (NRGC/BIC/ARC); in order to arrive to mean results of that specific committee.

E.4. Transactions Requiring Board Approval

As part of their central leadership and designated authority, the Board of Directors discuss and approve matters pertaining to Strategic Planning, Business Plan, Policies and Procedures, Annual Report, Financial Statements, Appointment of External Auditors and Strategic Partnerships. Furthermore, other matters such as strategic decisions, investment fund proposals, provisions and write-off limits or credit and exposure limits may require the Board's approval as per the internal designated authority limits.

E.5. Transactions with Related Parties

Details of transactions with related parties are indicated in detail in Note 24 of the consolidated financial statements for the fiscal year ended 31st December, 2022. All related party transactions are approved by the Board of Directors and disclosed to the shareholders in the Annual General Meeting.





E.6. Approval process for Connected Counterparty Transactions

All connected counterparty exposures (within the CBB defined limits) will be approved by the appropriate approving authority as per the Delegate Authority Limit (DAL). Where the approving authority as per DAL is connected / interested, the approval authority shall move to the next level.

In determining whether to approve a Connected Counterparty Transaction, the requesting and approving authority will consider, among other factors, the following factors to the extent relevant to the Connected Counterparty Transaction:

- Exposures to connected counterparties may be justified only when undertaken for the clear commercial advantage of the bank, when negotiated and agreed on an arm's length basis, and when included in the policy statement agreed with the Central Bank.
- No Islamic facilities provided by a bank to its own external auditors shall be permitted (External auditors include firm/ partnership, the partners, the directors and managers of the audit firm). In addition, unless provided for in the contract, off-balance sheet restricted investment accounts will not be permitted to participate in on-balance sheet corporate funding and vice versa and movement within restricted investment accounts is not permitted unless specifically permitted under a valid contract between the bank and the relevant client.
- Whether the terms of the Connected Counterparty Transaction are fair to the Bank and on the same basis as would apply if the transaction did not involve a Connected Counterparty;
- Whether there are business reasons for the Bank to enter into the Connected Counterparty Transaction;
- Whether the Connected Counterparty Transaction would impair the independence of an outside director and;
- Whether the Connected Counterparty Transaction would present an improper conflict of interests for any director or executive officer of the Bank, taking into account the size of the transaction, the overall financial position of the director, executive officer or Connected Counter Party, the direct or indirect nature of the director's, executive officer's or Connected Party's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the ARC deems relevant.
- The bank must not undertake exposures to controllers as defined under Chapter GR-5 or to subsidiaries of such, however, smaller shareholders will be subject to normal exposure limits outlined under CM-4.4.5. Directors who are also controllers (or the appointed board representatives of such controllers) are subject to a 0% limit.
- The Central Bank's prior written consent should be obtained for any credit facilities provided to an employee where the amount of such facility, either singly or when added to an existing facility/existing facilities outstanding to that employee at that date, would be equal to or in excess of BD 100,000 (Bahrain Dinars One Hundred Thousand), or its equivalent in foreign currency. Banks must notify the Central Bank in writing of any senior employee who fails to discharge his repayment obligations.
- Reciprocal cross-holdings of capital between a bank and its "controllers", which artificially inflate the capital of licensee concerned, are not permitted. Any cross-holdings that occur due to acquisitions or takeovers must be deducted from the concerned bank's capital. Any member of the Board who has an interest in the transaction under discussion will abstain from voting on the approval of the Connected Counterparty Transaction.

E.7. Ownership of shares by Government entities

Authority Name	Government	Shares Owned	% of Shares Owned
General Pension And Social Security Authority	UAE	31,386,606	0.82%
California Public Employees Retirement	USA	7,358,906	0.19%
Utah State Retirement System	USA	145,375	0.00%
Beit Alquran	Bahrain	8,516	0.00%

E.8. Review of internal control and processes

Internal control is a process affected by the Board of Directors, senior management and all levels of personnel. It is not solely a procedure or policy that is performed at a certain point in time, but rather it is continually operating at all levels within the Bank. The Board of Directors and senior management are responsible for establishing the appropriate culture to facilitate an effective internal control process and for monitoring its effectiveness on an ongoing basis; however, each individual within an organisation must participate in the process.





The main objectives of the internal control process can be categorised as follows:

1. Efficiency and effectiveness of activities (performance objectives);
2. Reliability, completeness and timeliness of financial and management information (information objectives); and
3. Compliance with applicable laws and regulations (compliance objectives).

Also, the internal control system of the Bank consists of five (5) interrelated elements:

- i. Management oversight and the control culture;
- ii. Risk recognition and assessment;
- iii. Control activities and segregation of duties;
- iv. Information and communication; and
- v. Monitoring activities and correcting deficiencies.

E.9. GFH's Client Charter

In line with the CBB requirements, GFH has developed a client's charter which outlines the commitments made by GFH in respect of the quality of services and products delivered to its clients and shareholders. The client's charter, which is available on the bank's website, is an assurance that services provided by the Bank will comply with quality standards. Generally, quality standards are standards that will fulfill clients' and shareholders' needs and expectations.

The client charter also incorporates GFH's Complaints handling procedures and encourages the clients and its shareholders to report any alleged wrongful conduct, malpractice or an improper/ unethical behavior of an employee of the bank.

E.9.1 Dealing with Complaints

GFH is committed to providing its clients with the highest standard of service. However, should a client complain because he/she feels GFH has failed to deliver what it has promised, GFH will do everything possible to ensure that such a complaint is dealt with fairly, promptly and effectively. The information provided here will show you how to:

- i. Make a complaint.
- ii. Escalate if you are not satisfied with the response provided by GFH in response to your complaint.
- iii. Take further action if you are still dissatisfied with the outcome.

• Mechanism for submitting Complaints:

The complaint must be in writing and should be addressed to the Investors' Relations Department and must be marked to the GFH's Compliance Department.

In compliance with the directives of the Central Bank of Bahrain, GFH has appointed a Complaints Handling Officer, who is responsible for ensuring that the client complaint is acknowledged, properly investigated, and that the Bank's response is adequately communicated to the client.

• Options for submitting Complaint:

- a) Hand delivery to GFH's Office (reception) located at 28th Floor, East Tower, Bahrain Financial Harbour, Manama
- b) Via Fax to the following number +973 17 540006
- c) Courier or post to the following address:
Complaint Handling Officer GFH Financial Group B.S.C. 28th Floor, East Tower Bahrain Financial Harbour PO Box 10006
Manama, Kingdom of Bahrain
- d) Or scan and email the written complaint to: iservice@gfh.com

• What happens once your complaint is submitted?

- a) Once a client complaint has been submitted, we will acknowledge within five (5) working days.
- b) The client complaint will be referred to the concerned person/department which will investigate it thoroughly and a written response detailing the outcome of our investigation and our decision shall be provided within four (4) weeks of receiving the complaint.
- c) In the unlikely event that the complaint is not answered within the timeframe mentioned in point (b), we will write the reasons why there has been a delay and the additional action that we will take including when we anticipate to have concluded our investigation.
- d) After receiving the final response to the complaint, and if the client is still not satisfied, he/she can write directly to the Consumer Protection Unit of the Central Bank of Bahrain or he/she can submit the case through the "Complaint form" available on the Central Bank





of Bahrain website www.cbb.gov.bh, within 30 calendar days from the date of receipt of our final response.

- e) All correspondences in relation to the complaint and records must be retained by GFH for a period of five (5) years from the date of receipt of the complaint.

E.9.2. Whistle-blowing

- Report an Incident

Whistleblowers are encouraged to report any observed wrongful conduct, malpractice or an improper/unethical behavior to the Bank through the following means:

Report to 'Head of Compliance' or 'Head of Internal Audit' by sending an email at whistleblow@gfh.com; alternatively, send a letter by post at the below address:

Head of Compliance / Head of Internal Audit

GFH Financial Group B.S.C, 30th Floor, East Tower Bahrain Financial Harbour, P.O. Box 10006, Manama, Kingdom of Bahrain

- Protection Rights for Whistleblowers

- a) GFH is committed to the protection of Whistleblowers against any possible retaliation or reprisals, whether actual or threatened as a result of their whistleblowing.
- b) The Whistleblower's identity, the nature of the report, and the suspected person's identity are strictly confidential.
- c) Retaliation against an individual, who in good faith, had made a complaint, disclosed information relating to a complaint or otherwise participated in an investigation relating to a complaint is prohibited regardless of the outcome of the investigation.
- d) The Board Audit & Risk Committee of the bank will be responsible to assess the incident reported and will decide the course of action.

E.10. Details of penalties paid

Nil during 2022

E.11. Systems and controls for compliance with Sharia and AAOIFI standards

In pursuance with the provisions of its Articles of Association, GFH Financial Group has always carried out its banking activities in compliance with Islamic Sharia principles that constitute an integral part of the entire policies of the Bank. Tasks managed by Sharia Department of GFH include the followings:

1. Ensuring that the necessary approvals of the SSB have been obtained for each project.
2. Ensuring compliance of projects with the Sharia provisions indicated in the Prospectus and the approved structure of the project.
3. Reviewing the financial statements and other issues related to the projects and ensuring that they are in compliance with the Sharia principles.
4. Ensuring that the projects are in compliance with Fatwas and recommendations of the SSB of GFH and the other Sharia Boards, if any.
5. Ensuring that the approval of the SSB is obtained for each financial instrument (such as sale transactions, financing, currency conversion, Sukuks, deposits, etc.), including the approved and concluded contracts and agreements.
6. Reviewing the financial statement to ensure full compliance with the Sharia principles and the requirements and provisions of the Accounting & Auditing Organisation for Islamic Financial Institutions (AAOIFI) as modified by the CBB.
7. Ensuring that all the products and the structures thereof are in compliance with AAOIFI's standards.

For earnings prohibited by Sharia, please refer note 28 of the consolidated financial statements for the fiscal year ended 31st December 2022.

E.12. Board Code of Conduct

The Board has approved a code of conduct for all staff of the Bank and the Board members. The Code includes guidance on dealing with conflict of interests, insider trading, key person dealing, receiving gifts, system & controls framework, confidentiality etc. It also binds the Directors, Executive Management and staff to the highest standard of professionalism and diligence on discharging their duties. All Board members and senior management of the Bank have affirmed compliance with the Code of Conduct. Board members are excluded from dealings in matters related to an external entity where they hold a position. Any breach of the code is reported to the Board NRG by the Corporate Secretary, Head of Compliance or the Head of Human Resources. The Board NRG is responsible to take the necessary action.

E.13. Board Conflict of Interest





Any conflict of interest that might arise from the Board members is governed by the Board Conflict of Interest Policy. Each Board member is required to annually disclose any potential conflict of interest that might arise during the term of their membership. Any transaction that has occurred during their term as a Board member must be disclosed to the Board through the Conflict of Interest Reporting Form. Any conflict of interest arising from any Board member must be ratified by the Board, and the respective Board member will be refrained from voting on that matter.

E.14. Employment of Relatives

The Group maintains Employment of Relatives policy to prevent any potential for favoritism and conflict of interest in decision-making due to factors of kinship in relationships among employees within the Group regardless of difference in department and reporting line. The Group does not permit the employment of relatives (direct family of the employee up to fourth degree and up to the second degree for the employee's spouse) of current Employees. This restriction is not limited to the recruitment and selection only but is also applicable on existing employee of the group in case he/she marries another employee of the group.

All Departmental Head are required to promptly report to Head of Human Resource any changes in status of their respective team-members. Also, all employees are urged, if in doubt, to consult with their respective supervisors and the Human Resource department.

E.15. Remuneration strategy

It is GFH's basic compensation philosophy to provide a competitive level of total compensation to attract and retain qualified and competent employees. GFH's variable remuneration policy will be driven primarily by a performance-based culture that aligns employee interests with those of the shareholders of GFH. The variable remuneration policy helps ensure effective alignment of remuneration with prudent risk-taking by senior management in the conduct of business.

A robust and effective governance framework ensures that GFH operates within clear parameters of its compensation strategy and policy. All compensation matters, and overall compliance with regulatory requirements, are overseen by the CEO and the Nomination and Remuneration Committee of the Board (NRGC).

The quality and long-term commitment of all our employees is fundamental to our success. We therefore aim to attract, retain and motivate the very best people who are committed to maintaining a career with GFH, and who will perform their role in the long-term interests of our shareholders. GFH's reward package is comprised of the following key elements:

1. Fixed pay;
2. Benefits;
3. Annual performance bonus;
4. Commission for sales staff;
5. Co-investment plans;
6. Remuneration for senior management from participation in boards of investee entities; and
7. The long-term performance incentive plan

GFH's remuneration policy in particular, considers the role of each employee and has set guidance on whether an employee is a Material Risk Taker and/or an Approved Person in a business line, control or support function. An Approved Person is an employee whose appointment requires prior regulatory approval because of the significance of the role within GFH and an employee is considered a Material Risk Taker if they are the Head of a significant business line or any individuals within their control who has a material impact on GFH's risk profile.

In order to ensure alignment between what we pay our people and our business strategy, we assess individual performance against annual and long-term financial and non-financial objectives summarised in our performance management system. This assessment also takes into account adherence to GFH's values, risks and compliance measures and above all integrity. Altogether, performance is therefore judged not only on what is achieved over the short and long-term but also importantly on how it is achieved, as the NRGC believes the latter contributes to the long-term sustainability of the business.

NRGC role and focus

The NRGC has oversight of all reward policies for GFH's employees. The NRGC is the supervisory and governing body for compensation





policy, practices and plans. It is responsible for determining, reviewing and proposing variable remuneration policy for approval by the Board. It is responsible for setting the principles and governance framework for all compensation decisions. The NRCG ensures that all persons must be remunerated fairly and responsibly. The remuneration policy is reviewed on a periodic basis to reflect changes in market practices, compliance with regulations, the business plan, long term objectives and risk profile of GFH.

The responsibilities of the NRCG with regards to GFH's variable remuneration policy, as stated in its mandate, include but are not limited to, the following:-

- Review, monitor and approve the remuneration policies for the approved persons and material risk-takers, which must be consistent with GFH's corporate values and strategy to ensure that they operate as intended.
- a) The committee should be responsible for retaining and overseeing outside consultants or firms for the purpose of reviewing the remuneration of approved persons and material risk-takers, administering remuneration plans, or related matters.
- b) Ensure that the remuneration of approved persons and material risk-takers is sufficient enough to attract and retain persons of the quality needed to run GFH successfully, but that bank avoids paying more than is necessary for that purpose.
- c) Approve the individual remuneration amounts, packages and total compensation for each approved person and material risk-taker and make recommendations to the Board of the total variable remuneration (bonus pool) to be distributed, taking account the total remuneration, including salaries, fees, expenses, bonuses and other employee benefits.
- d) Evaluate the performance of approved persons and material risk-takers in light of GFH's corporate goals, agreed strategy, objectives and business plans.
- e) The committee shall be responsible to the Board for the overview of any employee benefit trust (EBT) or similar arrangements adopted for the purpose of administering the deferred incentive arrangements (including share schemes) of GFH.
- f) Ensure that variable remuneration for material risk-takers forms a substantial part of the total remuneration of approved persons and material risk-takers (other than the risk management, internal audit, operations, financial controls, internal Shari'a review/audit, AML and compliance functions personnel).
- g) Ensure that for approved persons in risk management, internal audit, operations, financial controls, internal Shari'a review/audit, AML and compliance functions the mix of fixed and variable remuneration is weighted in favour of fixed remuneration.
- h) Ensure that the system includes effective controls including stress testing and back testing results of the remuneration policy and that the system's practical operation is regularly reviewed for compliance with regulations, internal policies and bank procedures.
- i) Review remuneration outcomes, risk measurements and risk outcomes regularly for consistency with the Board's approved risk appetite, for submission for the Board for its review.
- j) Review cases where any ex-ante risk adjustments are to be used to take into account severe but plausible scenarios to the variable remuneration as per GFH's variable remuneration policy.
- k) Review cases where the bonus is diminished by exercise of Malus and Clawback adjustments.
- l) Question payouts for income that cannot be realised or whose likelihood of realisation remains uncertain at the time of payout.
- m) Ensure appropriate compliance mechanisms are in place to ensure that employees commit themselves to not using personal hedging strategies or remuneration-and liability-related insurance to undermine the risk alignment affects embedded in their remuneration arrangements.

Use of consultants:

GFH engaged external consultants to benchmark pay and grading structure to bring it in line with market practices. A consultant was also engaged to develop and update the framework for issuances of Long Term Incentive Plan (LTIP) which has been discussed and approved by the Board's NRCG committee and the Board of Directors.

Scope of application of the remuneration policy

The principles of this remuneration policy apply on a group-wide basis. However, application of deferral requirements and issue of non-cash instruments for each subsidiary of GFH will be determined by applicable local regulations and market norms. Currently, deferral arrangements are applicable only to Bahrain domiciled banking entities within the Group.

Board remuneration

GFH will determine board remuneration in line with the provisions of Article 188 of the Commercial Companies Law, 2001. The Board of Directors' remuneration will be capped so that variable remuneration in any financial year (sitting fees is not part of variable remuneration)





does not exceed 10% of GFH's net profit, after all required deductions outlined in Article 188 have been made. Remuneration of non-executive directors will not include performance-related elements such as grants of shares, share options or other deferred stock-related incentive schemes, bonuses or pension benefits. Board remuneration is subject to approval of the shareholders in the annual general meeting.

Variable remuneration for staff

Variable remuneration is performance related and consists primarily of the annual performance bonus award. As part of our staff's variable remuneration, the annual bonus rewards delivery of operational and financial targets set each year, the individual performance of the employees in achieving those targets, and their contribution to delivering GFH's strategic objectives.

GFH has adopted a Board approved framework to develop a transparent link between variable remuneration and performance. The framework is designed on the basis of meeting both satisfactory financial performance targets and the achievement of other non-financial factors, that will, all other things being equal, deliver a target bonus pool for employees, prior to consideration of any allocation to business lines and employees individually. In the framework adopted for determining the variable remuneration pool, the NRCG aims to balance the distribution of GFH's profits between shareholders and employees.

Key performance metrics at GFH level include a combination of short-term and long-term measures and include profitability, solvency, liquidity, risk diversification, strategy implementation and growth indicators. The performance management process ensures that all goals are appropriately cascaded down to respective business units and employees.

In determining the quantum of variable remuneration, GFH has implemented a hybrid model by defining a Top Down (profit based) bonus pool funding for its staff. The total bonus pool is capped at a percentage of profit before being assessed for risk. This approach is a starting position and the NRCG may choose to implement a discretionary award for a given year based on affordability for GFH and its assessment of GFH's current and future resource requirements. The bonus pool is adjusted to take account of risk via the use of risk-adjusted measures (including forward-looking considerations), subject to the final discretion of the NRCG. In addition to the annual bonus plan, the Board from time-to-time approves LTIP awards with performance and service conditions to retain key management and incentive achievement of long term performance and strategic measures. These awards vest ratably on an annual basis and can be accelerated or cancelled based on the extent of achievement of targets set for each year.

Under the variable remuneration policy of GFH, placement fees, sales commission or incentives for sales staff is not considered to be part of the variable remuneration (subject to deferral) as it is an integral part of the overall pay structure of the sales and placement staff. Further, these payments are not considered variable remuneration as they are not directly or indirectly linked to GFH-wide performance and are considered activity-based payments.

The NRCG carefully evaluates practices by which remuneration is paid for potential future revenues whose timing and likelihood remain uncertain. NRCG demonstrates that its decisions are consistent with an assessment of GFH's financial condition and future prospects. A special pool is also considered for recoveries made against any legacy investments and legal cases and is approved on a case-by-case basis by the Board of Directors.

GFH uses a formalised and transparent process to adjust the bonus pool for quality of earnings. If the quality of earnings is not strong, the profit base could be adjusted based on the discretion of the NRCG.

For the overall Bank to have any funding for distribution of a bonus pool, threshold financial targets have to be achieved. The performance measures ensure that total variable remuneration is generally, considerably contracted where subdued or negative financial performance of GFH occurs. Furthermore, the target bonus pool as determined above is subject to risk adjustments in line with the risk assessment and linkage framework.

Remuneration of control and support functions

The remuneration level of staff in the control and support functions allows GFH to employ qualified and experienced personnel in these functions. GFH ensures that the mix of fixed and variable remuneration for control and support function personnel is weighted in favor of fixed remuneration. In exceptional cases, the approval of the NRCG shall be obtained. The variable remuneration of control functions is to be based on function-specific objectives and is not determined by the financial performance of the business areas they monitor to avoid





conflict of interests related to the business unit they are overseeing.

GFH's performance management system plays a major role in deciding the performance of the support and control units on the basis of the objectives set for them. Such objectives are more focused on non-financial targets that include risk, control, compliance and ethical considerations as well as the market and regulatory environment apart from value adding tasks which are specific to each unit.

Variable compensation for business units

The variable remuneration of the business units is primarily determined by key performance objectives set through the performance management system of GFH. Such objectives contain financial and non-financial targets, including risk control, compliance and ethical considerations as well as market and regulatory requirements. The consideration of risk assessments in the performance evaluation of individuals ensures that any two employees who generate the same short-run profits but take different amounts of risk on behalf of GFH are treated differently by the remuneration system.

Risk assessment framework

The purpose of risk linkages to the reward framework is to align variable remuneration to the risk profile of GFH. In its endeavor to do so, GFH considers both quantitative measures and qualitative measures in the risk assessment process. Both quantitative measures and human judgment play a role in determining any risk adjustments. The risk assessment process encompasses the need to ensure that the remuneration policy as designed reduces employees' incentives to take excessive and undue risks, is symmetrical with risk outcomes and delivers an appropriate mix of remuneration that is risk aligned.

GFH's NRCG considers whether the variable remuneration policy is in line with GFH's risk profile and ensures that through GFH's ex-ante and ex-post risk assessment framework and processes, remuneration practices where potential future revenues whose timing and likelihood remain uncertain are carefully evaluated.

Risk adjustments take into account for all types of risk, including intangible and other risks such as reputation risk, liquidity risk, the cost of capital and the strategic measures. GFH undertakes risk assessments to review financial and operational performance against business strategy and risk performance prior to distribution of the annual bonus. GFH ensures that total variable remuneration does not limit its ability to strengthen its capital base.

The bonus pool takes into account the performance of GFH which is considered within the context of GFH's risk management framework. This ensures that the variable pay pool is shaped by risk considerations and Bank-wide notable events. The size of the variable remuneration pool and its allocation within GFH takes into account the full range of current and potential risks, including:

- a) The cost and quantity of capital required to support the risks taken;
- b) The cost and quantity of the liquidity risk assumed in the conduct of business; and
- c) Consistency with the timing and likelihood of potential future revenues incorporated into current earnings.

The NRCG keeps itself abreast of GFH's performance against the risk management framework. The NRCG will use this information when considering remuneration to ensure returns, risks and remuneration are aligned. Since 2021 has been an unusual year effected by the global pandemic and consequential market impact, the NRCG has adopted a more qualitative approach in their assessment of performance and rewards.

Risk adjustments

GFH has an ex-post risk assessment framework which is a qualitative assessment to back-test actual performance against prior risk assumptions.

In years where GFH suffers material losses in its financial performance, the risk adjustment framework will consider the following:

- Need for a considerable contraction of GFH's total variable remuneration.
- At an individual level, poor performance by GFH will mean individual KPIs are not met and hence employee performance ratings may be lower
- Reduction in the distribution of amounts previously earned, through increased deferred compensation, which may be paid once





GFH's performance improves

- Reduction in the value of deferred shares or awards
- Possible changes in vesting periods and additional deferral applied to unvested rewards
- Lastly, if the qualitative and quantitative impact of a loss incident is considered significant, a malus or clawback of previous variable awards may be considered.

The NRGC, with the Board's approval, can rationalise and make the following discretionary decisions:

- Take no action
- Increase/reduce the ex-ante adjustment
- Consider additional deferrals or increase in the quantum of non-cash awards
- Recovery through malus and clawback arrangements

Malus and Clawback framework

GFH's malus and clawback provisions allow GFH's Board of Directors to determine that, if appropriate, unvested elements under the deferred bonus plan can be forfeited/ adjusted or the delivered variable remuneration recovered in certain situations. The intention is to allow GFH to respond appropriately if the performance factors on which reward decisions were based turn out not to reflect the corresponding performance in the longer term. All deferred compensation awards contain provisions that enable GFH to reduce or cancel the awards of employees whose individual behavior has had a materially detrimental impact on GFH during the concerned performance year.

Any decision to take back an individual's awards can only be taken by GFH's NRGC. GFH's NRGC takes into account the advice of the CEO, Risk, Finance and HR Departments as appropriate.

GFH's malus and clawback provisions allow GFH's Board to determine that, if appropriate, vested/unvested elements under the deferred bonus plan can be adjusted/cancelled in certain situations. These events include, but not limited to, the following:

- Reasonable evidence of misbehavior or material error by the employee causing harm to GFH's reputation or where his/her/their actions have amounted to misconduct, incompetence or negligence
- The employee's business unit suffers a material downturn in its financial performance or a material restatement of the financial statements of GFH
- The employee's business unit suffers a material risk management failure
- An employee deliberately misled the market and/or shareholders in relation to the financial performance of GFH
- A significant deterioration in the financial health of GFH

Clawback can be used if the malus adjustment on the unvested portion is insufficient given the nature and magnitude of the issue.

Macro-economic impacts (such as COVID-19 related disruptions) that are specific or idiosyncratic to GFH are not considered as basis for malus or clawback.

Components of Variable remuneration

GFH's variable remuneration framework provides for the following key components:

Upfront cash	The portion of the variable compensation that is awarded and paid out in cash on conclusion of the performance evaluation process for each year.
Deferred Cash	The portion of variable compensation that is awarded and paid in cash on a pro-rata basis over a period of minimum three years.





Upfront share awards	The portion of variable compensation that is awarded and issued in the form of shares on conclusion of the performance evaluation process for each year, but released after a retention period of six months.
Deferred annual bonus (DAB) share awards	The portion of variable compensation that is awarded and paid in the form of shares on a pro-rata basis over a period of minimum three years and an additional retention period of six months once vested. DAB shares are not subject to any additional performance conditions.
Future performance awards (FPA)	<p>The portion of variable compensation which is awarded to selected employees for future performance conditions. The awards are contingent on the delivery of set performance targets for GFH as well as service conditions on part of employees. These awards comprise individually or a combination of the following:</p> <p>Long-term Incentive Plan (LTIP) Shares, where the employees are compensated in form of shares as a percentage on achievement of some pre-determined performance conditions</p> <p>Profit share, where the employees are compensated based on a specified percentage of targeted profit for a transaction, distributable on achievement of targeted return.</p> <p>Carried Interest, where the employees are compensated a specified percentage of fair value gain on investments once it achieves a specified hurdle rate on realisation.</p> <p>Co-investment, wherein as portion of variable remuneration is awarded in the form of an investment made by GFH which is encashable by employee on Bank's exit from the investment.</p> <p>Sales/recovery incentive, where the employee or a team is compensated on the basis of a specified percentage of a sales value of an investment on successful exit or recovery of an asset.</p>

Employee Share Ownership Loan Scheme

GFH may also implement an employee share ownership loan scheme (ESOL Scheme) from time to time to be implemented under any of the Share Incentive Scheme it develops. Such ESOL Scheme, if implemented, shall allow employees to increase their participation in GFH Shares through the utilisation of financing advanced by GFH and the right to acquire GFH shares at the pricing determined in accordance with the applicable ESOL Scheme. The ESOL Scheme is designed to enable eligible participants to increase their holdings of GFH shares on favourable terms but under the funding of the participants themselves. The existing LTIP plans includes embedded leverage options.

Establishment of the Trust Instrument

GFH has established a GFH Employee Benefit Trust instrument to hold and manage its deferred staff benefits related to the Variable Remuneration policy. The Trustees shall undertake all of the duties set out in the Bahrain Trust Law and the Trust Instrument.





Deferred compensation

All approved persons and material risk-takers earning over BHD 100,000 in total compensation are subject to deferral of variable remuneration as follows:

Element of variable remuneration	CEO, his deputies and other 5 most highly paid business line employees	Other covered staff	Deferral period	Retention	Malus	Clawback
Upfront cash	40%	50%	immediate	-	-	Yes
Upfront shares	-	0%-10%	immediate	6 months	Yes	Yes
Deferred cash	0%-10%	-	Over 3 years	-	Yes	Yes
Deferred share awards	0%-50%	0%-50%	Over 3 years	6 months	Yes	Yes
Other Non-Cash Awards or FPA	0%-60%	0%-50%	Performance linked	6 months	Yes	Yes

The NRG, based on its assessment of role profile and risk taken by an employee could increase the coverage of employees that will be subject to deferral arrangements. For the purpose of calculation of benefits, the value of employee benefit on date of the issuance of the award (and to be recognized in the P&L) is considered for the purposes of calculation of total variable compensation and all other measures under the variable remuneration policy.

All deferred and future performance awards are subject to malus provisions. All share awards and related dividends are released to the benefit of the employee after a six-month retention period from the date of vesting. The number of equity share awards is linked to GFH's share price as per the rules of GFH's Share Incentive Scheme.



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Disclosing and approving any transactions concluded during the ended year with any related parties or major shareholders of the Group, as indicated in Note 24 of the financial statements for the year 2022 and the Board of Directors' Report, pursuant to the provisions of Article (189) of Bahrain's Commercial Companies Law.



KPMG Fakhro
12th Floor, Fakhro Tower
P O Box 710, Manama
Kingdom of Bahrain

Telephone +973 17 224807
Fax +973 17 227443
Website: home.kpmg/bh
CR No. 6220-2

Board of Directors
GFH Financial Group BSC
P O Box 10006
Manama
Kingdom of Bahrain

20 February 2023

Agreed-Upon Procedures Report on related party transactions ("Report")

Purpose of this Agreed-Upon Procedures Report and Restriction on Use and Distribution

Our Report is solely for the purpose as prescribed by the Ministry of Industry and Commerce in evaluating compliance by GFH Financial Group BSC (the "Bank") with Related Party Transactions of the Bank as described in note 24 to the audited consolidated financial statements for the year ended 31 December 2022 (the "Note"), and in accordance with the requirement of Article 189 of the Commercial Companies Law (the "Law") and may not be suitable for another purpose. This Report is intended solely for the Bank and should not be used by, or distributed to, any other parties.

Responsibilities of the Engaging Party and the Responsible Party

The Bank has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement.

The Bank (also the Responsible Party) is responsible for the subject matter on which the agreed-upon procedures are performed.

Practitioner's Responsibilities

We have conducted the agreed-upon procedures engagement in accordance with the International Standard on Related Services (ISRS) 4400 (Revised), *Agreed-Upon Procedures Engagements*. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the Bank, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion.

Had we performed additional procedures, other matters might have come to our attention that would have been reported.

Professional Ethics and Quality Control

We have complied with the ethical requirements in the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code) and the independence requirements in Part 4A of the IESBA Code.

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KPMG Fakhro is a Bahrain partnership registered with the Ministry of Industry and Commerce (MOIC), Kingdom of Bahrain and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved.



Our firm applies International Standard on Quality Control (ISQC) 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, and accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

This report relates only to agreeing the related party transactions and balances included in the Note to the Bank's accounting records and board of directors' approvals and does not extend to any financial statements of the Bank taken as a whole or to any other reports of the Bank.

Procedures and Findings

We have performed the procedures described below, which were agreed upon with the Bank as per the terms of engagement letter dated 15 May 2022.

	Procedures	Findings
1	We obtained the audited financial statements for the year ended 31 December 2022 and agreed the amount of the transactions, nature of the transactions, nature of the related party relationship, and outstanding balances included in the Note to the Bank's accounting records.	No exceptions were noted. Details of related party transactions for the year and as at 31 December 2022 described in the Note agrees to the Bank's accounting records.
2	We traced the related parties' transactions included in the Note to the Board of Directors' approvals.	The Board of Directors has approved related party transactions included in the Note on quarterly basis. No exception were noted.





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To release the members of the Board from liability in respect of their acts for the financial year ended 31st December 2022.



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To approve the appointment/
reappointment of the external auditors
of the Group for the year ended 31st
December 2023 and authorize the
Board of Directors to fix their fees,
subject to obtaining the CBB's approval.



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To approve the appointment of Mr. Yousef Abdullah Taqi as a complementary independent director of the Group's Board of Directors in its current term.



Mr. Yousif Abdulla Taqi is a result-oriented Islamic banking professional with over 35 years of experience in Banking, Audit and Business Advisory. He is a businessperson who has been at the helm of and at the highest levels of management of many reputed banks as well as serving on the Board of many other companies.

Previously, Mr. Taqi was the Group Chief Executive Officer & Executive Director at Al Salam Bank BSC Bahrain, a Deputy General Manager at Kuwait Finance House Bahrain and a Partner at Ernst & Young, Bahrain. Throughout his career, Mr. Taqi has been instrumental in a number of key achievements including the introduction of significant high net-worth individual accounts to the banks where he held leadership roles, supported the establishment of the Islamic Financial Services group and contributed to the conceptualization of a one stop shop for investors.

He serves as an independent Board Member in KFH and Eskin Bank. He is also a non-executive director on the Board of Aluminum Bahrain (ALBA).

Mr. Taqi is a Certified Public Accountant (CPA) and has a B.Sc. in Accounting from Husson University, USA.

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To approve the appointment of Market Maker(s) in any or all markets in which the Group's shares are listed subject to the approval of the regulatory authorities, and authorize the Group's Board of Directors to determine the market maker(s), the duration of the contract and other relevant details to take appropriate decisions.



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Any recent issues in accordance with Article (207) of the Commercial Companies Law.



GFH Financial Group B.S.C.

P.O.Box: 10006, Manama, Kingdom of Bahrain

(T): +973 17538538

(F): +973 17540006

Email: info@gfh.com

Website: www.gfh.com