

Unlimited Ambition
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KHALEEJI 

Annual Report 2023

Contents

04	Empowering Ambition	<hr/>
06	Board of Directors' Report	<hr/>
13	Vision and Mission	<hr/>
14	Board of Directors	<hr/>
16	Executive Management Report	<hr/>
18	Management Team	<hr/>
20	Corporate Governance Report	<hr/>
22	Risk Management	<hr/>
24	Shari'a Supervisory Board Report	<hr/>
25	Independent Auditor's Report	<hr/>
31	Consolidated Financial Statements	<hr/>
38	Notes to the Consolidated Financial Statements	<hr/>
115	Public Disclosures	<hr/>



**His Majesty
King Hamad bin Isa Al Khalifa**

The King of Bahrain



**His Royal Highness
Prince Salman bin Hamad Al Khalifa**

The Crown Prince and Prime Minister

Empowering *Ambition*



Khaleeji serves those who are ambitious. We aim to help our clients turn ambition into reality, because our customers' success is ours too. This is why they choose to bank with Khaleeji. We are in service to their ambition and success. Because while life is constantly evolving, fulfilling these commitments remains fundamental to success.

Your partner in Ambition



Board of Directors' Report

Hisham Ahmed Alrayes - *Chairman of the Board of Directors*



*In the name of Allah, the beneficent, the merciful
Prayers and peace upon the last apostle and messenger,
our prophet Muhammad (PBUH)*

Greetings, ladies and gentlemen, distinguished shareholders. On behalf of the Board of Directors, I am pleased to present the financial statements of Khaleeji Bank for the year ending on 31st December 2023.

We are delighted to report positive financial results for the fourth consecutive year, with net profits attributable to shareholders reaching BD 9.003 million for the year ended 31st December 2023. These results come despite the global increase in the cost of financing due to rising global profit rates and its impact on local profit rates, which reflected on the performance of the majority of establishments working in the banking sector. We recognise the challenges posed by high profit rates and their impact on growth rates, and our bank must take a proactive approach so that it can adapt to new global transformations. We have allocated our resources towards overcoming these challenges and maintaining the bank's profitability, based on the Kingdom's favourable economic environment which is of great importance to the prosperity and excellence of banks.

The year 2023 marked a significant milestone for this prestigious institution with the rebranding from "Khaleeji Commercial Bank" to "Khaleeji Bank", reflecting our vision for the banking sector and our aspirations and ambitions for the coming period, particularly in providing the foundations for the success of our valued clients and always being an integral part of their achievements and stories.

Additionally, the year 2023 was also marked by our successful partnerships with several public and private institutions, including the signing of a credit facility agreement worth USD 200 million with the Oil & Gas Holding Company, the conclusion of a strategic partnership agreement with STC Pay, and the signing of an MoU with

the Social Insurance Organisation aimed at strengthening the partnership between the two parties to facilitate the provision of pension exchange services to citizens under the Organisation's umbrella, in compliance with the provisions and principles of Islamic Shari'a. Additionally, an agreement was reached with the Labour Fund "Tamkeen" to launch a special financing program aimed at supporting Bahraini doctors working in the public and private sectors who wish to complete their studies.

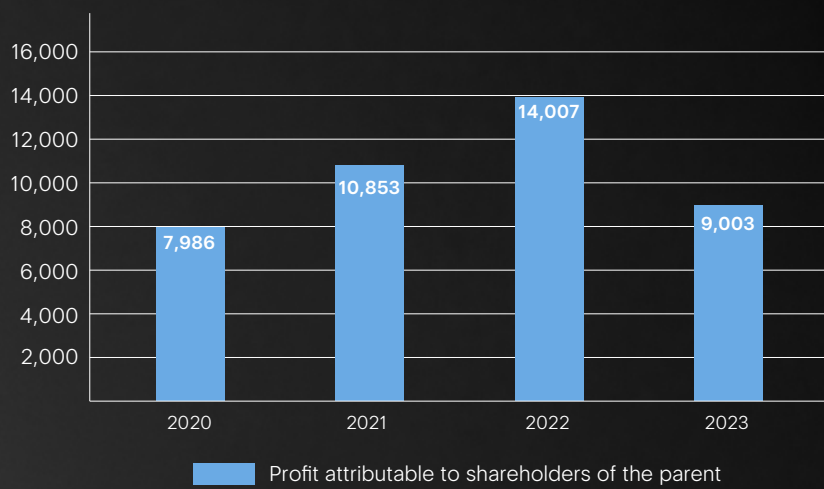
The bank furthered its collaboration with the Ministry of Housing & Urban Planning and Eskan Bank to offer home financing solutions with exceptional benefits to citizens participating in social housing programs. This aligns with our ongoing efforts to support citizens in obtaining adequate housing and securing a permanent residence. Additionally, the bank has entered into partnership agreements with prominent real estate development firms in the Kingdom to offer exclusive real estate financing solutions for clients looking to purchase residential units developed by these leading companies.

As part of its leading and innovative approach, the bank last year has announced the launch of the "Salary Account", which is the first of its kind in the Kingdom of Bahrain that is compatible with the principles and provisions of Islamic Shari'a, offering unique benefits such as an expected profit rate of up to 4%, a chance to enter into monthly raffles for valuable cash prizes, and other exclusive benefits.

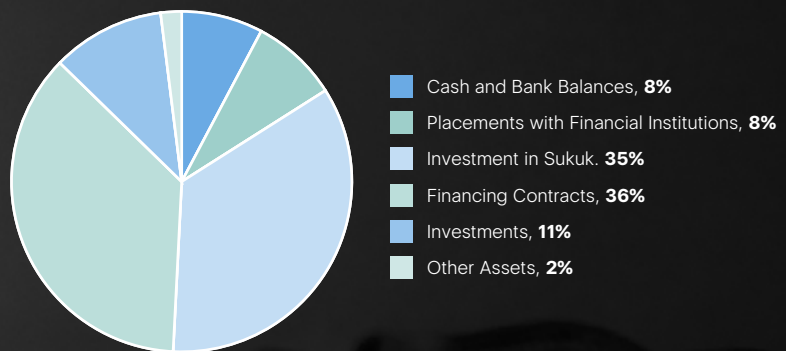
On the other hand, the bank has celebrated the graduation of the inaugural cohort in its leading training program "Banking Gateway", which was introduced with the objective of equipping new entrants to the workforce with the expertise needed to meet the demands of the banking industry. (Continued)

2023 marked a significant milestone with the rebranding to “Khaleeji Bank”, reflecting our vision for the banking sector and our aspirations and ambitions for the coming period, particularly in providing the foundations for the success of our valued clients.





Assets Composition



Board of Directors' Report

(continued)

Furthermore, and in alignment with our longstanding commitment to social responsibility, the bank has entered into a collaborative agreement with the Royal Medical Services to establish a dedicated prostate cancer center outfitted with state-of-the-art international technologies.

During the current fiscal year, we will strive to maintain our innovative approach while upholding our national duty in enhancing the banking industry and delivering a superior banking experience to our esteemed clientele. This will further solidify our position as a frontrunner in the Islamic Banking sector, in line with the goals of our valued partners, clients, and shareholders.

In conclusion, on behalf of the Board of Directors, Executive Management, and employees of Khaleej Bank, I extend our deepest thanks to His Majesty King Hamad bin Isa Al Khalifa, King of Bahrain, and His Royal Highness Prince Salman bin Hamad Al Khalifa, Crown Prince and Prime Minister, for their unwavering support to all industries in the Kingdom, especially the banking industry. I would also like to extend my thanks to the Central Bank of Bahrain, ministries, government agencies, and Bahrain Bourse for their continued support and assistance.

I would also like to commend the dedicated efforts of the bank's staff in strengthening Khaleeji's leading position in the industry and achieving new levels of success and growth through an innovative approach that we have

implemented to deliver optimal results, while continuing to offer cutting-edge banking products & services that cater to the expectations and ambitions of our esteemed clientele. I would also like to express my gratitude to our valued shareholders and clients for their trust and steadfast loyalty to Khaleeji Bank.

In compliance with the Commercial Companies Law No. (21) of 2001 and its amendments, in accordance with Article No. (188) of the Commercial Companies Law and Article No. (125) of the Executive Regulations of Resolution No. (3) of 2022, and the bank's commitment to upholding the principle of full transparency, we are pleased to provide our valued shareholders with the table opposite detailing the remuneration of the Board of Directors and Executive Management for the fiscal year ending 31st December 2023.



Hisham Ahmed Alrayes

Chairman of the Board of Directors

First: Board of Directors' Remuneration Details:

Name	Fixed remunerations				Variable remunerations				End-of-service award	Aggregate amount (Does not include expense allowance)	Expenses Allowance
	Total allowance for attending Board and committee meetings	Remunerations of the chairman and BOD	Others*	Total	Remunerations of the chairman and BOD	Incentive plans	Others**	Total			
First: Independent Directors:											
1- Sh. Ahmed Bin Isa Al Khalifa	20,000	22,000	-	42,000	-	-	-	-	-	42,000	-
2- Hussain Sayed Ali Al Hussaini	26,000	22,000	-	48,000	-	-	-	-	-	48,000	-
3- Reyadh Eid Al Yaqoob	20,000	22,000	-	42,000	-	-	-	-	-	42,000	-
4- Isa Abdulla Zainal	21,500	11,000	-	32,500	-	-	-	-	-	32,500	-
5- Mazen Ibrahim Abdulkarim	29,000	11,000	-	40,000	-	-	-	-	-	40,000	-
Second: Non-Executive Directors:											
1- Mosaboh Saif Al Mutaury	20,000	11,000	-	31,000	-	-	-	-	-	31,000	-
2- Ali Murad	21,000	11,000	-	32,000	-	-	-	-	-	32,000	-
Third: Executive Directors:											
1- Hisham Ahmed Al Rayes	14,000	22,000	-	36,000	-	-	-	-	-	36,000	-
2-Salah Abdulla Sharif	26,000	11,000	-	37,000	-	-	-	-	-	37,000	-
Total	197,500	143,000	-	340,500	-	-	-	-	-	340,500	-

Note: All amounts are stated in Bahraini Dinars.

Other remunerations:

* It includes in-kind benefits – specific amount - remuneration for technical, administrative, and advisory works (if any).

** It includes the board member's share of the profits - Granted shares (insert the value) (if any).

Notes:

1. The Bank does not have any variable remuneration payments, end of service benefits, or expense allowances paid to its directors.

2. Board remuneration represents payments proposed for the year 2023 which are subject to the approval of the shareholders in upcoming Annual General Meeting dated 25th March 2024.

Second: Executive Management Remuneration Details for Top 6 Executives:

Executive management	Fixed paid salaries and allowances	Variable remuneration (Bonus)	Any other cash/ in kind remuneration for 2023	Aggregate Amount
Remuneration of top 6 executives, including CEO and Head of Finance & Administration	974,576	179,827	49,000	1,203,403

Note: All amounts are stated in Bahraini Dinars.

Notes:

1. The total bonus included BD 89,914 as cash based remuneration and BD 89,913 as shares based remuneration.

2. Remuneration details include Board remuneration earned by executive management from their role in investee companies or other subsidiaries.

Hisham Ahmed Alrayes
Chairman of the Board of Directors

Sh. Ahmed Bin Isa Al Khalifa
Vice Chairman



To help *ambitious*
people prosper

Our Vision -

To help ambitious people prosper.

Our Mission -

To become Bahrain's most trusted Islamic bank and a notable regional rising star in our sector.

Our Aim -

To become recognized as 'the Bank of Choice for the Ambitious'. We will create our own niche and transform the perception of Islamic Banking from a badge of compliance to an authentic system for prosperity.



Board of Directors



Hisham Ahmed Al Rayes
Chairman



Sh. Ahmed Bin Isa Khalifa Al Khalifa
Vice Chairman



Mazen Ibrahim Abdulkarim
Board Member



Salah Abdulla Sharif
Board Member



Isa Abdulla Zainal
Board Member



Ali-Murad
Board Member



Mosabah Saif Al Mutairy
Board Member



Hussain Sayed Ali Al Hussaini
Board Member



Reyadh Eid Al Yaqoob
Board Member

Management Review

Sattam Sulaiman Algosabi, *Chief Executive Officer*



*In the name of Allah, the beneficent, the merciful,
Prayers and peace upon the last apostle and messenger,
our prophet Muhammad*

Dear Shareholders,

We are pleased to present to you the Annual Report of Khaleeji Bank for the year ending 31st December 2023. As the Chief Executive Officer of Khaleeji, it is an honour for me to share our achievements, the challenges we encountered, and our plans for the future.

Khaleeji has witnessed a significant transformation in 2023 with the announcement of its new identity, shifting from "Khaleeji Commercial Bank" to "Khaleeji Bank". This strategic decision was driven by our vision for the banking sector and our aspiration to enhance our position as a leading Islamic Bank in the region. The new identity reflects our commitment to innovation, excellence, growth, and ambition, and we firmly believe that it will pave the way for further opportunities and successes in the future.

Despite the challenges posed by market volatility in the recent period, Khaleeji has achieved positive financial results for the fourth consecutive year. The Net Profits Attributable to the Shareholders reached BD 9.003 million for the year ending 31st December 2023, reflecting the bank's resilience and its ability to face various challenges.

Throughout the past year, our team focused on forging strategic partnerships with several key entities in both the public and private sectors, aiming to enhance our offerings and market presence. Khaleeji has also launched numerous initiatives aimed at supporting the community and promoting economic development.

Furthermore, and in line with our commitment to innovation in the sector, Khaleeji has introduced several new cutting-edge products & services in 2023, such as the first-of-its-kind in the Kingdom of Bahrain the "Salary Account", which is compliant with the principles of Islamic Shari'a and offers unique benefits to our clients, reflecting our ongoing endeavours to provide advanced banking products & services that meet the evolving needs of our clients.

Additionally, Khaleeji has launched several financing schemes to its clients in 2023, including a special program to support Bahraini Doctors in public and private sectors pursuing postgraduate education, with a value of up to BD 30,000. The bank has also unveiled exclusive offers for

Social Housing Scheme "Mazaya" beneficiaries last year, including zero down payment, financing of up to 120% of the property's value, and much more. This demonstrated the bank's commitment to providing accessible financing options for individuals.

As we look forward, Khaleeji continues its steadfast commitment to excellence, growth, and sustainability, while also maintaining its position as a pioneer in the Islamic Banking sector. We will continue to explore various opportunities to expand our operations in the local and regional markets, in addition to enhancing the offerings provided to retail and corporate clients.

Our business model is built on optimism for a strong vision of the future, supported by our core values and ambitions, which are embodied in integrity, reliability, and client focus. We are confident that, with the support of our esteemed shareholders, clients, and partners, we will continue to achieve new levels of success and create value for all stakeholders.

In conclusion, I extend my sincere gratitude and appreciation to His Majesty King Hamad bin Isa Al Khalifa, King of Bahrain, and to the respected government led by His Royal Highness Prince Salman bin Hamad Al Khalifa, Crown Prince and Prime Minister, for their unlimited support of the banking sector. I also express my gratitude to the Central Bank of Bahrain (CBB) for their continuous guidance, which contributes to the development of the banking & finance sector.

Last but not least, I extend my thanks to our dear shareholders and clients for their trust in the bank, to the Chairman and Board Members for their sound guidance, and to the bank's executive management and all employees for their efforts and commitment.

Sattam Sulaiman Algosaiibi
Chief Executive Officer
Khaleeji Bank

Management Team



Sattam Sulaiman Algosaiabi
Chief Executive Officer



Husam Ghanem Saif
Assistant General Manager
Treasury and Investment



Mohammed Abdulla Saleh
Assistant General Manager
Legal, Regulatory, and
Corporate Affairs



**Abdunnasser Omar
Al Mahmood**
Head of Shari'a
Coordination
& Implementation



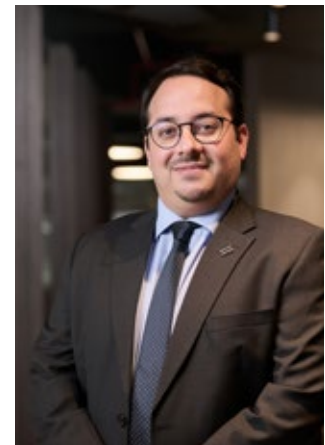
Muna Ghuloom Al Bastaki
Head of Credit Management



**Mohamed Ebrahim
Al Hashimi**
Head of Operations



Fatima Ahmed Al Bin Ali
Head of Human Resources



**Abdulkarim Mohamed
Al Zakari**
Chief Risk Officer



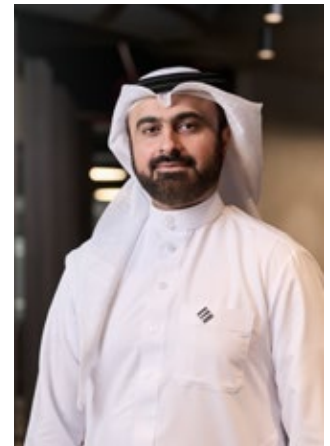
Ahmed Mohamed Burashid
Head of Corporate Banking & Debt Capital Markets



Osama Ali Hassan
Chief Technology Officer



Ameera Ahmed Al Abbasi
Head of Business Banking



Mohammed Hamad Fakhri
Head of Internal Audit



Aman Ullah Khan
Head of Finance and Administration



Nawaf Abdulsalam Al Hosani
Head of Internal Shari'a Audit and Shari's Board Secretary



Maitham Abdulhameed Ghulam
Head of Business Development

Corporate Governance

Corporate Governance Structure

The Bank's corporate governance framework focuses on Board responsibility, oversight and management accountability vis-à-vis governing regulations and better practices. The framework is in line with global best practices and regulatory requirements which seek to balance entrepreneurship, control and transparency, while creating value for all stakeholders.

Corporate governance, the way the Board and Management is organized and how they operate in practice ultimately aims at leading the Bank towards successfully meeting its strategic objectives. The Board of Directors is accountable to the Bank's shareholders for the creation and delivery of strong sustainable financial performance and long-term shareholder value. To achieve this, the Board approves and monitors the Bank's strategy and financial performance, within a framework of sound corporate governance and effective risk management.

The Bank is in compliance with the Corporate Governance Code (CGC), the Public Disclosure Module and the Stock Exchange Disclosure Standards set by the CBB. The corporate governance philosophy of the Bank is to be fully ethical and transparent in all dealings. In pursuit of this goal the Board of Directors have approved a Corporate Governance Framework, Director's Conflict of Interest Policy, and the Bank Key Persons' Dealing Policy. The Bank, through its Board and Committees, endeavors to deliver the highest governing standards for the benefit of its stakeholders.

The Bank is committed to continuously reviewing and developing its corporate governance standards to ensure compliance with the requirements of the revised corporate governance framework being implemented by the Central Bank of Bahrain and other regulatory bodies, and also to keep abreast with international best practices.

Board of Directors

The Board of Directors comprises of 9 members. The Chairman of the Board of Directors is charged with regular supervision and assessment of executive management and 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 Board has constituted certain committees with specific delegated authorities to oversee and guide the management in specific areas of the Bank's operations and decision-making. The Board, either directly or through its various committees, will oversee the management of the Bank.

Board Committees Structure

The Board of Directors has constituted three permanent committees with specific delegated authorities.

- **Board Audit and Risk Management Committee (BARMC)**, which is responsible for internal and external audit, compliance and anti-money laundering. Beside its responsibility in ensuring that the Bank's overall risk management framework is effective and that key risks are managed within parameters established by the

Corporate governance, the way the Board and Management is organized and how they operate in practice ultimately aims at leading the Bank towards successfully meeting its strategic objectives.

Board. (During the year, the Board Audit Committee (BAC) and the Board Risk Management Committee (BRMC) were merged into one committee Board Audit and Risk Management Committee (BARMC).

- **Board Investment & Credit Committee (BICC)**, which is responsible for investment and credit approvals, setting limits and tolerances for different risks, asset liability management, monitoring asset impairment and creation of loss provisions, maintaining banking relationships, as well as for the oversight of the off-balance sheet vehicles.
- **Board Nominations, Remunerations and Governance Committee (BNRGC)**, which is responsible for setting policies for compensation and incentives, human resources, administration, corporate governance, and ESG.

The Chairman, the Board of Directors and the Board Committees have direct access to the Corporate Secretary, heads of Internal Audit, Risk Management, Regulatory Compliance, Anti Financial Crimes (the MLRO), Internal Sharia Audit, and Shari'a Sharia Coordination & Implementation.

Meetings of the Board and its committees are held as and when required but in accordance with the Regulations the Board meets at least once a quarter. The Board of Directors met five times in 2023. The Bank held its Annual General Assembly (AGM) and Extraordinary General Meeting (EGM) on 22nd March 2023. In addition to physical

meetings, several written resolutions were circulated to the Directors during 2023 for approval by email.

During the year, the Board Audit and Risk Management Committee (BARMC) held six meetings, the Board Investment & Credit Committee (BICC) held nine meetings, the Board Nominations, Remunerations and Governance Committee (BNRGC) held five meetings.

Executive Management Committees

The Board of Directors delegates the authority for day-to-day management of the business to the Chief Executive Officer (CEO) who is responsible for implementing the Bank's strategic plan. The CEO manages the Bank through the following management committees:

Committee	Primary responsibilities
Management Committee	Strategy, Performance review, Budget, Human Resources, Administration
Asset Liability Management Committee	Balance Sheet Management, Funding, Liquidity, Banking Relationships
Executive Credit & Investment Committee	Review of Credit proposal, Review of investments, Exit and credit proposals, Monitoring of investments, Risk Management policies, Risk review, Provisions and impairment.
Executive Risk Management Committee	Risk Management policies, Risk review, and Compliance.
Human Resources Committee	Approving the policies and strategy of human resources.

Risk Management

The management of risk is a critical underpinning to the execution of Khaleeji Bank's strategy. The material risks and uncertainties the bank faces across its portfolio are key areas of management's focus.

We at Khaleeji consider the dissemination of Risk Culture as an important aspect that drives our business concerning risk awareness, taking, and management. All our staff are responsible for Risk Management, with the ultimate accountability residing with the Board of Directors.

By the nature of its business, the bank is exposed to risks that include, but are not limited to, Credit, Market, Liquidity, and Operational Risks. Khaleeji's aim is to achieve an appropriate balance between risk and return, as well as minimize any potential adverse impact on its overall performance. All business decisions in the bank are considered after thorough risk and reward analysis, adequate to the size and nature of the business being considered.

Khaleeji will always strive to achieve a sustainable and continuously enhanced Stakeholders' Value at an acceptable and calculated level of risk, within Islamic Shari'a framework, our social responsibilities of being good citizens, and in fairness and transparency to our Stakeholders.

Our Enterprise Risk Management Framework enables us to closely manage enterprise-wide risks with the objective of maximizing risk-adjusted returns while remaining within our Risk Appetite. The Framework relies on identification, assessment, management, and mitigation of risk. Capital and liquidity are at the core of our Enterprise Risk Management Framework, with forward-looking statements informed by stress testing.

Identification and assessment of potentially adverse risk scenarios is an essential first step in managing the risks of any activity. To facilitate that, the bank maintains a dynamic risk-scanning process with inputs from the internal and external risk environment, as well as potential threats and opportunities from the business and client's perspectives, enabling us to proactively manage our portfolio.

The Enterprise Risk Management Framework promotes ongoing monitoring and risk awareness. It also encourages sound, operational, and strategic decision making, as well as ensures a consistent approach to identifying, assessing, managing, and reporting the risks we accept and incur in our activities.

The Board of Directors has the primary responsibility for managing risks at Khaleeji. It discharges its responsibilities through the Board Audit & Risk Management Committee ("BARMC") and is responsible for effective implementation of the bank's Risk Management Framework described above.

The daily management of risk is overseen by the Risk Management & Credit Division, which is headed by a Chief Risk Officer who reports directly to "BARMC". The Risk Management & Credit Division is responsible for the identification, assessment, and ongoing control of all material risks that could affect Khaleeji's business and operations. In doing so, the Risk Management & Credit Division, in coordination with management and "BARMC", implements Risk Management procedures that are based on the following principles:

- Alignment of Business Strategy and Risk Appetite
- Risk Identification & Measurement
- Risk Prioritization
- Risk Monitoring
- Risk Mitigation

Key Developments in 2023

In 2023, we adopted a more proactive approach in managing the risks associated with the bank's overall Credit Portfolio. We continued to monitor the Financing Book closely to alleviate impact from the lifted COVID-19 concessionary measures' aftermath, as well as related impacts on our clients. We have also continued active management of the risks associated with the economic uncertainties of the Benchmark Rate hikes, Cyber Risks, broader geopolitical uncertainties, and Fraud Risk.

We have regularly conducted stress tests to assess the resilience of our balance sheet, as well as to provide actionable insights into how key elements of our portfolios may behave during crises.

As part of our proactive approach, we continue to enhance the Risk Management Framework in 2023, and have subsequently made enhancements in the following areas:

- We continued to improve our Profit Rate Risk Management strategies as benchmark rates increased because of inflationary pressures and the BHD-USD peg.
- We continued to improve our risk management practices, specifically the Treasury and Funding Risks, to help ensure senior executives have appropriate oversight and visibility of macroeconomic trends around Funding Risks, Inflation, and Benchmark Rates.
- We developed a departmental Fund Transfer Pricing ("FTP") and RAROC methodologies for performance management.
- We refined Khaleeji's Crisis Management tools and processes to reflect current and potential market and idiosyncratic scenarios on our Contingency Funding Plan, Recovery Plan, and Business Continuity Plans.
- We achieved the Business Continuity Management System (BCMS) ISO certification - ISO 22301:2019.
- We continued enhancing the Environmental, Social, and Governance ("ESG") framework covering Sustainability Development Goals ("SDGs"), Climate Risk, and ESG-related factors.
- We developed a Fraud Risk Management framework which included policies and procedures, a unified reporting process, and response action plans for all units of the Bank.
- We continue to enhance our approach and articulation of Risk Management through the implementation of Enterprise Risk Management frameworks and systems.

The Enterprise Risk Management solution integrates the view of Risk Management Reporting which includes Credit, Liquidity, Profit Rate Risks in the banking book, and other risks.

- We continue to focus on improving the existing risk models including ICAAP and Stress Testing Models along with Khaleeji's Credit Risk Rating Models.
- We proactively monitor the latest market situations and trends while recommending appropriate risk structures to allow the bank and management to prepare for any market shifts.
- We regularly perform several reviews on segments of our Financing Portfolio that were impacted by the economic slowdown. We have added a few scenario-based stress tests to assess the impact of unfavourable market-wide, idiosyncratic, mixed, and hypothetical scenarios designed to determine Khaleeji's resilience in the face of adverse economic developments.
- We continue to automate the Risk Management Reports to help management and the Board of Directors take informed decisions on key risk topics in an efficient manner.
- We continue to monitor and enhance the risk appetite of the bank through the maintenance of the Risk Appetite Limits structure as part of the monitoring framework.
- We continue to enhance employees' skills and knowledge in different risk areas such as Information Security, Risk Management, and Credit Risk by providing bespoke training.

Shari'a Supervisory Board Report to the Shareholders

On the Activities of Khaleeji Bank B.S.C.

For the financial year ending 31 December 2023

25 January 2024

13 Rajab 1445 AH

Prayers and Peace upon the Last Apostle and Messenger, Our prophet Mohammed, His Family and companions.

In compliance with our terms of appointment, the Shari'a Supervisory Board ("SSB") hereby presents the following report to the Shareholders on the activities of Khaleeji Bank ("KHCB") and its subsidiaries for the financial year ending 31st December 2023.

Respective responsibility of the Board of Directors and the SSB

The SSB confirms that as a general principle and practice, KHCB's management is responsible for ensuring that it conducts its business in accordance with Islamic Shari'a rules and principles. The SSB's responsibility is to form an independent Shari'a opinion based on our review of the Bank's operations and to prepare this report.

Basis of opinion

In compliance with the Shari'a Governance and based on SSB's Fatwas, decisions and the AAOIFI standards, the SSB through its periodic meetings and its executive member have reviewed the internal Shari'a audit plan and Shari'a audit reports and examined the documents and transactions by conducting a sample-test method to ensure its compliance with the Shari'a rules and principles. In addition, the SSB has reviewed the IESCA report. The SSB in collaboration with Shari'a coordination and implementation department has reviewed contracts, agreements, financings and investment structures, products, related policies, consolidated Financial Statements and attached notes for the year ended 31st December 2023.

Opinion

Based on our review, The SSB is satisfied that:

1. The contracts, agreements and transactions entered into by the Bank that have been reviewed by the SSB are in compliance with the Shari'a rules and principles.
2. The allocation of profits and charging of losses 'if any' on investment accounts conform to the basis that had been approved by the SSB and in accordance with Shari'a rules and principles.
3. Any earnings resulted by means prohibited by the Shari'a rules and principles have been channeled to charity account.
4. Zakah was calculated in accordance with Shari'a rules and principles based on net assets method according to AAOIFI standards. Each shareholder is responsible to pay their relevant zakah portion related to their respected shares as per zakah guide.
5. The Bank is in compliance with Shari'a rules and principles, SSB's Fatwas and decisions, Shari'a related policies and procedures, AAOIFI's Shari'a standards, relevant rulings of the CSSB and the regulations, resolutions and directives issued by the CBB.

We pray to Allah the almighty to grant us all success and prosperity.



Shaikh Dr. Fareed Al-Muftah

Chairman



Shaikh Dr. Fareed Hadi

Vice-Chairman & Executive Member



Shaikh Dr. Nizam Yaqoobi

Board Member

Independent Auditor's Report

To the Shareholder of Khaleeji Bank B.S.C.

PO Box 60002, Manama, Kingdom of Bahrain

Opinion

We have audited the accompanying consolidated financial statements of Khaleeji Bank B.S.C. (the "Bank"), and its subsidiaries (together the "Group") which comprise the consolidated statement of financial position as at 31 December 2023, 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 2023, 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 2023.

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 and the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) (together the "Code"), 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)

31 December 2023

Key Audit Matters (continued)

Impairment allowance on Financing contracts	
Refer to accounting policy in note 5 (j), use of estimates and judgements in note 27 and management of credit risk in note 37	
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 contracts representing 36.5% of total assets. • The estimation of expected credit losses ("ECL") on financing contracts 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"> • Use of complex models 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. • Economic scenarios 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. • Management overlays 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, amongst others, included:</p> <ul style="list-style-type: none"> • Evaluating the appropriateness of the accounting policies adopted based on the requirements of applicable accounting standards, regulatory guidance, our business understanding and industry practice. • Confirming our understanding of management's processes, systems and controls over the ECL calculation process <p>Control testing We performed process walkthroughs to identify key systems, applications and controls associated with the ECL calculation process.</p> <p>Key aspects of our control testing involved the following:</p> <ul style="list-style-type: none"> • Testing controls over the transfer of data between underlying source systems and the ECL models that the Group operates. • Performing a detailed credit risk assessment for a sample of performing corporate contracts to test controls over the credit rating and monitoring process. • Testing controls over the review and approval of post model adjustments and management overlays and the governance process over such overlays. • Testing controls over the modelling process, including governance over model monitoring, validation and approval. <p>Tests of details Key aspects of our testing involved:</p> <ul style="list-style-type: none"> • Reviewing a sample of credit files for performing accounts and evaluating the financial performance of the borrower, source of repayment and eligible collateral and on this basis assess the appropriateness of credit rating and staging. • Sample testing over key data inputs used in estimating the ECL and assessing the completeness, accuracy and relevance of data used. • Re-performing key elements of the Group's model calculations and assessing performance results for accuracy.

Key Audit Matters (continued)

Independent Auditors Report to the Shareholders (continued)

31 December 2023

Impairment allowance on Financing contracts (continued)	
Refer to accounting policy in note 5 (j), use of estimates and judgements in note 27 and management of credit risk in note 37	
The key audit matter	How the matter was addressed in our audit
	<ul style="list-style-type: none"> • Sample testing over factors used to determine whether significant increase in credit risk has been appropriately identified. • Selecting a sample of post model adjustments and management overlays to assess the reasonableness of the adjustments by challenging key assumptions, testing the underlying calculation and tracing a sample back to source data. • Assessing the adequacy of provisions against individually impaired financing contracts (stage 3) in accordance with the applicable FAS. <p>Use of specialists</p> <p>For the relevant portfolios examined, we have involved KPMG specialists to assist us in assessing IT system controls and challenging key management assumptions used in estimating expected credit losses. Key aspects of their involvement included the following:</p> <ul style="list-style-type: none"> • We involved our Information Technology Audit specialists to test the relevant General IT and Application Controls over key systems used for data extraction as part of the ECL calculation process. • We involved our Financial Risk Management (FRM) specialists in: <ul style="list-style-type: none"> - Evaluating the appropriateness of the Group's ECL methodologies (including the staging criteria used); - On a test check basis, re-performing the calculation of certain components of the ECL model (including the staging criteria); - Evaluating the appropriateness of the Group's methodology for determining the economic scenarios used and the probability weights applied to them; and - Evaluating the overall reasonableness of the management forward-looking estimates by comparing it to external market data and our understanding of the underlying sector and macroeconomic trends. <p>Disclosures</p> <p>We assessed the adequacy of the Group's disclosure in relation to use of significant estimates and judgement and credit quality of financing contracts by reference to the requirements of relevant accounting standards.</p>

Independent Auditors Report to the Shareholders (continued)

31 December 2023

Key Audit Matters (continued)

Impairment of investment in real estate	
Refer to accounting policy in notes 5 (g), 5 (k) and use of estimates and judgements in note 27	
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 of:</p> <ul style="list-style-type: none">the uncertainty prevalent in the property market; andapplication of valuation techniques which often involve the exercise of judgment and the use of assumptions and estimates.	<p>Our procedures included:</p> <ul style="list-style-type: none">we involved our real estate valuation specialists, who used their knowledge of the industry and available historical data to assist us in:evaluating the appropriateness of the valuation methodology used by the external, independent property valuers appointed by the Group; andevaluating the reasonableness of key input and assumptions used in the valuation.Assessing the qualification and experience of the independent property valuers and reviewing the terms of their engagement letter to determine whether there were any matters that might have affected their objectivity or limited their scope of work; andevaluating the adequacy of the Group's disclosures related to valuation of investment in real estate by reference to the relevant accounting standards.

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 board of directors' report and other sections which forms part of the annual report, and the remaining sections of the annual report are expected to be made available to us after that date.

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 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)

31 December 2023

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 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)

31 December 2023

Report on Other Regulatory Requirements

As required by the Commercial Companies Law 2001 (as amended) and Volume 2 of the Rulebook issued by the Central Bank of Bahrain ("CBB"), 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 2001 (as amended), 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
7 February 2023

Unlimited Ambition
Unlimited Ambition
Unlimited Ambition
Unlimited Ambition
Unlimited Ambition

KHALEEJI 

*Consolidated Financial
Statements
31 December 2023*

Consolidated Statement of Financial Position

As at 31 December 2023

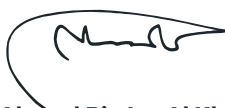
BD '000s

	Note	31 December 2023	31 December 2022
ASSETS			
Cash and bank balances	6	116,383	149,093
Placements with financial institutions	7	124,190	62,630
Investment in sukuk	8	522,746	523,332
Financing contracts	9	548,287	504,860
Investment securities	10	38,570	33,637
Assets held-for-sale	11	-	4,341
Investment in real estate	12	97,787	96,947
Equity accounted investees	13	24,689	24,522
Other assets	14	26,277	22,901
Property and equipment	15	3,489	3,431
Total assets		1,502,418	1,425,694
LIABILITIES			
Placements from financial institutions		237,773	240,080
Placements from non-financial institutions and individuals	16	206,518	215,364
Term financing from financial institutions	17	264,362	130,955
Customers' current accounts		77,880	50,955
Other liabilities	18	22,829	25,437
Total liabilities		809,362	662,791
Equity of investment accountholders			
- From financial institutions		68,054	159,926
- From non-financial institutions and individuals		467,608	445,207
Total equity of investment accountholders	19	535,662	605,133
OWNERS' EQUITY			
Share capital	20	84,783	84,783
Statutory reserve		12,410	11,510
Treasury shares		(6,254)	(6,254)
Investment fair value reserve		(7,165)	(5,790)
Retained earnings		17,719	16,171
Equity attributable to parent's shareholders		101,493	100,420
Perpetual Mudharaba (AT1)	21	47,222	47,222
Equity attributable to owners of the parent		148,715	147,642
Non-controlling interest		8,679	10,128
Total owners' equity		157,394	157,770
Total liabilities, equity of investment accountholders and owners' equity		1,502,418	1,425,694

The consolidated financial statements were approved by the Board of directors on 8 February 2024 and signed on its behalf by:



Hisham Ahmed Al Rayes
Chairman



Sh. Ahmed Bin Isa Al Khalifa
Vice Chairman



Sattam Sulaiman Algozaibi
Chief Executive Officer

The accompanying notes 1 to 40 form an integral part of these consolidated financial statements.

Consolidated Income Statement

For the year ended 31 December 2023

BD '000s

	Note	2023	2022
Income from financing contracts		40,222	35,725
Income from placements with financial institutions		4,819	723
Income from sukuk		29,599	21,977
Income from investment securities		3,372	305
Share of loss from equity accounted investees	13	(925)	(1,252)
Fees and other income, net	22	11,184	4,726
Total income before return to investment accountholders		88,271	62,204
Return to investment accountholders before Bank's share as Mudarib	19	(28,364)	(29,862)
Bank's share as a Mudarib	19	6,806	15,517
Return to investment accountholders		(21,558)	(14,345)
Finance expense on placements from financial institutions, non-financial institutions and individuals		(30,493)	(14,333)
Finance expense on term financing from financial institutions		(10,662)	(4,339)
Total income		25,558	29,187
Staff cost	23	6,618	7,504
Other operating expenses	24	8,424	5,757
Total expenses		15,042	13,261
Profit before impairment allowances		10,516	15,926
Impairment allowance, net	25	(1,469)	(1,919)
PROFIT FOR THE YEAR		9,047	14,007
Attributable to:			
Owner's of the parent		9,003	14,007
Non-controlling interest		44	-
		9,047	14,007
Earnings per share			
Basic and diluted earnings per share (fils)	30	3.753	9.987



Hisham Ahmed Al Rayes
Chairman



Sh. Ahmed Bin Isa Al Khalifa
Vice Chairman



Sattam Sulaiman Algozaibi
Chief Executive Officer

The accompanying notes 1 to 40 form an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Owners' Equity

For the year ended 31 December 2023

BD '000s

2023	Equity attributable to parent's shareholders						Subordinated mudharaba (AT1)	Non- Controlling Interest	Total owners' equity
	Share Capital	Statutory reserve	Treasury shares	Investment fair value reserve	Retained earnings	Total			
Balance at 1 January 2023	84,783	11,510	(6,254)	(5,790)	16,171	100,420	47,222	10,128	157,770
Net fair value changes	-	-	-	(1,375)	-	(1,375)	-	-	(1,375)
Profit for the year	-	-	-	-	9,003	9,003	-	44	9,047
Total recognised income and expense for the year	-	-	-	(1,375)	9,003	7,628	-	44	7,672
Profit distribution on AT 1 Capital (note 21)	-	-	-	-	(6,000)	(6,000)	-	-	(6,000)
Loss of control (note 13)	-	-	-	-	-	-	-	(1,493)	(1,493)
Transfer to statutory reserve	-	900	-	-	(900)	-	-	-	-
Transfer to Zakah fund	-	-	-	-	(555)	(555)	-	-	(555)
Balance at 31 December 2023	84,783	12,410	(6,254)	(7,165)	17,719	101,493	47,222	8,679	157,394

2022	Equity attributable to parent's shareholders						Subordinated mudharaba (AT1)	Non- Controlling Interest	Total owners' equity
	Share Capital	Statutory reserve	Treasury shares	Investment fair value reserve	Retained earnings	Total			
Balance at 1 January 2022	89,212	10,110	(11,926)	187	11,493	99,076	47,222	11,093	157,391
Net fair value changes	-	-	-	(5,977)	-	(5,977)	-	-	(5,977)
Profit for the year	-	-	-	-	14,007	14,007	-	-	14,007
Total recognised income and expense for the year	-	-	-	(5,977)	14,007	8,030	-	-	8,030
Cancellation of Treasury shares	(4,429)	-	5,963	-	(1,534)	-	-	-	-
Purchase of Treasury shares	-	-	(291)	-	-	(291)	-	-	(291)
Profit distribution on AT 1 Capital (note 21)	-	-	-	-	(6,000)	(6,000)	-	-	(6,000)
Loss of control	-	-	-	-	-	-	-	(965)	(965)
Transfer to statutory reserve	-	1,400	-	-	(1,400)	-	-	-	-
Transfer to Zakah fund	-	-	-	-	(395)	(395)	-	-	(395)
Balance at 31 December 2022	84,783	11,510	(6,254)	(5,790)	16,171	100,420	47,222	10,128	157,770

The accompanying notes 1 to 40 form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2023

BD '000s

	Note	2023	2022
OPERATING ACTIVITIES			
Payments from financing contracts, net		(6,460)	(10,395)
Receipt of profit on short-term placements		4,819	723
Returns paid to investment accountholders		(17,927)	(14,273)
(Payments to) / receipts from investment accountholders, net		(69,470)	59,937
Payment of profit on placements		(30,493)	(14,333)
Payment for expenses		(25,223)	(25,842)
Other receipts		7,041	4,942
Payment for charity		(724)	(373)
Deposits to / (withdrawal from) customers' current accounts, net		26,925	(1,981)
(Payments towards) / receipts from placements from financial institutions, net		(2,308)	109,882
(Payments for) / Receipts from placements from non-financial institutions and individuals, net		(8,845)	32,147
Net payment for CBB reserve account		(2,597)	(10,505)
Net cash (used in) / generated from operating activities		(125,262)	129,929
INVESTING ACTIVITIES			
Purchase of sukuk		(126,111)	(229,243)
Proceeds from redemption / sale of sukuk		128,210	77,802
Income from sukuk received		31,544	22,775
Proceeds from disposal investment securities		33,276	-
(Purchase of) / proceeds from disposal of investment in real estate, net		(1,675)	3,229
Receipt of dividends / income from investment securities		1,321	145
Purchase of property and equipment, net		(690)	(2,124)
Investment in equity accounted investees		-	(508)
Purchase of investment securities		(30,914)	-
Development properties expense		(191)	-
Net movement in margin call		1,781	-
Net cash generated from / (used in) investing activities		36,551	(127,924)
FINANCING ACTIVITIES			
Purchase of treasury shares, net		-	(291)
Profit distribution on AT1 Capital		(6,000)	(6,000)
Draw down of term financing from financial institutions, net		133,406	59,338
Finance expense on term financing from financial institutions		(10,662)	(4,339)
Net cash generated from financing activities		116,744	48,708
Net increase in cash and cash equivalents		28,033	50,713
Cash and cash equivalents at 1 January		174,338	123,625
Cash and cash equivalents at 31 December		202,371	174,338
Cash and cash equivalent comprise: *			
Cash and bank balances (excluding CBB reserve)	6	87,991	123,298
Placements with financial institutions with original maturities of 90 days or less (excluding margin call account)	7	114,380	51,040
		202,371	174,338

* Cash and cash equivalents is net of the expected credit loss of BD 5 thousand (31 December 2022: BD 2 thousand).

The accompanying notes 1 to 40 form an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Restricted Investment Accounts

For the year ended 31 December 2023

BD '000s

2023	Balance at 1 January 2023			Movements during the year						Balance at 31 December 2023		
	No of units (‘000)	Average value per share BD	Total BD ‘000	Invest- ment (with- drawals) BD ‘000	Revalu- ation BD ‘000	Gross income/ (loss) BD ‘000	Divi- dends paid BD ‘000	Bank’s fees as agent BD ‘000	Admin- istration expens- es BD ‘000	No of units (‘000)	Average value per share BD	Total BD ‘000
Safana Investment WLL (RIA 1) and NS12	1,247	1.00	1,247	-	(28)	-	-	-	-	1,219	1.00	1,219
Shaden Real Estate Investment WLL (RIA 5)	269	1.00	269	-	45	-	-	-	-	314	1.00	314
			1,516	-	17	-	-	-	-			1,533
2022	Balance at 1 January 2022			Movements during the year						Balance at 31 December 2022		
	No of units (‘000)	Average value per share BD	Total BD ‘000	Invest- ment (with- drawals) BD ‘000	Revalu- ation BD ‘000	Gross income/ (loss) BD ‘000	Divi- dends paid BD ‘000	Bank’s fees as agent BD ‘000	Admin- istration expens- es BD ‘000	No of units (‘000)	Average value per share BD	Total BD ‘000
Safana Investment WLL (RIA 1) and NS12	1,247	1.00	1,247	-	-	-	-	-	-	1,247	1.00	1,247
Shaden Real Estate Investment WLL (RIA 5)	269	1.00	269	-	-	-	-	-	-	269	1.00	269
			1,516	-	-	-	-	-	-			1,516

The accompanying notes 1 to 40 form an integral part of these consolidated financial statements.

Consolidated Statement of Sources and Uses of Zakah and Charity Fund

For the year ended 31 December 2023 BD '000s

	Note	2023	2022
Sources of zakah and charity fund			
At 1 January		522	471
Contributions by the Bank	32	555	395
Non-shari'a compliant income		31	29
Total sources		1,108	895
Uses of zakah and charity fund			
Contributions to charitable organisations		(724)	(373)
Total uses		(724)	(373)
Undistributed zakah and charity fund at 31 December		384	522

The accompanying notes 1 to 40 form an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

1. REPORTING ENTITY

Khaleeji Bank B.S.C. (formerly Khaleeji Commercial Bank B.S.C.) ("the Bank"), a public shareholding company listed on Bahrain Bourse, was incorporated on 24 November 2004 in the Kingdom of Bahrain under Commercial Registration No. 55133. The Bank operates under an Islamic retail banking license granted by the Central Bank of Bahrain ("CBB") on 20 October 2003. On 25 June 2023, as part of the overall group restructuring initiatives, the Bank rebranded its commercial name from "Khaleeji Commercial Bank B.S.C." to "Khaleeji Bank B.S.C." As a result, the trade symbol also changed from "KHCB" to "KHALEEJI".

The Bank is 85.41% (31 December 2022: 85.41%) owned by GFH Financial Group B.S.C. ("the Parent"), a Bahraini incorporated investment bank operating under an Islamic wholesale banking license issued by the Central Bank of Bahrain ("CBB") and listed on Bahrain Bourse, Boursa Kuwait, Dubai Financial Markets ("DFM") and Abu Dhabi Security Exchange ("ADX"). The Bank also issued Additional Tier 1 (AT1) Sukuk, which were listed on London Stock Exchange (International Securities Market) in 2020. Refer Note 21 for subsequent events relating to redemption of the AT1 Sukuk and the impact on the capital structure of the Bank.

The Bank's activities are regulated by the CBB and supervised by a Shari'a Supervisory Board to ensure adherence to Shari'a rules and principles in its activities.

The principal activities of the Bank include retail and corporate banking, consumer finance, wealth management, structured investment products and project financing facilities which comply with Islamic Shari'a rules and principles as determined by the Bank's Shari'a Supervisory Board.

The consolidated financial statements include the results of the Bank and its subsidiaries (together "the Group"). The significant subsidiaries of the Bank are as follows:

Name	Country of incorporation	% holding 2023	% holding 2022	Nature of business
Surooh Limited	Cayman Islands	75.70%	75.70%	To construct and sell properties at "Oryx Hills".
HH Hotel Properties W.L.L.	Bahrain	86.00%	86.00%	Hospitality business
KHCB Tier 1 Sukuk Limited	Cayman Islands	100.00%	100.00%	To issue additional tier 1 certificates
Amlak II Company*	Cayman Islands	37.00%	61.88%	To hold real estate property.

* During the year, the Group lost control over one of its subsidiaries resulting in recognising it as an associate.

2. STATEMENT OF COMPLIANCE

The consolidated financial statements of the Group has been prepared in accordance with Financial Accounting Standards (FAS) issued by the Accounting and Auditing Organisation of Islamic Financial Institutions (AAOIFI) and applicable rules and regulations issued by the Central Bank of Bahrain ("CBB").

In line with the requirements of AAOIFI and the CBB rule book, for matters not covered by AAOIFI standards, the group takes guidance from the relevant International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

3. BASIS OF MEASUREMENT

The consolidated financial statements have been prepared on the historical cost basis except for equity and debt securities that are measured at fair value through equity and structured notes that are measured at fair value through income statement. These consolidated financial statements are presented in Bahraini Dinars, being the functional and presentation currency of the Bank, rounded to the nearest Bahraini Dinars thousand (BD), except where otherwise indicated.

4. USE OF SIGNIFICANT JUDGEMENTS AND ESTIMATES

The preparation of consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Estimates and underlying assumptions are reviewed on an on-going 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 27.

5. 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 consistently applied by the Group and are consistent with those used in the previous year except for those arising from the adoption of the following standards:

i) **New Standards, amendments and interpretations issued and effective for annual periods beginning on or after 1 January 2023**

1) **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.

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).

An institution obliged to pay Zakah by law or by virtue of its constitution documents shall recognise current Zakah due for the period as an expense in its financial statements. Where Zakah is not required to be paid by law or by virtue of its constitution documents, and where the institution is considered as an agent to pay Zakah on behalf of certain stakeholders, any amount paid in respect of Zakah shall be adjusted with the equity of the relevant stakeholders.

The Bank does not have any obligation to pay Zakah as per its constitutional documents but only pays Zakah on undistributed profits as an agent on behalf of its shareholders. The Bank has adopted this standard and has provided the necessary additional disclosures in its annual financial statements (refer notes 5 (t) and 32).

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

i) **New Standards, amendments and interpretations issued and effective for annual periods beginning on or after 1 January 2023** (continued)

2) **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 is also applicable to the institutions which prepare a complete set of financial statements at interim reporting dates in line with the respective FAS's.

This standard is effective for financial statements for the period beginning on or after 1 January 2023. The Group has adopted this standard for the basis of preparation of its (consolidated) condensed interim financial information. The adoption of this standard did not have any significant impact on the Group's interim financial information.

3) **FAS 44 Determining Control of Assets and Business**

AAOIFI has issued FAS 44 "Determining Control of Assets and Business" on 31 December 2023, applicable with immediate effect. The objective of this standard is to establish clear and consistent principles for assessing whether and when an institution controls an asset or a business, both in the context of participatory structures and for consolidation purposes.

This standard is applicable to all Islamic financial institutions ("IFIs") and entities who are party to the Sharia compliant transactions and structures (as allowed by the respective regulatory and reporting framework). This standard covers both on-balance sheet and off-balance sheet arrangements, including participatory structures like mudharaba, musharaka, and sukuk. The assessment of control is relevant across various accounting policies of the Group, including but not limited to consolidation of subsidiaries, recognition and de-recognition of various financial assets and participatory investment structures.

The Group has assessed the revised framework for control assessment provided by FAS 44 and does not expect any significant impact on its previously assessed control conclusions on the adoption of this standard. However, the Groups accounting policies and disclosures have been revised to be consistent with the revised definitions and principles clarified under FAS 44.

ii) **New Standards, amendments to Standards issued but not yet effective and not early adopted**

The following new standards and amendments to standards are effective for financial years beginning after 1 January 2024 with an option to early adopt. However, the Group has not early adopted any of these standards.

1) **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.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

ii) New Standards, amendments to Standards issued but not yet effective and not early adopted (continued)

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

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 Quasi 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 to the financial statements;
- 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 and segment reporting; and
- 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.

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.

2) FAS 45: Quasi-Equity (Including Investment Accounts)

AAOIFI has issued Financial Accounting Standard (FAS) 45 "Quasi-Equity (Including Investment Accounts)" during 2023. The objective of this standard is to establish the principles for identifying, measuring, and presenting "quasi-equity" instruments in the financial statements of Islamic Financial Institutions "IFIs".

The standard prescribes the principles of financial reporting to participatory investment instruments (including investment accounts) in which an IFI controls underlying assets (mostly, as working partner), on behalf of the stakeholders other than owner's equity. This standard provides the overall criteria for on-balance sheet accounting for participatory investment instruments and quasi-equity, as well as, pooling, recognition, derecognition, measurement, presentation and disclosure for quasi-equity.

This standard shall be effective for the financial reporting periods beginning on or after 1 January 2026 with an option to early adopt.

The Group does not expect any significant impact on the adoption of this standard.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

ii) New Standards, amendments to Standards issued but not yet effective and not early adopted (continued)

3) FAS 46: Off-Balance-Sheet Assets Under Management

AAOIFI has issued Financial Accounting Standard ("FAS") 46 "Off-Balance-Sheet Assets Under Management" during 2023. The objective of this standard is to establish principles and rules for recognition, measurement, disclosure, and derecognition of off-balance-sheet assets under management, based on Shari'a and international best practices. The standard aims to improve transparency, comparability, accountability, and governance of financial reporting related to off-balance-sheet assets under management.

This standard is applicable to all IFIs with fiduciary responsibilities over asset(s) without control, except for the following:

The participants' Takaful fund and / or participants' investment fund of a Takaful institution; and

An investment fund managed by an institution, being a separate legal entity, which is subject to financial reporting in line with the requirements of the respective AAOIFI FAS.

This standard shall be effective for the financial reporting periods beginning on or after 1 January 2026 with an option to early adopt.

This standard shall be effective for the financial periods beginning on or after 1 January 2026 with an option to early adopt. This standard shall be adopted at the same time as adoption of FAS 45 "Quasi-Equity (Including Investment Accounts)".

The Group does not expect any significant impact on the adoption of this standard.

4) FAS 47: Transfer of Assets Between Investment Pools

AAOIFI has issued Financial Accounting Standard ("FAS") 47 "Transfer of Assets Between Investment Pools" during 2023. The objective of this standard is to establish guidance on the accounting treatment and disclosures for transfers of assets between investment pools that are managed by the same institution or its related parties. The standard applies to transfers of assets that are not part of a business combination, a disposal of a business, or a restructuring of an institution.

The standard defines an investment pool as a group of assets that are managed together to achieve a common investment objective, such as a fund, a portfolio, or a trust. The standard also defines a transfer of assets as a transaction or event that results in a change in the legal ownership or economic substance of the assets, such as a sale, a contribution, a distribution, or a reclassification.

The transfer of assets between investment pools should be accounted for based on the substance of the transaction and the terms and conditions of the transfer agreement. The standard classifies transfers of assets into three categories: transfers at fair value, transfers at carrying amount, and transfers at other than fair value or carrying amount. The standard also specifies the disclosure requirements for transfers of assets between investment pools.

This standard shall be effective for the financial periods beginning on or after 1 January 2026 with an option to early adopt.

The Group does not expect any significant impact on the adoption of this standard.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of consolidation

(i) Business combination

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meet the definition of a business and control is transferred to the Group.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable tangible and intangible assets acquired and liabilities assumed. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of financial instrument is classified as equity, then it is not re-measured and settlement is accounted for within equity. Otherwise, other contingent consideration is re-measured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognized in profit or loss.

(ii) Subsidiaries

Subsidiaries are those enterprises (including special purpose entities) controlled by the Bank. The Group controls a business if, and only if, it has a) power over the business b) exposure, or rights, to variable returns from its involvement with the business; and c) the ability to use its power over the business to affect the amount of the institution's returns.

Power is presumed when an entity directly, or indirectly through its subsidiaries, holds more than 50% of the voting rights. Where the Group has less than majority voting rights, control may exist through a) agreement with other shareholders or the business itself; b) rights arising from other contractual arrangements; c) the institution's voting rights (de facto power); d) potential voting rights; or e) a combination thereof.

The Group considers only substantive voting rights in its assessment of whether it has power over a business. In order to be substantive, rights need to be exercisable when relevant decisions are required to be made and the holder of such rights must have the practical ability to exercise those rights. When making an assessment of whether the Group controls a business, it considers the voting and other rights emanating from the investment in the business duly funded by the Group itself and its equity of investment accountholders.

The Group in its ordinary course of business may manage an asset or a business for the benefit of stakeholders other than its equity holders through an agency (usually investment agency) or similar arrangement. Control does not include situations whereby the institution has the power, but such power is exercisable in a fiduciary capacity, and not for the variable returns to the institution itself. Performance incentives receivable by an agent are in a fiduciary capacity, and hence not considered to be variable returns for the purpose of control assessment.

Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the acquisition date. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of consolidation

(ii) Subsidiaries (continued)

Assets under management

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 SPE are not included in these consolidated financial statements except when the Group controls the entity. Information about the Group's fiduciary assets under management is set out in note 28.

(iii) Equity accounted investees

The Group's interests in equity accounted investees comprise interests in associates and a joint venture.

Associates are those entities over which the Group holds exercises significant influence, but not control or joint control, over the financial and operating policies. A Joint venture is an arrangement in which the Group has joint control whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. These are accounted for using the equity method.

Investments in associates and joint ventures are initially recognised at cost including transactions cost and the carrying amount is adjusted to recognise the Group's share of the post-acquisition profits or losses of the investee after the date of acquisition. Distributions received from an investee 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 investee arising from changes in the investee's equity. When the Group's share of losses exceeds its interest in the investee, 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 investee.

The carrying amount of the equity accounted investee is tested for impairment in accordance with the policy described in note 5(k).

(iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised gains arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Intra-group gains on transactions between the Group and its equity accounted associates 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 associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

(b) Foreign currency transactions

Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

Foreign currency transactions are translated using the exchange rates prevailing at the dates 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. The other Group companies functional currencies are either denominated in Bahraini dinars or US dollars; however, the Bahraini dinar is effectively pegged to the US dollar. Hence, the translation of financial statements of the group entities that have a functional currency different from the presentation currency do not result in an exchange difference.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Investment securities

Investment securities comprise investments in equity type instruments and investments in debt-type instruments. Investment securities exclude investments in subsidiaries and equity accounted investees (refer note 5(a)).

(i) Classification

The Group segregates its investment into following categories:

i) *Equity-type instruments* - instruments that evidence a residual interest in the assets of an entity after deducting all its liabilities and quasi-equity balances, including ordinary equity instruments and such other structured investment instruments that classify as equity instrument.

ii) *Debt-type instruments:*

Monetary debt-type instruments - instruments whereby the transaction structure results in creation of a financial liability / debt such as Murabaha payable.

Non-monetary debt-type instruments - instruments whereby the transaction structure results in creation of a non-financial liability, such as goods (Salam or Istisna'a) or usufruct (Ijarah Mawsufah fi al-Dhimmah) or services (service Ijarah) to be delivered in future.

The Group classifies its investments on initial recognition as measured at: (a) amortised cost, (b) fair value through equity ("FVTE") or (c) fair value through income statement ("FVIS").

Amortised cost

An investment shall be measured at amortised cost if both of the following conditions are met:

- a) the investment is held within a business model whose objective is to hold such investment in order to collect expected cash flows till maturity of the instrument; and
- b) the investment represents either a debt-type instrument or other investment instrument having reasonably determinable effective yield.

Fair value through equity

An investment shall be measured at fair value through equity if both of the following conditions are met:

- a) the investment is held within a business model whose objective is achieved by both collecting expected cash flows and selling the investment; and
- b) the investment represents a non-monetary debt-type instrument or other investment instrument having reasonably determinable effective yield.

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Investment securities (continued)

(i) Classification (continued)

Irrevocable classification at initial recognition

On initial recognition, an institution may make an irrevocable election to designate a particular investment, at initial recognition, being

- a) an equity-type instrument that would otherwise be measured at fair value through income statement – to present subsequent changes in fair value in equity
- b) a non-monetary debt-type instrument or other investment instrument – as measured at fair value through income statement if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or correlated liabilities or quasi-equity or recognizing the gains and losses on them on different bases. This shall, however, be subject to the Shari'a requirements with regard to the attribution of, and distribution of such gains to the respective stakeholders.

Fair value through income statement

All other investments are measured at FVTIS.

Business model assessment

The Group makes an assessment of the objective of a business model in which an asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, whether management's strategy focuses on earning contractual profit, maintaining practical profit rate profile and realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed; and
- the frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity. However, information about sales activity is not considered in isolation, but as part of an overall assessment of how the Group's stated objective for managing the financial assets is achieved and how cash flows are realised.

Investments that are held for trading or managed and whose performance is evaluated on a fair value basis are measured at FVTIS.

(ii) Recognition and de-recognition

Investment securities are recognised at the trade date i.e. the date that the Group contracts 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.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Investment securities (continued)

(iii) Measurement

Investment securities are measured initially at fair value, which is the value of the consideration given. For FVTIS investments, transaction costs are expensed in the income statement. For other investment securities, transaction costs are included as a part of the initial recognition.

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 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 equity and presented in a separate fair value reserve within equity. The fair value gains/losses are recognised taking into consideration the split between portions related to owners' equity and equity of investment accountholders. 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 equity is transferred to the income statement.

Subsequent to initial recognition, debt-type securities, other than those carried at FVTIS, are measured at amortised cost using the effective profit method less any impairment allowances.

Following Measurement principles are followed:

A. 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 uncollectability. 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.

B. 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.

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.

When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If a market for a financial instrument is not active or there is no market, the Group establishes fair value using well-recognised valuation techniques that may include recent arm's length transactions between knowledgeable, willing parties (if available), discounted cash flows or market multiples for similar 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 (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Investment securities (continued)

(iii) Measurement (continued)

B. Fair value measurement (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.

In determining fair valuation, the Group in many instances relies on the financial data of investees and on estimates by the management of the investee companies as to the effect of future developments.

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.

(d) Financing contracts

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

Modification of financing contracts

If the terms of the financing contracts are modified then the Group evaluates whether the cashflows of the modified asset are substantially different. If the cashflows are substantially different, then the contractual rights to cashflows from the original financing asset are deemed to have expired. In this case, the original financing contracts is derecognised and a new financing contracts is recognised at fair value plus any eligible transaction cost.

If the modification of a financing contracts measured at amortized cost does not result in the derecognition of the financing contracts then the Group first recalculates the gross carrying amount of the financing contracts using the original effective profit rate of the asset and recognises the resulting adjustment as a modification gain or loss in profit or loss.

All Sharia compliant contracts are interpreted for accounting purposes in its entirety and all linked -contracts or promissory note arrangements are considered together with the main financing contract to reflect the single economic outcome and purpose of the contracts.

(d) Placements with and from financial institutions, non-financial institutions and individuals

These comprise inter-bank and over the counter customer placements made/received using Shari'a compliant contracts. Placements are usually for short-term and are stated at their amortised cost.

(e) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash and bank balances (excluding CBB reserve account), and placement with financial institutions with original maturities of three months or less when acquired which are subject to insignificant risk of changes in fair value and are used by the Group in the management of its short-term commitments.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Ijarah asset (lease-based contracts)

Ijarah assets (Ijarah Muntahia Bittamleek) are stated at cost less accumulated depreciation and any impairment. 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 using rates that systematically reduce the cost of the leased assets over the period of the lease in a pattern of economic benefits arising from these assets. The Group assesses at each reporting date whether there is objective evidence that the ijarah assets are impaired. Impairment loss is the amount by which the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses, if any, are recognised in the income statement. The estimates of future cash flows, when dependent on a single customer, takes into consideration the credit evaluation of the respective customer in addition to other factors.

(g) Investment in real estate

Investment property

Real estate properties held for rental, or for capital appreciation purposes, or both, are classified as investment property. Investment property are carried at cost less depreciation and impairment allowances. Cost includes expenditure that is directly attributable to the acquisition of the investment property. Investment property includes plots of land held for undetermined use and property leased to third parties. Land is not depreciated.

Development property

Development property is measured at lower of cost or net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less costs to complete development and selling expenses.

(i) Property and equipment

Property and equipment is stated at cost, net of accumulated depreciation and impairment allowances, if any. Property includes land which is not depreciated. Other equipment is depreciated using the straight-line method to write-off the cost of the assets over their estimated useful lives as follows:

Buildings	Up to 25 years
Furniture and fixtures	3 to 5 years
Computers	3 to 5 years
Motor vehicles	3 to 5 years
Hotels	Up to 40 years
Other equipment's	3 to 5 years

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

(j) Impairment of financial instruments

i) Exposures subject to credit risk

The Group recognises loss allowances for ECLs on:

- Cash and bank balances;
- Placements with financial institutions;
- Financing contracts;
- Investments in Sukuk - debt-type securities; and
- Undrawn financing commitments and financial guarantee contracts issued.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Impairment of financial instruments (continued)

i) 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.

- a. The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due (refer note 37).

The Group considers a financial asset 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 financial asset is 90 days or more 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 on exposures subject to credit risk. 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 subject to credit risk on initial recognition and that do not have a significant increase in risk since initial recognition or that have low credit risk. 12-month ECL is the expected credit losses that 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 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').

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Impairment of financial instruments (continued)

i) Exposures subject to credit risk (continued)

Stage 3: Lifetime ECL - credit impaired

Stage 3 includes exposures 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.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

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

- Financing contracts 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).
- Financing contracts 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
- Purchased or originated credit-impaired financial assets are those assets that are credit-impaired on initial recognition. Their ECL is measured on a lifetime basis (stage 3).

ECLs are discounted at the effective profit rate of the financial instrument.

Credit-impaired exposures

At each reporting date, the Group assesses whether exposures subject to credit risk are credit-impaired. An exposure is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the exposure 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 90 days or more past due or more;
- the restructuring of a financing facility or advance by the Group on terms that the Group 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 financial assets measured at amortised cost and ijarah assets are deducted from the gross carrying amount of the assets. Loss on undrawn commitments and financial guarantees are disclosed in other liabilities.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Impairment of financial instruments (continued)

ii) 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.

(k) Impairment of non-financial assets

The carrying amount of the Group's non-financial assets (other than for financial assets and development property covered in 5(g) 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.

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 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.

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 and UAE. 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.

(l) Customers' current accounts

Balances in current (non-investment) accounts are recognised when received by the Group. The transaction 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.

(m) Equity of investment accountholders

Equity of investment accountholders are funds held by the Group in unrestricted investment accounts, which it can invest at its own discretion. The investment accountholder 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.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Equity of investment accountholders (continued)

The Group charges management fee (Mudarib fees) to investment accountholders. 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 accountholders. 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 Mudharaba 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 accountholders, after allocating the Mudarib share, in order to cater against future losses for investment accountholders. Creation of any of these reserves results in an increase in the liability towards the pool of unrestricted investment accounts.

(n) 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 accountholders. Assets that are held in such capacity are not included as assets of the Group in the consolidated financial statements.

(o) 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, when a payment under the guarantee has become probable.

(p) 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 in the income statement on sale of treasury shares.

(q) Statutory reserve

The Bahrain Commercial Companies Law 2001 requires that 10 per cent 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 per cent of the paid up share capital.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Revenue recognition

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 Group's share in **Musharaka and Mudharaba financing** transaction that commence and end during a single financial period are recognised in the income statement at the time of liquidation (closure of the contract). Where the Musharaka and Mudharaba 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 agreements.

Istisna'a revenue and the associated profit margin is recognised using the percentage of completion method.

Income from ijarah assets (Ijarah Muntahia Bittamleek) are recognised applying the effective rate of return method over the lease term.

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

Dividend income is recognised when the right to receive is established.

Rental income is recognised on a straight line basis over the term of the contract.

Gain on sale of investment in equity securities and structured note is recognised on trade date at the time of derecognition of the investment securities. The gain or loss is the difference between the carrying value on the trade date and the consideration received or receivable.

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.

(s) Earnings prohibited by Shari'a

The Group is committed to avoid recognising any income generated from non-shari'a compliant sources. Accordingly, all income prohibited by shari'a is credited to a charity account where the Group uses these funds for social welfare purposes.

(t) Zakah

Zakah is calculated on the Zakah base of the Group in accordance with FAS 39 Zakah using the net assets method. Zakah is calculated and paid by the Group based on the eligible reserve and retained earnings balances at the end of the year and the remaining Zakah is payable by individual shareholders. The Group calculates and notifies the shareholders of their pro-rata share of the Zakah payable annually. The Group also pays Zakah on the balance of treasury shares held at the year-end based on the pro-rata share of Zakah. The calculations of Zakah is approved by the Shari'a Supervisory Board. Payment of Zakah on the unrestricted investment and other accounts is the responsibility of the relevant account holders. . As Zakah is not required to be paid by law or by virtue of its constitution documents of the Banks, the Bank considers itself as an agent to pay Zakah on behalf of its shareholders, and any amount paid in respect of Zakah is adjusted within equity of the owners of the Bank.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Employee benefits

(i) 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.

(ii) 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, and to which employees and employers contribute monthly on a fixed-percentage-of-salaries basis. Contributions by the Group are recognised as an expense in income statement when they are due.

Expatriate employees on fixed contracts are entitled to leaving indemnities payable under the Bahraini Labour Law, 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 "defined benefit scheme" and any increase or decrease in the benefit obligation is recognised in the income statement.

The Group also operates a voluntary employees 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 income statement when they are due.

(iii) Deferred share-based annual incentives

In line with its variable remuneration policy, the Group awards a component of its annual bonuses for certain covered employees (material risk-takers and approved persons) in the form of deferred incentives that are released proportionately over a period of three years. The deferred incentives include a cash component and a share component. The share component is converted to phantom shares of the Bank based on the book value per share at the award date. The deferred incentives are cash-settled on each release date based on the most recent book value per share of the Bank. The deferred incentive liability is carried at their settlement amounts at each reporting date and any changes in the carrying value of the liability is recognized as an expense or release in the income statement of the reporting period. All deferred incentives are subject to malus and clawback provisions.

(v) Dividends and board remuneration

Dividends to shareholders and board remuneration are recognised as liabilities in the period in which they are declared.

(w) 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.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(y) 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.

(z) URIA Protection Scheme

Funds held with the Group in investment accounts and current accounts are covered by the Deposit and URIA Protection Scheme ('the Scheme') established by the Central Bank of Bahrain regulation in accordance with Resolution No (34) of 2010. An annual contribution is made to the scheme and is recognised as an expense when due.

The Scheme applies to all eligible accounts held with the Group subject to certain specific exclusions, maximum total amount entitled and other regulations governing the establishment of a Deposit and URIA Protection Scheme and a Deposit Protection Board.

(aa) Repossessed assets

In certain circumstance, properties are repossessed following the foreclosure on financing facilities that are in default. Repossessed properties are measured at the lower of carrying value and fair value less cost to sell in accordance with IFRS 5 "Non-current assets held-for-sale and discontinued operation".

(bb) Term financing from financial institutions

Term financing from financial institutions represents borrowing obtained through murabaha contract recognized on the origination date and carried at amortized cost.

(cc) 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.

(dd) Assets under management

The Group acts as a trustee / manager and in other capacities that result in holding or placing of assets on behalf of a trust or other institution. These assets and income arising thereon are not included in the Group's financial statements as they are not assets of the Group.

(ee) 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. For Ijarah contracts with multiple components, the Group accounts for each Ijarah component within a contract separately from non-Ijarah components of the contract (e.g. service fee, maintenance charges, toll manufacturing charges etc.).

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(ee) Ijarah (continued)

Measurement

For a contract that contains an Ijarah component and one or more additional Ijarah or non-Ijarah components, the Group allocates the consideration in the contract to each Ijarah component on the basis of relative stand-alone price of the Ijarah component and the aggregate estimated stand-alone price of the non-Ijarah components, that may be charged by the lessor, or a similar supplier, to the lessee.

At the commencement date, a lessee 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. As per the group's assessment, at the time of implementation the fair value of right-of-use assets are equal to the net Ijarah liability.

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.

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 Bank will exercise that option; and/ or
- termination options if it is reasonably certain that the Bank will not exercise that option.

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

The Group carries out impairment assessment in line with the requirements of FAS 30 "Impairment, Credit Losses and Onerous Commitments" 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 in line with FAS 30 "Impairment, Credit Losses and Onerous Commitments".

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

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(ee) Ijarah (continued)

Measurement (continued)

(i) *Right-of-use (usufruct) asset* (continued)

The gross Ijarah liability is 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).

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 2023, 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
- re-measuring the carrying amount in the event of reassessment or modifications to Ijarah contract, or to 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.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(ee) Ijarah (continued)

Expenses relating to underlying asset

Operational expenses relating to the underlying asset, including any expenses contractually agreed to be borne by the Bank, are recognised by the Bank 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 has elected 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 can be applied on a whole class of underlying assets if they have similar characteristics and operational utility. However, low-value Ijarah exemption can only be applied on an individual asset/ Ijarah transaction, and not on group/ combination basis.

6. CASH AND BANK BALANCES

	31 December 2023	31 December 2022
Cash	3,081	3,430
Balances with banks	44,374	95,080
Balances with the Central Bank:		
- Current account	40,537	24,789
- Reserve account	28,392	25,795
Less: impairment allowance	(1)	(1)
	116,383	149,093

The reserve account with the Central Bank of Bahrain is not available for day-to-day operational purposes.

7. PLACEMENTS WITH FINANCIAL INSTITUTIONS

	31 December 2023	31 December 2022
Gross Murabaha and Wakala receivable	124,327	62,657
Less: Deferred profits on Murabaha	(133)	(26)
Less: Impairment allowance	(4)	(1)
	124,190	62,630

The average profit rate on placement with financial institutions for 2023 was 6.33% per annum (2022: 3.68% per annum).

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

8. INVESTMENT IN SUKUK

	31 December 2023	31 December 2022
Debt type instruments - at amortised cost:		
- Quoted sukuk*	400,012	404,822
- Unquoted sukuk	1,317	1,317
Less: impairment allowance	(1,617)	(1,524)
Debt type instruments - at fair value through equity		
- Quoted sukuk	64,737	64,546
Equity type instruments - at fair value through equity		
- Quoted sukuk	58,297	54,171
	522,746	523,332

* As of 31 December 2023, out of sovereign sukuk of BD 357,234 thousand (31 December 2022: BD 361,174 thousand) and corporate sukuk of BD 42,778 thousand (31 December 2022: BD 43,648 thousand), BD 271,520 thousand (31 December 2022: BD 234,229 thousand) were pledged against term financing from financial institutions of BD 216,362 thousand (31 December 2022: BD 81,753 thousand) (refer note 17).

9. FINANCING CONTRACTS

	31 December 2023	31 December 2022
Murabaha	352,667	332,324
Mudharaba	7,753	6,536
Wakala	-	90
Ijara	210,818	188,465
Gross financing contract	571,238	527,415
Less: Impairment allowance	(22,951)	(22,555)
Net financing contract	548,287	504,860

Murabaha financing contracts are net of deferred profits of BD 15,731 thousand (31 December 2022: BD 18,900 thousand).

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

9. FINANCING CONTRACTS (continued)

Movement in ijarah assets financing is as follows:

	31 December 2023	31 December 2022
Cost		
At 1 January	246,944	204,736
Additions during the year	44,365	58,289
Settlements/adjustments during the year	(19,978)	(16,081)
At 31 December	271,331	246,944
Accumulated depreciation / amortisation		
At 1 January	58,479	47,030
Charge for year	22,822	17,465
Settlements during the year	(20,788)	(6,016)
At 31 December	60,513	58,479
Net book value at 31 December	210,818	188,465

The movement on impairment allowances is as follows:

2023	Stage 1	Stage 2	Stage 3	POCI*	Total
At 1 January 2023	5,330	4,361	12,243	621	22,555
Net movement between stages	(706)	222	484	-	-
Net charge	(2,915)	1,134	3,452	(296)	1,375
Write-off	-	-	(90)	-	(90)
Disposal	-	-	(889)	-	(889)
At 31 December 2023	1,709	5,717	15,200	325	22,951
2022	Stage 1	Stage 2	Stage 3	POCI*	Total
At 1 January 2022	6,266	2,680	16,148	612	25,706
Net movement between stages	906	(269)	(637)	-	-
Net charge	(1,842)	1,950	2,017	209	2,334
Write-off	-	-	(3,532)	-	(3,532)
Disposal	-	-	(1,753)	(200)	(1,953)
At 31 December 2022	5,330	4,361	12,243	621	22,555

* Purchased or originated credit impaired (POCI) assets are initially recognised at their fair values and subsequently remeasured for any change in ECL or expected recoverable amounts. The POCI assets are currently carried at 25% (31 December 2022: 20.74%) compared to their original contractual outstanding amounts. On a cumulative basis, the impaired assets (Stage 3 and POCI) are carried at 64.42% (31 December 2022: 44.05%) compared to their original contractual outstanding amounts.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

11. INVESTMENT SECURITIES

	31 December 2023	31 December 2022
Equity type instruments:		
At fair value through income statement		
- Structured notes		
At 1 January	14,900	15,531
Accrued profit	516	516
Redemption	(621)	(763)
Changes in fair value	1	(384)
	14,796	14,900
At fair value through equity		
Unquoted equity securities*	23,774	18,737
	23,774	18,737
	38,570	33,637

* Includes Bank's share in equity type Securities with carrying value of BD 5,844 for which the legal title are in the name of a third party held for beneficial interest of the Bank.

11. ASSETS HELD-FOR-SALE

The Group has BD 4,341 thousand of investment in real estate classified as held for sale in prior periods based on a settlement program with its investors. Due to conditions beyond the control of the Group, the overall plan has been delayed beyond 12 months. During the year, these assets have been reclassified as held for use under investment in real estate. There was no impact on the income statement due to such reclassification.

12. INVESTMENT IN REAL ESTATE

	31 December 2023	31 December 2022
Development property	68,643	71,039
Investment property*	29,144	25,908
	97,787	96,947

* Includes Bank's share in 3 plots of lands and a building with carrying value of BD 12,234 for which the title deeds are in the name of a third party held for beneficial interest of the Bank.

(i) Development property

Development property comprise mainly a property under construction in Bahrain Financial Harbour in the Kingdom of Bahrain are residential units that were repossessed.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

12. INVESTMENT IN REAL ESTATE (continued)

(ii) Investment property

Investment property comprise plots of land in the Kingdom of Bahrain and United Arab Emirates held for capital appreciation.

The fair value of investment property as of 31 December 2023 was BD 27,643 thousand (31 December 2022: BD 27,643 thousand), determined by an external independent real estate valuer based on sales comparison approach and accordingly has been categorised as level 2 in the fair value hierarchy. Based on management assessment, there are no indicators of impairment as of year-end; hence, no impairment provision have been considered.

13. EQUITY ACCOUNTED INVESTEEES

	31 December 2023	31 December 2022
At 1 January	24,522	25,268
(Sale) / additions	(399)	506
Recognition of associate upon deconsolidation of subsidiary	1,491	-
Share of loss for the year	(925)	(1,252)
At 31 December	24,689	24,522

Summarised financial information of associates that have been equity accounted for in these consolidated financial statements, not adjusted for percentage of ownership held by the Group:

	2023	2022
Total assets	79,623	67,192
Total liabilities	23,816	9,749
Total revenues	2,245	2,178
Total net loss	(1,592)	(1,951)

Name	Country of incorporation	% holding		Nature of business
		2023	2022	
Capital Real Estate Projects Company	Kingdom of Bahrain	30.00%	30.00%	Real estate development
Al Areen Hotels W.L.L.	Kingdom of Bahrain	50.00%	50.00%	Hospitality business
Travelex Bahrain W.L.L.*	Kingdom of Bahrain	-	25.00%	Exchange Company
Amlak II Company**	Cayman Islands	37.00%	61.88%	To hold real estate property.

* Sold during the year for a loss of BD 5K.

The Group through shareholder's agreement agreed to exercise joint control with 50% shareholding over AlAreen Hotels W.L.L. with its partner (it's Parent), hence, it is considered as an equity-accounted investee.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

14. OTHER ASSETS

	31 December 2023	31 December 2022
Repossessed assets*	1,011	4,938
Profit accrued on Sukuk	5,601	5,779
Receivable from customers	4,564	4,564
Right-of-use asset	1,378	499
Prepaid expenses	585	870
Due from investments	345	279
Other receivables	12,793	5,972
	26,277	22,901

* Includes Bank's share in 2 plots of lands with carrying value of BD 398 thousand for which the title deeds are in the name of a third party held for beneficial interest of the Bank.

Below are further details related to the right-of-use asset:

	2023	2022
Balance as at 1 January	499	820
Additional right-of-use assets for the year, net	1,287	228
Amortisation charge during the year	(408)	(549)
Balance as at 31 December	1,378	499

15. PROPERTY AND EQUIPMENT

	Furniture and fixtures	Computers	Motor vehicle and Other equipment	Work-in- progress	2023 Total	2022 Total
Cost						
At 1 January	4,659	6,284	625	2,498	14,066	11,977
Additions	68	465	72	191	796	2,125
Disposals	-	-	-	(3)	(3)	(36)
Transfer	1,497	261	11	(1,769)	-	-
At 31 December	6,224	7,010	708	917	14,859	14,066
Accumulated Depreciation						
At 1 January	4,410	5,675	550	-	10,635	10,279
Charge for year (note 24)	286	417	32	-	735	392
Disposals	-	-	-	-	-	(36)
At 31 December	4,696	6,092	582	-	11,370	10,635
Net book value						
At 31 December 2023	1,528	918	126	917	3,489	
At 31 December 2022	249	609	75	2,498		3,431

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

16. PLACEMENTS FROM NON-FINANCIAL INSTITUTIONS AND INDIVIDUALS

	31 December 2023	31 December 2022
Individuals	129,355	106,829
Non-financial institutions	77,163	108,535
	206,518	215,364

These represent placements in the form of Murabaha contracts and are net of deferred profit of BD 6,647 thousand (31 December 2022: BD 11,036 thousand).

17. TERM FINANCING FROM FINANCIAL INSTITUTIONS

Represents term Murabaha facilities of BD 216,362 thousand (31 December 2022: BD 81,753 thousand) secured by pledge over sukuk of BD 271,520 thousand (31 December 2022: BD 234,229 thousand) (refer note 8). The average rate of term financing is 6.11% (2022: 3.54%) with an average maturity ranging up-to six months.

18. OTHER LIABILITIES

	31 December 2023	31 December 2022
Mudharaba profit accrual	8,601	4,970
Payable to Investors*	5,560	10,542
Net ijarah liability	1,345	404
Advance received from customers	244	231
Zakah and charity payable	384	522
Employee related accruals	1,296	1,453
Payable for Istisna'a contracts	27	27
Other payables and accrued expenses**	5,372	7,288
	22,829	25,437

* Relates to cash settlement with investors on account of restructuring (note 11)

** Includes impairment allowance on commitments and financial guarantees of BD 61 thousand (31 December 2022: BD 63 thousand)

The breakup of the Net Ijarah liability per maturity analysis is as follows:

Net Ijarah Liability

Maturity analysis	31 December 2023		
	Gross Ijarah liability	Deferred Ijarah	Net Ijarah liability
Less than one year	407	(15)	392
One to five years	1,024	(71)	953
Total	1,431	(86)	1,345

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

18. OTHER LIABILITIES (continued)

Maturity analysis	31 December 2022		
	Gross Ijarah liability	Deferred Ijarah	Net Ijarah liability
Less than one year	143	(7)	136
One to five years	295	(27)	268
Total	438	(34)	404

19. EQUITY OF INVESTMENT ACCOUNTHOLDERS

	31 December 2023	31 December 2022
From financial institutions	68,054	159,926
From non-financial institutions and individuals	467,608	445,207
	535,662	605,133

The funds received from investment accountholders have been commingled and jointly invested with the Group in the following asset classes:

	31 December 2023	31 December 2022
Balances with banks	-	94,191
CBB reserve account	28,392	25,795
Placements with financial institutions	-	62,631
Debt type instruments – sukuk	83,863	172,029
Financing contracts	378,813	250,487
Investment securities	26,893	-
Investment in real estate	17,198	-
Other assets	503	-
	535,662	605,133

As at 31 December 2023, the balance of profit equalisation reserve and investment risk reserve was Nil (31 December 2022: 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.

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

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

19. EQUITY OF INVESTMENT ACCOUNTHOLDERS (continued)

	2023		2022	
	Mudarib share	IAH shares	Mudarib share	IAH shares
1 month Mudharaba *	50.36%	49.64%	65.01%	34.99%
3 months Mudharaba	14.08%	85.92%	52.56%	47.44%
6 months Mudharaba	10.48%	89.52%	52.53%	47.47%
12 months Mudharaba	20.63%	79.37%	42.04%	57.96%
18 months Mudharaba	22.74%	77.26%	53.58%	46.42%
24 months Mudharaba	1.81%	98.19%	24.67%	75.33%
36 months Mudharaba	23.12%	76.88%	38.08%	61.92%

* Includes savings, Al Waffer and Call Mudharaba accounts.

During the year, average mudarib share as a percentage of total income allocated to IAH was 28.13% (2022: 45.06%) as against the average mudarib share contractually agreed with IAH. Hence the Group sacrificed average mudarib fees of 38.44% (2022: 23.50%).

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

20. SHARE CAPITAL

	31 December 2023	31 December 2022
Authorised:		
3,000,000,000 ordinary shares of BD 0.100 each	300,000	300,000
Issued and fully paid up:		
847,830,534 ordinary shares (2022: 847,830,534 shares) of BD 0.100 each	84,783	84,783

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

20. SHARE CAPITAL (continued)

Distribution schedule of equity shares, setting out the number of holders and percentage in the following categories:

31 December 2023

Categories*	Number of Shares	Number of Shareholders	% of total outstanding shares
Less than 1%	53,735,841	331	6.34%
1% up to less than 5%	22,403,211	2	2.64%
5% up to less than 10% **	47,588,090	1	5.61%
50% and above	724,103,392	1	85.41%
	847,830,534	335	100.00%

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

** Includes treasury shares.

31 December 2022

Categories*	Number of Shares	Number of Shareholders	% of total outstanding shares
Less than 1%	53,735,841	342	6.34%
1% up to less than 5%	22,403,211	2	2.64%
5% up to less than 10% **	47,588,090	1	5.61%
50% and above	724,103,392	1	85.41%
	847,830,534	346	100.00%

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

** Includes treasury shares.

Names and nationalities of the major shareholders and the number of equity shares held in which they have an interest of 5% or more of outstanding shares:

31 December 2023

	Nationality	Number of shares	% of total outstanding shares
GFH Financial Group*	Bahrain	724,103,392	85.41%
Khaleeji Bank B.S.C	Bahrain	47,588,090	5.61%

* These shares are held by KHCB Asset Company on behalf of GFH Financial Group, the Parent.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

20. SHARE CAPITAL (continued)

31 December 2022

	Nationality	Number of shares	% of total outstanding shares
GFH Financial Group*	Bahrain	724,103,392	85.41%
Khaleeji Bank B.S.C	Bahrain	47,588,090	5.61%

* These shares are held by KHCB Asset Company on behalf of GFH Financial Group, the Parent.

21. PERPETUAL MUDHARABA (AT1)

	31 December 2023	31 December 2022
Perpetual Mudharaba (AT1)	47,222	47,222
	47,222	47,222

In 2020, the Bank issued a Perpetual Mudharaba (Basel III compliant Additional Tier 1 capital securities) of face value of US\$ 159 million (BD 60 million) at a premium of USD 31.8 million (BD 12 million). Such capital was raised in order to meet minimum regulatory requirements relating to total equity as prescribed by Central Bank of Bahrain. The carrying value is net of issuance costs.

Summary of key terms and conditions are as follows:

- Profits on these securities shall be distributed on a semi-annual basis subject to and in accordance with terms and conditions on the outstanding nominal value of the securities at an expected rate of 10% p.a.
- The Perpetual Mudharaba is recognized under the owners' equity in the consolidated statement of financial position and the profits paid to rab al-maal (security holder) are accounted for as appropriation of profits.
- Perpetual Mudharaba is invested in a general mudharaba pool of assets on a unrestricted comingled basis.
- Security holder will not have a right to claim the profits and such event will not be considered as event of default.
- In the event of non-viability, the certificates will be converted either in full or in part on a pro-rata basis in accordance with the terms of the certificate which require conversion at the fair value of the Bank's share at the time of such non-viability event.
- The Certificates carry a call option after 5 years from the date of issue.

During the year, the Group paid profit distribution on its AT1 to the its holders for an amount of BD 6,000 thousand (2022: BD 6,000 thousand).

Subsequent events

Subsequent to the year end, after seeking in-principle approval from its regulator and its Board of Directors, the Bank has agreed to convert part of its AT1 Sukuk amounting to BD28.26 million to 282,610,178 common equity shares and to settle the remaining AT1 Sukuk of BD31.0 million in cash, subject to obtaining requisite final approvals in the ensuing Extraordinary General Meeting of the Sukukholders and shareholders of the Bank. Post the partial conversion of the AT1 Sukuk, the issued share capital of the Bank would increase by BD28.2 million and overall equity would reduce by BD31.0 Million.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

22. FEES AND OTHER INCOME, NET

	2023	2022
Fees income	848	931
Foreign exchange gain	1,314	1,163
Recovery of written-off assets	3,199	1,808
Gain on disposal of investment in real estate	4,924	229
Others	899	595
	11,184	4,726

23. STAFF COST

	2023	2022
Salaries and short-term benefits	5,537	6,470
Social insurance	913	845
Indemnity expenses	109	74
Other staff expenses	59	115
	6,618	7,504

24. OTHER OPERATING EXPENSES

	2023	2022
Professional fees	1,067	1,113
Distribution channel expenses	1,117	700
Information technology expenses	1,082	855
Net ijarah cost	446	561
Board expenses	582	278
Depreciation expense (note 15)	735	392
Advertisement and marketing expenses	1,074	386
Premises cost	362	225
Communication expenses	194	197
Other operating expenses	1,765	1,050
	8,424	5,757

25. IMPAIRMENT ALLOWANCE, NET

	2023	2022
Financing contracts (note 9)	1,375	2,334
Investments in sukuk	93	(395)
Balances and placements with banks and financial institutions	3	1
Commitments and financial guarantees (note 38)	(2)	(21)
	1,469	1,919

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

26. SHARE-BASED EMPLOYEE INCENTIVE SCHEME

The shareholders in their annual general meeting dated 24 March 2022, approved the amendments to the share incentive scheme. In line with the revised scheme 104,734 shares (unallocated) were transferred from the KHCB employee benefit Trust to the Bank as treasury shares. During 2022, the KHCB employee benefit Trust was terminated. The Bank has now transitioned to cash-settled deferred variable compensation.

27. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

The Group makes judgments, estimates and assumptions that affect 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 that are believed to be reasonable under the circumstances. However, the process of making the required estimates and assumptions involved further challenges due to the prevailing uncertainties.

I. 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 5j (i) and Note 37.

Impairment allowance on financing portfolio at amortised cost

In determining the appropriate level of expected credit losses (ECLs) the Group considered the macro-economic outlook, customer credit quality, the type of collateral held, exposure at default, and the effect of payment deferral options as at the reporting date.

The ECL methodology, significant increase in credit risk (SICR) thresholds, and definition of default remain consistent with those used as at 31 December 2022.

The re-assessed model inputs, including forward-looking information, scenarios and associated weightings, were revised to reflect the current outlook. Noting the wide range of possible scenarios and macroeconomic outcomes, and the relative uncertainty of how the social and economic factors will materialize, these scenarios represent reasonable and supportable forward-looking views as at the reporting date. The Group's models are calibrated periodically to consider past performance and macrocosmic forward-looking variables as inputs.

The Group considers both qualitative and quantitative information in the assessment of significant increase in credit risk.

The Group continues to assess borrowers for other indicators of unlikelihood to pay, taking into consideration the underlying cause of any financial difficulty and whether it is likely to be temporary or longer term.

a. *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 1) monetary or non-monetary debt-type instruments carried at fair value through equity or at amortised cost, or 2) equity-type instruments carried at fair value through equity or at fair value through income statement. The classification of each investment is based on business model assessment by management and is subject to different accounting treatments based on such classification (refer note 5 (c) (i)).

b. *Impairment of equity investments at fair value through equity – (refer to Note 5 (j) (ii))*

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

27. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES (continued)

II. Estimations

a) Impairment of financing contracts at amortised cost

- Determining inputs into ECL measurement model including incorporation of forward-looking information is set out in Note 5 (j) and Note 37; and
- Key assumptions used in estimating recoverable cash flows

b) Measurement of fair value of unquoted equity investments (level 3) -refer to Note 5 (c) (iii) and Note 36

Assessment of impairment of investment in real estate (Note 5(h),5(k)) and Note 12)

28. ASSETS UNDER MANAGEMENT

The Group provides corporate administration, investment management and advisory services to its investment entities, which involves 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 BD 198.77 million (31 December 2022: BD 196.99 million). During the year, the Group has not charged any management fees (2022: BD Nil) for the management of these assets. The Group has outsourced the day-to-day management of the assets under management to its Parent.

29. 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 the parent company, other significant shareholders and entities over which the Group and the shareholders exercises significant influence, directors, sharia board members and executive management of the Group. The transactions with these parties were made on agreed commercial terms.

Details of Directors' interests in the Bank's ordinary shares as at the end of the year were nil (2022: Nil).

Compensation of key management personnel

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

The key management personnel compensation during the year is as follows:

	2023	2022
Board member fees and allowances	445	286
Salaries and other short-term benefits	1,555	1,451
Post employment benefits	93	63

The key management personnel balances as of the end the year is as follows:

	31 December 2023	31 December 2022
Balances due to key management as compensation	480	463

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

29. RELATED PARTY TRANSACTIONS (continued)

The related party balances and transactions (except for compensation of key managerial personnel) included in these consolidated financial statements are as follows:

31 December 2023	Associates	Directors / Key management personnel and shari'a board members	Parent company / other significant shareholders / entities in which directors are interested	Assets under management (including special purpose entities)	Total
Assets					
Financing contracts	-	4,245	23,206	-	27,451
Investment securities	-	-	2,284	4,240	6,524
Equity accounted investees	24,689	-	-	-	24,689
Investment in sukuk	-	-	58,297	-	58,297
Other assets	-	-	568	108	676
Liabilities					
Placement from financial institutions, Non-FIs and individuals	-	2,112	43,541	-	45,653
Customers' current accounts	1,120	6	11,021	442	12,589
Equity of investment accountholders	335	1,895	126,520	129	128,879
Other liabilities	-	480	-	-	480
31 December 2022	Associates	Directors / Key management personnel and shari'a board members	Parent company / other significant shareholders / entities in which directors are interested	Assets under management (including special purpose entities)	Total
Assets					
Financing contracts	-	3,171	6,902	-	10,073
Investment securities	-	-	2,284	4,461	6,745
Equity accounted investees	24,522	-	-	-	24,522
Investment in sukuk	-	-	54,171	-	54,171
Other assets	17	-	272	46	335
Liabilities					
Placement from financial institutions, Non-FIs and individuals	-	1,274	86,222	-	87,496
Customers' current accounts	723	69	5,572	451	6,815
Equity of investment accountholders	362	1,084	226,111	219	227,776

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

29. RELATED PARTY TRANSACTIONS (continued)

2023	Associates	Directors / Key management personnel and shari'a board members	Parent company / other significant shareholders / entities in which directors are interested	Assets under management (including special purpose entities)	Total
Income					
Income from financing contracts	-	298	3,218	-	3,516
Income from investment securities	-	-	-	422	422
Share of loss from equity accounted investees	(925)	-	-	-	(925)
Income from sukuk	-	-	2,194	-	2,194
Fees and other income, net	-	-	3,523	-	3,523
Expenses					
Finance expense on placements from financial institutions, non-financial institutions and individuals	-	102	4,394	-	4,496
Return to investment accountholders	14	94	5,375	6	5,489
Staff cost	-	1,648	-	-	1,648
Other expenses	-	445	-	57	502

During the year, the Bank and its Parent entered into an exchange agreements to swap investment properties with a carrying value of BD 9,887 thousand in exchange for unquoted equity securities of BD 5,844 thousand and investment in sukuk of BD 7,566 thousand resulting in a gain of BD 3,523 thousand recognised as gain on disposal of investment in real estate under fee and other income, net.

During the year, there were 2 land plots sold to a board member under financing arrangement at their carrying value. The total carrying value for these lands was BD 558 thousand.

During the year, the Group paid profit distribution on its AT1 to the Parent for an amount of BD 5,666 thousand (2022: 5,666).

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

29. RELATED PARTY TRANSACTIONS (continued)

2022	Associates	Directors / Key management personnel and shari'a board members	Parent company / other significant shareholders / entities in which directors are interested	Assets under management (including special purpose entities)	Total
Income					
Income from financing contracts	-	198	476	-	674
Income from investment securities	-	-	-	-	-
Share of loss from equity accounted investees	(1,252)	-	-	-	(1,252)
Income from sukuk	-	-	1,083	-	1,083
Fees and other income, net	-	-	-	-	-
Expenses					
Finance expense on placements from financial institutions, non-financial institutions and individuals	-	34	1,504	-	1,538
Return to investment accountholders	10	38	6,087	4	6,139
Staff cost	-	1,451	-	-	1,451
Other expenses	-	286	-	-	286

30. 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 adjusted for impact arising from shares issued under the employee share incentive scheme.

Basic EPS	2023	2022
Profit attributable to shareholders of parent for the year	9,003	14,007
Less: Profit distribution on AT1 Capital	6,000	6,000
Profit attributable to the shareholders of the parent for basic and diluted earnings per share computation for the year	3,003	8,007
Weighted average number of shares outstanding during the year, net of treasury shares (thousand)	800,242	801,760
Basic and diluted earnings per share (in fils)	3.753	9.987

The Group did not have any dilutive instruments as of 31 December 2023 and 31 December 2022.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

31. SHARI'A SUPERVISORY BOARD

The Group's Shari'a Supervisory Board consists of three 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.

32. ZAKAH

Zakah is directly borne by the shareholders on distributed profits and investment accountholders. The Group currently 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 Group on the basis of the method prescribed by the Group's Shari'a Supervisory Board and notified to shareholders annually. During the year, the Shari'a Supervisory Board has computed Zakah payable of BD 940 thousand (2022: BD 660 thousand) of which BD 769 thousand (2022: 555 thousand) represents the Zakah computed on the statutory reserve and cumulative retained earnings as at 31 December 2023, payable by the Group. The remaining Zakah balance amounting to BD 171 thousand or 0.202 fils per share (2022: BD 105 thousand or 0.124 fils per share) is due and payable by the shareholders. The Group will pay Zakah of BD 11 thousand (2022: BD 6 thousand) on the treasury shares held as of 31 December 2023 based on 0.202 fils per share (2022: 0.124 fils per share).

33. SEGMENT REPORTING

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group's chief operating decision maker (Board of Directors) to make decisions about resource allocation to each segment and assess its performance and for which discrete financial information is available. An operating segment is divided into business segment and geographic segments. For management purposes, the Group is organised into two major business segments:

Banking

This mainly covers licensed activities of providing customer services such as accepting Mudharaba deposits, savings account and current account facilities, fund transfer facilities, bill payment facilities. This business deploys the funding to provide financing facilities (in the form of Commodity Murabaha, Mudharaba, Musharaka, Istisna'a and for Ijarah facilities) to corporate clients and High-Networth-Individuals and consumer finance products. This segment also includes liquidity management through money market and treasury services in the form of short term Commodity Murabaha and Wakala to banks, financial institutions and investments in sukuk to manage funding profile of the Group's banking business.

Investments

Primarily relates to conceptualising of investment deals and performing roles of an arranger, lead manager, and administrator of the funds (involves structuring of deals, raising of funds through private placement and fund administration). Also involves carrying out strategic investments in the form of equity contribution (either in the funds created and managed by the Group or other institutions).

Segment performance is measured based on results for each department as mentioned in the internal management reports that are reviewed by the Board of directors on a quarterly basis. Segment results is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate in these industries.

The Group reports directly attributable revenue and cost relating to transactions originating from respective segments as segment revenue and segment cost respectively. Indirect costs and corporate overheads are treated as unallocated. The group does not use a transfer pricing mechanism between its segments. The internal management reports are designed to reflect revenue and cost for respective segments which are measured against the budgeted figures.

The Group primarily operates from Bahrain and does not have any overseas branches/divisions. The geographic concentration of assets and liabilities is disclosed in note 35 (b) to the consolidated financial statements.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

33. SEGMENT REPORTING (continued)

These segments are the basis on which the Group reports its primary segment information. Transactions between segments (if any) are conducted on agreed terms.

31 December 2023	Investments	Banking	Unallocated	Total
Cash and bank balances	1	116,382	-	116,383
Placements with financial institutions	(9)	124,199	-	124,190
Investment in sukuk	-	522,746	-	522,746
Financing contracts	-	548,287	-	548,287
Investment securities	38,570	-	-	38,570
Assets held-for-sale	-	-	-	-
Investment in real estate	97,787	-	-	97,787
Equity accounted investees	24,689	-	-	24,689
Other assets	4,134	6,106	16,037	26,277
Property and equipment	-	-	3,489	3,489
Total segment assets	165,172	1,317,720	19,526	1,502,418
Placements from financial institutions	-	237,773	-	237,773
Placements from non- financial institutions and individuals	-	206,518	-	206,518
Term financing from financial institutions	-	264,362	-	264,362
Customers' current accounts	(9)	77,889	-	77,880
Other liabilities	6,285	9,780	6,764	22,829
Total segment liabilities	6,276	796,322	6,764	809,362
Equity of investment accountholders	-	535,662	-	535,662
Restricted investment accounts	1,533	-	-	1,533

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

33. SEGMENT REPORTING (continued)

2023	Investments	Banking	Unallocated	Total
Income from financing contracts	-	40,222	-	40,222
Income from placements with financial institutions	-	4,819	-	4,819
Income from sukuk	-	29,599	-	29,599
Income from investment securities	3,372	-	-	3,372
Share of loss from equity accounted investees	(925)	-	-	(925)
Fees and other income, net	4,062	7,122	-	11,184
Total income before return to investment accountholders	6,509	81,762	-	88,271
Less: Return to investment accountholders before Bank's share as Mudarib	-	(28,364)	-	(28,364)
Bank's share as a Mudarib	-	6,806	-	6,806
Return to investment accountholders	-	(21,558)	-	(21,558)
Less:				
Finance expense on placements from financial institutions, non-financial institutions and individuals	-	(30,493)	-	(30,493)
Finance expense on term financing from financial institutions	-	(10,662)	-	(10,662)
Total segment income	6,509	19,049	-	25,558
Staff cost	662	2,647	3,309	6,618
Other expenses	258	2,200	5,966	8,424
Total segment expenses	920	4,847	9,275	15,042
Segment results before impairment allowances	5,589	14,202	(9,275)	10,516
Impairment allowance, net	(93)	(1,376)	-	(1,469)
Segment results	5,496	12,826	(9,275)	9,047

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

33. SEGMENT REPORTING (continued)

31 December 2022	Investments	Banking	Unallocated	Total
Cash and bank balances	2	149,091	-	149,093
Placements with financial institutions	576	62,054	-	62,630
Investment in sukuk	-	523,332	-	523,332
Financing contracts	-	504,860	-	504,860
Investment securities	33,637	-	-	33,637
Assets held-for-sale	4,341	-	-	4,341
Investment in real estate	96,947	-	-	96,947
Equity accounted investees	24,522	-	-	24,522
Other assets	5,289	5,936	11,676	22,901
Property and equipment	-	-	3,431	3,431
Total segment assets	165,314	1,245,273	15,107	1,425,694
Placements from financial institutions	-	240,080	-	240,080
Placements from non- financial institutions and individuals	-	215,364	-	215,364
Term financing from financial institutions	-	130,955	-	130,955
Customers' current accounts	576	50,379	-	50,955
Other liabilities	12,249	5,913	7,275	25,437
Total segment liabilities	12,825	642,691	7,275	662,791
Equity of investment accountholders	-	605,133	-	605,133
Restricted investment accounts	1,516	-	-	1,516

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

33. SEGMENT REPORTING (continued)

2022	Investments	Banking	Unallocated	Total
Income from financing contracts	-	35,725	-	35,725
Income from placements with financial institutions	7	716	-	723
Income from sukuk	-	21,977	-	21,977
Income from investment securities	305	-	-	305
Share of loss from equity accounted investees	(1,252)	-	-	(1,252)
Fees and other income, net	-	4,726	-	4,726
Total income before return to investment accountholders	(940)	63,144	-	62,204
Less: Return to investment accountholders before Bank's share as Mudarib	-	(29,862)	-	(29,862)
Bank's share as a Mudarib	-	15,517	-	15,517
Return to investment accountholders	-	(14,345)	-	(14,345)
Less:				
Finance expense on placements from financial institutions, non-financial institutions and individuals	-	(14,333)	-	(14,333)
Finance expense on term financing from financial institutions	-	(4,339)	-	(4,339)
Total segment income	(940)	30,127	-	29,187
Staff cost	122	7,382	-	7,504
Other expenses	38	5,719	-	5,757
Total segment expenses	160	13,101	-	13,261
Segment results before impairment allowances	(1,100)	17,026	-	15,926
Impairment allowance, net	395	(2,314)	-	(1,919)
Segment results	(705)	14,712	-	14,007

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

34. MATURITY PROFILE

The maturity profile of placements with and from financial institutions, financing contracts has been presented using their contractual maturity period. For other balances, maturity profile is based on expected cash flows/ settlement profile of the respective assets and liabilities.

31 December 2023	Up to 3 months	3 to 6 months	6 months - 1 year	1 to 3 years	Over 3 years	Total
Assets						
Cash and bank balances	103,727	3,265	8,662	729	-	116,383
Placements with financial institutions	124,190	-	-	-	-	124,190
Investment in sukuk	331,553	-	-	94,638	96,555	522,746
Financing contracts	57,309	11,786	69,201	118,785	291,206	548,287
Investment securities	-	-	-	14,796	23,774	38,570
Assets held-for-sale	-	-	-	-	-	-
Investment in real estate	-	-	-	-	97,787	97,787
Equity accounted investees	-	-	-	-	24,689	24,689
Other assets	4,165	-	-	21,103	1,009	26,277
Property and equipment	-	-	-	-	3,489	3,489
Total assets	620,944	15,051	77,863	250,051	538,509	1,502,418
Liabilities						
Placements from financial institutions	178,655	40,214	12,697	6,207	-	237,773
Placements from non-financial institutions and individuals	24,605	15,418	53,513	222	112,760	206,518
Term financing from financial institutions	-	-	-	264,362	-	264,362
Customers' current account	5,428	9,579	-	5,241	57,632	77,880
Other liabilities	14,015	3,511	3,179	2,124	-	22,829
Total liabilities	222,703	68,722	69,389	278,156	170,392	809,362
Equity of investment accountholders	36,766	14,616	27,298	10,025	446,957	535,662
Restricted investment accounts	-	-	-	1,533	-	1,533
Commitments and financial guarantees	34,864	6,924	12,623	3,802	51	58,264

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

34. MATURITY PROFILE (continued)

31 December 2022	Up to 3 months	3 to 6 months	6 months - 1 year	1 to 3 years	Over 3 years	Total
Assets						
Cash and bank balances	137,100	2,780	5,109	4,104	-	149,093
Placements with financial institutions	62,630	-	-	-	-	62,630
Investment in sukuk	134,352	-	-	283,926	105,054	523,332
Financing contracts	47,141	12,593	52,410	106,457	286,259	504,860
Investment securities	-	-	-	14,900	18,737	33,637
Assets held-for-sale	4,341	-	-	-	-	4,341
Investment in real estate	-	-	-	-	96,947	96,947
Equity accounted investees	-	-	-	-	24,522	24,522
Other assets	4,548	1,001	2,084	10,328	4,940	22,901
Property and equipment	-	-	-	-	3,431	3,431
Total assets	390,112	16,374	59,603	419,715	539,890	1,425,694
Liabilities						
Placements from financial institutions	191,762	16,599	19,443	12,276	-	240,080
Placements from non-financial institutions and individuals	29,427	14,359	13,727	76,363	81,488	215,364
Term financing from financial institutions	-	-	-	130,955	-	130,955
Customers' current account	3,552	6,267	-	3,429	37,707	50,955
Other liabilities	18,366	2,753	2,503	1,815	-	25,437
Total liabilities	243,107	39,978	35,673	224,838	119,195	662,791
Equity of investment accountholders	45,899	13,348	24,349	8,960	512,577	605,133
Restricted investment accounts	-	-	-	1,516	-	1,516
Commitments and financial guarantees	21,238	1,611	18,575	13,030	646	55,100

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

35. CONCENTRATION OF ASSETS, LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND RESTRICTED INVESTMENT ACCOUNTS

(a) Industry sector

31 December 2023	Banks and financial institutions	Real estate	Government / Sovereign	Others	Total
Assets					
Cash and bank balances	116,383	-	-	-	116,383
Placements with financial institutions	124,190	-	-	-	124,190
Investment in sukuk	64,546	77,125	357,234	23,841	522,746
Financing contracts	2,853	277,139	40,406	227,889	548,287
Investment securities	14,796	17,858	-	5,916	38,570
Assets-held-for-sale	-	-	-	-	-
Investment in real estate	-	97,787	-	-	97,787
Equity accounted investees	-	24,689	-	-	24,689
Other assets	698	5,330	-	20,249	26,277
Property and equipment	-	-	-	3,489	3,489
Total assets	323,466	499,928	397,640	281,384	1,502,418
Liabilities					
Placements from financial institutions	237,773	-	-	-	237,773
Placements from non-financial institutions and individuals	1,518	-	2,786	202,214	206,518
Term financing from financial institutions	216,362	-	48,000	-	264,362
Customers' current accounts	352	3,732	1,674	72,122	77,880
Other liabilities	-	396	-	22,433	22,829
Total liabilities	456,005	4,128	52,460	296,769	809,362
Equity of investment accountholders	66,148	62,643	65,344	341,527	535,662
Restricted investment accounts	-	1,533	-	-	1,533
Commitments and financial guarantees	245	11,052	-	46,967	58,265

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

35. CONCENTRATION OF ASSETS, LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND RESTRICTED INVESTMENT ACCOUNTS (continued)

(a) Industry sector (continued)

31 December 2022	Banks and financial institutions	Real estate	Government / Sovereign	Others	Total
Assets					
Cash and bank balances	98,510	-	50,583	-	149,093
Placements with financial institutions	62,630	-	-	-	62,630
Investment in sukuk	64,546	73,826	356,045	28,915	523,332
Financing contracts	3,637	265,442	1,757	234,024	504,860
Investment securities	14,899	14,275	-	4,463	33,637
Assets-held-for-sale	-	4,341	-	-	4,341
Investment in real estate	-	96,947	-	-	96,947
Equity accounted investees	-	24,522	-	-	24,522
Other assets	-	10,270	-	12,631	22,901
Property and equipment	-	-	-	3,431	3,431
Total assets	244,222	489,623	408,385	283,464	1,425,694
Liabilities					
Placements from financial institutions	240,080	-	-	-	240,080
Placements from non-financial institutions and individuals	1,615	77,606	890	135,253	215,364
Term financing from financial institutions	130,955	-	-	-	130,955
Customers' current accounts	1,582	8,628	835	39,910	50,955
Other liabilities	-	396	-	25,041	25,437
Total liabilities	374,232	86,630	1,725	200,204	662,791
Equity of investment accountholders					
	159,914	9,043	57,837	378,339	605,133
Restricted investment accounts					
	-	1,516	-	-	1,516
Commitments and financial guarantees					
	-	11,477	-	43,623	55,100

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

35. CONCENTRATION OF ASSETS, LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND RESTRICTED INVESTMENT ACCOUNTS (continued)

(b) Geographic sector

31 December 2023	GCC countries	Europe	America	Asia	Australia	Total
Assets						
Cash and bank balances	108,026	863	7,463	31	-	116,383
Placements with financial institutions	104,074	20,116	-	-	-	124,190
Investment in sukuk	441,238	81,508	-	-	-	522,746
Financing Contracts	542,246	6,041	-	-	-	548,287
Investment securities	19,534	14,796	-	-	4,240	38,570
Assets held-for-sale	-	-	-	-	-	-
Investment in real estate	97,787	-	-	-	-	97,787
Equity accounted investees	24,689	-	-	-	-	24,689
Other assets	26,232	15	-	29	1	26,277
Property and equipment	3,489	-	-	-	-	3,489
Total assets	1,367,315	123,339	7,463	60	4,241	1,502,418
Liabilities						
Placements from financial institutions	237,773	-	-	-	-	237,773
Placements from non-financial institutions and individuals	201,630	4,888	-	-	-	206,518
Term financing from financial institutions	214,805	49,557	-	-	-	264,362
Customers' current accounts	56,537	10,816	-	10,527	-	77,880
Other liabilities	22,829	-	-	-	-	22,829
Total liabilities	733,574	65,261	-	10,527	-	809,362
Equity of investment accountholders	505,196	28,876	-	1,590	-	535,662
Restricted investment accounts	1,533	-	-	-	-	1,533
Commitments and financial guarantee	58,265	-	-	-	-	58,265

Concentration by location for financing contracts is measured based on the location of the counterparty, which has a high correlation with the location of the collateral for the exposure.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

35. CONCENTRATION OF ASSETS, LIABILITIES, EQUITY OF INVESTMENT ACCOUNTHOLDERS AND RESTRICTED INVESTMENT ACCOUNTS (continued)

(b) Geographic sector (continued)

31 December 2022	GCC countries	Europe	America	Asia	Australia	Total
Assets						
Cash and bank balances	104,343	1,896	42,850	4	-	149,093
Placements with financial institutions	51,040	11,590	-	-	-	62,630
Investment in sukuk	442,201	81,131	-	-	-	523,332
Financing Contracts	498,799	6,061	-	-	-	504,860
Investment securities	14,276	14,900	-	-	4,461	33,637
Assets held-for-sale	4,341	-	-	-	-	4,341
Investment in real estate	96,947	-	-	-	-	96,947
Equity accounted investees	24,522	-	-	-	-	24,522
Other assets	22,856	15	-	29	1	22,901
Property and equipment	3,431	-	-	-	-	3,431
Total assets	1,262,756	115,593	42,850	33	4,462	1,425,694
Liabilities						
Placements from financial institutions	240,080	-	-	-	-	240,080
Placements from non-financial institutions and individuals	213,470	1,894	-	-	-	215,364
Term financing from financial institutions	74,500	56,455	-	-	-	130,955
Customers' current accounts	49,627	514	-	814	-	50,955
Other liabilities	25,437	-	-	-	-	25,437
Total liabilities	603,114	58,863	-	814	-	662,791
Equity of investment accountholders						
Equity of investment accountholders	593,900	9,697	-	1,536	-	605,133
Restricted investment accounts						
Restricted investment accounts	1,516	-	-	-	-	1,516
Commitments and financial guarantee						
Commitments and financial guarantee	55,100	-	-	-	-	55,100

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

36. FAIR VALUE

a) Fair value

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.

The fair value of quoted Sukuk carried at amortised cost of BD 400,012 thousand (31 December 2022: BD 404,822 thousand) is BD 386,760 thousand as at 31 December 2023 (31 December 2022: BD 392,127 thousand).

The fair value of financing contracts carried at amortised cost of BD 548,287 thousand was estimated at BD 534,640 thousand as at 31 December 2023. The Bank considered the difference between original effective profit rates and current market rates till the expected date of next repricing to market rates, without any further adjustments for pre-payment risk, credit risk, liquidity or other portfolio attributes. The estimated fair values of the Group's other financial instruments are not significantly different from their carrying values due to their short-term nature.

b) 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).

31 December 2023	Level 1	Level 2	Level 3	Total
Structured notes at fair value through income statement	-	14,796	-	14,796
Debt-type sukuk at fair value through equity	-	64,737	-	64,737
Equity-type sukuk at fair value through equity	-	58,297	-	58,297
Equity type securities carried at fair value through equity	-	-	23,774	23,774
	-	137,830	23,774	161,604
31 December 2022	Level 1	Level 2	Level 3	Total
Structured notes at fair value through income statement	-	14,900	-	14,900
Debt-type sukuk at fair value through equity	-	64,546	-	64,546
Equity-type sukuk at fair value through equity	-	54,171	-	54,171
Equity type securities carried at fair value through equity	-	-	18,738	18,738
	-	133,617	18,738	152,355

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

36. FAIR VALUE (continued)

b) Fair value hierarchy (continued)

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

	2023	2022
At 1 January	18,738	15,353
Fair value change in equity	(623)	(341)
Purchases	5,932	-
Sales	(216)	-
Settlements	(57)	2,281
Transfer from assets held-for-sale	-	1,445
At 31 December	23,774	18,738

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

31 December 2023

Valuation technique used	Key unobservable inputs	Fair value at 31 December 2023	Reasonable possible shift +/- (in average input)	Increase / (decrease) in valuation
Market multiples approach	Enterprise value to EBITDA	2,817	+/- 1X	246 / (246)
Market multiples approach	Price to book value	5,101	+/- 1X	726 / (726)
Market multiples approach	Price to total assets	1,142	+/- 1%	24 / (24)
Discounted cash flow	Cost of equity and terminal growth rate	735	+/- 2%	70 / (70)
Adjusted Net Asset Value	Change in net asset value	13,979	+/- 10%	1,398 / (1,398)
		23,774		

31 December 2022

Valuation technique used	Key unobservable inputs	Fair value at 31 December 2022	Reasonable possible shift +/- (in average input)	Increase / (decrease) in valuation
Market multiples approach	Enterprise value to EBITDA	2,817	+/- 0.5X	94 / (94)
Market multiples approach	Price to book value	5,101	+/- 0.5X	157 / (157)
Market multiples approach	Price to total assets	1,142	+/- 5%	12 / (12)
Discounted cash flow	Cost of equity and terminal growth rate	735	+/- 1%	27 / (27)
Adjusted Net Asset Value	Change in net asset value	8,943	+/- 5%	447 / (447)
		18,738		

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT

Introduction and overview

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

- credit risk
- liquidity risk
- market risk

This note presents information about the Group's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board has established various committees with responsibilities for managing the overall risks associated with the Group. The committees also continuously monitors consistent implementation of the Board approved policies in the Group and reports deviations, if any, to the Board. The committees consists of heads of business and other functional units in the Group. The committees comprise the following: Executive Risk Management, Executive Credit and Investment Committee (credit and investment risks), and Assets and

Liabilities Committee (market and capital risks). In addition to the Committees, the Board has established an independent Risk Management Department with an overall responsibility to identify, measure, control risks and recommend policies and corrective actions. Risk Management Department reports directly to the Board Audit and Risk Management Committee.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions, products and services offered. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment, in which all employees understand their roles and obligations.

The Group's Audit and Risk Management Committee is responsible for monitoring compliance with the risk management policies and procedures, and for reviewing the adequacy of the risk management framework in relation to the risks faced by the Group. The Audit and Risk Management Committee is assisted in these functions by Internal Audit. Internal Audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the Audit and Risk Management Committee.

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 exposures to placements with financial institutions, financing contracts, investment in sukuk and other receivables. For risk management reporting purposes, the Group considers and consolidates all elements of credit risk exposure (such as individual and group exposure risk, country and sector concentration risk, related party exposure, etc.).

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

The Group manages its credit risks through its various business units, an independent Risk Management Department, Board Audit & Risk Management Committee ("BARMC"), and the Executive Credit & Investment Committee ("ECICOM"). The Credit risk management framework comprises the following:

- Formulating credit risk strategies policies and risk appetite which are developed after careful assessment of the market, capital requirement, regulatory rules, and the Board's risk appetite. The risk strategies and risk appetites are coded into policies approved by the Board. The Group's credit policy framework includes, inter alia, the following: credit risk management framework, credit risk mitigations, credit risk rating, credit risk pricing, expected credit loss, cross border business policy, personal finance product programs, approval authorities' matrix, and many others.
- Credit granting process. All credit exposures are assumed after careful assessment of the risks. Business proposals are initiated by the business units through formal credit applications. Such credit application provide adequate information about the proposed exposure including description of possible risks and mitigating factors. Credit applications are independently reviewed by a Credit Review Unit to assess the adequacy of the due diligence conducted, independent assessment of the risks and mitigants, ensure compliance with limits and policies. Credit Review Unit issue formal opinion in respect of the proposals which may include recommendations for enhancing the Group's position. Proposals are then presented to approving authorities for their considerations (see proceeding point below). Where applicable and necessary, credit applications are also independently reviewed by the Sharia Compliance Officer to ensure adherence to Islamic principles.
- Establishing the authorisation structure for the approval and renewal of credit facilities. Approval authorities are documented in the Credit Authorities Policy of the Group which describes the various approval authorities, conditions, and limits for approving business transactions arising from investment and credit activities within the Group. There are 5 main levels of credit and investment authorities within the Group: Board of Directors, Board Investment & Credit Committee, Executive Credit & Investment Committee, Chief Executive Officer, and Heads of Business Units. Approval authorities are decided based on the magnitude of the risk and transactions size while at the same time allowing for smooth business operations.
- Managing concentrations. The Group places significant emphasis on diversifying its portfolio through applying a portfolio strategy in which the Group spreads its assets and liabilities' businesses so that results from volatility or fluctuations in such businesses become subdued, controlled, and assist in the consistent long-term growth of the shareholders' interests. An important element of such portfolio strategy is to establish limits within which the Management may conduct business. In principle, the Group shall adhere to all maximum limits established by regulatory authorities. At the same time, the Group has defined its own internal limits to control the following: Credit risk concentration, Counterparty limits, Industry limits, Country limits, Collateral concentration limits, Product mix, Maturity limits, amongst others. These internal limits are reviewed on periodic basis taking into considerations the following factors: The Group's risk appetite, Business and budget plans, Counterparty's risk rating, Risk rating of the Counterparty's country, the Group's financial positions including liquidity and Capital adequacy, General market condition; and other factors as determined by the Board of Directors or the Board Audit & Risk Management Committee. In general, the Group adopts a negative correlation between risks and limits in that lower limits are defined for higher risks.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

- Credit Measurement Methodologies. The Group quantifies its credit risk using two main metrics: expected loss (EL) and economic capital (EC). The expected loss reflects the average value of the estimated losses (i.e. the cost of the business) and is associated with the Group's policy on provisions, while economic capital is the amount of capital necessary to cover unexpected losses (i.e. if actual losses are higher than expected losses). As part of its measurement techniques, the Group conducts adequate stress testing on its portfolio.
- Credit risk rating (CRR). An important tool in monitoring the quality of individual credits, as well as the total portfolio, is the use of Credit Risk Rating systems. The Group adopts a well-structured internal CRR system as a mean of differentiating the degree of credit risk in the different credit exposures of the Group to allow more accurate determination of the overall characteristics of the asset portfolio, concentrations, limits management, problem assets, pricing, and the adequacy of loss reserves (provisions). As well as identifying the risks associated with a counterparty and a credit facility, CRRs provide a key input for the capital charges and risk weights. The Group's approach to credit risk rating is documented in the Credit Risk Rating Policy which aims at achieving the following: (a) create a benchmark for assessing relative creditworthiness of the graded entity and measure credit risk in relation to the market, (b) arrive at a system of risk-based pricing for credit facilities granted by the Group, (c) monitor the overall credit risk inherent in the Group's Credit portfolio, (d) create a benchmark for recognition of accrued income on credit assets, (e) link asset review frequency and approval authority levels to Credit risk and emphasize focus on effective management of weak assets, and (f) provide a means to link Internal Capital Adequacy to the portfolio credit risk.
- Classifications and identification of non-performing exposures. The Group has adopted FAS 30 / IFRS 9 standards for classifying exposures into three stages. Accounts are moved into higher staging depending on occurrence of Significant Increase in Credit Risks. Exposures with past due 90 days or more are classified as non-performing.

Remedial management. All credit exposures assumed by the Group are considered after thorough risk and reward analysis adequate for the size and nature of business being considered. However, despite all due diligence exercised to minimize the risks involved, it is inevitable that certain exposures may experience setbacks due to various reasons such as: fundamental changes in the market conditions, changes in regulations and laws, changes in the status of counterparties (such as death, loss of job, sanctions, seizure of business, or bankruptcy), delays in deliverables (such as delays in completion of projects), or Unintentional errors in the initial assumptions. From business impact point of view, such exposures would have high costs due to suspension of profits, provisioning, liquidity, reputational, or opportunity costs. To prevent such adverse business impact, the Group has developed a prudent remedial strategy appropriate for the size, nature, and delinquency period. Such strategy is documented in the Remedial Management Policy. The Group, through its Remedial and Collection department pursue various recovery techniques including dunning, rescheduling, restructuring, collateral foreclosure, legal actions, and cash settlement amongst others.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

Exposures subject to credit risk

31 December 2023	Stage 1	Stage 2	Stage 3*	Total
Financing contracts				
Grade 8 -10 Impaired	-	-	47,782**	47,782
Past due but not impaired				
Grade 1-6 Low-Fair Risk	19,373	48,635	-	68,008
Grade 7 Watch list	1,309	10,897	-	12,206
<u>Past due comprises:</u>				
Up to 30 days	19,386	10,484	-	29,870
30-60 days	1,011	23,559	-	24,570
60-90 days	285	25,489	-	25,774
Neither past due nor impaired				
Grade 1-6 Low-Fair Risk	404,328	37,318	-	441,646
Grade 7 Watch list	77	1,519	-	1,596
Gross carrying amount	425,087	98,369	47,782	571,238
Less: expected credit losses	(1,709)	(5,716)	(15,526)	(22,951)
Net carrying amount	423,378	92,653	32,256	548,287

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

Exposures subject to credit risk (continued)

31 December 2023	Stage 1	Stage 2	Stage 3	Total
Investment in Sukuk				
Grade 8 -10 Impaired	-	-	1,318	1,318
Grade 1-6 Low-Fair Risk	523,045	-	-	523,045
Gross carrying amount	523,045	-	1,318	524,363
Less: expected credit losses	(299)	-	(1,318)	(1,617)
Net carrying amount	522,746	-	-	522,746
Balances with banks and placements				
Grade 1-6 Low-Fair Risk	168,568	-	-	168,568
Gross carrying amount	168,568	-	-	168,568
Less: expected credit losses	(5)	-	-	(5)
Net carrying amount	168,563	-	-	168,563
Commitments and financial guarantees				
Grade 8 -10 Impaired	-	-	-	-
Grade 1-6 Low-Fair Risk	56,347	1,912	6	58,265
Grade 7 Watch list	-	-	-	-
Gross carrying amount	56,347	1,912	6	58,265
Less: expected credit losses	(19)	(36)	(6)	(61)
Net carrying amount	56,328	1,876	-	58,204
Total net carrying amount	1,171,014	94,529	32,256	1,297,799

* Includes facilities under cooling off period of BD 3,524 thousand.

** includes BD 1,475 thousand of purchased or originated credit impaired assets (POCI).

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

Exposures subject to credit risk (continued)

31 December 2022	Stage 1	Stage 2	Stage 3*	Total
Financing contracts				
Grade 8 -10 Impaired	-	-	25,700**	25,700
Past due but not impaired				
Grade 1-6 Low-Fair Risk	95,905	16,762	-	112,667
Grade 7 Watch list	74	14,074	-	14,148
Past due comprises:				
Up to 30 days	40,004	8,082	-	48,086
30-60 days	9,669	3,178	-	12,847
60-90 days	46,306	19,576	-	65,882
Neither past due nor impaired				
Grade 1-6 Low-Fair Risk	351,451	14,944	-	366,395
Grade 7 Watch list	79	8,426	-	8,505
Gross carrying amount	447,509	54,206	25,700	527,415
Less: expected credit losses	(5,330)	(4,361)	(12,864)	(22,555)
Net carrying amount	442,181	49,843	12,836	504,860

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

Exposures subject to credit risk (continued)

31 December 2022	Stage 1	Stage 2	Stage 3	Total
Investment in Sukuk				
Grade 8 -10 Impaired	-	-	1,318	1,318
Grade 1-6 Low-Fair Risk	404,821	-	-	404,821
Gross carrying amount	404,821	-	1,318	406,139
Less: expected credit losses	(206)	-	(1,318)	(1,524)
Net carrying amount	404,615	-	-	404,615
Balances with banks and placements				
Grade 1-6 Low-Fair Risk	208,295	-	-	208,295
Gross carrying amount	208,295	-	-	208,295
Less: expected credit losses	(1)	-	-	(1)
Net carrying amount	208,294	-	-	208,294
Commitments and financial guarantees				
Grade 8 -10 Impaired	-	-	-	-
Grade 1-6 Low-Fair Risk	53,265	354	6	53,625
Grade 7 Watch list	-	130	-	130
Gross carrying amount	53,265	484	6	53,755
Less: expected credit losses	(56)	(1)	(6)	(63)
Net carrying amount	53,209	483	-	53,692
Total net carrying amount	1,108,299	50,325	12,838	1,171,461

* Includes facilities under cooling off period of BD 46,900 thousand.

** includes BD 6,621 thousand of purchased or originated credit impaired assets (POCI).

Significant increase in credit risk

When determining whether the risk of default on a financial instrument and ijarah assets has increased significantly since initial recognition, 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 expert credit assessment and including forward-looking information.

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

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

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

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, and 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, borrower and 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.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

Generating the term structure of PD (continued)

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 Risk Management Department 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 and commercial real estate.

As a backstop, the Group considers that a significant increase in credit risk occurs no later than when an asset is 30 days past due or more. 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.

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 a financial asset 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 borrower is 90 days or more past due on any material obligation to the Group.
- 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.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

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 Executive Risk Management Committee ("ERMC") 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 2023 included the key indicators for the selected countries such as the domestic credit growth, volume of imports of goods and services and the GDP growth.

Modified financial contracts

The contractual terms of a financing contracts 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 derecognition, 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 contracts 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 financings are subject to the forbearance policy.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

Modified financial contracts (continued)

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 5). A customer needs to demonstrate consistently good payment behaviour over a period of time (3 months for retail customers and 6 months for corporate inline with the CM module under volume 2 issued by CBB) 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 financial asset.

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 using various approaches which includes the history of recovery rates of claims against defaulted counterparties and regulatory haircuts on collaterals as a basis to determine the LGD. 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 contracts 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.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

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

	12 month ECL (Stage 1)	Lifetime ECL not credit impaired (Stage 2)	Lifetime ECL credit impaired (Stage 3 + POCI)	Total
Balance at 1 January 2023	5,594	4,362	14,188	24,144
Transfer to 12-month ECL	1,608	(1,278)	(330)	-
Transfer to lifetime ECL non-credit-impaired	(1,720)	1,776	(56)	-
Transfer to lifetime ECL credit-impaired	(872)	(227)	1,099	-
Net transfers	(984)	271	713	-
Net re-measurement of loss allowance	(2,578)	1,119	2,928	1,469
Write-offs	-	-	(90)	(90)
Settlements	-	-	(889)	(889)
Balance at 31 December 2023	2,032	5,752	16,850	24,634

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

	12 month ECL (Stage 1)	Lifetime ECL not credit impaired (Stage 2)	Lifetime ECL credit impaired (Stage 3 + POCI)	Total 2023
Balances and placements with banks and financial institutions	5	-	-	5
Investment in sukuk (note 8)	299	-	1,318	1,617
Financing contracts (note 9)	1,709	5,716	15,526	22,951
Commitments and financial guarantees (note 18)	19	36	6	61
	2,032	5,752	16,850	24,634

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

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

	12 month ECL (Stage 1)	Lifetime ECL not credit impaired (Stage 2)	Lifetime ECL credit impaired (Stage 3 + POCI)	Total
Balance at 1 January 2022	6,949	2,680	18,083	27,712
Transfer to 12-month ECL	1,583	(1,179)	(404)	-
Transfer to lifetime ECL non-credit-impaired	(621)	922	(301)	-
Transfer to lifetime ECL credit-impaired	(56)	(13)	69	-
Net transfers	906	(270)	(636)	-
Net re-measurement of loss allowance	(2,261)	1,952	2,226	1,917
Write-offs	-	-	(3,534)	(3,534)
Settlements	-	-	(1,951)	(1,951)
Balance at 31 December 2022	5,594	4,362	14,188	24,144

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

	12 month ECL (Stage 1)	Lifetime ECL not credit impaired (Stage 2)	Lifetime ECL credit impaired (Stage 3 + POCI)	Total 2022
Balances and placements with banks and financial institutions	1	-	-	1
Investment in sukuk (note 8)	206	-	1,318	1,524
Financing contracts (note 9)	5,330	4,361	12,864	22,555
Commitments and financial guarantees (note 18)	57	1	6	64
	5,594	4,362	14,188	24,144

Impaired financial assets

Impaired financial assets are those for which the Group determines that it is probable that it will be unable to collect all or part of the principal and profit due according to the contractual terms of the exposure and these fall under risk grades 8, 9 and 10. For other financial assets impairment is assessed on an individual basis for each exposure by considering various factors.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

Past due but not impaired exposures

The exposure pertains to financing contracts where contractual profit or principal payments are past due but the Group believes that impairment is not appropriate on the basis of subsequent collections, the level of security / collateral available and / or the stage of collection of amounts owed to the Group.

Renegotiated facilities

During the year, facilities of BD 31,733 thousand (2022: BD 2,559 thousand) were renegotiated, out of which BD 18,076 thousand (2022: BD 920 thousand) are classified as neither past due nor impaired as of 31 December 2023. 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 BD 107,870 thousand (2022: BD 126,815 thousand) only instalments of BD 6,294 thousand (2022: BD 78,729 thousand) are past due as at 31 December 2023.

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 Group 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.

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 BD 90 thousand (2022: BD 4,129 thousand) which were fully impaired. The Group has recovered BD 3,199 thousand from a financing facility written off in previous years (2022: BD 1,808 thousand).

Collaterals

The Group holds collateral against financing contracts 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.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

Collaterals (continued)

	As at 31 December 2023			As at 31 December 2022		
	Financing assets	Ijarah assets	Total	Financing assets	Ijarah assets	Total
Against impaired						
Property	4,301	8,187	12,488	4,301	3,721	8,022
Other	744	-	744	744	-	744
Against past due but not impaired						
Property	59,231	13,843	73,074	59,231	35,176	94,407
Other	5,239	-	5,239	5,239	-	5,239
Against neither past due nor impaired						
Property	131,127	140,890	272,017	131,127	125,066	256,193
Other	8,482	-	8,482	8,482	-	8,482
Total	209,124	162,920	372,044	209,124	163,963	373,087

The average collateral coverage ratio on secured facilities is 147.47% at 31 December 2023 (31 December 2022: 149.71%).

For analysis of concentration of total assets and liabilities refer note 35.

Further, for financing contracts, the Group monitors concentrations of credit risk by sector and by geographic location.

An analysis of concentrations of credit risk at the reporting date is shown below:

Concentration by Sector	As at 31 December 2023			As at 31 December 2022		
	Financing assets	Ijarah assets	Total	Financing assets	Ijarah assets	Total
Banking and finance	2,853	-	2,853	3,637	-	3,637
Real estate	39,339	180,286	219,625	41,112	159,222	200,334
Construction	57,514	-	57,514	65,108	-	65,108
Trading	60,220	-	60,220	48,680	-	48,680
Manufacturing	10,427	-	10,427	12,805	-	12,805
Consumer	39,420	-	39,420	43,405	-	43,405
Others	131,846	26,382	158,228	106,388	24,503	130,891
Total carrying amount	341,619	206,668	548,287	321,135	183,725	504,860

37. FINANCIAL RISK MANAGEMENT (continued)

CREDIT RISK (continued)

Settlement risk

The Group's activities may give rise to risk at the time of settlement of transactions and trades. Settlement risk is the risk of loss due to the failure of a company to honour its obligations to deliver cash, securities or other assets as contractually agreed.

Settlement limits form part of the credit approval / limit monitoring process described earlier. Acceptance of settlement risk on free settlement trades requires transaction specific or counterparty specific approvals from RMD.

LIQUIDITY RISK

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by delivering cash or another financial assets.

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.

As at the reporting date, the liquidity and funding position of the Group remains strong and is well placed to absorb and manage the impacts of this disruption. Further information on the regulatory liquidity and capital ratios as at 31 December 2023 have been disclosed below.

Financial Control Department (FCD) collates data from treasury and 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. FCD communicates the information to the treasury who manages the Group's portfolio of short-term liquid assets, largely made up of short-term placements with other banks and other inter-bank facilities, to ensure that sufficient liquidity is maintained within the Group as a whole.

The daily liquidity position is monitored by FCD. The Group has in place a Liquidity Contingency Plan, the elements of which are periodically tested. Tools for implementation of regular stress testing under various scenarios are in place. All liquidity policies and procedures are subject to review by ALCO and approval by appropriate authorities. A summary report, including any exceptions and remedial action taken, is submitted regularly to ALCO members.

Exposure to liquidity risk

The key measure used by the Group for managing liquidity risk is the ratio of net liquid assets to deposits from customers. For computation of this, net liquid assets are considered as including cash and bank balances and placements with financial Institutions and investments in sukuk net of sukuk pledged against term financing from financial institutions less placements from financial institution, and deposits comprise current accounts, placements from non-financial institutions and individuals, and equity of investment accountholders.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

LIQUIDITY RISK (continued)

Exposure to liquidity risk (continued)

Details of the reported Group ratio of net liquid assets to deposits and customers current accounts at the reporting date and during the reporting period were as follows:

	2023 %	2022 %
At 31 December	32.70%	54.0%
Average for the period	42.15%	43.8%
Maximum for the period	49.16%	54.0%
Minimum for the period	32.70%	36.7%

For maturity profile of assets and liabilities refer note 34.

The Central Bank of Bahrain introduced Liquidity Coverage Ratio (LCR) and Net Stable Funding Ratio (NSFR) during 2019.

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. As at 31 December 2023, the Bank is required to maintain LCR greater than 100% as per the CBB. As of 31 December 2023, the Bank had LCR ratio of 340.37% (31 December 2022: 137.64%).

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". As at 31 December 2023, the Bank is required to maintain NSFR ratio greater than 100%. As of 31 December 2023, the Bank had NSFR ratio of 102.13% (31 December 2022: 107.81%).

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

LIQUIDITY RISK (continued)

The Consolidated NSFR calculated as per the requirements of the CBB rulebook, as of 31 December 2023 is as follows:

	Unweighted values (i.e. before applying relevant factors)				Total weighted value
	No specified maturity	Less than 6 months	More than 6 months and less than one year	Over one year	
Available Stable Funding (ASF):					
Capital:					
Regulatory Capital	155,230	-	-	8,546	163,776
Other Capital Instruments	-	-	-	-	-
Retail deposits and deposits from small business customers:					
Stable deposits	-	60,115	13,753	1,420	71,594
Less Stable deposits	-	194,817	64,094	14,904	247,924
Wholesale funding:					
Operational deposits	-	-	-	-	-
Other wholesale funding	-	779,406	104,785	89,997	274,826
Other liabilities:					
NSFR derivative liabilities	-	-	-	-	-
All other liabilities not included in the above categories	-	23,956	-	-	-
Total ASF	155,230	1,058,293	182,632	114,867	758,121
Required Stable Funding (RSF):					
Total NSFR high-quality liquid assets (HQLA)	468,412	-	-	-	21,884
Performing financing and sukuk/securities:					
Performing financing to financial institutions secured by level 1 HQLA	-	-	-	-	-
Performing financing to financial institutions secured by non-level 1 HQLA and unsecured performing financing to financial institutions	-	158,759	-	-	23,814
Performing financing to non-financial corporate clients, financing to retail and small business customers, and financing to sovereigns, central banks and PSEs, of which:	-	88,517	28,980	299,779	307,226
- With a risk weight of less than or equal to 35% as per the CBB Capital Adequacy Ratio guidelines	-	-	-	30,031	19,520
Performing residential mortgages, of which:					
- With a risk weight of less than or equal to 35% under the CBB Capital Adequacy Ratio Guidelines	-	-	-	80,436	52,283
Securities / sukuk that are not in default and do not qualify as HQLA, including exchange-traded equities	115,256	41,752	-	84,889	213,193
All other assets not included in the above categories	101,383	-	-	-	101,383
OBS items	59,798	-	-	-	2,990
Total RSF	744,849	289,028	28,980	490,615	739,355
NSFR%					102.54%

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

LIQUIDITY RISK (continued)

The Consolidated NSFR calculated as per the requirements of the CBB rulebook, as of 31 December 2022 is as follows:

	Unweighted values (i.e. before applying relevant factors)				Total weighted value
	No specified maturity	Less than 6 months	More than 6 months and less than one year	Over one year	
Available Stable Funding (ASF):					
Capital:					
Regulatory Capital	157,608	-	-	9,958	167,566
Other Capital Instruments	-	-	-	-	-
Retail deposits and deposits from small business customers:					
Stable deposits	-	59,644	5,689	9,832	71,898
Less Stable deposits	-	152,486	31,360	60,229	225,690
Wholesale funding:					
Operational deposits	-	-	-	-	-
Other wholesale funding	-	700,308	99,927	123,928	290,305
Other liabilities:					
NSFR derivative liabilities	-	-	-	-	-
All other liabilities not included in the above categories	-	25,581	-	-	-
Total ASF	157,608	938,019	136,977	203,947	755,459
Required Stable Funding (RSF):					
Total NSFR high-quality liquid assets (HQLA)	445,706	-	-	-	21,892
Performing loans to financial institutions secured by non-level 1 HQLA and unsecured performing loans to financial institutions	-	157,709	-	-	23,656
Performing loans to non-financial corporate clients, loans to retail and small business customers, and loans to sovereigns, central banks and PSEs, of which:	-	86,291	32,278	294,940	305,247
With a risk weight of less than or equal to 35% as per the CBB Capital Adequacy Ratio guidelines	-	-	-	23,679	15,391
Performing residential mortgages With a risk weight of less than or equal to 35% under the CBB Capital Adequacy Ratio Guidelines	-	-	-	87,769	57,050
Securities that are not in default and do not qualify as HQLA, including exchange-traded equities	112,550	32,663	-	99,182	213,186
All other assets not included in the above categories	77,003	-	-	-	77,003
OBS items	53,790	-	-	-	2,689
Total RSF	689,048	276,664	32,278	481,890	700,724
NSFR%					107.81%

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

MARKET RISK

Market risk is the risk that changes in market prices, such as profit rate, equity prices, foreign exchange rates and credit spreads will affect the Group's income, future cash flows or the value of its holdings of financial instruments. Market risk comprises three types of risk: currency risk, profit rate risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Exposure to profit rate risk–non-trading portfolios

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. Profit rate risk is managed principally through monitoring profit rate gaps and by having pre-approved limits for re-pricing bands. The ALCO is the monitoring body for compliance with these limits and is assisted by the Group's Risk Management Department in its day-to-day monitoring activities.

A summary of the Group's profit rate gap position at 31 December 2023 is as follows:

31 December 2023	Up to 3 months	3 - 6 months	6 months - 1 year	1 - 3 years	More than 3 years	Total
Assets						
Placements with financial institutions	124,189	-	-	-	-	124,189
Investment in sukuk	34,515	58,297	15,223	222,090	192,621	522,746
Financing contracts	39,626	9,750	67,046	93,843	338,022	548,287
Total profit rate sensitive assets	198,330	68,047	82,269	315,933	530,642	1,195,222
Liabilities and investment accounts						
Placements from financial institutions	178,654	40,214	12,697	6,207	-	237,773
Placements from non-financial institutions and individuals	-	-	-	264,362	-	264,362
Term financing from financial institutions	59,555	26,711	106,271	13,981	-	206,518
Customers' current accounts	1,071	-	-	-	-	1,071
Equity of investment accountholders	379,480	54,162	65,422	36,585	13	535,662
Total profit rate sensitive liabilities and investment accounts	618,760	121,087	184,391	321,134	13	1,245,386
Off Balance Sheet	(385,566)	(46,116)	(89,381)	(1,517)	530,681	8,101
Profit rate gap						
Cumulative profit rate gap	(385,566)	(431,682)	(521,062)	(522,580)	8,101	

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

MARKET RISK (continued)

Exposure to profit rate risk–non–trading portfolios (continued)

31 December 2022	Up to 3 months	3 - 6 months	6 months - 1 year	1 - 3 years	More than 3 years	Total
Assets						
Placements with financial institutions	62,630	-	-	-	-	62,630
Investment in sukuk	-	-	2,570	286,600	234,161	523,331
Financing contracts	51,933	7,081	16,886	50,794	378,168	504,861
Total profit rate sensitive assets	114,563	7,081	19,456	337,394	612,328	1,090,822
Liabilities and investment accounts						
Placements from financial institutions	191,762	16,599	19,443	12,276	-	240,080
Placements from non-financial institutions and individuals	41,756	14,378	64,931	94,299	-	215,364
Term financing from financial institutions	-	-	-	130,955	-	130,955
Customers' current accounts	1,480	-	-	-	-	1,480
Equity of investment accountholders	463,903	42,767	53,023	45,439	1	605,133
Total profit rate sensitive liabilities and investment accounts	698,901	73,744	137,397	282,969	1	1,193,012
Profit rate gap	(584,338)	(66,663)	(117,941)	54,425	612,327	(102,190)
Cumulative profit rate gap	(584,338)	(651,001)	(768,942)	(714,517)	(102,190)	

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 on a monthly basis include a 100 basis point (bp) parallel fall or rise across all yield curves and a 50 bp rise or fall of all yield curves.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

MARKET RISK (continued)

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:

	100bp parallel increase/ decrease	50bp increase/ decrease
At 31 December 2023	± 81	± 40
At 31 December 2022	± 484	± 242

Overall non-trading profit rate risk positions are managed by Treasury department, which uses short term investment securities, placement with banks and placement from banks to manage the overall position arising from the Group's non-trading activities.

A fundamental review and reform of major profit rate benchmarks is being undertaken globally. The majority of LIBOR and other Interbank Offer Rates are discontinued after 31 December 2022 and replaced with certain Alternative Reference Rates ("ARRs"), with the exception of certain USD LIBOR rates where cessation is delayed until 30 June 2023. The transition away from the IBORs covers most of the business units and support functions of the Group.

The Group is in the process of implementing a tool to enable it to implement the recommendations of the ALCO committee, the CBB, ISDA IIFM regarding the new conventions for profit rates accrual for new expenses and for legacy contracts inline with the market practice as the process is done now manually.

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 had the following significant net exposures denominated in foreign currency as of 31 December.

	2023 BHD Equivalent	2022 BHD Equivalent
US Dollars*	1,009,408	125,247
Other GCC Currencies *	(231,527)	(120,045)
Euros	(705)	(892)
Australian Dollars	5,504	4,510
Kuwaiti Dinars	3,774	3,113
Sterling Pounds	(836)	(526)
Indian Rupee	15	8

(*) The exposure in US dollars and other GCC currencies does not create any foreign exchange risk for the Group since Bahrain Dinars and other GCC currencies except for Kuwaiti Dinars are effectively pegged to the US Dollars.

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 on a monthly basis include a 5% plus/minus increase in exchange rates, for currencies other than US Dollars, other GCC currencies.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

MARKET RISK (continued)

Exposure to foreign exchange risk (continued)

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:

	2023 BHD Equivalent	2022 BHD Equivalent
Euros	±35	±45
Australian Dollars	±275	±226
Kuwaiti Dinars	±189	±156
Sterling Pounds	±42	±26
Indian Rupees	±1	-

Exposure to other price risks–non–trading portfolios

Credit spread risk on debt securities is subject to regular monitoring by RMD, but is not currently significant in relation to the overall financial position of the Group.

The Group's unquoted equity securities carried at cost are exposed to risk of changes in equity values. Refer to note 27 for significant estimates and judgments in relation to impairment assessment of unquoted equity investments carried at cost. The Group manages exposure to other price risks by actively monitoring the performance of the equity securities. The performance assessment is performed on a quarterly basis and is reported to the Board Investment and Credit Committee

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 is in charge of identifying, monitoring and managing operational risk in the Group. The Group already has an approved policy for doing this and all required organisational and physical infrastructure are in place.

The Group has completed conducting Risk Control Self-Assessment (RCSA) of Operational risk for the departments of the Group to identify the important Key Risk Areas, Key Risk Indicators and Key Risk Triggers. The RCSA process is a continuous process and will be conducted at regular frequencies across the Group. It will be an annual process to review all the KRI's. A software for monitoring these triggers and recording actual and near miss losses is already in place. The medium-term objective of the Group is to generate statistically reliable data to upgrade to more sophisticated modes of Operational Risk Control both to manage the risk better and to reduce capital commitment.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CAPITAL MANAGEMENT

The 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 capital adequacy regulations of CBB is based on the principles of Basel III of the IFSB guidelines.

The Group'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 instruments comprise the Mudharaba Sukuk issued by the Bank which meet the criteria of AT1 and is perpetual with a loss absorbing / conversion feature.

- *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 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 Group 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.

To counter the effect of COVID 19, the CBB had allowed the aggregate of modification loss and incremental ECL of BD 10,083 thousand for the period from March to December 2020 to be added back to Tier 1 capital for the three years commencing 1 January 2023.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

37. FINANCIAL RISK MANAGEMENT (continued)

CAPITAL MANAGEMENT (continued)

The Group's regulatory capital position at 31 December was as follows:

	31 December 2023	31 December 2022
Total risk weighted exposure	567,230	856,994
Tier 1 capital:		
- CET 1 capital prior to regulatory adjustments	108,008	110,385
- Less: regulatory adjustments	-	-
CET 1 after regulatory adjustments	108,008	110,385
AT1	47,222	47,222
Tier 2 capital:		
Total regulatory capital	161,266	167,310
Total regulatory capital expressed as a percentage of total risk weighted assets	28.43%	19.52%
Liquidity coverage ratio	340.37%	137.64%
Net stable funding ratio	102.54%	107.81%
Leverage ratio	13.52%	15.41%

The Group has complied with all externally imposed capital requirements throughout the year.

Capital allocation

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 while satisfying all the regulatory requirements. The Group's policy on capital allocation is subject to regular review by the Board.

38. COMMITMENTS AND CONTINGENCIES

The commitments contracted in the normal course of business of the Group:

	2023	2022
Undrawn commitments to extend finance *	42,930	37,894
Financial guarantees	15,335	15,896
Lease commitments	-	1,310
	58,265	55,100

* The Group has a right to revoke the undrawn commitment to extend finance prior to expiry of its tenor.

As of 31 December 2023 impairment allowance of BD 2 thousand (2022: BD 21 thousand) has been released on account of the credit risk on these for commitments and contingent liabilities.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2022

BD '000s

38. COMMITMENTS AND CONTINGENCIES (continued)

Performance obligations

During the ordinary course of business, the Group may enter into performance obligations in respect of certain 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 at 31 December 2023 due to the performance of any of its projects.

Litigations and claims

In the normal course of business, legal cases are filed by the Bank against its customers and against the Bank by its customers or investors. The Group's legal department engages with in-house legal counsel and external legal counsel depending on the nature of the cases. A periodic assessment is carried out to determine the likely outcome of these legal cases and is reported to the senior management and Board of directors.

39. SOCIAL RESPONSIBILITY

The Group discharges its social responsibilities through donations to charitable causes and organisations from its zakah and charity fund.

40. COMPARITIVES

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

Unlimited Ambition
Unlimited Ambition
Unlimited Ambition
Unlimited Ambition
Unlimited Ambition

KHALEEJI 

*Public Disclosure
(Based on CBB Guidelines)
31 December 2023*

Public Disclosure

As at 31 December 2023

BD '000s

These disclosures have been prepared in accordance with the Public Disclosure Module ("PD"), Section PD-1.3: Disclosures in Annual Reports, CBB Rule Book Volume II for Islamic Banks. To avoid any duplication, information required under PD module but already disclosed in other sections of annual report has not been reproduced. These disclosures are part of the annual report for the year ended 31 December 2023 and should be read in conjunction with the consolidated financial statements for the year ended 31 December 2023 and other sections of the annual report.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

INTRODUCTION

The Public Disclosures made under this section have been prepared in accordance with the CBB requirements outlined in the Public Disclosure Module ("PD"), Section PD-1.3: Disclosures in Annual Reports, of the CBB Rule Book, Volume II for Islamic Banks. Section PD-1.3: Disclosures in Annual Reports.

The disclosures in this report are in addition to or in some cases, serve to clarify the disclosures set out in the consolidated financial statements for the year ended 31 December 2023, presented in accordance with the Financial Accounting Standards ("FAS") issued by the Accounting and Auditing Organisation for Islamic Financial Institutions ("AAOIFI"). To avoid any duplication, information required under PD module but already disclosed in other sections of the annual report has not been reproduced in these disclosures.

All figures presented in this section are reported in Bahraini Dinars (in thousand) and are as of 31 December 2023 unless otherwise stated.

Khaleeji Bank B.S.C. ("the Bank" or "KHALEEJI") common equity tier I (CET1), Additional tier I (AT1) and total capital adequacy ratios comply with the minimum capital requirements under the CBB's Basel III framework.

At 31 December 2023, Bank's CET1, AT1 and total adequacy ratios were 19.04%, 27.37% and 28.43% respectively.

1 GROUP STRUCTURE

The Bank operates under a retail banking license granted by the CBB on 20 October 2003. The Bank has 3 subsidiaries. These are not significant to the Bank. The subsidiaries set-up is primarily special purpose entities with nominal capital to execute specific investment transactions. The subsidiaries qualify as commercial entities as per the CBB guidelines and are risk weighted as investments for capital adequacy computation purposes.

2 THE RISK MANAGEMENT FUNCTION

The Board of Directors has overall responsibility for risk management in the Bank. The Board lays down the risk management policies of the Bank and quantifies its risk appetite through appropriate definitions of various risk limits and tolerances. The Bank reviews and redefines its risk appetite according to the evolving business plans considering fluctuations in economic and market conditions and future forecasts. The Bank also assesses on a regular basis its tolerance for specific risk categories in term of limits structures for various risks and its strategy to manage these risks. The Board discharges its risk management responsibilities through the Board Audit & Risk Management Committee ("BARMC").

The risk management objective for each area of risk is to adopt the best practices as provided by Basel Committee of the Banking Supervision ("BCBS"), IFSB guidelines and adhering to CBB requirements. The Bank's aim is to protect the asset values and income streams, and hence, optimising the Bank's shareholder returns, while maintaining its risk exposure within defined parameters.

The Risk Management Department ("RMD") prepares various risk reports and aids the BARMC and Board in the monitoring and managing of these limits. The RMD has also implemented various risk management tools and system to aid in this exercise.

The Bank has established an Executive Credit and Investment Committee ("ECICOM") to assist the Chief Executive and the Executive Management in discharging their credit-risk responsibilities. The ECICOM's principal objectives are to review and approve transactions within their discretionary powers. It is also responsible for assessing and mitigating the credit risk of the Bank as well as directing the Bank's credit strategy.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

2 THE RISK MANAGEMENT FUNCTION (continued)

The day to day risk management functions are performed by the Risk Management Department of the Bank. RMD is responsible to ensure that the policies laid down by the Board are consistently implemented across the Bank and to review the adequacy of these policies periodically. It monitors all risk taking activities and ensures that the risk limits defined by the Board are complied with. The department has specialized personnel dealing with Credit, Market, and Operational Risks. It is independent of all risk taking functions in the Bank and reports to the BARMC.

The Asset Liability Management Committee ("ALCO") of the Bank acting through the Treasury Department monitors the Bank's liquidity position and recommends appropriate action to the Board where necessary. There is a high level of coordination between the RMD, ECICOM and ALCO. The ALCO of the Bank assist the Management with its risk oversight with its primary responsibility being the Market & Liquidity risks of the Bank.

The RMD prepares a risk overview report on a regular basis which covers in detail the various risks faced by the Bank and the same is discussed at the ECICOM, BARMC and the Board.

The Bank considers that its overall risk management strategies have been effective throughout the reporting period.

All policies having significant impact on the overall internal control framework existing in the Bank are subject to periodic review and approval by the Board of Directors.

The RMD, together with the Internal Audit and Compliance Departments, provides 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.

3 CAPITAL MANAGEMENT & CAPITAL ADEQUACY RATIO

3.1 Capital management

The Bank's policy is to maintain a strong capital base to develop and retain investor, creditor and market confidence and to sustain business growth. The Bank recognises the impact of a high level of capital on shareholders' returns, while not losing sight of the security and market confidence afforded by a sound capital base. The Bank aims to maintain a minimum total capital adequacy ratio significantly in excess of that mandated by the CBB.

3.2 Internal Capital Adequacy Assessment Process ("ICAAP")

The Bank has an established ICAAP as per the requirements under Pillar II of Basel II. ICAAP prescribes procedures and measures designed to ensure appropriate identification, measurement, aggregation and monitoring of the Bank's risks. It also defines an appropriate level of internal capital in relation to the Bank's overall risk profile and business plan.

The ICAAP program quantifies the economic capital requirements from the following key risks, credit risk, market risk, investment risk, operational risk, liquidity risk, profit rate risk, concentration risk, reputational risk, and other risks such as strategic risks. The Bank also performs stress testing on its various risk portfolios using multiple scenarios in a forward looking manner while taking into consideration the business growth projections and strategies.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

3 CAPITAL MANAGEMENT & CAPITAL ADEQUACY RATIO (continued)**3.3 Statement of Financial position under the regulatory scope of consolidation**

The table below shows the link between the statement of financial position in the published financial statements (accounting statement of financial position) and the regulatory statement of financial position.

	Statement of Financial position as in published financial statements	Statement of Financial position as per regulatory reporting	Reference
Assets			
Cash and Bank Balances	116,383	116,382	
Of which ECL (Stage 1&2)	-	-	a
Of which Cash and Bank Balances to Subsidiary (Commercial Entity)	1	-	
Placements with Financial Institutions	124,190	124,195	
Of which ECL (Stage 1&2)	(5)	-	b
Financing Assets	548,287	555,712	
Of which ECL (Stage 1&2)	(7,425)	-	c
Of which Financing to Subsidiary (Commercial Entity)	-	-	
Investment in Sukuk	522,746	523,045	
Of which ECL (Stage 1&2)	(299)	-	d
Investment Securities	38,570	90,567	
Of which Investment Securities to Subsidiary (Commercial Entity)	(51,997)	-	
Of which ECL (Stage 1&2)	-	-	f
Of which Related to Insignificant Investments in Financial Entities	-	-	
Of which Capital adjustments related to Investment in Financial Entities where Ownership is < 10% of issued Common Share Capital (Amount above 10% CET1A)	-	-	g
Of which Related to other Investments	38,570	90,567	
Investment In Real Estate	97,787	39,097	
Of which Investment in Real Estate of Subsidiary (Commercial Entity)	58,690	-	
Equity Accounted Investees	24,689	24,689	
Of which Equity Accounted Investees of Subsidiary (Commercial Entity)	-	-	
Other Assets	26,277	26,306	
Of which Receivable from Subsidiary (Commercial Entity)	(29)	-	
Property And Equipment	3,489	3,489	
Total Assets	1,502,418	1,503,482	

Public Disclosure (continued)

As at 31 December 2023

BD '000s

3 CAPITAL MANAGEMENT & CAPITAL ADEQUACY RATIO (continued)

3.3 Statement of Financial position under the regulatory scope of consolidation (continued)

	Statement of Financial position as in published financial statements	Statement of Financial position as per regulatory reporting	Reference
Liabilities			
Placements from Financial Institutions	237,773	237,773	
Placements from Non-Financial Institutions and Individuals	206,518	206,518	
Term Borrowing	264,362	264,362	
Customers' Current Accounts	77,880	78,975	
Of which Account of Subsidiary (Commercial Entity)	(1,095)	-	
Other Liabilities	22,829	23,901	
Of which ECL (Stage 1&2)	(55)	-	h
Of which Payables of Subsidiary (Commercial Entity)	(1,127)	-	
Total Liabilities	809,362	811,529	
Equity Of Investment Account Holders			
Equity Of Investment Account Holders	535,662	535,662	
Of which Accounts of Subsidiary (Commercial Entity)	-	-	
Owners' Equity			
Share Capital	84,783	84,783	i
Subordinated Mudaraba (At 1)	47,222	47,222	
Statutory Reserve	12,410	12,410	j
Treasury Shares	(6,254)	(6,254)	k
Investment Fair Value Reserve	(7,165)	(7,165)	l
Retained Earnings before Modification Loss	17,719	24,234	m
Less: Modification Loss Net of Government Grant and ECL add back	-	(6,723)	
Retained Earnings	17,719	17,511	
Of which retained Earnings of Subsidiary (Commercial Entity)	208	-	
Total Equity Attributable To Shareholders Of The Parent	148,715	148,507	
ECL (Stage 1&2)	-	7,784	a+b+c+d+ e+f-h
Non-Controlling Interest	8,679	-	
Total Liabilities, Equity Of Investment Account Holders And Owners' Equity	1,502,418	1,503,482	

Public Disclosure (continued)

As at 31 December 2023

BD '000s

3 CAPITAL MANAGEMENT & CAPITAL ADEQUACY RATIO (continued)**3.4 Composition of Capital as at 31 December 2023**

Source based on
reference letters of
the statement of
financial position
under the regulatory
scope of consolidation

Composition of Capital as at 31 December 2023

Common Equity Tier 1 capital: instruments and reserves			
1.	Directly issued qualifying common share capital plus related stock surplus	78,529	i+k
2.	Retained earnings	36,644	j+m
3.	Accumulated other comprehensive income (and other reserves)	(7,165)	
4.	<i>Not applicable</i>		
5.	Common share capital issued by subsidiaries and held by third parties (amount allowed in group CET1)	-	
6.	Common Equity Tier 1 capital before regulatory adjustments	108,008	
Common Equity Tier 1 capital: regulatory adjustments			
7.	Prudential valuation adjustments	-	
8.	Goodwill (net of related tax liability)	-	
9.	Other intangibles other than mortgage-servicing rights (net of related tax liability)	-	
10.	Deferred tax assets that rely on future profitability excluding those arising from temporary differences (net of related tax liability)	-	
11.	Cash-flow hedge reserve	-	
12.	Shortfall of provisions to expected losses	-	
13.	Securitisation gain on sale (as set out in paragraph 562 of Basel II framework)	-	
14.	<i>Not applicable</i>		
15.	Defined-benefit pension fund net assets	-	
16.	Investments in own shares	-	
17.	Reciprocal cross-holdings in common equity	-	
18.	Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued share capital (amount above 10% threshold)	-	
19.	Significant investments in the common stock of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions (amount above 10% threshold)	-	g
20.	Mortgage servicing rights (amount above 10% threshold)	-	
21.	Deferred tax assets arising from temporary differences (amount above 10% threshold, net of related tax liability)	-	
22.	Amount exceeding the 15% threshold	-	
23.	of which: significant investments in the common stock of financials	-	
24.	of which: mortgage servicing rights	-	
25.	of which: deferred tax assets arising from temporary differences	-	
26.	CBB specific regulatory adjustments	-	
27.	Regulatory adjustments applied to Common Equity Tier 1 due to insufficient Additional Tier 1 and Tier 2 to cover deductions	-	
28.	Total regulatory adjustments to Common equity Tier 1	-	
29.	Common Equity Tier 1 capital (CET1)	108,008	

Public Disclosure (continued)

As at 31 December 2023

BD '000s

3 CAPITAL MANAGEMENT & CAPITAL ADEQUACY RATIO (continued)

3.4 Composition of Capital as at 31 December 2023 (continued)

Source based on
reference letters of
the statement of
financial position
under the regulatory
scope of consolidation

Composition of Capital as at 31 December 2023

Additional Tier 1 capital: instruments		
30.	Directly issued qualifying Additional Tier 1 instruments plus related stock surplus	47,222
31.	of which: classified as equity under applicable accounting standards	47,222
32.	of which: classified as liabilities under applicable accounting standards	-
33.	<i>Directly issued capital instruments subject to phase out from Additional Tier 1</i>	-
34.	Additional Tier 1 instruments (and CET1 instruments not included in row 5) issued by subsidiaries and held by third parties (amount allowed in group AT1)	-
35.	<i>of which: instruments issued by subsidiaries subject to phase out</i>	-
36.	Additional Tier 1 capital before regulatory adjustments	47,222
Additional Tier 1 capital: regulatory adjustments		
37.	Investments in own Additional Tier 1 instruments	-
38.	Reciprocal cross-holdings in Additional Tier 1 instruments	-
39.	Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above 10% threshold)	-
40.	Significant investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions)	-
41.	CBB specific regulatory adjustments	-
42.	Regulatory adjustments applied to Additional Tier 1 due to insufficient Tier 2 to cover deductions	-
43.	Total regulatory adjustments to Additional Tier 1 capital	-
44.	Additional Tier 1 capital (AT1)	47,222
45.	Tier 1 capital (T1 = CET1 + AT1)	155,230
Tier 2 capital: instruments and provisions		
46.	Directly issued qualifying Tier 2 instruments plus related stock surplus	-
47.	<i>Directly issued capital instruments subject to phase out from Tier 2</i>	-
48.	Tier 2 instruments (and CET1 and AT1 instruments not included in rows 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group Tier 2)	-
49.	<i>of which: instruments issued by subsidiaries subject to phase out</i>	-
50.	Provisions	6,036
51.	Tier 2 capital before regulatory adjustments	6,036

Public Disclosure (continued)

As at 31 December 2023

BD '000s

3 CAPITAL MANAGEMENT & CAPITAL ADEQUACY RATIO (continued)**3.4 Composition of Capital as at 31 December 2023** (continued)

Source based on
reference letters of
the statement of
financial position
under the regulatory
scope of consolidation

Composition of Capital as at 31 December 2023

Tier 2 capital: regulatory adjustments	
52. Investments in own Tier 2 instruments	-
53. Reciprocal cross-holdings in Tier 2 instruments	-
54. Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above the 10% threshold)	-
55. Significant investments in the capital banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions)	-
56. National specific regulatory adjustments	-
57. Total regulatory adjustments to Tier 2 capital	-
58. Tier 2 capital (T2)	6,036
59. Total capital (TC = T1 + T2)	161,266
60. Total risk weighted assets	567,230
Capital ratios and buffers	
61. Common Equity Tier 1 (as a percentage of risk weighted assets)	19.04%
62. Tier 1 (as a percentage of risk weighted assets)	27.37%
63. Total capital (as a percentage of risk weighted assets)	28.43%
64. Institution specific buffer requirement (minimum CET1 requirement plus capital conservation buffer plus countercyclical buffer requirements plus D-SIB buffer requirement, expressed as a percentage of risk weighted assets)	9%
65. of which: capital conservation buffer requirement	2.5%
66. of which: bank specific countercyclical buffer requirement	N/A
67. of which: D-SIB buffer requirement	N/A
68. Common Equity Tier 1 available to meet buffers (as a percentage of risk weighted assets)	19.04%
National minima including CCB (where different from Basel III)	
69. CBB Common Equity Tier 1 minimum ratio	9.0%
70. CBB Tier 1 minimum ratio	10.5%
71. CBB total capital minimum ratio	12.5%
Amounts below the thresholds for deduction (before risk weighting)	
72. Non-significant investments in the capital of other financials	-
73. Significant investments in the common stock of financials	-
74. Mortgage servicing rights (net of related tax liability)	-
75. Deferred tax assets arising from temporary differences (net of related tax liability)	-

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Public Disclosure (continued)

As at 31 December 2023

BD '000s

3 CAPITAL MANAGEMENT & CAPITAL ADEQUACY RATIO (continued)

3.4 Composition of Capital as at 31 December 2023 (continued)

Source based on reference letters of the statement of financial position under the regulatory scope of consolidation

Composition of Capital as at 31 December 2023

76.	Provisions eligible for inclusion in Tier 2 in respect of exposures subject to standardized approach (prior to application of cap)	7,784
77.	Cap on inclusion of provisions in Tier 2 under standardized approach	6,036
78.	N/A	-
79.	N/A	-
Capital instruments subject to phase-out arrangements (only applicable between 1 Jan 2019 and 1 Jan 2023)		
80.	Current cap on CET1 instruments subject to phase out arrangements	NA
81.	Amount excluded from CET1 due to cap (excess over cap after redemptions and maturities)	NA
82.	Current cap on AT1 instruments subject to phase out arrangements	NA
83.	Amount excluded from AT1 due to cap (excess over cap after redemptions and maturities)	NA
84.	Current cap on T2 instruments subject to phase out arrangements	NA
85.	Amount excluded from T2 due to cap (excess over cap after redemptions and maturities)	NA

3.5 Unconsolidated legal entities for regulatory purposes

- a) Legal entities that are included within the accounting scope of consolidation but excluded from the regulatory scope of consolidation:

Legal Entity name	Entity classification as per CBB Rules & Guidelines	Treatment by the Bank for regulatory purposes	Extracts of financial information as at 31 December 2023	
			Total assets	Total equity
Surooh LTD	Commercial entity	Risk weighted	2,573	2,418
HH Hotel Properties W.L.L.	Commercial entity	Risk weighted	60,332	59,896
KHCB Tier 1 Sukuk Limited	Trust	Risk weighted	60,004	60,000

Public Disclosure (continued)

As at 31 December 2023

BD '000s

3 CAPITAL MANAGEMENT & CAPITAL ADEQUACY RATIO (continued)**3.6 Disclosure template for main feature of regulatory capital instruments**

1.	Issuer	Khaleeji Bank B.S.C.	KHCB Tier 1 Sukuk Limited
2.	Unique identifier	KHALEEJI	NA
3.	Governing law(s) of the instrument	All applicable laws and regulations of the Kingdom of Bahrain	English law, Cayman Islands Law
Regulatory treatment			
4.	Transitional CBB rules	Common Equity Tier 1	Additional Tier 1
5.	Post-transitional CBB rules	Common Equity Tier 1	Additional Tier 1
6.	Eligible at solo/group/group & solo	Group and solo	Group and solo
7.	Instrument type (types to be specified by each jurisdiction)	Equity Shares	Subordinated Mudaraba
8.	Amount recognised in regulatory capital (Currency in mil, as of most recent reporting date)	BD 84 million	BD 47 million
9.	Par value of instrument	BD 0.100	USD 200,000 and integral multiples of USD 1,000 in excess thereof
10.	Accounting classification	Shareholders' Equity	Shareholders' Equity
11.	Original date of issuance	Various	30-Jun-20
12.	Perpetual or dated	Perpetual	Perpetual
13.	Original maturity date	No Maturity	No Maturity
14.	Issuer call subject to prior supervisory approval	No	Yes
15.	Optional call date, contingent call dates and redemption amount	Not applicable	30-Jun-25
16.	Subsequent call dates, if applicable	Not applicable	After the First Call Date, subject to the CBB approval
Coupons / dividends			
17.	Fixed or floating dividend/coupon	Dividend as decided by the Shareholders	Fixed
18.	Coupon rate and any related index	Not applicable	10%
19.	Existence of a dividend stopper	Not applicable	Not applicable
20.	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary
21.	Existence of step up or other incentive to redeem	No	No
22.	Noncumulative or cumulative	Non-cumulative	Non-cumulative
23.	Convertible or non-convertible	Non-convertible	Convertible
24.	If convertible, conversion trigger (s)	Not applicable	If a Non-Viability Event occurs (means that the Central Bank has informed the Bank in writing that either (i) it has to cancel/write-off the Certificates on the grounds of non-viability; or (ii) an immediate public sector injection of capital is required, without which the Bank would become non-viable).

Public Disclosure (continued)

As at 31 December 2023

BD '000s

3 CAPITAL MANAGEMENT & CAPITAL ADEQUACY RATIO (continued)

3.6 Disclosure template for main feature of regulatory capital instruments (continued)

25.	If convertible, fully or partially	Not applicable	Full of Partial
			Conversion will take place at higher of, i) current market value, ii) Net book value or iii) determination of independent valuer
26.	If convertible, conversion rate	Not applicable	
27.	If convertible, mandatory or optional conversion	Not applicable	Optional
28.	If convertible, specify instrument type convertible into	Not applicable	CET1 Instruments
29.	If convertible, specify issuer of instrument it converts into	Not applicable	KHALEEJI
30.	Write-down feature	No	No
31.	If write-down, write-down trigger(s)	Not applicable	Not applicable
32.	If write-down, full or partial	Not applicable	Not applicable
33.	If write-down, permanent or temporary	Not applicable	Not applicable
34.	If temporary write-down, description of write-up mechanism	Not applicable	Not applicable
35.	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Not applicable	Rank subordinate to all Senior Obligations, and rank Pari Passu with all other Pari Passu Obligations.
36.	Non-compliant transitioned features	No	No
37.	If yes, specify non-compliant features	Not applicable	Not applicable

Public Disclosure (continued)

As at 31 December 2023

BD '000s

3 CAPITAL MANAGEMENT & CAPITAL ADEQUACY RATIO (continued)**3.7 Capital structure, minimum capital requirements and capital adequacy**

	31 December 2023
Eligible capital	
Common Equity Tier 1 (CET1)	
Issued and fully paid ordinary shares	84,783
Less: Treasury shares	6,254
Statutory reserve	12,410
Retained earnings	15,322
Other reserve	8,912
Current interim cumulative net profit	(7,165)
Total CET1 capital prior to the regulatory adjustments	108,008
Less: Investment in own shares	-
Less: Investments in financial entities where ownership is < 10% of the issued common share capital (amount above 10% CET1a)	-
Total Common Equity Tier 1 capital after the regulatory adjustments	108,008
Other Capital	
AT1	47,222
General financing loss provision – (Tier 2)	6,036
Total available AT1 & T2 Capital	53,258
Total Capital	161,266
RISK WEIGHTED ASSETS	
Credit risk weight exposures	482,876
Market risk weight exposures	9,292
Operational risk weight exposures	75,062
Total risk weighted assets	567,230
Capital adequacy ratio (CET1)	19.04%
Capital adequacy ratio (T1)	27.37%
Capital adequacy ratio (Total capital)	28.43%

The above capital adequacy ratios are calculated by dividing the respective regulatory capital base by the total RWA's.

Risk weighted assets*Credit risk*

For regulatory reporting purposes, the Bank calculates the capital requirements for credit risk based on the standardised approach. Under this approach, the on and off-balance sheet credit exposures are assigned risk weights based on the type of counterparty, type of the exposure, and source of funding (equity of investment account holders ("IAH") or own funds). Further for capital adequacy computations, 100% of the RWA's is used for self-financed assets while only 30% is considered for assets funded through equity of IAH. The risk weights for types of counterparties and exposures are prescribed by CBB.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

3 CAPITAL MANAGEMENT & CAPITAL ADEQUACY RATIO (continued)

3.7 Capital structure, minimum capital requirements and capital adequacy (continued)

Market risk

The Bank uses the standardised approach to measure market risk. Market risk for the Bank is primarily on account of the foreign exchange exposures that are considered as specific risks. As per the CBB guidelines, capital for foreign exchange risk is computed at 8% of overall net open foreign currency positions of the Bank and this is multiplied by 12.5 to derive the market RWA's.

Operational risk

The Bank adopts the Basic Indicator Approach to evaluate operational risk charge in accordance with the CBB Capital Adequacy Module for Islamic Banks. According to this approach, the Bank's average gross income for the past three financial years is multiplied by a fixed coefficient alpha of 15% set by the CBB to arrive at the capital required and a multiple of 12.5 is used to arrive at the RWA's that are subject to capital charge.

Break-up of capital requirement in accordance with the Capital Adequacy Module of the CBB for the year ended 31 December 2023 is as follows:

Exposure classification	Exposure		Risk Weighted Assets [1]				Capital requirement @ 12.5%		
	Self-financed [2]	IAH [3]	Total	Self-financed	IAH	Total	Self-financed	IAH	Total
Cash and collection items	3,080	-	3,080	-	-	-	-	-	-
Sovereigns	392,877	45,162	438,039	-	5,031	5,031	-	629	629
Claims on PSEs	65,023	-	65,023	1,892	-	1,892	237	-	237
Banks	153,754	-	153,754	67,250	-	67,250	8,406	-	8,406
Corporates	123,560	306,013	429,573	87,902	109,047	196,949	10,988	13,631	24,619
Regulatory Retail Portfolio	5,201	29,590	34,791	3,901	6,658	10,559	488	832	1,320
Mortgages	18,229	88,847	107,076	6,380	9,329	15,709	798	1,166	1,964
Past due facilities	23,667	-	23,667	33,079	-	33,079	4,135	-	4,135
Investment in equities/sukuks/funds	27,350	14,796	42,146	41,025	6,658	47,683	5,128	832	5,960
Holdings of real estate	85,502	29,296	114,798	85,502	8,789	94,291	10,688	1,099	11,787
Other assets	10,434	-	10,434	10,434	-	10,434	1,304	-	1,304
Credit Risk	908,677	513,704	1,422,381	337,365	145,512	482,877	42,172	18,189	60,361
Market Risk	9,292	-	9,292	9,292	-	9,292	1,162	-	1,162
Operational Risk	75,062	-	75,062	75,062	-	75,062	9,383	-	9,383
Total	993,031	513,704	1,506,735	421,719	145,512	567,231	52,717	18,189	70,906

1 For capital adequacy computations, 100% of the RWAs are used for self-financed assets while only 30% is considered for assets funded through equity of investment account holders (IAH).

2 Excludes credit risk mitigants of BD 160,711 thousand.

3 Excludes credit risk mitigants of BD 8,795 thousand.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

4 CREDIT RISK**4.1 Credit risk management**

Credit Risk is the risk that counterparty fails to meet its obligations in accordance with agreed terms and conditions. The major sources of credit risk in the Bank are under the following classes of assets:

- Placements and exposures of financial institutions,
- Financing assets,
- Ijarah assets (including lease rentals receivable), and
- Investments in Sukuk.

The Bank follows the CBB classification of credit risk for the purpose of capital adequacy computation (as well as certain other tables below).

The Bank has the necessary internal processes for assessing, monitoring and controlling credit risk both at the individual credit and portfolio levels. Credit limits are approved after a thorough assessment which takes into account the financial strength of the counterparty, the technical feasibility and economic viability of the business being financed, the adequacy and quality of the cash flow available for repayment, etc. in addition to availability of collateral security by way of physical assets or guarantees. The RMD reviews the credit proposals and incorporates its remarks on the proposal before the same is considered by the appropriate authority as per delegated approval levels granted by the Bank's Board of Directors.

At the portfolio level, the Board has established risk concentration limits for single counterparties and related counterparties forming a business group, geographical and economic sectors as well as exposures to counterparties related to the Bank and/or its major shareholders. The RMD regularly monitors compliance with these limits and deviations if any are reported regularly to the Senior Management, Executive Credit & Investment Committee and the Board of Directors.

4.2 Levels of exposure

The table below shows gross credit exposure along with average credit exposure broken down under different exposure classes as at 31 December 2023:

Gross/ Average Credit Exposures	Average Exposure ¹	Gross Exposure		
		Self-financed	IAH	Total
Cash and bank balances	134,689	87,991	28,392	116,383
Placement with financial institutions	64,904	124,195	-	124,195
Financing contracts	533,360	176,899	378,813	555,712
Investment in sukuk	539,745	439,182	83,863	523,045
Investment in equity securities	105,379	63,674	26,893	90,567
Assets held for sale	-	-	-	-
Investment in real estate	33,984	21,899	17,198	39,097
Development property	-	-	-	-
Investments in associates	25,280	24,689	-	24,689
Other assets (Including property and equipment)	30,019	29,293	503	29,796
Total funded exposures	1,467,360	967,822	535,662	1,503,484
Financial guarantees	15,357	15,335	-	15,335
Undrawn commitments to extend finance	42,443	42,930	-	42,930
Total unfunded exposures	57,800	58,265	-	58,265

¹ Represents quarterly average balances for the year ended 31 December 2023.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

4 CREDIT RISK (continued)

4.3 Concentration of credit risk

4.3.1 Geographic distribution

For disclosure of Geographic distribution, please refer to note 35 of the consolidated financial statements for the year ended 31 December 2023.

4.3.2 Industry/ sector-wise distribution

For disclosure of Geographic distribution, please refer to note 35 of the consolidated financial statements for the year ended 31 December 2023.

4.3.3 Transactions with related counterparties

Related counterparties are those entities which are related to the Bank through significant shareholding, control, or both. Wherever the Bank has entered into business transactions with such counterparties, such transactions have been done at an arm's length basis and on commercial terms that bring no disadvantage to the Bank. For the purpose of identification of related counterparties, the Bank strictly follows the guidelines issued by CBB.

Detailed break up is presented in note 29 of the consolidated financial statements for the year ended 31 December 2023.

4.3.4 Exposures exceeding materiality thresholds

The Bank is required to carry out capital adjustments (deduction) for its exposure to significant investments in capital of banking and financial entities that are outside the scope of regulatory consolidation subject to certain materiality thresholds as defined in the Capital Adequacy Module ("CA Module") of the CBB Rule Book.

Further, the exposures in excess of limits prescribed by Credit Risk Management Module ("CM Module") (single obligor limit of 15% of total capital, aggregate limit for connected counterparty exposure of 25% of total capital and 0% limit exposures to controllers) are subject to risk weight of 800%. For investment in a financial entity where ownership is < 10% of the issued common capital, 100% of the amount exceeding 10% of CET1 (a) is subject to deduction from CET1 (a). The following table summarises the exposures exceeding regulatory limits as of 31 December 2023:

Counterparty	Exposure type	Total exposure	Total Exposure as a % of eligible capital	Exposures exceeding Threshold
Single Obligor	Investments	58,297	36.15%	34,107
Exposure to controller	Financing	8,747	5.42%	8,747

4.3.5 Exposures in highly leveraged counterparties

The following balances represent the financing facilities to highly leveraged or other high risk counterparties as of 31 December 2023:

Counterparties	Gross BD '000	Provision BD '000	Net BD '000
Counterparty # 1	4,030	3,428	602

Public Disclosure (continued)

As at 31 December 2023

BD '000s

4 CREDIT RISK (continued)**4.3 Concentration of credit risk** (continued)**4.3.6 Residual contractual maturity of the credit portfolio and investment in sukuk**

The Bank's policy provides guidelines for the appropriate tenor for corporate clients and retail customers. These guidelines are reviewed on a periodic basis. The Bank constantly monitors the residual maturity profile of its assets to ensure that any mismatch with the maturity of its liabilities is kept within acceptable limits. The contractual residual maturity profile by type of financing contract of the Bank's credit portfolio and investment in sukuk is given in the table below:

Maturity Scale	< 1M	1 - 3M	3 - 6M	6M - 1Y	1 - 3Y	3 - 5Y	5 - 10Y	10 - 20Y	Over 20Y	Total
Credit portfolio:										
Murabaha	23,822	15,861	9,621	64,314	90,957	57,282	67,407	4,046	557	333,867
Mudharaba	5	10	128	601	2,398	4,610	-	-	-	7,752
Istisna	-	-	-	-	-	-	-	-	-	-
Ijarah	16,511	1,099	2,037	4,287	25,430	21,823	49,168	57,948	28,365	206,668
Total	40,338	16,970	11,786	69,202	118,785	83,715	116,575	61,994	28,922	548,287
Investment in sukuk	-	11,978	-	6,342	278,947	66,953	100,229	-	58,297	522,746
Grand Total	40,338	28,948	11,786	75,544	397,732	150,668	216,804	61,994	87,219	1,071,033

4.4 Equity risk in banking book

The Bank has certain equity investments classified in the banking book and are subject to credit risk weighting under the capital adequacy framework. For regulatory capital computation purposes, the Bank's equity investments in the banking book include unquoted equity investments, and investments in associates being non-financial entities.

Please refer to notes 5 of the consolidated financial statements for policies covering the accounting of equity holdings, including the accounting policies and valuation methodologies used, key assumptions and practices affecting valuation.

The RMD provides an independent review of investment transactions. An impairment assessment of investments takes place every quarter with inputs from the Investment department and RMD. Quarterly updates of investments are reviewed by the Board of Directors and are submitted to the CBB.

The Bank's equity investments are predominantly in its own products, which includes private equity and infrastructure development projects. The intent of such investments is a later stage exit along with the investors, by means of strategic sell outs at the project level or through initial public offerings. The Bank also has a strategic investment portfolio which is aligned with the long term investment objectives of the Bank.

Information on equity investments	Amount
Privately held	90,567
Investment Note income	638
Dividend income, net of amortization	39
Gain on sale of equity securities, net	1,172
Income from investment fund	1,509
Others	14

Public Disclosure (continued)

As at 31 December 2023

BD '000s

4 CREDIT RISK (continued)

4.4 Equity risk in banking book (continued)

The following are the categories under which equity investments are included in the capital adequacy computations as per the requirements of the CBB rules:

Equity investments in banking book	Gross exposure		Risk weighted exposure		Capital charge @ 12.5%	
	Self-financed	IAH	Self-financed	IAH	Self-financed	IAH
Unlisted	5,917	-	8,876	-	1,109	-
Investments in unlisted real estate companies	5,672	12,097	5,672	3,629	709	454
Investments in unrated funds - unlisted	-	14,795	-	6,658	-	832
All holding of real estate	52,086	-	52,086	-	6,511	-
Total	63,675	26,892	66,634	10,287	8,329	1,286

4.5 Risk grading of exposures

The Bank adopts a well-structured internal Credit Risk Rating/Grading system as a means of differentiating the degree of credit risk in the different credit exposures of the Bank to allow more accurate determination of the overall characteristics of the asset portfolio, concentrations, limits management, problem assets, pricing, and the adequacy of loss reserves ("provisions"). Credit Risk Ratings ("CRRs") provides a key input in identifying the risks associated with a counterparty and a credit facility, and the relevant expected credit loss. The Bank's approach to credit risk rating is documented in the Credit Risk Rating Policy which aims at achieving the following: (a) create a benchmark for assessing relative credit-worthiness of the graded entity and measure credit risk in relation to the market, (b) arrive at a system of risk-based pricing for credit facilities granted by the Bank, (c) monitor the overall credit risk inherent in the Bank's Credit portfolio, (d) create a benchmark for recognition of accrued income on credit assets, (e) link asset review frequency and approval authority levels to Credit risk and emphasize focus on effective management of weak assets, and (f) provide a means to link Internal Capital Adequacy to the portfolio credit risk.

The Bank 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. The grading sheets are prepared by the Business Department and reviewed by the RMD. Grades are continuously monitored by the Bank's Credit Management Department and exposures are downgraded depending on the days past due, if any, based on clear criteria laid out in the Bank's credit policy. Further, the grading for corporate customers is also subject to review at least once on an annual basis. Movement of grades for credit exposures is reported quarterly to the Board.

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. Exposures are rated 1 to 10 with 1 being good and 7 being watch list and 8, 9 and 10 default grades.

The Bank relies on credit/risk ratings for financial institutions, as they are generally rated by an ECAI, as per the following guidelines:

- The Bank will use ratings issued by ECAIs approved by the Central Bank of Bahrain ("CBB") only. These currently comprise S&P, Moody's, Fitch, Capital Intelligence ("C.I."), and Islamic International Rating Agency ("IIRA").
- Ratings will be used consistently for risk assessment purposes from selected ECAIs;

Public Disclosure (continued)

As at 31 December 2023

BD '000s

4 CREDIT RISK (continued)**4.5 Risk grading of exposures** (continued)

- If there are two assessments by eligible ECAs chosen by Bank which map into different risk weights, the higher risk weight will be applied.
- If there are three or more assessments by eligible ECAs chosen by the Bank which map into different risk weights, the assessments corresponding to the two lowest risk weights is referred to and the higher of those two risk weights is applied.
- The Bank will use the issuer or issue specific rating depending on the guideline issued by the CBB. The Bank not use the issue specific risk rating of an un-rated financial institutions except in case of specific investment in that financing instrument or bank claim pari passu to the issuer;
- Domestic currency ratings will be used to assess claims in domestic currency while foreign currency rating would be used for foreign currency exposures;
- Short-term rating of the financial institutions cannot be used for risk assessments of un-rated long-term claims.

Different ECAs issue different coding-references to refer to the risk rating of the financial institutions. The following rating equalization table, provided by CBB, is to be used to map the ECAs ratings into the Bank's internal ratings:

S&P	Moody's	Fitch	C.I.	IIRA	Internal		Class	
					Grade			
AAA	Aaa	AAA	AAA	AAA	1	Prime	Investment Rated	
AA+	Aa1	AA+	AA+	AA+	2	Excellent		
AA	Aa2	AA	AA	AA	2			
AA-	Aa3	AA-	AA-	AA-	2			
A+	A1	A+	A+	A+	3	Very Good		
A	A2	A	A	A	3			
A-	A3	A-	A-	A-	3			
BBB+	Baa1	BBB+	BBB+	BBB+	4	Good		
BBB	Baa2	BBB	BBB	BBB	4			
BBB-	Baa3	BBB-	BBB-	BBB-	4			
BB+	Ba1	BB+	BB+	BB+	5	Satisfactory		
BB	Ba2	BB	BB	BB	5			
BB-	Ba3	BB-	BB-	BB-	5			
B+	B1	B+	B+	B+	6	Average	Non-Investment Rated	
B	B2	B	B	B	6			
B-	B3	B-	B-	B-	6			
CCC+	Caa1	CCC+	C+	CCC+	7	Watch List		
CCC	Caa2	CCC	C	CCC	7			
CCC-	Caa3	CCC-	C-	CCC-	7			
CC	Ca	CC	D	CC	8	Sub-Standard		
C	C	C	-	C	9	Doubtful		Classified
D	-	D	-	D	10	Loss		

Please refer to note 37 of the consolidated financial statements for the year ended 31 December 2023, for details of the grading profile of credit exposures of the Bank.

4 CREDIT RISK (continued)**4.6 Past dues, impaired accounts, provisions**

Customers may occasionally fail to meet their obligations to the Bank on due dates. Any amount not paid when due is classified as past due and the Bank initiates focused recovery efforts on such accounts.

The Bank adopted FAS 30 / IFRS 9 standards that classify exposures into three stages to measure ECL on exposures subject to credit risk. Accounts are moved into higher staging depending on occurrence of Significant Increase in Credit Risks. Exposures classified in Stage 3 are considered Credit impaired, this includes exposures with past dues 90 days or more.

The Bank assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Bank applies the relevant ECL related rules in line with the CBB instructions, if any, which may change from time to time.

The Bank considers a financial asset to be in default when:

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

FAS 30 classifies assets and exposures into three categories based on the nature of risks involved (i.e. credit risk and other risks) and prescribes three approaches for assessing losses for each of these categories of assets 1) Credit Losses approach, 2) Net Realizable Value approach ("NRV") and 3) Impairment approach.

The Bank recognises loss allowances for ECLs on:

- Cash and bank balances;
- Placements with financial institutions;
- Financing contracts;
- Investments in Sukuk - debt-type securities at amortised cost
- Investments in Sukuk - debt-type securities at FVTE; and
- Undrawn financing commitments and financial guarantee contracts issued.

The Bank 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.

The Bank 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 Bank considers this to be BBB- or higher per S&P or equivalent as per other acceptable external rating agencies.

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 Bank expects to receive). ECLs are discounted at the effective profit rate of the financial asset.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

4 CREDIT RISK (continued)**4.6 Past dues, impaired accounts, provisions** (continued)

The Bank 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.

For a detailed policy on impairment of financial assets, please refer to note 5 (j) of the consolidated financial statements for the year ended 31 December 2023.

For the quantitative disclosures relating to exposures which were past due or impaired as of 31 December 2023, please refer to note 37 of the consolidated financial statement for the year ended 31 December 2023.

4.6.1 Geographical and sector-wise break-up of impairment allowances and Credit impaired (stage 3) and past due but not credit impaired.

	GCC Countries	Europe	Total
Credit Impaired:			
3 months to 1 year	31,048	-	31,048
1 year to 3 years	10,578	-	10,578
More than 3 years	6,156	-	6,156
	47,782	-	47,782
Less: Stage 3 impairment allowance:			
At 1 January 2023	12,864	-	12,864
Net Transfer	484	-	484
Charge during the year	3,157	-	3,157
Write off during the year	(889)	-	(889)
Disposals	(90)	-	(90)
	15,526	-	15,526
Carrying amount	32,256	-	32,256
Past due but not credit impaired:			
Up to 3 months	79,976	-	79,976
3 months to 1 year	238	-	238
More than 1 year	-	-	-
	80,214	-	80,214
Stage 1 and Stage 2 impairment allowance	7,424	2	7,426

Public Disclosure (continued)

As at 31 December 2023

BD '000s

4 CREDIT RISK (continued)

4.6 Past dues, impaired accounts, provisions (continued)

4.6.1 Geographical and sector-wise break-up of impairment allowances and Credit impaired (stage 3) and past due but not credit impaired. (continued)

	Banks and financial institutions	Real estate	Others	Total
Credit Impaired:				
3 months to 1 year	883	14,703	15,463	31,048
1 year to 3 years	-	6,352	4,226	10,578
More than 3 years	-	1,765	4,392	6,156
	883	22,820	24,080	47,782
Less: Stage 3 impairment allowance:				
At 1 January 2023	603	3,841	8,420	12,864
Net Transfer	-	235	249	484
Charge during the year	(0)	1,761	1,396	3,157
Write off during the year	-	(889)	-	(889)
Disposals	-	-	(90)	(90)
	603	4,949	9,975	15,526
Carrying amount	280	17,871	14,105	32,256
Past due but not credit impaired:				
Up to 3 months	-	15,045	64,931	79,976
3 months to 1 year	-	-	238	238
More than 1 year	-	-	-	-
	-	15,045	65,169	80,214
Stage 1 and Stage 2 impairment allowance	-	404	7,022	7,426

4.7 Renegotiated facilities

For disclosure of renegotiated facilities, please refer to note 37 of the consolidated financial statements for the year ended 31 December 2023.

4.8 Legal action and write-off of exposures

The Bank has policy for initiation and prosecution of legal action when all amicable avenues for settlement of dues from a customer have been exhausted. The Bank has a policy that permits write-off of exposures when there is no possibility of recovery of the dues through legal and other means.

As of 31st December 2023, the Bank did not have any material legal contingency from pending legal actions. Based on management estimates there is no potential liability arising from these pending legal actions.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

4 CREDIT RISK (continued)**4.9 Penalties for delayed payments**

In cases where customers delay the payment of dues to the Bank, the Bank has the right to collect penalties, subject to the provisions of the agreement between the customer and the Bank. The Bank recovers such penalties from customers when the amounts are significant. As per policy, such penalties are maintained in a separate account and used for charity purposes approved by the Bank's Shari'a Board.

The Bank has a policy of creating a contribution for Charity and Zakah fund for any non-Islamic income earned. During the year ended 31 December 2023, an amount of BD 31 thousand was thus transferred to Charity and Zakah fund.

For quantitative disclosures, please refer to consolidated statement of sources and uses of charity and Zakah fund in the consolidated financial statements for the year ended 31 December 2023.

4.10 Credit risk mitigation

The Bank uses a variety of tools to mitigate its credit risk, the primary one being that of securing the exposure by suitable collateral. While existence of collateral security is not a policy precondition for financing, in practice a large part of existing exposures are at least partially supported by collateral. The Bank has clear policies on the type of assets that can be accepted as collateral security and the mode of valuation of these assets. In general, all assets accepted as collateral are valued at least once in a year. The legal validity and enforceability of the documents used for creating these collaterals have been established by external legal experts.

The position of collateral cover for all credit exposures categorised on the basis of the type of security as on 31 December 2023 is given in the table below:

Collateral Type	Murabaha	Wakala	Istisna	Ijara	Value of collateral ¹	Gross Exposure ²	% of cover	% of Total
Real estate	311,245	-	-	245,557	556,802	370,526	150%	92%
Listed securities	-	-	-	-	-	-	0%	0%
Unlisted securities	-	-	-	-	-	-	0%	0%
Bank guarantee	-	-	-	-	-	-	0%	0%
Cash collateral	34,439	-	-	3,668	38,107	57,970	66%	6%
Others	8,883	-	-	-	8,883	10,936	81%	1%
Unsecured	-	-	-	-	-	127,775	0%	0%
Total	354,567	-	-	249,225	603,792	567,207		

¹ Represents collateral values based on the last valuation carried out based on the Bank's valuation policy including collaterals which exceed the book value of facility.

² The amounts are gross of ECL of BD 22,555 thousand.

Real estate properties are reckoned at values certified by qualified valuers. Other physical assets like machinery are valued at book value, invoice value or as certified by an outside expert. Listed securities are valued at market price while un-listed ones are carried at cost less impairment. The Bank has an approved panel of valuers for real estate property. Valuation exercises are supervised by the credit department, independent of the business units.

Financing facilities are also often secured by personal/ corporate guarantees, joint ownership of vehicles, assignment of contract proceeds, assignment of insurance policies, etc. However under the Bank's credit policy these are not treated as tangible securities and the value of such guarantees/ assignments, though significant in many cases, are taken as nil for the purpose of the above analysis.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

4 CREDIT RISK (continued)

4.10 Credit risk mitigation (continued)

Assets financed under Ijara Muntahia Bittamleek are considered at par with physical collateral and included under Real Estate or Others in the above calculations.

The declared value of exposures in all cases is the gross exposure before any provisions. The Bank does not carry out any on or off balance sheet netting for the securities held. The Bank claimed capital relief for Credit Risk Mitigation under Section CA 4.7 of the Capital Adequacy Module of CBB rule book and hence not all exposures are risk weighted at their gross values for the purpose of computation of capital adequacy ratio.

The Bank has a policy of disposal of asset held as collateral not readily convertible into cash, after completion of necessary legal formalities.

4.11 Regulatory capital requirements by type of financing contracts

Financing contract	Exposure		Credit Risk Weighted Assets		Capital Requirement @ 12.5%	
	Self-financed	IAH	Self-financed	IAH	Self-financed	IAH
Murabaha	50,555	290,125	40,216	92,659	5,027	11,582
Ijara assets (including lease rentals receivable)	118,591	88,688	29,775	33,914	3,722	4,239
Musharaka	-	-	-	-	-	-
Mudharaba	7,753	-	280	-	35	-
Wakala	-	-	-	-	-	-
Istisna	-	-	-	-	-	-
Total	176,899	378,813	70,271	126,573	8,784	15,821

5 MARKET RISK

5.1 Market risk management

Market risk is the risk that changes in market prices, such as foreign exchange rates, profit rates, equity prices, and commodity prices will affect the Bank's income 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.

CBB rules require that the Bank separates its exposure to market risk between trading and non-trading portfolios. The Bank has no trading positions in equity or commodities and the main source of market risk for the Bank is its foreign exchange exposure and Sukuk exposure, although this is quite limited. There is also an extent of profit rate risk in the banking book arising out of mismatches in its asset liability structure. The Bank has well-defined policies approved by the Board with clear risk limits and thresholds to effectively manage its market risk.

The Sukuk risk is monitored by marking to market of the portfolio on a daily basis. The pricing of the sukuk is based on acceptable market pricing norms.

The ALCO committee reviews these investments as part of the overall monitoring of cash management and treasury and investment activities of the Bank.

Details on market risk management, net exposures and sensitivities are given as part of note 37 of the consolidated financial statements for the year ended 31 December 2023.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

5 MARKET RISK (continued)**5.2 Regulatory capital allocation against market rate risk**

The table below shows the market risk position for each category of the market risk as at 31 December 2023 along with the maximum and minimum values during the period:

	As at 31 December	Max	Min
Equity position risk	-	-	-
Market risk on trading positions in sukuk	-	-	-
Foreign exchange risk	743	743	610
Commodity risk	-	-	-
Total (A)	743	743	610
Risk Weighted Assets (A x 12.5)	9,288	9,288	7,625
Capital requirement @ 12.5%	1,161	1,161	953

6 OPERATIONAL RISK**6.1 Operational risk management**

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people, systems, and/ or from external events which includes but is not limited to, legal risk and Shari'a compliance risk. Operational risk is an inherent part of normal business operations. Whilst operational risk cannot be eliminated entirely, the Bank endeavors to minimise it by ensuring that a strong control infrastructure is in place throughout the organisation. Various procedures and processes used to manage operational risk including effective staff training, appropriate controls to safeguard assets and records, regular reconciliation of accounts and transactions, close monitoring of risk limits, segregation of duties, and financial management and reporting.

Details on operational risk management are given as part of note 37 of the consolidated financial statements for the year ended 31 December 2023.

The Bank implements an operational risk control framework and monitors and responds to potential risks. Controls to limit the impact of operational risk include but are not limited to effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, and the internal audit process.

The ultimate responsibility of managing operational risk rest with the Board. This responsibility is further discharged to the BARMC. The Board approves the operational risk policies and procedures. The Bank has implemented Risk Controls and Self-Assessment (RCSA) and departments report the incidents and Key Risk Indicators (KRIs) values to the operational risk unit for monitoring and reporting the key operational risks in the Bank.

RMD monitors the key operational processes, through the RCSA framework and KRI reporting, to ensure that the Board directives are fully implemented and deviations are reported if any to the Senior Management and to the Board. The department has specialised personnel engaged in this process. The Bank has implemented an Operational Risk Management System which monitors Key Risk Indicators and controls across all major areas of operation and generates appropriate triggers as and when pre-defined risk events occur (through breach of triggers set) and also generates periodical update report to the Board and to the Management. In addition, the Bank's policy dictates that the operational functions of booking, recording and monitoring of transactions are carried out by staff that are independent of the individuals initiating the transactions.

The Bank's operational risk management framework includes components such as Key Risk Indicators ("KRI's"), operational loss data and Risk & Control Self-Assessment across the Bank. These are monitored periodically which helps in quickly detecting and correcting deficiencies in processes and procedures. The collected data is maintained to create a loss database which could be the starting point for a more advanced operational risk measurement approach in future.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

6 OPERATIONAL RISK (continued)

6.2 Litigation

As of the reporting date, the Bank has no material legal contingencies including pending legal actions except as reported in Para 4.8 above. The Bank has a dedicated legal team which provides legal advice and services to all business units of the Bank.

6.3 Shari'a compliance

The Shari'a Supervisory Board ("SSB") is entrusted with the duty of directing, reviewing and supervising the activities of the Bank in order to ensure that they are in compliance with the rules and principles of Islamic Shari'a. The Bank also has a dedicated internal Shari'a reviewer, who performs an ongoing review of the compliance with the fatwas and rulings of the SSB on products and processes and also reviews compliance with the requirements of the Shari'a standards prescribed by AAOIFI. The SSB reviews and approves all products and services before launching and offering to the customers and also conducts periodic reviews of the transactions of the Bank. An annual audit report is issued by the SSB confirming the Bank's compliance with Shari'a rules and principles.

6.4 Regulatory capital allocation against operational risk

The Bank uses the Basic Indicator Approach in calculating its regulatory capital requirement for operational risk.

The risk weighted assets and capital requirement for operational risk as at 31 December 2023 is as given below:

Average gross income for 3 years (A)	40,033
Operational Risk Weighted Assets (B) = A x 15% x 12.5	75,062
Capital requirement = B x 12.5%	9,383

7 OTHER RISKS

7.1 Liquidity risk

Liquidity risk is the risk that the Bank will encounter difficulty in meeting its financial obligations on account of a maturity mismatch between assets and liabilities. The Bank's approach to manage liquidity is to ensure that it will always have sufficient funds and high quality liquid assets to meet its liabilities when due without incurring unacceptable losses or risking damage to the Bank's reputation.

The Bank has a liquidity risk policy in place, which describes the roles and responsibilities of the Asset Liability Management Committee ("ALCO"), Treasury and other concerned departments in management of liquidity. It also stipulates various liquidity ratios to be maintained by the bank, as well as gap limits under each time bucket of the maturity ladder. It is the Bank's policy to keep adequate level of high quality liquid assets such as cash and Sukuk to ensure that funds are available to meet maturing Mudharaba deposits, current accounts and other liabilities, as and when they fall due. The day-to-day management of liquidity risk is the responsibility of the Treasury Department, which monitors the sources and maturities of assets and liabilities closely, and ensures that limits stipulated by the ALCO are complied with. RMD and Financial Control Department ("FCD") monitors the liquidity position and any violations are reported to ALCO, ECICOM and the Board of Directors.

For maturity profile of assets and liabilities, please refer to note 34 of the consolidated financial statements for the year ended 31 December 2023.

The following are the key liquidity ratios which reflect the liquidity position of the Bank:

	2023	2022	2021	2020	2019
Interbank assets to interbank liabilities	66.77%	60.86%	59.12%	64.11%	92.32%
Liquid assets to total assets	32.08%	34.32%	27.61%	24.41%	38.83%
Liquid assets to total deposits	58.77%	56.14%	41.20%	35.66%	51.79%
Net liquid assets to total deposits	29.78%	28.59%	24.54%	24.22%	35.17%

Public Disclosure (continued)

As at 31 December 2023

BD '000s

7 OTHER RISKS (continued)**7.2 Profit rate risk in the banking book**

The other principal risk to which the banking book is 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. Profit rate risk is managed principally through monitoring profit rate gaps and by having pre-approved limits for re-pricing bands. The ALCO is the monitoring body for compliance with these limits and is assisted by the RMD in its day-to-day monitoring activities.

The management of profit rate risk against profit rate gap limits is supplemented by monitoring the sensitivity of the Bank's financial assets and liabilities to various standard and non-standard profit rate scenarios. Standard scenarios that are considered on a monthly basis include a 200 basis points (bps) parallel fall or rise across all yield curves. An analysis of the Bank'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:

	200bp parallel increase/ decrease
At 31 December 2023	±162
At 31 December 2022	±969

7.3 Counterparty credit risk

Counterparty credit risk is the risk that a counterparty to a contract in the profit rate, foreign exchange, equity and credit markets defaults prior to maturity of the contract. The Bank does not engage in proprietary trading of equity, foreign exchange or its derivatives. However, the Bank manages such risk through natural hedges to hedge its risks arising out of mismatch in its asset liability portfolios. Clear policies for such transactions are in place. For other credit market transactions (primarily interbank placements), the Bank has established a matrix of counterparty limits based on external credit rating of such counterparties. Such limits are constantly monitored by the RMD.

7.4 Concentration risk

Concentration risks arises when a number of obligors, counterparties or investees are engaged in similar business activities or activities in the same geographic region or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Accordingly, such concentrations indicate the relative sensitivity of the Bank's performance to developments affecting a particular industry or region. To manage this risk, the Bank has established exposure limits to various geographic regions and industry sectors. Such limits are monitored by the RMD and deviations, if any, are reported to the Board on quarterly basis. As at 31 December 2023, there have been some concentration to few clients that have been within the Bank's strategy and within Board and CBB approvals. For break-up of exposure geography and industry/ sector wise, please refer to notes 4.3.1 and 4.3.2 above.

7.5 Reputational risk

Reputational risk is the risk that negative perception regarding the Bank's business practices or internal controls, whether true or not, will cause a decline in the Bank's investor base that could have an adverse impact on liquidity or capital of the Bank. This may also lead to litigation against the bank which apart from avoidable legal expenses will also damage Bank's credibility which in turn will adversely affect business growth and profitability. Being an Islamic Bank, reputation is an important asset and one of the issues that could affect the Bank's reputation is the inability to exit from investments, lower than expected returns on investments, growth of non-performing asset portfolio and poor communication to investors. The Bank has a well-developed and coherently implemented communication strategy to cover such contingencies. The Bank also allocates additional capital for such risks under its ICAAP.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

7 OTHER RISKS (continued)

7.6 Displaced commercial risk

Displaced commercial risk refers to the market pressure to pay returns that exceeds the rate that has been earned on the assets financed by equity of investment account holders. This can be due to the return on such assets being lower than that of competitors. The Bank has adequate policies and procedures in place to identify, monitor and address all potential risks that may arise from such activities. Please refer to the section on IAH for further details.

7.7 Other risks

Other risks include strategic risk, fiduciary risks, and regulatory risks, etc. which are inherent in all business and are not easily measurable or quantifiable. The Bank's Board has overall responsibility for approving and reviewing the risk strategies and amendments to the risk policies. The Bank senior management is responsible for implementing the risk strategy approved by the Board. The management also ensures that internal systems of corporate governance and regulatory compliance for management of fiduciary and reputational risks are robust and effective. The Bank also allocates additional capital for such risks under its ICAAP.

8 PRODUCT DISCLOSURES

8.1 Product descriptions & consumer awareness

The Bank has a disclosure policy which applies to all modes of communication to the public including written, oral and electronic communications. These disclosures are made on a timely basis in a manner required by applicable local and regulatory requirements.

The Bank offers a comprehensive mix of Shari'a compliant commercial and investment banking products. This include, apart from traditional financing products, a range of innovative structured investment products like funds, repackaged investments and restricted Mudharaba's. The Investment Department of the Bank has expertise in creating innovative high-end and value added products offering a wide range of structures, expected returns, tenors and risk profiles.

Proposal for any new product is initiated by individual business lines within the Bank. The Executive Credit & Investment Committee ("ECICOM") and Management Committee ("ManCom") of the Bank reviews such proposal to ensure that the new product/ business are in line with the Bank's business and risk strategy. All new products will need the approval of the Board of Directors and the Shari'a Supervisory Board of the Bank.

Information on new products or any change in existing products will be placed on the Bank's website khaleeji.bank and/or published in the media. Product details are also shared with customers and the general public through brochures and/ or, advertisements.

8.2 Complaint handling

The Bank takes disputes and complaints from all customers very seriously. These have the potential for a breakdown in relationships and can adversely affect the Bank's reputation. Left unattended these can also lead to litigation and possible censure by the regulatory authorities. The Bank has a comprehensive policy on handling of external complaints, approved by the Board. All employees of the Bank are aware of and abide by this policy.

The Bank has a designated an officer for handling of all external complaints and his contact details are displayed on the website and also at the Branch and in all printed publicity materials. Complaints are normally investigated by persons not directly related to the subject matter of the complaint. The Bank endeavors to address all complaints within five working days. Wherever this is not possible, the customer is contacted directly and a time frame for rectification of his complaint is advised. A periodical report on status of complaints is also submitted to the Board.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

8 PRODUCT DISCLOSURES (continued)

8.3 Equity of investment account holders (IAH's)

The Bank accepts funds in the form of Mudharaba from small investors and high net worth individuals and other entities. Equity of investment account holders ("IAH") represents funds offered by customers to the Bank to be invested in a Shari'a compliant manner, at the Bank's discretion as Mudharib. All IAH accounts are on profit sharing basis, but the Bank does not guarantee any particular level of return. Any loss arising from the investment will be borne by the customer except in the case of the Bank's negligence or misconduct. The Bank charges a Mudharib fee as its share of profit.

The Bank accepts IAH funds in Bahraini Dinar, US Dollar and other international and GCC currencies for maturity periods ranging from 1 month to 36 months including saving accounts. The Bank completes its full range of KYC due diligence prior to accepting any investment. The customer also signs a written agreement covering all terms and conditions of the investment including tenor, basis of profit allocation, early withdrawal, etc.

Since 2009, the Bank offers a savings account product called "Al-Waffer" which entitles the investors to certain prizes in cash and in kind, decided based on a raffle draws held on monthly, quarterly and annual basis apart from the normal share of profits declared and distributed after reducing the Mudharib fees.

The Group uses Wakala structure to raises funds from interbank market and from customers, and these were reported as liabilities under placements from financial institutions and placements from non-financial institutions and individuals, respectively as of 31 December 2023. All funds raised using Wakala structure, together called "Wakala pool" are comingled with the Bank's jointly financed pool of funds based on an underlying equivalent Mudaraba arrangement.

This comingled pool of funds is invested in a common pool of assets of in the manner which the Group deems appropriate without any restrictions as to where, how and for what purpose the funds should be invested. After adopting FAS 31 on 1 January 2020, the Wakala pool is now classified as part of the Mudaraba pool of funding under equity of investment account holders and the profit paid on these contracts is reported as part of determination of return on investment of equity of investment account holders.

IAH is a significant funding source for the Bank and the returns offered to investors are in line with the market. However, any shortfall in yield on the investments made out of these funds exposes the Bank to displaced commercial risk. The Bank regularly monitors rate of return offered by competitors to evaluate the expectations of its IAH's. Bank's policy also provides for whole or partial waiver of the Mudharib share of income from investments due to it, to provide a reasonable return to its investors. The Bank also has other profit smoothing mechanisms that is approved by the Board in the bank's policies such as Profit Equalization Reserves ("PER") and Investment Risk Reserve ("IRR").

The Bank comingles its own funds and IAH funds and these are invested together. The Bank has identified two pools of assets where the IAH funds are invested and the income from which is allocated to such accounts. One pool is short term in nature to meet IAH short term investment requirements. The other pool is long term in nature to meet their long term investment requirements. Out of the gross income the investor's share is computed after deducting the Mudharib share. The profit allocation schedule signed by the customer prior to investment contains the scheme of allocation of the Mudharib share. Administrative expenses incurred for management of the funds are borne directly by the Bank and are not charged separately to investment accounts. Equity of IAH's are carried at their book value.

Subject to the provisions thereof, deposits held with the Bank are covered by the Deposit Protection Scheme established by the CBB regulation concerning the establishment of a Deposit Protection Scheme and a Deposit Protection Board.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

8 PRODUCT DISCLOSURES (continued)

8.3 Equity of investment account holders (IAH's) (continued)

The details of income distribution to (IAH) for the last five years are given below:

	2023	2022	2021	2020	2019
Allocated income to IAH	28,364	29,862	25,939	21,574	23,544
Distributed profit	21,558	14,345	11,955	12,285	15,087
Mudharib fees *	6,806	15,517	13,985	9,289	8,457
As at 31 December IAH¹	529,243	568,986	462,999	435,886	467,268
Profit Equalisation Reserve (PER)	-	-	-	-	-
Investment Risk Reserve (IRR)	-	-	-	-	-
Profit Equalisation Reserve-to-IAH (%)	-	-	-	-	-
Investment Risk Reserve-to-IAH (%)	-	-	-	-	-

¹ Represents average balance.

* Net of contribution towards deposit protection scheme.

Ratio of financing of the IAH by type of IAH contracts as at 31 December 2023:

Type of IAH contracts	Ratio of financing
1 Month Mudharaba ¹	45.9%
3 Months Mudharaba	0.7%
6 Months Mudharaba	4.5%
12 Months Mudharaba	16.2%
18 Months Mudharaba	0.1%
24 Months Mudharaba	5.7%
36 Months Mudharaba	0.2%
VIP Mudharaba	26.7%
Total	100.0%

¹ Includes saving account, Al-Wafer account and call mudharaba accounts.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

8 PRODUCT DISCLOSURES (continued)**8.3 Equity of investment account holders (IAH's)** (continued)**Ratio of profit distributed to PSIA by type of IAH (based on tenor):**

Mudharaba Tenor	Profit distribution amount in BD					Ratio of profit paid as a percentage of total				
	2023	2022	2021	2020	2019	2023	2022	2021	2020	2019
1 Month ¹	6,693	5,267	2,712	2,170	1,657	31.0	36.7	22.7	17.7	8.9
3 Months	500	597	852	633	763	2.3	4.2	7.1	5.1	4.1
6 Months	1,173	550	601	656	658	5.4	3.8	5.0	5.3	3.5
12 Months	4,020	2,653	3,024	3,797	4,592	18.6	18.5	25.3	30.9	24.7
18 Months	43	13	6	9	6	0.2	0.1	0.1	0.1	0.0
24 Months	1,887	1,508	1,131	1,312	1,078	8.8	10.5	9.5	10.7	5.8
36 Months	52	22	19	106	514	0.2	0.2	0.2	0.9	2.8
VIP	7,171	3,735	3,610	3,552	5,819	33.4	26.0	30.1	28.9	31.3
Wakala	19	-	-	50	3,515	0.1	-	-	0.4	18.9
Total	21,558	14,345	11,955	12,285	18,602	100	100.0	100.0	100.0	100.0

¹ Includes saving account, Al-Wafer account and call mudharaba accounts.

Distribution of profits by type of IAH products:

Year	Avg. profit earned from IAH assets (%age of asset)	PER set aside as a %age of IAH assets	IRR set aside as a %age of IAH assets	Mudharib fees as a %age of IAH assets	Profit paid as a %age of IAH assets
2023	5.36	-	-	1.29	4.07
2022	5.25	-	-	2.73	2.52
2021	5.60	-	-	3.02	2.58
2020	4.95	-	-	2.13	2.82
2019	5.04	-	-	1.81	3.23

Public Disclosure (continued)

As at 31 December 2023

BD '000s

8 PRODUCT DISCLOSURES (continued)

8.3 Equity of investment account holders (IAH's) (continued)

Following are the average profit rates declared and distributed to the investors by the Bank:

	2023	2022	2021	2020	2019
1 Month Mudharaba ¹	2.56%	1.80%	1.42%	1.32%	1.03%
3 Months Mudharaba	4.69%	2.77%	2.80%	3.28%	3.66%
6 Months Mudharaba	5.33%	2.71%	2.93%	3.45%	3.69%
12 Months Mudharaba	4.84%	3.02%	3.27%	3.71%	3.86%
18 Months Mudharaba	4.70%	3.23%	3.39%	3.70%	3.44%
24 Months Mudharaba	5.56%	4.27%	3.98%	5.88%	5.48%
36 Months Mudharaba	4.24%	3.38%	3.74%	2.10%	5.22%
VIP Mudharaba	5.40%	3.15%	3.40%	4.18%	4.94%
Wakala	3.34%	-	-	0.96%	-

¹ Includes saving account, Al-Wafer account and call mudharaba accounts.

The Bank refers to the group of commercial Islamic banks incorporated in the Kingdom of Bahrain so as to benchmark the rate of return on IAH.

IAH account by type of assets:

The following table summarises the movement in type of assets in which the IAH funds are invested and allocated among various type of assets for the year ended 31 December 2023:

Particular	Allocation at		Allocation at 31 December 2023	Proportion of total assets (%)	% of funding by IAH as at 31 December 2023
	1 January 2023	Movement			
Cash and bank balances	120,873	(92,481)	28,392	5.30%	24.40%
Placements with financial institutions	62,631	(62,631)	-	0.00%	0.00%
Financing assets	132,332	246,481	378,813	70.72%	69.09%
-Murabaha	132,332	246,481	378,813	70.72%	69.09%
-Wakala	-	-	-	0.00%	0.00%
-Istisna	-	-	-	0.00%	0.00%
Investment in Sukuk	289,309	(205,446)	83,863	15.66%	16.04%
Investment securities	-	26,893	26,893	5.02%	29.69%
Investment in real estate	-	17,198	17,198	3.21%	49.48%
Other assets	-	503	503	0.09%	1.91%
Total	605,145	(69,483)	535,662		

Public Disclosure (continued)

As at 31 December 2023

BD '000s

8 PRODUCT DISCLOSURES (continued)**8.3 Equity of investment account holders (IAH's)** (continued)**Variations in Mudarib's agreed profit-sharing ratio from the contractually agreed ratio**

	2023	2022	2021	2020	2019
Average mudarib share as a percentage of total income allocated to IAH	28.13%	45.06%	53.73%	60.72%	46.56%
Average mudarib share contractually agreed with IAH	66.57%	68.56%	63.70%	63.89%	59.38%
Average mudarib fees sacrificed by the Bank	38.44%	23.50%	9.97%	3.17%	12.82%

8.4 Restricted Investment Accounts (RIA's)

The Bank offers Restricted Investment Accounts ("RIA's") to both small investors and high net worth individuals in the GCC. The Bank structures its RIA products to offer its customers an opportunity to choose from a wide range of returns, maturity periods, sectors, asset classes and risk levels. No RIA product was introduced/ marketed by the Bank in 2023.

All RIA offering documents ("Offering Document") are drafted and issued with input from the Bank's Investment Banking, Shari'a, Financial Control, Legal and Risk Management Departments to ensure that the Investors have sufficient information to make an informed decision after considering all relevant risk factors.

The Board of Directors is responsible for providing clear guidelines for the development, management and risk mitigation of its RIA investments and to ensure that there exist sound management and internal control systems to ensure that the interests of the IAH's are protected at all times. Wherever it is necessary for the Bank to establish Special Purpose Vehicles ("SPV's") for management of the investment, the Board ensures that the management of such SPV's is conducted in a professional and transparent manner by a duly appointed Board.

The Bank is aware of its fiduciary responsibilities in management of the RIA investments and has clear policies on discharge of these responsibilities. The Bank's Policy regarding its fiduciary responsibilities to the RIA investors and their funds, includes the following:

- Ensuring that the investment structure, Offering Documents and the investment itself are fully compliant with Islamic Shari'a principles and the CBB regulations;
- Appropriately advising investors, as part of the RIA Offering Document, of all the relevant and known risk factors and making it clear that the investment risk is to be borne by the investor before accepting the investment funds;
- Completing all necessary legal and financial due diligence on investments undertaken on behalf of the investors with the same level of rigor as the Bank requires for its own investments;
- Ensuring that the funds are invested strictly in accordance with the provisions outlined in the Offering Documents;
- Putting in place suitable resources and systems to manage and administer the investment and any necessary RIA SPV(s) and to proactively manage all risks;
- Preparing and disseminating periodical investment updates to investors on a regular basis during the tenor of the investment;
- Distributing the capital and profits to the investor in a just and equitable manner as Mudharib; and

Public Disclosure (continued)

As at 31 December 2023

BD '000s

8 PRODUCT DISCLOSURES (continued)

8.4 Restricted Investment Accounts (RIA's) (continued)

- In all matters related to the RIA, RIA SPV(s) and the investment, act with the same level of care, good faith and diligence as the Bank would apply in managing its own investments.

Within the Bank, the above mentioned responsibilities and functions are provided, managed and monitored by the Board of Directors along with qualified and experienced professionals from the Investment Banking, Shari'a, Financial Control, Legal, Investment Administration and the Risk Management Departments.

Investment update reports are prepared and disseminated by the Bank to the RIA Investors on a periodic (at least on a half yearly) basis outlining any material contracts/decisions, investment performance, distribution (if any) or exit criteria/information. The Group has outsourced the day to day management of the assets under management to its Parent.

GFH Group is carrying out a group restructuring program (the 'program') which involves the spinning off of its infrastructure and real estate assets under a newly established entity "Infracorp" ("the Company"), which will be capitalized with more than US\$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.

For detailed discussion on the group restructuring program, kindly refer to note 12 on the consolidated financial statement for the year ended 31 December 2023.

RIA name	Details	Launch date	Projected returns	Return frequency	Return annualized (%)				
					2023	2022	2021	2020	2019
RIA 1 – Safana	An investment structure designed to participate in the equity interest of Safana Investment WLL. A company established for the purpose of acquiring reclaimed land to subdivide and sell. In 2011, the Bank made an offer to buy back < BD 20,000 of each investors funds in RIA 1 at par. This offer was formalized in a letter to investors dated 25 May 2011. A total of 74 of the 95 RIA 1 investors accepted the offer at a cost of BD 1,220,000 to the Bank and resulting in a total of 39 investors being fully exited from the RIA. As a result, total investors funds have reduced to BD 8.34 million.	2007	61.78%	Bullet over payment on maturity	-	-	-	-	-
	KHALEEJI and NS12 (special purpose vehicle incorporated by the Bank on behalf of investors with the principle purpose of holding plots of lands in the Nurana Project) recently appointed Key Point to work out an in-kind exit scheme for the RIA investors by offering the 19 plots. Scheme documents has been received from Key Point and approved by KHALEEJI and NS 12 management to be circulated to investors.								

Public Disclosure (continued)

As at 31 December 2023

BD '000s

8 PRODUCT DISCLOSURES (continued)

8.4 Restricted Investment Accounts (RIA's) (continued)

RIA name	Details	Launch date	Projected returns	Return frequency	Return annualized (%)				
					2023	2022	2021	2020	2019
RIA 5 – North Gate	A restricted investment product which owns a 6.0% stake in Shaden Real Estate Investment WLL which in turn (through its subsidiaries), holds a parcel of reclaimed land measuring approximately 3.875 million Sq. Meters (located in Al-Hidd, Muharraq). The mixed-use plot will be sold to end users subsequent to the completion of infrastructure works.	2008	90.66% over product tenor	Bullet return on maturity	-	-	-	-	-

During Q1 2015, the Bank effected a buy-back option to all RIA investors for up to an amount of BD 30,000 plus 5% premium for all investors. RIA investors holding BD 30,000 and below was exited in full. A detailed letter was sent to all RIA investors in this regard. The offer was made valid up to 15 June 2015 AND during Q3 2015 the Bank paid 5.62% as partial redemption to the remaining investors.

Moreover, during December 2018 dividend declared amount of BD 259,500 to all RIA investors and it was paid by following quarter.

The Board of directors of KHALEEJI, in its meeting dated 6 May 2021 approved the consolidation and aggregation of its real estate and infrastructure exposures by offering a structured exit to its asset under management investors through a combination of cash and in-kind consideration therefore RIA investors have received an offer the exit the fund.

As of 31 December 2023, the Group has acquired shares in RIA-6 amounting to BD 2.938mn, which will be part of the assets to be transferred to Infracorp.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES

9.1 Corporate governance structure

Khaleeji Bank B.S.C. ("the Bank" or "Khaleeji") is governed by the Bahrain Commercial Companies Law No. 21 of 2001 and its amendments (the "Companies Law"), the Kingdom of Bahrain Corporate Governance Code (the "CGC"), volume 2 and volume 6 of the Rulebook of the CBB (and in particular the High-Level Controls ("HC Module")), and the Bahrain Stock Exchange Law of 1987 (collectively, the "Regulations").

The Bank acknowledges its responsibility to all its stakeholders and is committed to the highest standards of corporate governance. The Bank believes good corporate governance enhances stakeholder value and provides an appropriate guidance to the Board, its committees, and the Bank's Executive Management to carry out their duties in the best interest of the Bank and its stakeholders. The Bank maintains the highest levels of transparency, accountability and good management, through the adoption the highest standards of corporate governance, and monitoring of corporate strategies, goals and policies to comply with its regulatory and ethical responsibilities.

9.2 Code of conduct

The Board has approved a code of conduct for all staff of the Bank and the Board members. The Code includes the process of dealing with conflict of interests. 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. A declaration is made by the Board members prior to each Board meeting confirming that they have disclosed all external appointments and notified the Chairman if there have been any changes to their external appointments since the previous meeting. Board members are excluded from dealings in matters related to an external entity where they hold an appointment at that entity.

9.3 Compliance with regulations

The Bank always ensures compliance with the regulations applicable to an Islamic licensed bank. It would report any non-compliance with the guidelines should there be any. The Bank's obligations to comply with the Regulations have been addressed through following a Corporate Governance Handbook in accordance with the corporate governance ("CG") and the High-Level Controls Module of the CBB Rulebook. The CG Handbook was developed to manage the Board and committees Charter, Management Committee Charters, Board and Management Code of Conduct, Conflict of Interest Policy, Whistle Blowing Policy, Corporate Governance Guidelines, Social Responsibility, Directors' Appointment Agreement, Board and Directors' Evaluation, and a Key Persons' Dealing Policy.

The Bank is committed to continuously review and develop its corporate governance policies to ensure compliance with the changing requirements of the Regulations and to ensure compliance with the international corporate governance best practice. The Bank, through its Board and Board Committees, endeavors to deliver the highest standards of governance for the benefit of its stakeholders.

9.4 Board of directors

As at 31 December 2023, the Bank's Board of Directors comprise of nine members. Members of the Board were elected/ appointed for a three year renewable term during the Ordinary General Meeting ("OGM") meeting held on 23 September 2020, with an absence of women representation. The current composition of the Board complies with the requirements of the Regulations, except for the requirements stated in paragraph 16 below.

The Board Nominations, Remunerations and Governance Committee ("BNRGC") reviews the skills and qualifications required of directors on periodic basis for potential nominee director. A nominee director may be elected by the shareholders upon receiving majority of votes during the election process. Positions at the Board are filled in compliance with the Bank's Articles of Association and the Commercial Companies Law. A Director's membership to the Board shall terminate in the cases provided for by the Companies Law and the Articles of Association of the Bank.

The Chairman of the Board of Directors is charged with regular supervision and assessment of executive management and is responsible for leading the Board, ensuring its effectiveness, monitoring the performance of the Chief Executive Officer ("the CEO"), and maintaining a dialogue with the Bank's stakeholders. The Board has constituted certain committees with specific delegated authorities to oversee and guide the management in specific areas of the Bank's operations and decision-making. The Board, either directly or through its various committees, will oversee the management of the Bank.

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)**9.4 Board of directors** (continued)

The Board has formalized the division of work responsibilities between the Board and the Bank's management. Working in consultation with the Bank's management team, the Board provides oversight for the overall management of the Bank's business. The Board reviews and approves the corporate strategy for the Bank and has overall responsibility for risk management, financial reporting and corporate governance issues. Matters that specifically require Board approval include, amongst other things, the financial statements and the acquisition and disposal of companies. The Board also ensures that the Bank upholds the Bank's core values including the values set out in the Bank's internal policies.

The Board Audit and Risk Management Committee ("BARMC") in addition to the functions of control, ensures that all policies prescribed are reviewed and updated on annual basis. The Risk management department in conjunction with the Internal Audit and Control unit ensures the policies and procedures are updated and adhered to under the oversight of the related management committees. The Board is also responsible for approving any related party transaction as per the Bank's authority matrix. In addition, any material transaction defined by the Bank (10% of the Banks' capital) should be approved by the Board. The preparation of the consolidated financial statements of the Bank and the Group's undertaking to operate in accordance with Islamic Sharia rules and principles is the responsibility of the Board of Directors. The duties, functions, and responsibilities are detailed in the Bank's Corporate Governance Framework.

In compliance with the CBB requirements, the position of the Chairman and that of the CEO are segregated and there is no amalgamation of responsibilities in these two positions.

Members of the Board always have access to the Bank's management. The CEO together with the Bank's senior management monitors the Bank's performance against pre-set corporate objectives and manages the Bank's day-to-day affairs based upon the policies, objectives, strategies and guidelines lay down and approved by the Board from time to time.

The Board of Directors of the Bank comprises of Executive and Non-Executive Directors. The Board has five independent members (out of a total of nine Directors).

Upon appointment, each Director is provided with a comprehensive, formal and tailored induction which includes, amongst other things, a review of the Board's role and duties and the relevant Director's roles and duties to the Bank; meetings with the bank's senior management; visits to the Bank's branches and other sites if needed; presentations to explain the Bank's strategic plans and significant financial, accounting, risk and legal issues and compliance programs; and meetings with internal and external auditors and legal counsel. In accordance with paragraph 1.9.1 of the HC module of CBB Rulebook, the Board and its committees are also individually evaluated and assessed for their performance effectiveness. The Board has conducted an evaluation of its performance and the performance of each committee and each individual director during the year 2023.

Each independent Director of the Bank is a professional in their field and possesses a background in the financial and banking field.

The Board of Directors and its committees receive regular reports on various aspects of the Bank's business from senior management as well as from Internal Audit, Risk Management, Financial Control, Compliance & AML, Sharia Coordination and Implementation Department, Internal Sharia Audit, and Operations Departments.

The Chairman, the Board of Directors, and the Board Committees have direct access to the Corporate Secretary, Heads of Internal Audit, Risk Management, Regulatory Compliance, Internal Sharia Audit, and Shari'a Sharia Coordination and Implementation.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.4 Board of directors (continued)

The Board has formalized the division of work responsibilities between the Board and the Bank's management. Working in consultation with the Bank's management team, the Board provides oversight for the overall management of the Bank's business. The Board reviews and approves the corporate strategy for the Bank and has overall responsibility for risk management, financial reporting and corporate governance issues. Matters that specifically require Board approval include, amongst other things, the financial statements and the acquisition and disposal of companies. The Board also ensures that the Bank upholds the Bank's core values including the values set out in the Bank's internal policies.

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In compliance with the CBB requirements, the position of the Chairman and that of the CEO are segregated and there is no amalgamation of responsibilities in these two positions.

Members of the Board always have access to the Bank's management. The CEO together with the Bank's senior management monitors the Bank's performance against pre-set corporate objectives and manages the Bank's day-to-day affairs based upon the policies, objectives, strategies and guidelines lay down and approved by the Board from time to time.

The Board of Directors of the Bank comprises of Executive and Non-Executive Directors. The Board has five independent members (out of a total of nine Directors).

Upon appointment, each Director is provided with a comprehensive, formal and tailored induction which includes, amongst other things, a review of the Board's role and duties and the relevant Director's roles and duties to the Bank; meetings with the bank's senior management; visits to the Bank's branches and other sites if needed; presentations to explain the Bank's strategic plans and significant financial, accounting, risk and legal issues and compliance programs; and meetings with internal and external auditors and legal counsel. In accordance with paragraph 1.9.1 of the HC module of CBB Rulebook, the Board and its committees are also individually evaluated and assessed for their performance effectiveness. The Board has conducted an evaluation of its performance and the performance of each committee and each individual director during the year 2023.

Each independent Director of the Bank is a professional in their field and possesses a background in the financial and banking field.

The Board of Directors and its committees receive regular reports on various aspects of the Bank's business from senior management as well as from Internal Audit, Risk Management, Financial Control, Compliance & AML, Sharia Coordination and Implementation Department, Internal Sharia Audit, and Operations Departments.

The Chairman, the Board of Directors, and the Board Committees have direct access to the Corporate Secretary, Heads of Internal Audit, Risk Management, Regulatory Compliance, Internal Sharia Audit, and Shari'a Sharia Coordination and Implementation.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.4 Board of directors (continued)

The names, title, and other positions held by the Board of Directors are set out below:

Hisham Ahmed Al Rayes

Chairman

Experience:

- Director since June 2012 (Non-Independent and Executive).
- Over 25 years of experience in the financial and banking sector.
- Chief Executive Officer and Board Member of GFH Financial Group – Bahrain.
- Chairman of Infracorp B.S.C.c – Bahrain.
- Chairman of GBCOROB.S.C. (Closed). Kingdom of Bahrain
- Chairman of Esterad Investment Company BSC – Kingdom of Bahrain.
- Chairman of GFH Partners Ltd. – UAE
- Chairman of GFH Capital S.A.
- Board Member Of Bahrain Real Estate Investment (Edamah) B.S.C. (Closed)
- Board Member of Supreme Council for Youth & Sports.

Qualification:

- Master in Business Administration from University of DePaul – USA
- Bachelor of Science in Electrical / Electronic Engineering from University of Bahrain
- He has also served as a noted lecturer at the Abu Dhabi-based The Petroleum Institute.
- Honored by His Majesty King Hamad bin Isa Al Khalifa with the National Action Pioneers Medal (first degree) for being among Bahrain's pioneers for their dedication in serving the nation.

Sh. Ahmed Bin Isa Al Khalifa

Vice Chairman

Experience:

- Director since March 2017 (Independent and Non-Executive).
- Over 34 years of experience in governance and Project & information management.

Qualification:

- Master Certificate in Project Management from the George Washington University – USA.
- BSc in Computer Science from Saint Edwards University – USA.

Hussain Sayed Ali Al Hussaini

Board Member

Experience:

- Director since December 2020 (Independent and Non-Executive).
- Over 37 Years of experience in the financial and banking sector.
- Previously occupied many positions such as Chairman, Vice Chairman, and Member of various Boards and Committees for companies, financial institutions and investment firms.

Qualification:

- MBA in Marketing and Management from DePaul University – USA.
- BA in Economics from Concordia University – Canada.
- PMD from Harvard Business School – USA.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.4 Board of directors (continued)

Reyadh Eid Al Yaqoob

Board Member

Experience:

- Director since October 2018 (Independent and Non-Executive).
- 34 Years of experience in the field of Leadership, Management & Project Supervision within the Government Sector.

Qualification:

- MSc in Systems Management from the Naval Postgraduate School, USA.
- National Diploma in Aerospace Studies from the Brunel.
- Certificate in Operation Research (OR) from the Royal Military College of Science – UK.

Salah Sharif

Board Member

Experience:

- Director since November 2020 (Non-Independent and Executive).
- Over 33 Years of experience in many fields in the Banking Sector.
- COO of GFH Financial Group – Bahrain.
- Chairman of Roebuck Asset Management – UK.
- Chairman of Student Quarters – USA.
- Chairman of Big Sky Asset Management – USA.
- Board Member in several Projects and Operating Companies that fall under the GFH Financial Group Brand.
- Board Member of Infracorp B.S.C.c - Bahrain.

Qualification:

- MBA with Distinction from Glamorgon University – Wales.

Isa Abdulla Zainal

Board Member

Experience:

- Director since September 2020 (Independent and Non-Executive)
- Over 39 Years of experience in the fields of Audit, Business Advisory and Islamic Investment Banking
- Chairman of Health 360° Ancillary Services W.L.L
- Chairman of Bahrain Bay Utilities Company BSC – Bahrain.
- Vice Chairman of Global Banking Corporation BSC – Bahrain.
- Board Member of Nuyu (Women Fitness Company) – KSA.
- Board Member of Eskan Bank – Bahrain.

Qualification:

- BA with Honors in Accounting from University of Bahrain.
- CPA from the State of Georgia – USA.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.4 Board of directors (continued)

Mazen Ibrahim Abdulkarim

Board Member

Experience:

- Director since September 2020 (Independent and Non-Executive).
- Over 29 Years of experience in the fields of Banking and financial Investments.
- Board Member of Esterad Investment Company BSC – Kingdom of Bahrain.
- Board Member of Gulf Investment Corporation GSC – Kuwait.
- Board Member of Sayacorp Aqar W.L.L. – Kingdom of Bahrain

Qualification:

- BSc with Honours in Finance from Bentley University – USA.

Mosabah Saif Al Mutairy

Board Member

Experience:

- Director since September 2020 (Non-Independent and Non- Executive).
- Over 30 Years of experience in the fields of Administration, Accounting, and Investment.
- Chairman of Green Valley Farms LLC – Oman.
- Board Member of Hotel. Management Company (Chedi).
- Board Member of Oman National Investment Development Company SAOC – Tanmia.
- Board Member of Bank Nizwa – Oman.

Qualification:

- MBA in Finance from the University of Lincolnshire & Humberside – UK.
- Postgraduate Qualification in Accounting from South Bank University – UK.

Ali Murad Ali Murad

Board Member

Experience:

- Director since April 2022 (Non-Independent and Non-Executive).
- Over 22 years of experience in the Banking and Private Sectors, as well as the fields of Credit Analysis, Treasury, Private Banking, and Investment
- Managing Director and Co-Founder of Pinnacle W.L.L. – Bahrain
- Board Member of GFH Financial Group
- Board Member in several companies such as GFH Capital SA, GFH Partners Ltd. Dubai, Al Areen Holding Company, and EAT app

Qualification:

- BSc and BA in Marketing from Suffolk University, Boston, Massachusetts – USA.

* The qualifying criteria for 'Independent Directors' are as per the Corporate Governance guidelines of the CBB.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.5 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 the Bank. The BOD may pass its resolutions by post, e-mail, fax, conference calls, video calls or any other means of audio or video communication.

9.6 Refraining from voting on any decision or anything subject to a possible conflict of interest.

As per Bahrain Commercial Companies Law and CBB's regulations, Board members are required to disclose potential conflicts as well as refrain from participating in any conflicted decisions. This includes potential conflicts that may arise when a Director takes up a position with another company or has any material transactions with the Bank. In addition, exposures to major shareholders, directors and senior management are governed by the regulations of the CBB.

Related party transactions are entered into in compliance with Article 189 of the Commercial Companies Law. Details of related party transactions, carried out at arm's length, are disclosed in Note 29 of the financial statements.

Khaleeji is committed to professionally managing potential conflicts of interest which may arise during business to meet the Bank's obligations. As such, the Bank maintains a conflict-of-interest policy outlining clear and transparent procedures for dealing with instances falling under the abovementioned scenarios, in line with CBB Rulebook Volume 2 and Volume 6 in addition to the provisions of the Bahrain Commercial Companies Law. In the event of a conflict of interest occurring, the individual must promptly disclose any matter that may result, or has already resulted, in a conflict of interest.

The conflicted individual must additionally abstain from getting involved in or voting on any matter where they may have a conflict of interest or where their objectivity or ability to properly fulfil duties may otherwise be compromised. Any decision to enter into a transaction in which an approved person appears to have a material conflict of interest must be formally or unanimously approved by the entire Board. These events are recorded in the applicable Board or subcommittees meeting minutes.

Below illustrates the instances whereby a Board Member has abstained from voting because of conflict of interest. It is to be noted the below is inclusive of the Board and its Subcommittees.

Ser.	Board Member Name	Abstaining from Voting Instances	Approval Authority	Status
1	Hisham Al Rayes	2	Board of Directors	Approved
2	Reyadh Al Yaqoob	1	Board of Directors	Approved
3	Salah Sharif	2	Board of Directors	Approved
4	Mazen Abdulkarim	1	Board of Directors	Approved
5	Mosobah Al Mutaury	2	Board of Directors	Approved
6	Ali Murad	2	Board of Directors	Approved

9.7 Board of directors' interests

As of the year ended 31 December 2023, the members of the Board collectively held zero shares in the Bank.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.8 Board committees

The Board of Directors has constituted three Committees with specific delegated authorities.

Committee	Members	Primary responsibilities
Board Nominations, Remunerations and Governance Committee (BNRGC)	<ul style="list-style-type: none">• Reyadh Eid Al Yaqoob (Independent and Non-Executive)• Mazen Ibrahim Abdulkarim (Independent and Non-Executive)• Mosobah Saif Al Mutairy (Non-Independent and Non- Executive)• Sh. Dr. Fareed Yaqoob Al Muftah (Chairman of SSB)	<ul style="list-style-type: none">• Human Resources.• Compensation and incentives.• Administration.• Corporate Governance.• ESG.
Board Audit and Risk Management Committee (BARMC)	<ul style="list-style-type: none">• Sh. Ahmed Bin Isa Al Khalifa (Independent and Non-Executive)• Isa Abdulla Zainal (Independent and Non-Executive)• Mazen Ibrahim Abdulkarim (Independent and Non-Executive)	<ul style="list-style-type: none">• Internal Audit.• External Audit.• Compliance.• Anti-Money Laundering.• Risk management.• Policies related to risk management.
Board Investment and Credit Committee (BICC)	<ul style="list-style-type: none">• Hisham Ahmed Al-Rayes (Non-Independent and Executive)• Husain Alhusaini (Independent and Non-Executive)• Ali Murad Ali Murad (Non-Independent and Non-Executive)• Salah Abdulla Sharif (Non-Independent and Executive)• Sattam Sulaiman Algosaibi (non-voting member)	<ul style="list-style-type: none">• Investment & credit approval.• Setting limits.• Investment policies.• Asset Liability Management.• Banking relationship.• Oversight of Off-Balance Sheet Vehicles.

Meetings of the Board and its committees are held as and when required but in accordance with the Regulations the Board meets at least once a quarter. The Board of Directors met five times in 2023. The Bank held its Annual General Assembly (AGM) and the Extraordinary General Meeting (EGM) on 22 March 2023. In addition to physical meetings, several written resolutions were circulated to the Directors during 2023 for approval by email.

During the year, the Board Audit and Risk Management Committee (BARMC) held six meetings (minimum 4 per year), the Board Investment and Credit Committee (BICC) held nine meetings (minimum 4 per year), the Board Nominations, Remunerations and Governance Committee (BNRGC) held five meetings (minimum 2 per year).

9.9 Election system of directors and any termination arrangements

The system for the election and termination of Directors is governed by the Companies Law and Articles –18-20 of the Bank's AOA. Also, Articles 28 and 29 of the AOA define the cases in which the Bank may terminate the Director's membership. Furthermore, in line with the Article 179 of Companies Law and Articles 21 the 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.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)**9.10 Board and Subcommittees meeting dates and attendance**• **Board of Directors meetings**

	Meetings dates during the year 2023					
	7 Feb.	9 May	3 Oct.	7 Nov.	5 Dec.	Attendance %
Hisham Al Rayes	✓	✓	✓	✓	✓	100%
Sh. Ahmed Bin Isa Al Khalifa	✓	✓	✓	✓	✓	100%
Husain Alhusaini	✓	✓	✓	✓	✓	100%
Reyadh Al Yaqoob	✓	✓	✓	✓	✓	100%
Salah Sharif	✓	✓	✓	✓	✓	100%
Isa Zainal	✓	✓	✓	✓	✓	100%
Mazen Abdulkarim	✓	✓	✓	✓	✓	100%
Mosobah Al Mutairy	✓	✓	✓	✓	✓	100%
Ali Murad	✓	✓	✓	✓	✓	100%

• **BNRGC meetings**

	6 Feb.	1 Mar.	8 May	2 Oct.	2 Nov.
Reyadh Eid Al Yaqoob	✓	✓	✓	✓	✓
Mazen Abdulkarim	✓	✓	✓	✓	✓
Mosobah Almutairy	✓	✓	✓	✓	✓
Sh. Dr. Fareed Y. Al Muftah	✓	✓	✓	✓	✓

• **BARMC meetings**

	24 Jan.	6 Feb.	8 May	6 Aug.	2 Oct.	6 Nov.
Sh. Ahmed Bin Isa Al Khalifa	✓	✓	✓	-	✓	✓
Mazen Ibrahim Abdulkarim	✓	✓	✓	✓	✓	✓
Isa Abdulla Zainal	✓	✓	✓	✓	✓	✓

• **BICC meetings**

	11 Jan.	7 Feb.	14 Apr.	9 May	20 Jun.	4 Sep.	3 Oct.	7 Nov.	19 Nov.
Hisham Al Rayes*	-	-	-	-	-	-	-	-	✓
Husain Alhusaini	✓	✓	✓	✓	✓	✓	✓	✓	✓
Salah Sharif	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ali Murad Ali Murad	✓	✓	✓	✓	✓	✓	✓	✓	✓
Sattam Algosaihi	✓	✓	✓	✓	✓	✓	✓	✓	✓

* Joined the Committee on November 2023

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.11 Shari'a Supervisory Board (SSB)

The Bank's Shari'a Supervisory Board consists of three Islamic scholars who review the Bank'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 Bank to ensure that its activities are conducted in accordance with Islamic Shari'a principles.

Sh. Dr. Fareed Yaqoob Al-Miftah **Chairman**

Experience:

- Member of the Supreme Council of Islamic Affairs.
- Undersecretary – Court of Cassation, Supreme Judicial Council – Bahrain.
- Member, International Islamic Fiqh Academy.
- Former judge of the high Shari'a Court.
- Former Lecturer at the University of Bahrain.

Qualification:

- BA & Master degree from Imam Muhammad ibn Saud University – KSA.
- Ph.D. from the University of Edinburgh – United Kingdom.

Sh. Dr. Fareed Mohammed Hadi **Vice Chairman and Executive Member**

Experience:

- Assistant Professor at the College of Business Administration, University of Bahrain.
- Founder of Islamic Banking and Finance B.Sc. and Master Programs, University of Bahrain.
- Member – Board of Directors BCC Waqf Fund, Central Bank of Bahrain.
- Chairperson and member of a number of Shari'a Supervisory Board in Islamic banks & insurance companies.

Qualification:

- BA & Master degree from Imam Muhammad ibn Saud University – KSA
- Ph.D. in Ibn Hazm's Methodology of Jahala, University of Edinburgh – UK.
- Ph.D. in Al-Bukhari's Methodology, University of Mohammed V – Morocco. Ph.D. in Islamic Studies.

Sh. Dr. Nizam Mohammed Saleh Yaqoobi **Member**

Experience:

- Member of the Shari'a Council of AAOIFI, Bahrain.
- Member of Centralized Shari'a Supervisory Board of the Central Bank of Bahrain.
- Chairperson and member of a number of Shari'a Supervisory Board in Islamic banks & insurance companies.

Qualification:

- BA in Economics and Comparative Religion from the McGill University – Canada.
- Ph.D. in Islamic Studies.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.12 Executive management committees

The Board of Directors delegates the authority for day-to-day management of the business to the Chief Executive Officer (CEO) who is responsible for implementing the Bank's strategic plan. The CEO manage the Bank through the following management committees:

Committee	Primary responsibilities
Management Committee	Strategy, Performance review, Budget, Administration
Asset Liability Management Committee	Balance sheet management, Funding, Liquidity, Banking Relationships
Executive Credit & Investment Committee	Review of Credit proposal, Review of investments, Exit and credit proposals, Monitoring of investments, Risk Management policies, Risk review, Provisions and impairment.
Executive Risk Management Committee	Risk Management policies, Risk review, and Compliance.
Human Resources Committee	Approving the policies and strategy of human resources

9.13 Executive management & other senior management

Some of the most significant changes that occurred at the executive management level during 2023 were the resignation of Mr. Subah Abdulrahman Al Zayani, Head of Marketing & Corporate Communications, and on the other hand, the appointment of Mr. Maitham Abdulhameed Abbas as a head of Business Development.

The names and title of each member of executive and other Senior Management are set out below:

Sattam Sulaiman Algosaibi **Chief Executive Officer**

Experience:

- Over 25 years of experience in the Islamic Banking industry.
- Joined the Bank in 2018.

Qualification:

- Masters in Business Administration from DePaul University – USA.
- BSc in Accounting Science from King Fahad University of Petroleum & Minerals – KSA.

Husam Ghanem Saif **AGM- Treasury & Investments**

Experience:

- Over 34 years of experience in Treasury and Islamic Banking.
- Joined the Bank in 2007.

Qualification:

- BSc in Business Administration and Management from Western International University, London – UK.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.13 Executive management & other senior management (continued)

Mohammed Abdulla Saleh

AGM - Legal, Compliance and Corporate Secretary

Experience:

- Over 21 years of experience in Management, Islamic Banking, Law, Corporate Governance, Compliance, Anti-Money Laundering, and Human Resources.
- Joined the Bank in 2009.

Qualification:

- Masters in IT, Media, and eCommerce Law from the University of Essex – UK.
- BSc in Law from Dubai Police Academy – UAE.
- Advanced Diploma in Islamic Finance from Bahrain Institute of Banking and Finance "BIBF".
- Diploma in Business Management from the University of Bahrain.
- Diploma in Police Sciences from Dubai Police Academy – UAE.
- ICA International Diploma in Compliance from the International Compliance Association "ICA".
- Attended the Waqf Fund - Leadership Grooming Program for Islamic Banks at Ivey Business School in Western University (Canada & Hong Kong).
- Certified Board Secretary.

Abdulnasser Omar Al Mahmood

Head of Shari'a Coordination & Implementation

Experience:

- Over 33 years of experience in Shari'a Audit and Islamic Banking.
- Joined the Bank in 2008.

Qualification:

- Masters in Business Administration with thesis in Shari'a Control and Review in Islamic Banks from Gulf University – Kingdom of Bahrain.
- BSc in Shari'a and Islamic Studies from Qatar University.
- Associate Diploma in Shari'a Control from Cambridge University of Training – UK.
- Advanced Diploma in Islamic Commercial Jurisprudence "ADICJ" from Bahrain Institute of Banking and Finance "BIBF".

Mohamed Ebrahim Al Hashimi

Head of Operations

Experience:

- Over 21 years of experience in Islamic Banking Operations.
- Joined the Bank in 2006.

Qualification:

- BSc in Business Information System from the University of Bahrain.
- Certified Islamic Professional Accountant Program "CIPA".
- Attended Executive Leadership Development Program at Darden School of Business in the University of Virginia – USA.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.13 Executive management & other senior management (continued)

Muna Ghuloom Al Bastaki **Head of Credit Management**

Experience:

- Over 28 years of experience in Banking Credit and Risk.
- Joined the Bank in 2005.

Qualification:

- National Diploma in Computer Studies from Bahrain Training institute.
- Advanced Diploma in Banking Studies from Bahrain Institute of Banking and Finance "BIBF".
- Associate Professional Risk Manager "APRM" from Professional Risk Managers' International Association "PRMIA" – USA.
- IFS Accredited Credit Program (Level I, II and III).

Osama Ali Hasan **Chief Technology Officer**

Experience:

- Over 25 years of experience in the field of Information Technology and Banking.
- Joined the Bank in 2021.

Qualification:

- Master of Science in Information Systems Management from the University of Liverpool – UK.
- B.Sc. in Computer Science from Isra University – Hashemite Kingdom of Jordan.

Fatima Ahmed Al Bin Ali **Head of Human Resources**

Experience:

- Over 23 years of experience in Human Recourse Management
- Joined the Bank in 2008

Qualification:

- Masters in Business Administration specialized in Management from AMA International University – Bahrain.
- BSc in Office Management from University of Bahrain.
- Chartered Membership of the Chartered Institute of Personnel and Development "CIPD".
- Advance Diploma in Islamic Finance "ADIF" from Bahrain Institute of Banking and Finance "BIBF".

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.13 Executive management & other senior management (continued)

Abdulkarim Mohamed Al Zakari
Chief Risk Officer

Experience:

- Over 16 years of experience in Risk Management, Quantitative Modeling & Analytics, and Credit Review Management in Islamic Banking.
- Joined the Bank in 2020.

Qualification:

- BSc in Investment and Financial Risk Management from City University, CASS Business School – UK.
- Chartered Financial Analyst “CFA” from the CFA Institute – USA.
- Certificate in Quantitative Finance “CQF” from the CQF Institute – UK.
- Holder of the Professional Risk Manager “PRM” certificate from the PRMIA Institute – USA.
- Attended a Transformational Leadership Program at Harvard Business School – USA.
- Attended an Executive Program at INSEAD University – France.

Ameera Ahmed Alabbasi
Head of Retail Banking

Experience:

- Over 19 years of experience in Corporate and Retail Banking.
- Joined the Bank in 2008.

Qualification:

- BSc in Marketing from the University of Bahrain.
- Associate Professional Risk Manager “APRM” from Professional Risk Managers’ International Association “PRMIA” – USA.
- Attended Islamic Finance Management Development Program at Coventry University – UK.

Mohammed Hamad Fakhri
Head of Internal Audit

Experience:

- Over 17 years of experience in Internal Audit, Risk Management, Governance, and controls both in Islamic Retail and Investment Banking.
- Joined the Bank in 2012.

Qualification:

- BSc in Accounting from University of Bahrain.
- Chartered Financial Analyst “CFA” from the Chartered Financial Analyst Institute “CFA” – USA.
- Certified Internal Auditor “CIA” from the Institute of Internal Auditors – USA.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.13 Executive management & other senior management (continued)

Aman Ullah Khan

Head of Finance & Administration

Experience:

- Over 18 years of experience in Audit, Consultancy, and Islamic Banking.
- Joined the Bank in 2018.

Qualification:

- BSc in Commerce from University of Karachi - Republic of Pakistan.
- Chartered Financial Analyst "CFA" from the Chartered Financial Analyst "CFA" Institute – USA.
- Fellow Member "FCCA" of Association of Chartered Certified Accountants "ACCA" – UK.
- Associate Member "ACA" of Institute of Chartered Accountants of Pakistan "ICAP" – Republic of Pakistan.
- Certified Islamic Professional Accountant (CIPA) from Accounting & Auditing Organization for Islamic Finance Institutions (AAOIFI).

Nawaf Abdulsalam Al Hosani

Head of Internal Shari'a Audit

Experience:

- Over 15 years of experience in Shari'a Audit, Compliance, and Governance of Islamic Banks and Investment Structures.
- Joined the Bank in 2008.

Qualification:

- Master in Business Administration with concentration on Islamic Finance from University College of Bahrain.
- BA in Islamic Studies "Shari'a" from the University of Bahrain.
- Certified Shari'a Advisor & Auditor "CSAA" from Accounting & Auditing Organization for Islamic Financial Institution "AAOIFI".
- Certified Islamic Professional Accountant "CIPA" from Accounting and Auditing Organization for Islamic Financial Institution "AAOIFI".
- Advanced Diploma in Islamic Commercial Jurisprudence "ADICJ" from Bahrain Institute of Banking and Finance "BIBF".

Ahmed Mohamed Burashid

Head of Corporate Banking & Debt Capital Markets

Experience:

- Over 17 years of experience in. Corporate Banking, Treasury, and Investment Portfolio Management
- Joined the Bank in 2018.

Qualification:

- Masters in Finance from DePaul University – USA.
- BSc in Commerce with Honours from DePaul University – USA.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.13 Executive management & other senior management (continued)

Maitham Abdulhameed Ghulam **Head of Business Development**

Experience:

- Over 19 years of experience in Business Development, Corporate Banking, Credit Risk, and Investment
- Joined the Bank in 2023.

Qualification:

- BA in Economics and Physics from McGill University - Canada.
- ACCA Diploma in Financial Management.
- Certified Professional Risk Manager (PRM) – USA.

9.14 Executive and senior management interests

The following table indicates the executive and senior management shareholding as 31 December 2023:

Executive and senior management	Number of outstanding shares at 31 December 2023	Number of outstanding shares at 31 December 2022*	Movement during the year
Sattam Sulaiman Algosaiabi	-	-	-
Hussam Ghanem Saif	-	-	-
Mohammed Abdulla Saleh	-	-	-
Abdul-Nasser Omar Al-Mahmood	-	-	-
Muna Ghuloom Al Bastaki	-	-	-
Mohamed Ebrahim Alhashimi	-	-	-
Fatima Ahmed Al Bin Ali	-	-	-
Abdulkarim Mohamed Alzakri	-	-	-
Osama Ali Hassan	-	-	-
Mohamed Hamad Fakhri	-	-	-
Aman Ullah Khan	-	-	-
Nawaf Abdulsalam Al Hosani	-	-	-
Ahmed Mohamed Burashid	-	-	-
Ameera Ahmed Al Abbasi	-	-	-
Maitham Abdulhameed Ghulam	-	-	-
Total	-	-	-

Public Disclosure (continued)

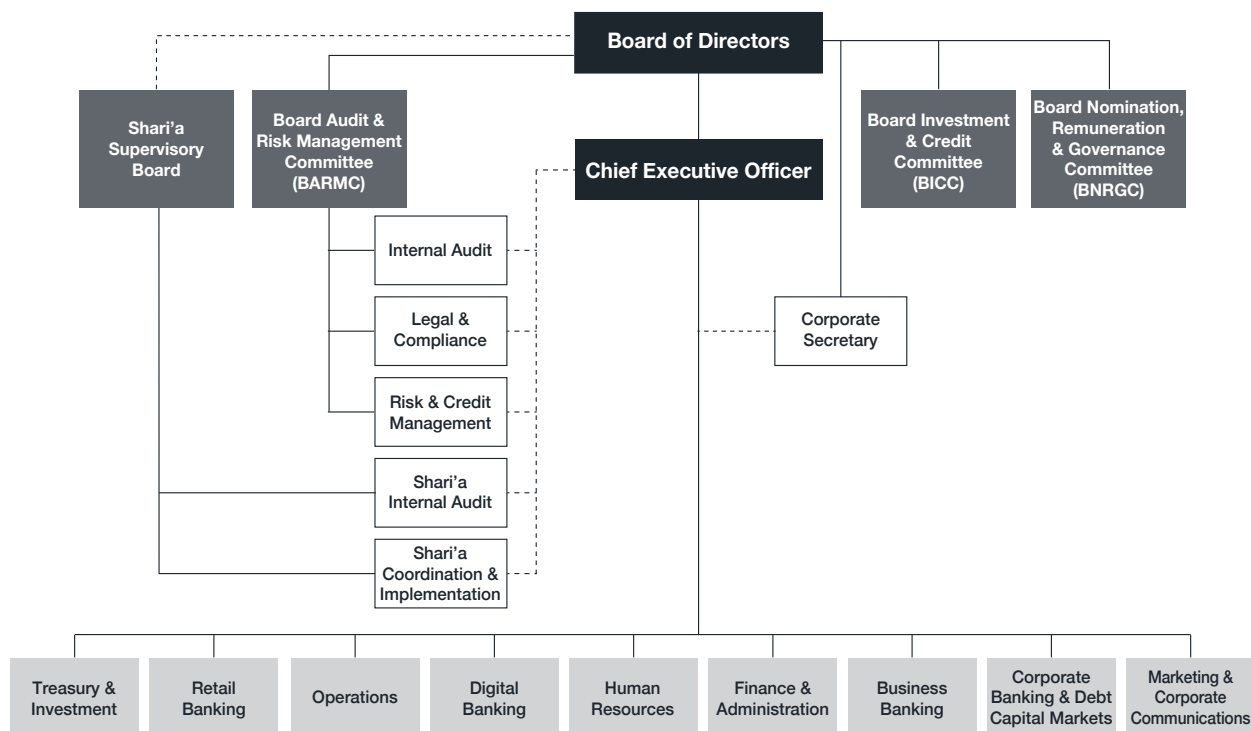
As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.15 Organizational chart

Set out below is the Bank's organization chart, which outlines the different committees and the lines of reporting, as of 31 December 2023.



9.16 Board of Directors & Executive Management compensation

The Bank has both a short-term and long-term compensation structure for its executive management which has been developed based on current market surveys and industry norms. The Bank also had an incentive scheme where in eligible employees were awarded a combination of shares and cash incentives on achievement of pre-determined performance targets. During 2023, the total remuneration of top 6 executives, including CEO and Head of Finance & Administration including other allowances and benefits was BD 1,203,403.

The Bank's board remuneration is determined in line with the provisions of Article 188 of the Companies Law, and their annual remuneration is subject to the approval of the shareholders during the AGM at the end of each year. The Board of Directors is also entitled to sitting fees. The table below illustrates a full account of everything paid to the members of the board of directors during the financial year in the form of salaries, dividends, allowance for attendance (sitting fees), allowance for representation and other expenses:

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.16 Board of Directors & Executive Management compensation (continued)

- First: Executive Management Remuneration Details for Top 6 Executives:**

Executive management	Total paid salaries and allowances	Total remuneration (Bonus)	Any other cash/ in kind remuneration for 2023	Aggregate Amount
Remuneration of top 6 executives, including CEO and Head of Finance &	974,576	179,827	49,000	1,203,403

Note: All amounts are stated in Bahraini Dinars.

Notes:

- The total bonus included BD 89,914 as cash based remuneration and BD 89,913 as shares based remuneration.
- Remuneration details include Board remuneration earned by executive management from their role in investee companies or other subsidiaries.

- Second: Board of Directors' Remuneration Details:**

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 meetings	Others*	Total	Remunerations of the chairman and BOD	Incentive plans	Others**	Total			
First: Independent Directors:											
1- Sh. Ahmed Bin Isa Al Khalifa	20,000	22,000	-	42,000	-	-	-	-	-	42,000	-
2- Hussain Sayed Ali Al Hussaini	26,000	22,000	-	48,000	-	-	-	-	-	48,000	-
3- Reyadh Eid Al Yaqoob	20,000	22,000	-	42,000	-	-	-	-	-	42,000	-
4- Isa Abdulla Zainal	21,500	11,000	-	32,500	-	-	-	-	-	32,500	-
5- Mazen Ibrahim Abdulkarim	29,000	11,000	-	40,000	-	-	-	-	-	40,000	-
Second: Non-Executive Directors:											
1- Mosaboh Saif Al Mutairy	20,000	11,000	-	31,000	-	-	-	-	-	31,000	-
2- Ali Murad	21,000	11,000	-	32,000	-	-	-	-	-	32,000	-
Third: Executive Directors:											
1- Hisham Ahmed Al Rayes	14,000	22,000	-	36,000	-	-	-	-	-	36,000	-
2-Salah Abdulla Sharif	26,000	11,000	-	37,000	-	-	-	-	-	37,000	-
Total	197,500	143,000	-	340,500	-	-	-	-	-	340,500	-

Note: All amounts are stated in Bahraini Dinars.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.16 Board of Directors & Executive Management compensation (continued)

- **Second: Board of Directors' Remuneration Details:** (continued)

Other remunerations:

* It includes in-kind benefits – specific amount - remuneration for technical, administrative and advisory works (if any).

** It includes the board member's share of the profits - Granted shares (insert the value) (if any).

Notes:

1. The Bank does not have any variable remuneration payments, end of service benefits, or expense allowances paid to its directors.
2. Board remuneration represents payments proposed for the year 2023 which are subject to the approval of the shareholders in upcoming Annual General Meeting dated 25th March 2024.

9.17 Shari'a compliance, Regulatory compliance and Anti-Money Laundering

Compliance with Shari'a laws, regulatory and statutory requirements is an ongoing process and the Bank is conscious of its responsibilities in observing all applicable provisions and best international practices in its functioning. The Bank has established the Shari'a Compliance Function and the Regulatory Compliance Function in keeping with Basel and CBB guidelines. The respective units act as a focal point for all Shari'a and regulatory compliance and for adapting other best practice compliance principles.

Anti-Money Laundering measures form an important area of the Compliance Function. The Bank has an Anti-Money Laundering and Combating Terrorist Financing Policy and Procedure approved by the Board, which contains sound Customer due diligence measures, procedure for identifying and reporting suspicious transactions, a program for periodic awareness training to staff, record-keeping, and a designated Money Laundering Reporting Officer (MLRO). The Bank's Anti-Money Laundering measures are reviewed by independent external auditors every year and their report is submitted to the CBB. The Bank is committed to combating money laundering and is in compliance with the guidelines issued by the CBB in relation to Anti-Money Laundering requirements.

As per rule HC-A.1.8 and HC-8.2.1 (c) of the HC Module with reference to the disclosure of the noncompliance 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, the Bank wishes to clarify the following:

- The Chairman of the Board, Mr. Hisham Alrayes is an Executive Director, hence he is not an Independent Director as per rules HC-1.4.6 and HC-1.4.8. An exemption was granted from the CBB in this regard.

9.18 Audit fees charged by the external auditor and other non-audit services provided by the external auditor and fees paid

During the Annual General Meeting held on 22nd March 2023, the shareholders approved the re-appointment of KPMG as external auditors for the year ending 31 December 2023 and authorized the Board of Directors to determine their remuneration, accordingly KPMG provided Khaleeji Bank B.S.C. and its subsidiaries with the following services:

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.18 Audit fees charged by the external auditor and other non-audit services provided by the external auditor and fees paid (continued)

Categories of services	Fees in BD (in thousands)	Type of Services included in each category
(a) Audit of the group consolidated financial statements	98	<ul style="list-style-type: none">• Audit of Khaleeji Bank B.S.C. consolidated financial statements for the year ended 31 December 2023.• Audit of the statutory financial statements of Khaleeji Group's subsidiaries.• Review of condensed consolidated interim financial statements of Khaleeji Group for the period ended 31 March, 30 June, 30 Sep 2023.
(b) Services other than Audit* <ul style="list-style-type: none">• Audit Related	62.34	<u>Audit related services</u> <ul style="list-style-type: none">• Agreed Upon Procedures (AUPs) related to Compliance requirements of CBB and MOIC for Khaleeji Bank B.S.C.• Review of raffle draws for the year 2023.• Assistance in review of translation of consolidated financial statements in Arabic.

* The assessment of conflict and independence is subject to review by the Audit Committee of the Group as applicable.

9.19 Related party Transactions

For detailed discussion on the related party transactions, kindly refer to notes (no. 29) on the consolidated financial statement for the year ended 31 December 2023. All related party transactions are approved by the Board of Directors and disclosed to the shareholders in the Annual General Meeting.

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 the parent company, other significant shareholders and entities over which the Group and the shareholders exercises significant influence, directors, sharia board members and executive management of the Group. The transactions with these parties were made on agreed commercial terms.

Details of Directors' interests in the Bank's ordinary shares as at the end of the year were nil (2022: Nil).

Compensation of 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.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)**9.19 Related party Transactions** (continued)

The key management personnel compensation during the year is as follows:

	2023	2022
Board member fees and allowances	445	286
Salaries and other short-term benefits	1,555	1,451
Post employment benefits	93	63

The key management personnel balances as of the end the year is as follows:

	31 December 2023	31 December 2022
Balances due to key management as compensation	480	463

The related party balances and transactions (except for compensation of key managerial personnel) included in these consolidated financial statements are as follows:

31 December 2023	Associates	Directors / Key management personnel and shari'a board members	Parent company / other significant shareholders / entities in which directors are interested	Assets under management (including special purpose entities)	Total
Assets					
Financing assets	-	4,245	23,206	-	27,451
Investment securities	-	-	2,284	4,240	6,524
Equity accounted investees	24,689	-	-	-	24,689
Investment in real estate	-	-	58,297	-	58,297
Assets held-for-sale	-	-	568	108	676
Other assets					
Liabilities					
Placement from financial institutions, Non-FIs and individuals	-	2,112	43,541	-	45,653
Customers' current accounts	1,120	6	11,021	442	12,589
Equity of investment account holders	335	1,895	126,520	129	128,879
Other liabilities	-	480	-	-	480

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.19 Related party Transactions (continued)

31 December 2022	Associates	Directors / Key management personnel and shari'a board members	Parent company / other significant shareholders / entities in which directors are interested	Assets under management (including special purpose entities)	Total
Assets					
Financing assets	-	3,171	6,902	-	10,073
Investment securities	-	-	2,284	4,461	6,745
Equity accounted investees	24,522	-	-	-	24,522
Investment in real estate	-	-	54,171	-	54,171
Assets held-for-sale	-	-	-	-	-
Other assets	17	-	272	46	335
Liabilities					
Placement from financial institutions, Non-FIs and individuals	-	1,274	86,222	-	87,496
Customers' current accounts	723	69	5,572	451	6,815
Equity of investment account holders	362	1,084	226,111	219	227,776
Other liabilities	-	-	-	-	-

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)**9.19 Related party Transactions** (continued)

2023	Associates	Directors / Key management personnel and shari'a board members	Parent company / other significant shareholders / entities in which directors are interested	Assets under management (including special purpose entities)	Total
Income					
Income from financing assets and ijarah assets	-	298	3,218	-	3,516
Income from investment securities	-	-	-	422	422
Share of loss from equity accounted investees	(925)	-	-	-	(925)
Income from sukuk	-	-	2,194	-	2,194
Fees and other income	-	-	3,523	-	3,523
Expenses					
Finance expense on placements from financial institutions, non-financial institutions and individuals	-	102	4,394	-	4,496
Return to investment account holders	14	94	5,375	6	5,489
Staff cost	-	1,648	-	-	1,648
Other expenses	-	445	-	57	502

During the year, the Bank and its Parent entered into swap agreements to swap investment properties with a carrying value of BD 17,042 thousand in exchange for unquoted equity securities of BD 5,844 thousand, investment properties of BD 7,155 thousand and investment in sukuk of BD 7,566 thousand resulting in a gain of BD 3,523 thousand.

During the year, there were 2 land plots sold to a board member at their carrying value. The total carrying value for these lands was BD 558 thousand.

During the year, the Group paid profit distribution on its AT1 to the Parent for an amount of BD 5,666 thousand (2022: 5,666).

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.19 Related party Transactions (continued)

2022	Associates	Directors / Key management personnel and shari'a board members	Parent company / other significant shareholders / entities in which directors are interested	Assets under management (including special purpose entities)	Total
Income					
Income from financing assets and ijarah assets	-	198	476	-	674
Income from investment securities	-	-	-	-	-
Share of loss from equity accounted investees	(1,252)	-	-	-	(1,252)
Fees and other income	-	-	1,083	-	1,083
	-	-	-	-	-
Expenses					
Finance expense on placements from financial institutions, non-financial institutions and individuals	-	34	1,504	-	1,538
Return to investment account holders	10	38	6,087	4	6,139
Staff cost	-	1,451	-	-	1,451
Other expenses	-	286	-	-	286

9.20 Penalties paid to the Central Bank of Bahrain

During 2023, no penalty was charged to the Bank by the Central Bank of Bahrain (CBB) for failure to comply with CBB requirements.

9.21 Board approved policy on the employment of relatives of approved persons

The Bank does not permit the employment of immediate relatives of current employees. Employment of other relatives is permitted. However, employees who are relatives shall not be placed within the same department or same direct line of supervision. In case of marriage, the Bank reserves the right to terminate the employment of one of the spouses. The HR will disclose to the board of directors on an annual basis relatives of any approved persons (including SSB members) occupying controlled functions within the Bank up to the 4th degree of kinship.

9.22 Board Evaluation

During 2023, the Board conducted an evaluation of its performance and the performance of each committee and each individual director. The evaluation process included assessing how the Board operates, evaluating the performance of each committee in light of its specific purposes and responsibilities, reviewing each director's work, his attendance at Board and committee meetings, and his constructive involvement in discussions and decision making, and reviewing the Board's current composition against its desired composition with a view toward maintaining an appropriate balance of skills and experience and a view toward planned and progressive refreshing of the Board.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)**9.23 Share Capital and distribution of ownership of shares**

	31 December 2023	31 December 2022
Authorised:		
3,000,000,000 ordinary shares of BD 0.100 each	300,000	300,000
Issued and fully paid up:		
847,830,534 ordinary shares (2022: 892,119,480 shares) of BD 0.100 each	84,783	84,783

The shareholders in their extraordinary general meeting dated 24 March 2022, approved the cancellation of the Bank's issued and paid-up capital by BD 4,428,895 through cancellation of 44,228,946 treasury shares of BD 0.100 each and accumulated losses of BD 1,534 thousand. As at 31 December 2023 the Bank's paid capital was BD 84,783,053 (31 December 2022: BD 84,783,053) representing 847,830,534 shares (31 December 2022: 847,830,534 shares).

Distribution schedule of equity shares, setting out the number of holders and percentage in the following categories:

31 December 2023

Categories*	Number of Shares	Number of Shareholders	% of total outstanding shares
Less than 1%	53,735,841	331	6.34%
1% up to less than 5%	22,403,211	2	2.64%
5% up to less than 10% **	47,588,090	1	5.61%
50% and above	724,103,392	1	85.41%
	847,830,534	335	100.00%

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

** Includes treasury shares.

31 December 2022

Categories*	Number of Shares	Number of Shareholders	% of total outstanding shares
Less than 1%	53,735,841	342	6.34%
1% up to less than 5%	22,403,211	2	2.64%
5% up to less than 10% **	47,588,090	1	5.61%
50% and above	724,103,392	1	85.41%
	847,830,534	346	100.00%

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

** Includes treasury shares..

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.23 Share Capital and distribution of ownership of shares

Names and nationalities of the major shareholders and the number of equity shares held in which they have an interest of 5% or more of outstanding shares:

31 December 2023

	Nationality	Number of shares	% of total outstanding shares
GFH Financial Group*	Bahrain	724,103,392	85.41%
Khaleeji Bank B.S.C	Bahrain	47,588,090	5.61%

* These shares are held by KHCB Asset Company on behalf of GFH Financial Group, the Parent.

31 December 2022

	Nationality	Number of shares	% of total outstanding shares
GFH Financial Group*	Bahrain	724,103,392	85.41%
Khaleeji Bank B.S.C.	Bahrain	47,588,090	5.61%

* These shares are held by KHCB Asset Company on behalf of GFH Financial Group, the Parent.

9.24 Earnings prohibited by Shari'a and the annual Zakah contribution

For detailed discussion on how non-Shari'a-compliant earnings and expenditure occur and the manner in which they are disposed of; and the annual zakah contributions of the bank, kindly refer to notes (no. 5) on the consolidated financial statement for the year ended 31 December 2023.

9.25 Review of internal control processes and procedures

Internal Controls are systems designed, introduced and maintained by the Bank's management and top-level executives, to provide a substantial degree of assurance in achieving business objective, while complying with the policies and regulations, safeguarding the assets, maintaining efficiency and effectiveness in regular operations and reliability of financial statements.

All Khaleeji staff members share responsibility of implementing adequate internal controls measures within their respective work context.

Further, Internal Audit conducts risk based reviews to ensure the existence of sound implementation of internal controls across Bank's various activities and operations.

Board Audit Risk Management Committee (BARMC) assists the Board of Directors in fulfilling its oversight responsibilities by reviewing the systems of internal controls which are established by Management and approved by the Board of Directors.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)

9.26 Governance Arrangements to Ensure Shari'a Compliance

Effective implementation of Shari'a Governance is pivotal basis for controlling and drafting the Shari'a compliance in Khaleeji. The Bank endeavors to continually update and adopt best practices in the areas of Sharia governance and compliance with Islamic Shari'a rules and principles in its activities. This adherence is embodied in Khaleeji by adopting an effective framework for Sharia Governance that commensurate and proportionate to the size and nature of the Banks business in accordance with the Rulebook, V-2 issued by the Central Bank of Bahrain.

The Bank has adopted four main components that formed its Sharia Governance framework and is considered as the highest degree of commitment to the Shari'a Governance Framework issued by the Central Bank of Bahrain. These components are:

- Shari'a Supervisory Board;
- Internal Shari'a Audit function;
- Shari'a Coordination and Implementation Function; and
- Independent External Shari'a Compliance Audit.

This Shari'a Governance framework and arrangements ensure that the Bank is in compliance with Shari'a rules and principles, SSB's Fatwas and decisions, Shari'a related policies and procedures, AAOIFI's Shari'a standards, relevant rulings of the CSSB and the regulations, resolutions and directives issued by the CBB.

9.27 Dealing with the Complaints

Khaleeji takes its customer complaints very seriously. The customers Investment Account Holders may provide their feedback, suggestion or complaint through different channels, such as call center, branches, or through email Complaints@khaleeji.bank.

If the complaints team is unable to resolve the matter immediately; the complaints team will send a written acknowledgment of the complaints to the client within 5 working days. Complaints are addressed promptly in accordance with their urgency, in equitable, objective and efficient manner. The complaint team will investigate independently the matter, and will provide the client with an update on her/his complaints through contacting them on the contact numbers, written letters or emails. The customer is also outlined with the options that are open to pursue the matter further.

9.28 Consumer awareness programmes for information on new products and services

Throughout the year 2023, after the successful students-driven campaign for the "Al Waffer" account, Khaleeji has initiated an ambitious strategy of collaborating with special-needs institutions in the Kingdom to announce the winners of the "Al Waffer" account's new set of grand prizes. This campaign was warmly welcomed and widely praised by audiences, which had a great impact on attracting additional followers to the Bank's social media channels and recording a significant increase in the number of new investors in the "Al Waffer" account.

Moreover, Khaleeji has continued to publish advertisements and media messages through print and digital channels like local newspapers, in-branch advertisements, and digital means to announce our new products & services, which included the "Khaleeji Mobile App", Home Finance, Credit Cards, and new services like the Salary Account and Doctors Financing Scheme, the latter launched in collaboration with Tamkeen. This resulted in creating more awareness about the Bank's products & services, while also bolstering Khaleeji's new identity and our image as a leading Islamic Banking institution driven by innovation and an ambition to provide the finest services to our clients.

9 CORPORATE GOVERNANCE & OTHER DISCLOSURES (continued)**9.29 Social functions and charitable contributions of the bank**

During the year 2023, Khaleeji has continued its participation in several social events and activities in the Kingdom of Bahrain, in line with our strong commitment to consolidate its position as one of the leading national institutions and constant endeavours to realize the ambitions of this Kingdom towards itself, Sustainable Development Goals "SDGs", and the objectives of Bahrain Economic Vision 2030. The focus was on four vital sectors: Education, Environment, Youth, and Sports.

On the Educational and Youth side, Khaleeji has continued to play a key role in cooperating with various educational organizations in the Kingdom by supporting and sponsoring a number of pioneering institutions that are dedicated to school and university students like Bahrain Institute for Banking & Finance's "BIBF" new headquarters at Bahrain Bay, as well as Shaikh Ebrahim bin Mohammed Al Khalifa Center for Culture & Research who continue to pursue the preservation of Bahrain's rich past and culture for future generations to see and learn from. For INJAZ Bahrain and our long and steadfast relationship together, we continued to support their programs like "It's My Business" and events like the annual "Young Entrepreneurs Competition", where Khaleeji has sponsored and presented the "Rising CEO Award" for the 2nd year running, in a gesture that embodied the Bank's keenness and commitment to support Bahraini Youth by developing their competencies.

On the Environmental side, the bank has maintained its efforts in raising awareness on the importance of environmental protection and preservation through the support of various initiatives in the Kingdom, considering its major role in achieving Sustainable Development Goals "SDGs" and embracing ESG principles. This included Khaleeji's role as Joint Lead Arranger for a Sustainability-Linked Finance of \$450 million to Bahrain Steel in partnership with a consortium of local and foreign banks in the GCC region, a finance meant to provide capital and push innovation in the development of the world's largest structural roof equipped with solar panels to cover the iron ore mining area, helping to push for further emission reductions and accelerating the Kingdom's shift to lower carbon operations. This is in addition to Khaleeji's commitment to applying the highest environmental standards in its various operations, as well as encouraging efforts to protect the environment and reduce the impacts of climate change, reinforcing our role as a national establishment supporting the achievement of Bahrain Economic Vision 2030 objectives and the Kingdom's ambitious initiative to reach net zero carbon emissions by the year 2060.

On the sports side, we have continued our supportive role for sports activities through our sponsorship of associations like the Bahrain Basketball Association "BBA", activities like the 15th King Hamad Trophy Golf Championship, and individuals like the Equestrian Eyad Fareed Ahmed. This is in line with the bank's belief in the importance of consolidating the distinguished position of Bahraini sports and supporting the ambitions of its various talented players, evidenced by the achievements and titles attained on a regional and global levels.

9.30 KHALEEJI's Shareholders' rights

The Bank has a public disclosure on its website in shareholders' rights. Basic KHALEEJI's shareholders rights include but are not limited to:

- a) Secure methods of ownership registration;
- b) The transfer of shares;
- c) Obtaining relevant and material information on the corporation on a timely and regular basis;
- d) Participating and voting in general shareholder meetings;
- e) Electing and removing members of the board;
- f) Sharing in the profits of the corporation;
- g) Presentations by independent advisers; and
- h) Participating in corporate events.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

10. FINANCIAL PERFORMANCE

Following are basic quantitative indicators of the financial performance:

	2023	2022	2021	2020	2019
Return on average equity *	5.94%	9.24%	7.21%	9.14%	(14.99)%
Return on average assets	0.77%	1.20%	1.03%	0.86%	(1.62)%
Finance income to finance expense	71.82%	110.39%	117.49%	119.25%	119.57%
Cost-to-income **	58.86%	45.43%	41.99%	45.92%	72.58%

* Equity includes Additional Tier 1 capital.

** Cost excludes impairment allowances.

For detailed discussion on the performance for the year, kindly refer to Board of Directors on the consolidated financial statement for the year ended 31 December 2023.

11. REMUNERATION RELATED DISCLOSURES

The Banks total compensation policy, which includes the variable remuneration policy, sets out the Banks's policy on remuneration for directors and senior management and the key factors that were taken into account in setting the policy.

In 2014, the Bank has adopted the Sound Remuneration Practices issued by the Central Bank of Bahrain and has proposed revisions to its variable remuneration framework. The revised policy framework and incentive components were approved by the shareholders in the annual general meeting. The policy is effective starting 2014 annual performance incentives and would be fully implemented for future periods. The policy was revised in 2022 and was reviewed, amended and approved in ordinary general meeting on 24 March 2022

The revision in the share incentive scheme policy included the Bank issuing Phantom Share Awards to covered staff. A Phantom Share Award ("Share") is a cash bonus plan under which the amount of bonus is determined by reference to increase or decrease in value of underlying shares of the Bank. No shares are actually issued to the award holder on vesting of the award and hence holders of awards do not carry any voting rights.

The key features of the remuneration framework have been summarized below.

11.1 Remuneration strategy

It is the Bank's basic compensation philosophy to provide a competitive level of total compensation to attract and retain qualified and competent employees. The Bank's variable remuneration policy will be driven primarily by a performance based culture that aligns employee interests with those of the shareholders of the Bank. These elements support the achievement of our objectives through balancing reward for both short-term results and long-term sustainable performance. Our strategy is designed to share our success, and to align employees' incentives with our risk framework and risk outcomes.

The quality and long-term commitment of all of 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 the Bank, and who will perform their role in the long-term interests of shareholders. The Bank's reward package comprise the following key elements:

1. fixed pay;
2. benefits;
3. annual performance bonus; and
4. the long term performance incentive plan

11. REMUNERATION RELATED DISCLOSURES (continued)**11.1 Remuneration strategy** (continued)

A robust and effective governance framework ensures that the Bank operates within clear parameters of its compensation strategy and policy. All compensation matters, and overall compliance with regulatory requirements, are overseen by the Nomination, Remuneration and Governance Committee of the Board (BNRGC).

The Bank's remuneration policy in, particular, considers the role of each employee and has set guidance depending on whether an employee is a Material Risk Taker and/ or an Approved Person in business line, control or support functions. An Approved Person is an employee whose appointment would require prior regulatory approval because of the significance of the role within the Bank and an employee is considered a Material Risk Taker if they head of significant business lines and any individuals within their control who have a material impact of the Bank'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 line with our performance management system. This assessment also takes into account adherence to the Bank's values, risk and compliance measures above all and acting with 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 BNRGC believes the latter contributes to the long-term sustainability of the business.

11.2 BNRGC role and focus

The BNRGC has oversight of all reward policies for the Bank's employees. The BNRGC 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 BNRGC 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 and the business plan and risk profile of the Bank.

The responsibilities of the BNRGC as regards the variable compensation policy of the Bank, as stated in its mandate, include, but are not limited to, the following:-

Approve, monitor and review the remuneration system to ensure the system operates as intended

Approve the remuneration policy and amounts for each Approved Person and Material Risk-Taker, as well as total variable remuneration to be distributed, taking account of total remuneration including salaries, fees, expenses, bonuses and other employee benefits.

Ensure remuneration is adjusted for all types of risks and that the remuneration system takes into consideration employees that earn same short-run profit but take different amount of risk on behalf of the bank.

Ensure that for Material Risk Takers, variable remuneration forms a substantial part of their total remuneration.

Review the stress testing and back testing results before approving the total variable remuneration to be distributed including salaries, fees, expenses, bonuses and other employee benefits.

Carefully evaluate practices by which remuneration is paid for potential future revenues whose timing and likelihood remain uncertain. The BNRGC will question payouts for income that cannot be realized or whose likelihood of realization remains uncertain at the time of payment.

Ensure that for approved persons in risk management, internal audit, operations, financial controls and compliance functions the mix of fixed and variable remuneration is weighted in favor of fixed remuneration

Recommend Board member remuneration based on their attendance and performance and in compliance with Article 188 of the Bahrain Commercial Companies Law.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

11. REMUNERATION RELATED DISCLOSURES (continued)

11.2 BNRGC role and focus (continued)

Ensure appropriate compliance mechanisms are in place to ensure that employees commit themselves not to use personal hedging strategies or remuneration-and liability-related insurance to undermine the risk alignment effects embedded in their remuneration arrangements.

As outlined in the Corporate Governance section of the Annual Report, the Board is satisfied that all non-executive directors are independent including the BNRGC members. The BNRGC comprises of the following members:

	Appointment Date	6 Feb.	15 Mar.	8 May	2 Oct.	6 Nov.
Reyadh Eid Al Yaqoob	October 2018	✓	✓	✓	✓	✓
Mazen Abdulkarim	September 2020	✓	✓	✓	✓	✓
Mosobah Almutairy	September 2020	✓	✓	✓	✓	✓
Sh. Dr. Fareed Y. Al Muftah	February 2015	✓	-	✓	✓	✓

The aggregate remuneration paid to the BNRGC members during the year in the form of sitting fees amounted to BHD 28,500.

External consultants

Consultants were appointed to advise the Bank on amendments to its variable remuneration policy to be in line with the CBB's Sound Remuneration Practices and industry norms. This included assistance in designing an appropriate Share-based Incentive Scheme for the Bank.

11.3 Scope of application of the remuneration policy

The remuneration policy has been adopted on a bank-wide basis and shall not apply to its non-banking subsidiaries and operations.

11.4 Board remuneration

The Bank's board remuneration is determined in line with the provisions of Article 188 of the Bahrain Commercial Companies Law, 2001. The board of directors' remuneration will be capped so that the total remuneration (excluding sitting fees) does not exceed 10% of the Bank's net profit, after all the required deductions outlined in Article 188 of the Companies law, in any financial year. The board remuneration is subject to approval of the shareholders in the Annual General Meeting. Remuneration of non-executive directors do not include performance-related elements such as grants of shares, share options or other deferred stock-related incentive schemes, bonuses or pension benefits.

11.5 Variable remuneration for staff

The variable remuneration is performance related and consists primarily of the annual performance bonus award. As a part of the 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 the Bank's strategic objectives.

The Bank has adopted a Board approved framework to develop a transparent link between variable remuneration and performance. The framework is designed on the basis that the combination of meeting both satisfactory financial performance and achievement of other non-financial factors, would, all other things being equal, deliver a target bonus pool for the employees, prior to consideration of any allocation to business lines and employees individually. In the framework adopted in determining the variable remuneration pool, the BNRGC aims to balance the distribution of the Bank's profits between shareholders and employees.

11. REMUNERATION RELATED DISCLOSURES (continued)**11.5 Variable remuneration for staff** (continued)

The key performance metrics at the bank level include a combination of short term and long term measures and include profitability, solvency, liquidity and growth indicators. The performance management process ensures that all goals are appropriately cascaded down to respective business units and employees.

In determining the amount of variable remuneration, the Bank starts from setting specific targets and other qualitative performance measures that would result in a target top—down bonus pool. The bonus pool is then adjusted to take account of risk via the use of risk-adjusted measures (including forward-looking considerations).

The BNRGC carefully evaluates practices by which remuneration is paid for potential future revenues whose timing and likelihood remain uncertain. BNRGC demonstrates that its decisions are consistent with an assessment of the Bank's financial condition and future prospects.

The Bank uses a formalized and transparent process to adjust the bonus pool for quality of earnings. It is the Bank's objective to pay out bonuses out of realized and sustainable profits. If the quality of earnings is not strong, the profit base could be adjusted based on the discretion of the BNRGC.

For the overall Bank to have any funding for distribution of bonus pool; thresholds of financial targets have to be achieved. The performance measures ensure that the total variable remuneration is generally considerably contracted where subdued or negative financial performance of the Bank occurs. Furthermore, the target bonus pool as determined above is subject to risk adjustments in line with the risk adjustment and linkage framework.

Remuneration of control functions

The remuneration level of staff in the control and support functions allows the Bank to employ qualified and experienced personnel in these functions. The Bank ensures that the mix of fixed and variable remuneration for control and support function personnel should be weighted in favor of fixed remuneration. The variable remuneration of control functions is based on function-specific objectives and is not determined by the individual financial performance of the business area they monitor.

The Bank'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 compensation for the business units is primarily decided by the key performance objectives set through the performance management system of the Bank. Such objectives contain financial and non-financial targets, including risk control, compliance and ethical considerations as well as market and regulatory environment. The consideration of risk assessment in the performance evaluation of individuals ensures that any two employees who generate the same short-run profit but take different amounts of risk on behalf of the bank are treated differently by the remunerations system.

11.6 Risk assessment framework

The purpose of the risk linkages is to align variable remuneration to the risk profile of the Bank. In its endeavor to do so, the Bank considers both quantitative measures and qualitative measures in the risk assessment process. Both quantitative measures and human judgment play a role in determining risk adjustments. The risk assessment process encompasses the need to ensure that the remuneration policy designed reduces employees' incentives to take excessive and undue risk is symmetrical with risk outcomes and has an appropriate mix of remuneration that is consistent with risk alignment.

Public Disclosure (continued)

As at 31 December 2023

BD '000s

11. REMUNERATION RELATED DISCLOSURES (continued)

11.6 Risk assessment framework (continued)

The Bank's BNRGC considers whether the variable remuneration policy is in line with the Bank's risk profile and ensures that through the Bank'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 and the cost of capital. The Bank undertakes risk assessment to review financial and operational performance against the business strategy and risk performance prior distribution of the annual bonus. The Bank ensures that total variable remuneration does not limit its ability to strengthen its capital base. The extent to which capital needs to be built up is a function of a bank's current capital position and its ICAAP.

The bonus pool takes into account the performance of the Bank which is considered within the context of the Bank'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 the bank 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 BNRGC keeps itself abreast with the Bank's performance against the risk management framework. The BNRGC will use this information when considering remuneration to ensure the return, risk and remuneration are aligned.

Risk adjustments

The Bank has an ex-post risk assessment framework which is a qualitative assessment to back-test actual performance against risk assumptions.

In years where the Bank suffers material losses in the financial performance, the risk adjustment framework would work as follows:

- There would be considerable contraction of the Bank's total variable remuneration.
- At the individual level, poor performance by the Bank would mean individual KPIs are not met and hence employee performance ratings would be lower
- Reduction in 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 bonus awards may be considered.

The BNRGC, with Board's approval, can rationalize and make the following discretionary decisions:

- Increase/ reduce the ex-post adjustment
- Consider additional deferrals or increase in the quantum of share awards
- Recovery through malus and clawback arrangements

Public Disclosure (continued)

As at 31 December 2023

BD '000s

11. REMUNERATION RELATED DISCLOSURES (continued)

11.6 Risk assessment framework (continued)

Malus and Clawback framework

The Bank's malus and clawback provisions allows the Bank's Board of Directors to determine that, if appropriate, unvested elements under the deferred bonus plan can be forfeited/ adjusted or the delivered variable compensation could be recovered in certain situations. The intention is to allow the Bank 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 the Bank to reduce or cancel the awards of employees whose individual behavior has had a materially detrimental impact on the Bank during the concerned performance year.

Any decision to take back an individual's award can only be taken by the Bank's Board of Directors.

The Bank's malus and clawback provisions allows the Bank'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 the following:

- Reasonable evidence of willful misbehavior, material error, negligence or incompetence of the employee causing the Bank/the employee's business unit to suffer material loss in its financial performance, material misstatement of the Bank's financial statements, material risk management failure or reputational loss or risk due to such employee's actions, negligence, misbehavior or incompetence during the concerned performance year.
- The employee deliberately misleads the market and/or shareholders in relation to the financial performance of the Bank during the concerned performance year.
- Clawback can be used if the malus adjustment on the unvested portion is insufficient given the nature and magnitude of the issue.

11.7 Components of Variable remuneration

Variable remuneration has following main 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	Deferred cash will vest on a pro-rata basis over a minimum of three years. Specific malus provisions apply during the deferral period. Employees would be entitled to profit on the deferral cash awards. The date of deferred cash settlement would be set as 1 January each year.
Upfront phantom share awards	These awards will vest immediately but will be released after a minimum retention period of 6 months from the date of award. The number of equity phantom share awards is linked to Bank's Net Book Value as described in a separate Share Incentive Scheme document. Any dividend on real shares will be released to the employees along with the settlement of phantom shares.
Deferred phantom share awards	These will vest on a pro-rata basis over a minimum of 3 years, with an additional 6 month retention period on vested awards. The number of equity phantom share awards is linked to Bank's Net Book Value as described in a separate Share Incentive Scheme document. Specific malus provisions apply during the deferral period and, where applicable, retention periods. Only after this retention period has ended may the awards be settled to the employees. Any dividend on the real shares will be released to the employees along with the settlement of phantom shares (i.e. after the retention period).

Public Disclosure (continued)

As at 31 December 2023

BD '000s

11. REMUNERATION RELATED DISCLOSURES (continued)**11.7 Components of Variable remuneration** (continued)

All deferred awards are subject to malus provisions. All share awards are released to the benefit of the employee after a six month retention period from the date of vesting. The number of equity phantom share awards is linked to the Bank's net book value as per the rules of the Bank's Share Incentive Scheme. Any such dividends shall be released subject to the vesting conditions alongside the underlying phantom shares.

11.8 Deferral of Variable remuneration

Any person who is not an Approved Person or a material risk taker and earns a total remuneration in excess of BHD 100,000 and who is either an approved person or material risk taker shall be subject to deferral of variable remuneration as follows:

Element of variable remuneration	CEO, Deputy and other 5 most highly paid business line employees	Other Covered Staff	Deferral period	Retention	Malus	Clawback
Upfront cash	40%	50%	immediate	-	-	Yes
Upfront phantom shares awards	-	10%	immediate	6 months	Yes	Yes
Deferred cash	10%	-	Over 3 years	-	Yes	Yes
Deferred phantom share awards	50%	40%	Over 3 years	6 months	Yes	Yes

The BNRGC, based on its assessment of role profiles and risk taken by an employee could increase the coverage of employees that would subject to deferral arrangements.

11.9 Details of remuneration paid**(a) Board of directors**

	2023	2022
• Sitting Fees	143	201
• Remuneration	198	191
• Others*	29	35

* This represents airfare, accommodation, transportation and food and beverages paid on behalf of the Board members.

(b) Shari'a's Supervisory Board

	2023	2022
• Sitting Fees	48	50
• Remuneration	Nil	Nil
• Others	-	-

Public Disclosure (continued)

As at 31 December 2023

BD '000s

11. REMUNERATION RELATED DISCLOSURES (continued)

11.9 Details of remuneration paid (continued)

(c) Employee remuneration

	2023								
	Number of staff	Fixed remuneration		Variable remuneration					Total
		Cash	Others	Upfront		Deferred			
				Cash	Shares	Cash	Shares	Others	
Approved persons									
- Business lines	5	555	192	75	-	13	64	9	908
- Control & support	13	707	275	72	7	-	28	49	1,138
Other material risk takers	-	-	-	-	-	-	-	-	-
Other staff	190	2,711	1,402	301	-	-	-	-	4,414
TOTAL	208	3,973	1,869	448	7	13	92	58	6,460

	2022								
	Number of staff	Fixed remuneration		Variable remuneration					Total
		Cash	Others	Upfront		Deferred			
				Cash	Shares	Cash	Shares	Others	
Approved persons									
- Business lines	6	532	188	165	-	41	206	-	1,132
- Control & support	13	707	268	193	21	-	86	15	1,290
Other material risk takers	-	-	-	-	-	-	-	-	-
Other staff	176	2,628	1,209	588	-	-	-	22	4,447
TOTAL	195	3,867	1,665	946	21	41	292	37	6,869

(d) Deferred awards

	2023				
	Cash	Shares	Others	Total	
	(Amount)	(Number)	(Amount)	(Amount)	(Amount)
Opening balance	89	4,117,239	663	-	752
Awarded during the period	13	771,877	98	-	111
Paid out / released during the period	(10)	(709,547)	(89)	-	(99)
Corporate action	-	-	-	-	-
Service, performance and risk adjustments	-	-	-	-	-
Closing balance	92	4,179,569	672	-	764

Public Disclosure (continued)

As at 31 December 2023

BD '000s

11. REMUNERATION RELATED DISCLOSURES (continued)**11.9 Details of remuneration paid** (continued)**(d) Deferred awards** (continued)

	2022				Total (Amount)
	Cash (Amount)	Shares (Number)	Shares (Amount)	Others (Amount)	
Opening balance	63	1,690,414	350	-	413
Awarded during the period	41	2,503,192	313	-	354
Paid out / released during the period	(15)	(76,367)	-	-	(15)
Corporate action	-	-	-	-	-
Service, performance and risk adjustments	-	-	-	-	-
Closing balance	89	4,117,239	663	-	752

(e) Severance pay

During the year 2023 the Bank paid BD NIL as an ex-gratia.