

Annual Report

09



المصرف العالمي  
GLOBAL BANKING  
CORPORATION

## Contents

1. Profile, Vision & Mission
2. Board of Directors
4. Shari'a Supervisory Board
6. Chairman's Message
8. Vice Chairman & Managing Director's Message
10. Executive Management Brief
12. Senior Management Brief
16. Wealth Management and Investment Placement
18. Investment Banking Review
22. Funds Under Management
26. Operations
28. Corporate Governance
32. Compliance and Anti-Money Laundering
33. Organization Chart
34. Corporate Social Responsibility
35. Subsidiaries and Associates
42. Financial Highlights
44. Report of the Shari'a Supervisory Board
45. Consolidated Financial Statements
77. Risk and Capital Management Disclosures  
(Basel II – Pillar III)

### Profile

**Global Banking Corporation B.S.C. (c) (GBCORP), incorporated in the Kingdom of Bahrain in June 2007, is an Islamic investment bank focusing on the core business areas of corporate finance, private equity, M&A and advisory in the following main sectors: telecom, healthcare, infrastructure and real estate, energy, hospitality, asset and wealth management advisory, proprietary trading, investment placement and advisory services for real estate and infrastructure development.**

**In a short span of just three years, GBCORP has received global acknowledgments from industry leaders. GBCORP was recently honoured with the ‘Leader in Islamic Investments’ award by the Arabic Achievements Award 2010 and was voted the ‘Best New Bank’ in 2008 and the ‘Best Islamic Bank in Bahrain’ in 2009 by the Islamic Finance News (IFN), Malaysia. GBCORP also received the ‘Best New Bank’ award from CPI and the GCC Europe Expo Award for ‘Best Business Innovation of the Year’, in 2008.**

**GBCORP aims to be a financial powerhouse, keen to establish a global footprint and envisages tapping into the BRIC nations and other emerging markets with a specific inclination in the sectors of telecom, retail, financial services, food & beverage, healthcare, agriculture, energy and infrastructure development.**

**GBCORP has achieved success leveraging on the credibility, industry expertise and acknowledged positions of its shareholders and members of the board. GBCORP has a robust capital structure, excellent capital adequacy ratios and is backed by a strong team of seasoned banking professionals.**

**GBCORP remains committed to providing investors better investment avenues, ensuring significant return on investments and most importantly, making a perceptible and positive difference in all areas of its operations.**

### Vision

GBCORP’s vision is to be the leading investment bank in the GCC with global reach, the ability to merge international investment excellence with local expertise, and a commitment to deliver consistent returns to shareholders and investors alike.

### Mission

Our mission is to create long-term profitable growth and superior returns on investment for shareholders, partners and investors, and we envision being a leading investment bank providing banking services and operating to recognized international standards.

We will invest in the highest calibre banking professionals to grow the business through international ventures which utilise the expertise of our investment bankers, enabling GBCORP to achieve its financial goals by exploiting sound judgement, objective advice and excellence in personal service.

## Board of Directors

The Board maintains its trust in the ability of GBCORP's management to continue to develop strategic initiatives to retain investor confidence and take necessary measures to develop and sustain growth.



### **Saleh Al Ali Al Rashed**

Chairman (Non Executive)

Chairman of Audit and Risk Committee

Chairman of Nomination, Remuneration & Corporate Governance Committee

Sh. Al Rashed is a member of one of the most esteemed business families in Saudi Arabia. He has been recognized as one of the most successful businessmen in the region. He has more than 35 years of experience and has held many prestigious positions within financial institutions in the Middle East and Europe. He is currently the Chairman of National Amlak Investment Company and Trade Union Insurance Company. Sh. Al Rashed is also the Chairman of Gulf Real Estate Development Companies, Oras Investment Company and Laurus Real Estate Company. He is a Board Member of Al Rayan Bank in Qatar.



### **A.Rahman Mohammed Al Jasmi**

Vice Chairman & Managing Director (Executive)

Chairman of Executive Committee

Member of Nomination, Remuneration & Corporate Governance Committee

Mr. Al Jasmi is a banking and finance professional with more than 20 years of experience in both commercial and investment banking. As the Vice Chairman and Managing Director of Global Banking Corporation B.S.C. (c), Mr. Al Jasmi provides strategic direction to GBCORP's global investment initiatives across the MENA region, Europe and South Asia.

He is the Chairman of Global Real Estate Development Co. (GREDCO), Global Energy Financial Services Co. (GEFSCO) and Marsa Al Seef Real Estate Development Co. He is also instrumental in the creation of a sound Islamic banking platform in the GCC.



### **Salah Saleh Asheer**

Director (Non Executive)

Member of Executive Committee

Mr. Asheer is the Chief Executive Officer in a number of Bahrain-based privately held investment companies. Mr. Asheer is an experienced investment banker with more than 15 years of experience and has served as a Director of several local, regional and international subsidiaries that own and manage a diversified range of investments in the financial services industry, among others. Mr. Asheer is a Certified Public Accountant and holds a BSc degree in Accounting.



**Talal Mohammed Al Mutawa**

Director (Non Executive)  
Vice Chairman of Executive Committee

Mr. Al Mutawa is the Managing Director and CEO of the Manafae Investment in Kuwait, a shareholding company specialised in asset management and investment services. He has over 15 years of experience in the stock exchange markets and in the financial sector. He has been recognized for setting high benchmarks on profitability, introducing new clients, setting up a framework in the local services department and training dealers to improve their technical skills. Prior to joining Manafae Investment, Mr. Al Mutawa was the Manager of Trading and Portfolio Management in Kuwait Asset Management Company (KAMCO) which is a subsidiary of Kuwait Investment Project Company (KIPCO). He was responsible for several public subscriptions and private placements. Mr. Al Mutawa holds a Bachelor's degree in Business Administration.



**Khalid Abdulla Al-Ankary**

Director (Non Executive and Independent)  
Member of Executive Committee

Mr. Al-Ankary is an Operations and Investments professional with more than 17 years of extensive experience across market sectors covering financial, oil and gas manufacturing, retail, insurance, aerospace, telecommunication and the hospitality industry. He is currently the Chief Operating Officer and Deputy General Manager of Bathel Al Khair Est. for Trading & Real Estate in Saudi Arabia. He is also a board member of Samba Financial Group, and Conventional Mutual Funds. Mr. Al-Ankary holds a Bachelor's Degree in Accounting from King Saud University in Saudi Arabia.



**Fady Jan Bakhos**

Director (Non Executive)  
Member of the Audit and Risk Committee

Mr. Bakhos is the General Counsel at the Special Projects Company in the State of Qatar. He has more than 15 years across-the-board experience in Islamic finance, hospitality, oil and gas, media and real estate development, and extensive knowledge and experience in the origination and execution of a wide range of diversified cross-border transactions for corporations and family offices across the Middle East, Europe and the U.S. Mr. Bakhos holds an MBA from the London Business School, a Masters (L.L.M) in International Legal Studies from the Georgetown University Law Centre, Washington. D.C., and a D.E.S. post graduate degree in Private Law from St. Joseph University, Beirut.



**Terry A. Newendorp**

Director (Non Executive)  
Member of Audit and Risk Committee & Member of Nomination, Remuneration & Corporate Governance Committee

Mr. Newendorp has more than 30 years of experience in international capital project development, global financial structuring and project financing. He has extensive experience structuring transactions for capital markets and private placements of debt and equity, particularly for major energy projects globally. In addition to his expertise in structuring commercial bank loans globally, he is an internationally recognized authority on bilateral and multilateral financing institutions, such as the U.S. Export-Import Bank, the World Bank Group, Asian Development Bank, Inter-American Development Bank (IADB), Japan Bank for International Cooperation (JBIC) and the export credit agencies throughout Europe.

## Shari'a Supervisory Board



**His Eminence Sheikh  
Dr. Mohammed Ali Elgari**

Chairman

Sheikh Dr. Mohammed Ali Elgari is a Professor of Islamic Economics at King Abdulaziz University, Jeddah, Saudi Arabia, and Former Director of the Center for Research in Islamic Economics in the same university.

He is an expert at the Islamic Jurisprudence Academy of the OIC and the Islamic Jurisprudence Academy of the Islamic World League and a member of the Shari'a Council of AAOIFI. He is a member of the editorial board of several academic publications in the field of Islamic Finance and Jurisprudence among them: Journal of the Jurisprudence Academy (of the IWL), Journal of Islamic Economic Studies (IDB), Journal of Islamic Economic (IAIE, London), and the advisory board of Harvard Series in Islamic Law, Harvard Law School.

Dr. Elgari is the recipient of the Islamic Development Bank prize in Islamic Banking and Finance for the year 1424H (2004). Dr. Elgari holds a PhD from the University of California.



**His Eminence Sheikh  
Nizam Mohammed Yaquby**

Member

Sheikh Nizam Mohammed Yaquby is an internationally acclaimed Shari'a scholar in the Islamic banking industry. He has a background in both traditional Islamic sciences with senior scholars from different parts of the Muslim World and also a Master's Degree in Economic from McGill University in Canada.

Sheikh Nizam has taught Islamic Subjects in Bahrain and lectured all over the world. He is a member of many International Boards: the Shari'a Council of AAOIFI, Dow Jones Islamic Index, Central bank of Bahrain Shari'a Committee, and IIFM Shari'a Council. He is also a member of several local and International Shari'a Boards.

Sheikh Nizam has edited several Arabic manuscripts and has more the 500 audio-visual lectures and lessons in both Arabic and English.

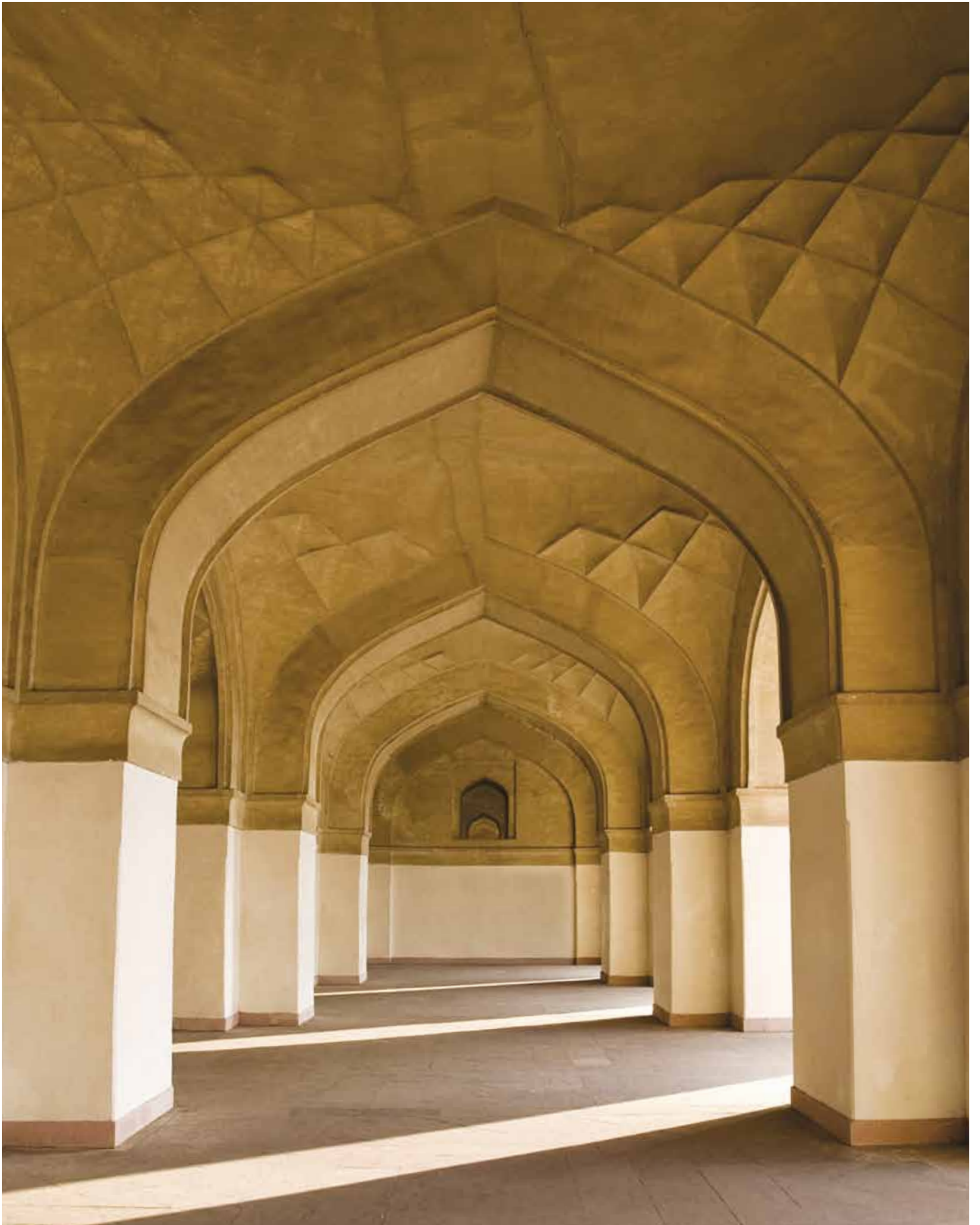


**His Eminence Sheikh  
Osama Mohammed Bahar**

Member

Sheikh Osama Mohammed Bahar is a recognized Shari'a scholar in Islamic banking and financing. He has extensive experience in the structuring of financial and Islamic products and Islamic contracts, in addition to his contributions to a number of research papers on Islamic finance and banking.

Sheikh Osama Bahar holds a Bachelor's degree from Prince Abdul Qader University for Islamic Studies in Algeria and he has a Master's Degree in the Islamic economy from Al Awzai University. He is also a member of many Shari'a Supervisory Boards.



## Chairman's Message



Saleh Al Ali Al Rashed  
Chairman

“We continue to benefit from the confidence of our shareholders and build on our business strengths. Achieving financial stability in a volatile market is indeed a great challenge. I am confident that through the implementation of new strategies, the future years look increasingly fruitful and rewarding.”

**In the name of Allah, the Beneficent, the Merciful, Prayers and Peace upon the Last Apostle and Messenger, Our Prophet Muhammad.**

On behalf of the Board of Directors, it is my privilege to present the third Annual Report of Global Banking Corporation BSC (c) (GBCORP) for the year ended 31st December 2009.

The year 2009 has been a challenging one. As a reflection of the regional and global investment-banking scenario, GBCORP too has felt the impact of the adverse effects of the global economic crisis. However, we have been consistently evolving our business strategies to keep abreast of the challenges through prudent fiscal measures and today we are in a healthier position to address the challenges and opportunities of the future.

GBCORP is a comparatively new investment bank; therefore, the challenges provided us with a tremendous learning exercise, the most important lesson being that we cannot afford to be complacent at any stage. Risk mitigation measures, which were always a strong element of our investment initiatives, have been further strengthened. We have reviewed all our investments over the past years and developed new strategic investment options by diversifying our portfolio and entering into high potential new areas in global markets.

However, I am proud to say that our values have not been changed with the times. We remain committed to human resource empowerment and even in the midst of the economic crisis, GBCORP has successfully retained its human capital and not felt the need to resort to retrenchments. We continue to benefit from the confidence of our shareholders and build on our business strengths. Achieving financial stability in a volatile market is indeed a great challenge. I am confident that through the implementation of new strategies, the future years look increasingly fruitful and rewarding.

Our total operating income for the year ended 31<sup>st</sup> of December 2009 amounted to USD 9.3 million. Total expenses amounted to USD 28.2 million, inclusive of total provisions of USD 4.5 million, resulting in an overall loss of USD 18.8 million for the fiscal year 2009. We have been very cautious and prudent in booking provisions. We expect this trend to reverse as the market environment improves. Our total assets dropped to USD 197.7 million from USD 455 million in 2008. This is attributed largely to our investor funds being utilized in our key projects. During this same period, our liabilities have also dropped from USD 275 million in 2008 to USD 36 million in 2009.

However, we have averaged an overall growth of 11 percent, since our inception in 2007, despite a drop of 10.5 percent in our equity in the fiscal year 2009. Our focus for 2010 will be on exiting one of our major real estate projects and leveraging on opportunities in more positive sectors, such as hospitality, telecom, energy and infrastructure. New investment initiatives and a diversified portfolio of investment instruments, and prudent and pragmatic policies and effective streamlining of operations will ensure that we continue to deliver on our commitment to our stakeholders and maintain an acceptable level of return on our investments.

The Board maintains its trust in the ability of GBCORP's management to continue to develop strategic initiatives to retain investor confidence and take necessary measures to develop and sustain growth.

I would therefore like to take this opportunity to express the sincere appreciation of the Board to our shareholders, our clients and our strategic partners for confidently supporting us during this period of uncertainty. Their continued trust and faith in our management and staff has been a decisive factor in helping us to not only survive but also take full advantage of the fluctuating market conditions.

I also wish to thank our Shari'a Supervisory Board and the region's regulatory and supervisory authorities, especially the Central Bank of Bahrain, for their constructive assistance and advice. We continue to place immense value on our Islamic financial roots and have every faith in our future as a successful and respected Islamic investment bank.

The challenges are certainly not over, but we believe we have the vision, the business expertise, human capital and management skills to emerge victorious because we have the wisdom to learn from every challenge and the enterprise to transform these challenges into opportunities.

**Saleh Al Ali Al Rashed**  
Chairman

## Vice Chairman & Managing Director's Message



**A. Rahman Mohammed  
Al Jasmi**  
Vice Chairman and  
Managing Director

“We have taken the necessary strategic initiatives to understand and put in place measures to reduce the risks of future instability, at the same time making our bank more responsive and better poised to leverage on opportunities and safeguard the interests of our investors and shareholders alike.”

**We began 2009 with the focused objective of positively addressing the economic repercussions and fallout of the global economic crisis. As oil prices dropped directly affecting the real estate market in the region, the adverse effects of the pervasive economic crisis also began to have its negative impact on Bahrain's banking and finance sector.**

Our first two years were primarily focused on real estate infrastructure deals. In 2009, we advanced our development agenda focusing on diversifying our investment portfolio from real estate and doing more balance sheet management by effective rationalisation and cost cutting measures.

Our financial results are an indication of the difficult year that we faced in 2009 and the challenges that await us in 2010. There are positive indications of strong growth in the Kingdom of Saudi Arabia, Abu Dhabi and Qatar, even though the GCC region, as a whole, continues to present a challenging outlook.

We can look forward to new and emerging markets in South Asia, China, India and North America which offer substantial opportunities for growth. Our strategy is to seek out the more positive and revenue generating sectors like telecom, healthcare, agriculture, energy and infrastructure, which are not subject to fluctuation in pricing as the real estate sector.

Focusing on the telecom sector, we have taken the first step in establishing a footprint in India, along with the Batelco group. We are confident that our strategic foray into the telecom sector in India will offer additional opportunities for subsequently identifying and leveraging on investment opportunities in more lucrative sectors.

In 2009, we established Diyafa Holdings to leverage on opportunities in the hospitality, food and beverage, retail and business service sectors. Through Diyafa Holdings, we aim to venture into low capital intensive but high return businesses and be a key player in the franchise market segments for some of the leading international food and hospitality brands as well as creating and developing its own brands in specific market segments.

We have taken necessary strategic initiatives to understand and put in place measures to reduce the risks of future instability, while at the same time making our bank more responsive and better poised to leverage on opportunities and safeguard the interests of our investors and shareholders.

We are an organisation that is respected and acknowledged for its depth of human capital, with the expertise and experience to lead us to greater heights of success. We continue to be proactive rather than reactive in understanding the changing market dynamics and ensuring that our investors and investments are adequately covered in terms of risk mitigation parameters.

Our achievements continue to be acknowledged by industry leaders and I am proud to report that GBCORP has been honoured with the 'Best Islamic Bank in Bahrain' award in 2009 from the Islamic Finance News (IFN). I firmly believe that working together as a team, with the inspiring guidance of the Board of Directors and backed by the expertise and experience of our management team, will ensure our future success.

Moving forward, the Bank will continue to focus on the core areas covering corporate finance, private equity, energy, telecom, asset and wealth management, investment placement, advisory services as in real estate and infrastructure development. With a dedicated team, due diligence and committed approach, I am confident that we will emerge as a stronger institution and continue to deliver positive results.

I would like to emphasize that, despite the challenges of the past and the difficult times ahead, we have the ability to turn these challenges into opportunities. New markets and new sectors offer significant growth opportunities. The need of the hour is to look forward with a positive vision. One negative year is just a reflection of the adverse market conditions. We are confident we will grow stronger and better equipped to address any and all challenges and, once again, emerge as one of the most successful Islamic investment banks in Bahrain.

Together, we will redefine the future.

**A.Rahman Mohammed Al Jasmi**  
Vice Chairman & Managing Director

We have focused on building a very meaningful relationship with our clients, providing them with a factual picture of the emerging scenarios and ensuring that we avoid the fear and scepticism factors that lead to speculation and loss of confidence. Our efforts in this regard have been very successful and we are moving forward with greater understanding and support from our clients.

**After the success of the first two years of our operations, we are today faced with the challenge of moving forward after experiencing the adverse effects of the global economic crisis. Not just the banking and finance sector but almost every industry has been affected by the economic downturn.**

The key challenge facing us now is to cautiously revert from the balance sheet management mode to a growth oriented management focus. Funding is a key issue that the investment banking industry faces. Funding, debt and leveraging is a problem for any banking sector, especially for an investment bank where the majority of the deals are done off balance sheet depending on third party funds to come in and pool the money that's required to complete an acquisition. Today, because of the shrinkage in people's investable income, it makes it harder for us to raise money, even from institutions who have taken a hit on their balance sheets, incomes, and profit and loss.

### **Client Relations**

GBCORP has always been a client centric bank. Since the economic climate deteriorated, we made it a very informative period for our investors, keeping them updated on all investments that they had made with us. We have focused on building a very meaningful relationship with our clients, providing them with a factual picture of the emerging scenarios and ensuring that we avoid the fear and skepticism factors that lead to speculation and loss of confidence. Our efforts in this regard have been very successful and we are moving forward with greater understanding and support from our clients.

### **Opportunities for Islamic Finance**

It is an undeniable fact that the economic crisis has also helped generate added interest in Islamic finance. The significant participation by non-Muslims and non-Islamic countries in Islamic finance is a testament to this. The total assets of the Islamic financial system have surpassed \$1 trillion, a fivefold increase over their magnitude just five years ago. Islamic finance is now among the fastest growing financial segments in the world, with an estimated annual growth of 20 percent. The emergence of more diverse Islamic finance institutions and the development of Islamic finance markets have enabled Islamic financial institutions to broaden their portfolio to include private equity, project finance, the origination and issuance of sukuk (bonds), mutual funds, asset and wealth management activities. There has been a significant evolution in the regulatory and legal framework of Islamic finance, which is shaped by the distinct features of Islamic finance transactions. This has ensured that the growth and development of Islamic finance is accompanied by the corresponding development of this framework.

### **The Way Forward**

As an Islamic investment bank, GBCORP is actively engaged in exploring opportunities in different markets both within the region and outside. Given the fact that within every challenge is a hidden opportunity, we are seeking investment opportunities in more defensive sectors, such as telecoms, agriculture and healthcare, where no matter what happens to the fluctuation in pricing, we can be assured of recurring revenue, enabling organic growth. Our focus now is on generating multiple smaller size deals, providing a pool of multiple investments which creates a diverse pool of opportunities for our investors. We are going to be focusing on annuity generating businesses.

It would be unrealistic to characterize a bank's performance based on one negative year's performance. We are very confident that in years to come we will perform much more strongly, capitalising on opportunities in the new and emerging economies of the world. Today we are in a position to leverage on these markets and generate higher yields. Of course, even as we are very selective in sourcing deals, we will nevertheless be very aggressive in leveraging on opportunities. Our vision for GBCORP is to become the most credible, dependable and trusted investment bank that investors would want to partner with. GBCORP therefore will continue to insist on the most diligent and stringent screening process with the right investment orientation to identify opportunities for our investors. The current economic climate is a difficult one but, once we are out of this phase, we're committed to continue to pursue our global growth. We have very strong affiliations in countries of Far East, in America and also in India and China. We will leverage on all our strategic partnerships and transform these challenges into opportunities for growth. Success is ours to achieve and we will do so, emerging as a much stronger bank, thanks to the confidence and continued support of our investors and all stakeholders.

## Management Team



### **A. Rahman Mohammed Al Jasmi**

Vice Chairman and Managing Director

Mr. Al Jasmi is a banking and finance professional with more than 20 years of experience in both commercial and investment banking. As the Vice Chairman and Managing Director of Global Banking Corporation B.S.C. (c), Mr. Al Jasmi provides strategic direction to GBCORP's global investment initiatives across the MENA region, Europe and South Asia.

He is the Chairman of Global Real Estate Development Co. (GREDCO), Global Energy Financial Services Co. (GEFSCO) and Marsa Al Seef Real Estate Development Co. He is also instrumental in the creation of a sound Islamic banking platform in the GCC.



### **Ahmed Mohammed Al Khan**

Head of Investment Banking

Mr. Al Khan is an investment-banking expert with over 13 years of experience in the financial services industry. He is the Head of Investment Banking. Mr. Al Khan has been responsible for GBCORP's strategic investment operations, structuring investment deals in diverse sectors across global markets. Mr. Al Khan is also the Chairman of Diyafa Holdings, a subsidiary of GBCORP as well as a member of the Board of Directors of Global Real Estate Development Co. (GREDCO) and Global Energy Financial Services Co. (GEFSCO). He is also one of the founders and Director of IMEX (International Mercantile Exchange) and a member of the Board of Directors of Sony-ATV.



### **A. Monaim Mohammed Al Bastaki**

Chief Operating Officer

Mr. Al Bastaki is the Chief Operating Officer. He is a member of the executive, strategic, human resources, planning, investment and financial committees and a Board member of Diyafa Holding. He has more than 25 years of experience in the financial services industry. Prior to joining GBCORP, Mr. Al Bastaki was the Head of International Banking Division with a leading Islamic Financial Institution in UAE.



### **Amer Mohammed Arif**

Chief Financial Officer

Mr. Arif is the Chief Financial Officer. He has over 15 years of experience in Islamic investment banking in the GCC region. Prior to joining GBCORP, Mr. Arif held senior positions with the Ministry of Finance and Arthur Anderson and spent 10 years in Al Baraka Islamic Bank (AIB) as Assistant General Manager of Specialized Funds and Investment Placement, responsible for handling Asset Management and Private Placement activities.



**Ahmed Hassan Aamer**

Head of Operations

Mr. Aamer is the Head of Operations. His responsibilities include managing operation activities and treasury.

Mr. Aamer has over 31 years of experience in banking and previously worked in one of the largest American banks. He has indepth experience in banking products with specific expertise in the areas of accounting and risk associated to these products.



**Raid Eid Al-Zude**

Head of Legal Department

Dr. Al-Zude is the Head of the Legal Department and the Corporate Secretary. Dr. Al-Zude has a PhD in Commercial Law from Bristol University, UK, a Master's degree in Commercial law from Aberdeen University, Scotland, and a Bachelor in law from the University of Jordan.

Dr. Al-Zude is responsible for providing legal counsel in the structuring and execution of transactions, developing and maintaining the organization's legal framework and coordinating external legal support, focusing on the legal department's strategies and operations. He is also the focal point of Communication to the Board of Directors, senior management and share holders, providing legal advice to the Board of Directors, GBCORP, senior management and shareholders, in Corporate Governance principles, practices and compliance to regulations.



**Khalid Ahmed Al Jaber**

Head of Compliance

Mr. Al Jaber is the Head of Compliance, responsible for the daily operations of the Compliance Function to ensure full compliance with the Central Bank of Bahrain (Laws and regulation).

Mr. Al Jaber has more than 25 years of experience in his field and was the head of Compliance Directorate in the Central Bank of Bahrain before joining GBCORP. He is currently working on his Executive MBA from the University of Bahrain and has a Bachelor of Business Administration from North Texas State University in Marketing and Management. He is a member of the Association of Certified Anti-Money Laundering Specialists and was also a member in the UN Convention against Corruption Committee.



**Nabeel Rabea Mohammed**

Head of Human Resource

Mr. Rabea is the Head of Human Resources, responsible for the Bank's HR operations. His responsibilities include organization development, communications, performance management and training programs, payroll, salaries and benefits, team building and employee relations.

Mr. Rabea holds a Bachelor of Business Administration degree in Accounting. He has more than 20 years experience in his field in accounting and auditing and was a Director of Human Resources in the Finance Directorate.

## Management Team



### **Zain Yousif Al Shaker**

Head of Corporate Communication

Ms. Al Shaker is a media communications professional heading the Corporate Communications Department and is responsible for all aspects of GBCORP's marketing and communications strategy. She has more than 10 years of indepth experience in public relations, events, brand positioning and communication.

Prior to setting up the Corporate Communications Department at GBCORP, Ms. Al Shaker was Head of Corporate Communications at Gulf Finance House. She graduated in 2000 with a Bachelor of Science degree in Management and Business Studies from the University of Maryland, Bahrain Campus.



### **Arshan Merchant**

Head of Internal Audit

Mr. Merchant is the Head of Internal Audit. He brings a wealth of experience to the Internal Audit function of the Bank, with 12 years of experience in the audit field and a vast knowledge of conducting Risk Based Internal Audits, Corporate Governance good practices, BASEL II compliance and Financial Reporting Standards.

Mr. Merchant began his career as a Chartered Accountant at KPMG, Bahrain and also worked as the Head of Internal Audit at Addax Bank. He holds a Bachelor of Commerce degree from the Mumbai University, India, as well as certificates as an Associate Chartered Accountant (ACA), Certified Internal Auditor (CIA), and Certified Information and System Auditor (CISA). Mr. Merchant has resigned as at the date of the annual report.



### **Muhammad Taimoor Chaudhary**

Acting Head of Risk Management

Mr. Chaudhary is the Acting Head of Risk Management. He has over 14 years of professional experience and has been working with various Islamic Banks and audit and advisory firms. As a key member of management teams in various organizations, he has been engaged in the areas of Risk Management, Finance, Management Advisory, External and Internal audits. He has a vast knowledge of Risk management, Basel II, Best Corporate Governance Practices, Financial Management and financial reporting standards. Mr. Chaudhary is a Chartered Accountant, holds a Bachelor of Science Degree from University of Punjab and various other certifications which include Certified Basel II professional, Certified Internal Auditor, Certified Fraud Examiner, Certified Islamic Professional Accountant and Licensed International Financial Analyst. He is also a member of Global Association of Risk Professional.



### **Arshad Abdulla**

Head of Information Technology

Mr. Abdulla has over 15 years of experience in the IT industry, providing consultancy and solutions to blue chip clients in the Middle East region. In his capacity as Head of IT, Mr. Abdulla designed and managed complete IT and Communications strategies to create the smart enterprise, with highly secure and reliable ICT infrastructure, to enhance efficiency, improve employee productivity and reduce operating costs within an organization.

Prior to joining GBCORP, he was a senior project manager at Gulf Finance House, overseeing multiple programs including the development of the Bank's Enterprise IT Architecture and the implementation of their CRM and Intranet initiatives.



**Fatema Ahmed Kamal**

Investment Banking

Mrs. Kamal is a Director in the Investment Banking Department with over 10 years of experience in the financial sector specialising in investment, finance and accounting. Prior to joining GBCORP, she worked as a Project Manager at Gulf Finance House and as an auditor at KPMG.

Mrs. Kamal holds a Bachelor of Science Degree in Accounting from the University of Bahrain. She has also qualified as a CPA and CIA. Mrs. Kamal is a member of the American Institute of Certified Public Accountants and the Global Association of Risk Professionals.



**Amal S. Almurbati**

Investment Banking

Mrs. Almurbati is a Director in the Investment Banking Department of GBCORP. She has in-depth field experience both in conventional and Islamic investment banking. Her areas of expertise include business consulting practice, business development and project management. Prior to joining GBCORP, she worked as a Senior Consultant, Banking and Finance at KPMG Consulting.

Mrs. Almurbati graduated with a Bachelor of Science in Civil Engineering from the University of Bahrain in the year 2000 and went on to do her Masters in Business Administration on a Fulbright Scholarship, from Old Dominion University (ODU), Virginia, US.



**Mark Andrew Smith**

Investment Banking

Mr. Smith is an Executive Director and Head of Legal for Investment Banking Department. He is a lawyer with 12 years of legal practice in the areas of M&A, investment funds, international joint ventures, financings and real estate. He gained his Bachelor of Law (LLB) and his Master of Law (LLM) in International and Commercial Law from top tier universities in the UK.

Mr. Smith is admitted as an Attorney and Counselor at Law in New York and as a Barrister and Solicitor in British Columbia, Canada. Prior to joining GBCORP, he was an in-house counsel at an Islamic financial institution in Bahrain.



**Husam Shaker Arabiat**

Investment Banking

Mr. Arabiat is an Executive Director and Head of Private Equity. Prior to joining GBCORP, he spent 15 years with Citi Bank, most recently as Global Head of Capital Markets Operational Risk based in New York. During his tenure at Citi Bank, Mr. Arabiat worked in a number of different financial centers including Amman, Bahrain, Johannesburg, New York and Toronto. Mr. Arabiat started his career as an FX Trader before moving to Toronto as Head of Investor Sales covering North America investors on the Canadian markets. Mr. Arabiat has resigned as at the date of the annual report.



**Ahmed Abdulla Al-Noaimi**

Regional Head of IPT - Bahrain and Qatar

Mr. Al-Noaimi is the Regional Head of IPT in Bahrain and Qatar. He has over 25 years of experience in the field of banking and finance. As the regional Head of IPT, his main responsibilities are to build and foster relationships with high network individuals and senior delegates in governmental bodies and large corporations in Bahrain and Qatar.

Mr. Al-Noaimi has a Bachelor's Degree of Business Administration from Aquinas College, United States of America. He has also attended numerous courses and workshops throughout his career.



**A.Rahman Ali Buali**

Regional Head of IPT - UAE and Yemen

Mr. Buali is the Regional Head of IPT operations in United Arab Emirates and Republic of Yemen. As the IPT head for these regions, he is responsible for Investor Relations, focusing on developing strategic relations with high net worth individuals and senior officials in the Government and large Corporations in these countries.

Mr. Buali has over 30 years of service with HSBC Bank in Bahrain, and more than 8 years of service as Director of Technical Affairs with General Organization of Youth & Sports. He holds a High Diploma Certificate from United States Academy and has attended many banking courses in Bahrain and outside throughout his career.



**Mazin A.Rahman Al-Ghareeb**

Regional Head of IPT - KSA and Kuwait

Mr. Al-Ghareeb is the Regional Head of IPT operations in Saudi Arabia and Kuwait. He has been with GBCORP from its inception and holds a Bachelor of Business Administration in Marketing and Management from Saint Edward's University and an Advanced Diploma in Islamic Banking from Bahrain Institute for Banking and Finance.

Mr. Al-Ghareeb has more than 9 years of experience in this field and has occupied positions in Investment placement in Investment and Islamic Banks. He also has experience in credit and marketing, consumer finance, sales and retail banking. Mr. Al-Ghareeb has resigned as at the date of the annual report.

## Wealth Management and Investment Placement

**GBCORP launched its portfolio of Wealth Management services in 2008 and has, in a short period of time, developed the expertise and the experience, working together with a team of experienced investment advisors, to provide clients with indepth investment advice, both in protecting and safeguarding their assets, as well as providing the right infrastructure to service their accounts.**

GBCORP's wealth management team has developed a robust and rewarding relationship with institutional investors and high net worth individuals in the GCC and forged strategic business alliances with leading financial institutions in the Middle East, Europe and Asia.

The on-going economic crisis has reinforced the added importance of highly professional wealth management services. At GBCORP, our Investment Professionals closely monitor global financial markets and have the expertise and experience to effectively structure and continuously supervise diverse and intricate financial plans for clients.

Providing proactive advisory services, GBCORP's wealth management team is committed to the highest standards of personal integrity and professional ethics, combining international experience with local knowledge to provide the Bank's clients with innovative and attractive investment opportunities that match their return on investment objectives and risk profiles.

### **Investment Placement**

2009 has been a year of investment consolidation through promoting investor relations and building on strategic investment initiatives, targeting diverse market sectors. The investment placement team has focused its efforts in keeping investors updated on the performance of their investments in the various GBCORP projects and interacting with them in understanding their investment needs and identifying potential investment opportunities.

The Investment Placement Team remains committed to safeguarding the interests of the Investors from inception to exit of each individual project.

Our strategic focus is on moving away from the cyclical markets and creating a fluid strategy, seeking out positive and regular cash yielding driven sectors like telecom, healthcare, agriculture, energy and infrastructure. These sectors offer greater resilience and are not subject to fluctuation in pricing.

## **Investment Strategy**

GBCORP, today, stands on the threshold of redefining its way forward with greater insight, resolute in the knowledge that the global economy is recovering faster than anticipated and opportunities for growth are emerging in new geographic areas and diversified sectors. The challenges of the past two years have been a great learning experience and have helped us mature as an investment bank. While the GCC region continues to present a challenging outlook, there are positive indications of strong growth in the Kingdom of Saudi Arabia; under penetrated sectors and regions and emerging markets in China, India, South America and South Asia which offer substantial opportunities for growth. Our strategic focus is on moving away from the cyclical markets, and seeking out positive and regular cash yielding driven sectors like telecom, healthcare, agriculture, energy and infrastructure. These sectors offer greater resilience and are not subject to fluctuation in pricing. We're looking for more basic needs-oriented sectors within these segments and shift from large capital investments to distinct PE deals. Such deals enable us to tap into immediate yielding opportunities, mitigating start up risk.

## **Private Equity**

Despite the challenges of the economic crisis, Private Equity remains an essential part of the economic cycle and is accepted as an established asset class within many institutional portfolios. Even though the credit markets, the life-blood of private equity, have tightened, the longer-term outlook for the stronger players in the sector is still very positive. Private Equity is a key element of GBCORP's overall investment strategy offering investors diversification avenues that can reduce overall portfolio risk and focus on long-term investments.

GBCORP is focused on tapping into sectors which would be primarily driven by growth capital businesses, regular cash yielding / stable income generating businesses, and distressed sale assets providing management buyouts in opportunistic markets across the globe. GBCORP will follow a stringent Risk Management policy and all the investments will adhere to Shari'a compliant investment guidelines.

## **Asset Management**

GBCORP provides Asset Management for institutions, high net worth individuals and Takaful companies complementing the full spectrum of asset classes including stocks, bonds, real estate, infrastructure, commodities and private equity. Asset Management is the professional management of assets to meet specified investment goals for the benefit of the investors. Asset classes exhibit different market dynamics, and different interaction effects; the allocation of the money among asset classes will have a significant effect on the performance of the fund. GBCORP adopts rigorous best practice methodologies in identifying the right asset and ensuring good performance of the asset in the long-term as a significant component of the asset management procedure. The GCC asset management industry still offers high growth potential and presents an opportunity for significant development and innovation. Initially, GBCORP will offer high yield funds to targeted customers in the GCC and Asia.

The salient features in Asset Management can be categorized as follows:

- Asset selection process;
- Investing in the asset;
- Risk assessment and exposure compliance;
- Diversification of the investment portfolio;
- Asset monitoring; and
- Regular update and reporting of the performance of the products to its valued investors seeking regular feedback from the investor.

## **Real Estate and Infrastructure Development**

The real estate market in the GCC is making a sluggish recovery from the effects of the global crisis. The Government of Bahrain is making a concerted effort in ensuring that the infrastructure projects currently underway keep pace with the overall development plans and has drawn up a long-term plan with a completion date in 2021. Residential demand is expected to be more buoyant, with the government announcing plans for 43,000 new homes by 2014.

# Investment Banking Review

GBCORP has limited exposure to the real estate sector and has actually been able to leverage from the fall in prices. GBCORP, through its subsidiary operations, has also moved into the business services sector to benefit from investing in regular cash yielding driven businesses and leverage on high yield assets at distressed times.

## **Review of 2009**

During the year GBCORP advanced its development agenda with a focused approach aimed at diversifying our investment portfolio from real estate to the positive and revenue generating sectors like hospitality, telecoms, agriculture and healthcare. Our first two years were primarily real estate infrastructure deals. In 2009 we focused on doing more balance sheet management by effective rationalisation and cost cutting measures. We have also become more selective in the deals sourcing.

## **Diyafa Holding Company W.L.L.**

Diyafa was launched in 2009 as a limited liability company, incorporated in the Kingdom of Bahrain with an initial paid up capital of US \$ 4.0 million. Diyafa is strongly focused on the hospitality, food and beverage, retail and business service sectors. It aims to venture into low capital intensive but high return businesses and be a key player in the franchise market segments for some of the leading international food and hospitality brands as well as creating and developing its own brands in specific market segments.

Diyafa's first foray into the business services segment was through Global Executive Offices (GEO), a new company formed in strategic partnership with Corporate Executive Offices (CEO), an Australian leading provider of quality, serviced offices. This has been a highly successful operation, whereby GEO achieved a 100% occupancy before the launch to gain an excellent reputation in the market as the most prestigious, price competitive and service oriented facility, leading to an overwhelming demand from tenants.

## **Global Energy Financial Services Company (GEFSCO)**

GBCORP's investment banking team, in conjunction with its partner Taylor DeJongh, continues to work tirelessly in identifying potential opportunities in the oil and gas sector. Over the course of the calendar year, several deal opportunities were identified and are being pursued subject to appropriate risk mitigation and due diligence measures.

## **Global Real Estate Development Company (GREDCO)**

GREDCO is progressing well on the Marsa Al Seef Development and has also diversified into related areas with the commencement of Property Management Services in a strategic business alliance with Cushman & Wakefield.

GREDCO's focus is on developing its operational capabilities with a lean team, revenue driven and cost conscious measures with the right technical and sectoral skills, clearly defined goals and result-oriented and rewarding parameters. With a dedicated team, due diligence and committed approach, GREDCO has emerged as a stronger institution and will continue to deliver positive results.

## **The Way Forward**

In 2010 GBCORP will focus on building strategic partnerships and provide target clients including governments, public and private sector enterprises, wealthy family groups, and high net worth individuals with a value added investment proposition with an innovative product portfolio designed to reach across geographic boundaries.

Sustained development has to encompass a new vision for the future. A future that does not lay claims to the creation of concrete jungles but prides itself in the development of environmentally friendly, harmonious blend of space.

## Funds Under Management



Project: **Makkah Hills**

Location: **Kingdom of Saudi Arabia**

The Makkah Hills project is GBCORP's pioneering real estate development project, within the Emirate of Holy Makkah, Saudi Arabia and spread over an area of 1,921,799.80m<sup>2</sup>.

The project comprises state-of-the-art commercial, residential and mixed-use development areas, while maintaining its individuality and distinguishing itself with themed designs and unique features. Makkah Hills is one of the first projects of its kind to be developed in the Emirate of Holy Makkah.

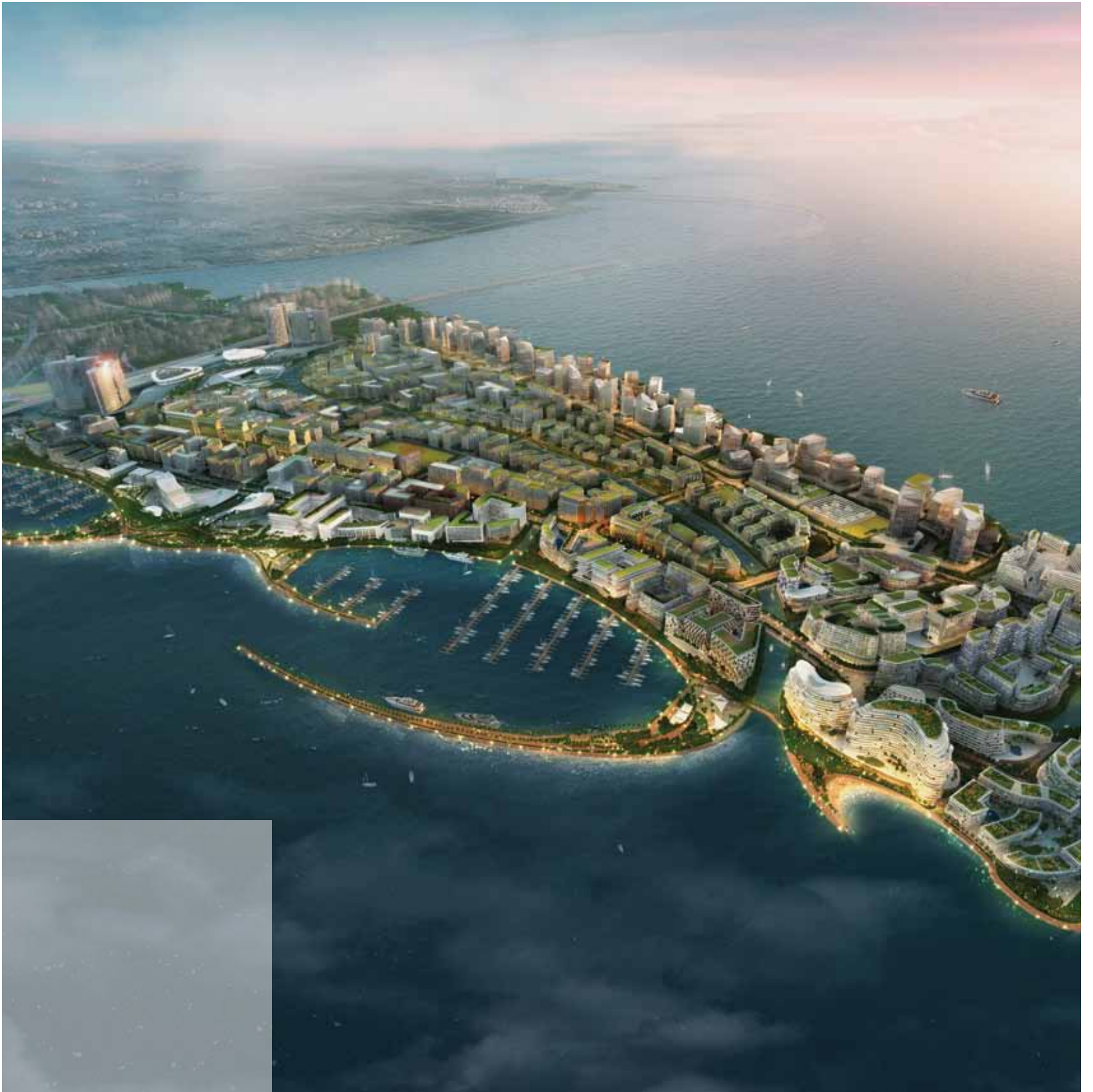
The Makkah Hills project is set to benefit greatly from the Saudi Government's decision to implement a railway project linking the holy cities of Makkah and Madinah via Jeddah. The Haramain High Speed Rail [HHR] will be a high-speed electrified passenger line, primarily designed to provide a fast, comfortable, reliable and safe mode of transport.

The Makkah Hills project is located on the highway between Jeddah and Makkah, only 6 km from the Holy Mosque (Al Masjid Al Haram) and positioned between the third and proposed fourth ring road. The proposed location of the Makkah Central Railway Station near the third Ring Road, will greatly improve the access to the holy cities for pilgrims arriving from Jeddah.

The recent initiatives to expand the north and northwestern courtyards of Al Masjid Al Haram in Makkah are dramatically increasing real estate prices in the central area of the holy city. The volume of the real estate market around Al Masjid Al Haram in Makkah is projected to cross SR1.5 trillion during this year, registering a 50 percent surge compared to last year.

**Makkah Hills Project is GBCORP's pioneering Real Estate Development project within the Emirate of Holy Makkah, Saudi Arabia, and spread over an area of 1,921,799.80m<sup>2</sup>**







Project: **Marsa Al Seef**

Location: **Kingdom of Bahrain**

Marsa Al Seef is conceptualized as the ultimate maritime lifestyle destination, a waterfront residential leisure city and one of the most exclusive water front developments in the Kingdom of Bahrain and in the Middle East. The proposed development will be a self contained waterfront city with extensive residential and leisure components and complementary commercial opportunities. Marsa Al Seef, located on the northern coast of the Kingdom of Bahrain will cover almost 26 million square feet.

### **Highlights**

- The US \$ 2.5 billion development will be a unique mixed use, waterfront city designed with an emphasis on exclusive maritime lifestyle.
- The northern coast of Bahrain which meets a beautiful, tranquil sea, is a focus for major developments of superior quality. Marsa Al Seef will be the nation's most prominent, sophisticated new city, a city that stands tall among the world's best.
- The project's strategic location with close proximity and easy access to business districts, the Bahrain International Airport and the Saudi Causeway, provides swift, efficient access for its residents and visitors.

GBCORP is the fund manager and financial advisor of the project and GREDCO is the project development manager.

**Marsa Al Seef will be the nation's most prominent, sophisticated new maritime lifestyle destination, a city that stands tall among the world's best.**

# Operations

## **Operations and Administration (Internal)**

GBCORP's Operations Department aspires to the highest standards of ethical and professional conduct, providing key support functions and ensuring a lean and efficient work environment, and adhering to strict cost control measures. The key objectives of this department, since its inception, are to provide superior services to its clients with the highest level of integrity. The department also carries out all administrative activities which include building management, purchasing and contracting for goods and services.

The Department is a vital element in the creation of value for the entire Bank by streamlining the operations, the level of risks to which the Operations are exposed and further strengthening the efficiency parameters. New initiatives continue to focus on improving the client service experience with automated transaction capabilities and streamlined processes and procedures.

## **Human Resources**

During the year, GBCORP focused extensively on the rationalization of its human capital, continuing its emphasis on key HR initiatives introduced in 2008, including KPIs and core competencies for managers, an annual performance appraisal system for all staff and completing a training needs analysis.

The Bank's strategic focus was to maintain its workforce by engaging and empowering all employees in enhancing their skills and gaining further professional qualifications. Through intelligent and effective resource management, the Bank has been able to build a strong team of high caliber professionals with the right expertise and experience to understand challenges and leverage on opportunities in new focus areas.

The Bank's compensation structure for its executive management has been developed based on current market surveys and industry norms. The Bank also operates an incentive scheme whereby eligible employees are awarded cash-in kind incentives based on performance.

## **Information Technology**

In 2009, the focus was on creating a transparent and client friendly platform, enhancing key functionality and management reporting within the Small, CRM and ERP systems which were implemented in 2008, and also deploying the 'MyGBCORP' intranet as a platform for information sharing and collaboration.

Key internal processes such as KYC, Fee Waivers, leave requests, expense claims and purchasing have been converted to electronic services in order to make them paperless and more efficient. IT has also updated GBCORP's Continuity of Business plan and completed the set up of local and international disaster recovery sites. An Operational Risk Management system is now being rolled out to enhance compliance with Basel II and other CBB regulations.

Challenging times call for bold measures. We have taken strategic initiatives to understand and put in place necessary measures to reduce the risks of future instability, while at the same time making our bank more responsive and better poised to leverage on opportunities and safeguard the interests of our investors and shareholders by delivering positive results.

# Corporate Governance

**GBCORP's approach to corporate governance is structured on the indelible link between high-quality governance and the creation of shareholder value. We believe that a good governance culture is a pre-requisite for the creation of value-based institutions.**

GBCORP is committed to continuously enhance its Corporate Governance structure with a clearly defined, well-structured and fully implemented corporate governance system.

GBCORP has ensured the highest international standards and global best practices in corporate governance, creating lasting value for our shareholders and customers, with strong parameters designed to protect the interests of all stakeholders, ensure compliance with regulatory requirements and enhance organisational efficiency.

Key defining parameters include:

- transparency and accountability in the decision making and implementation process;
- clearly defined goals, and efficient cooperation between the Board of Directors, Executive Management as well as Supervisory Boards;
- responsible, value-based management and monitoring focused on long-term success;
- respect for and responsive to the interests of shareholders and employees; and
- a stringent but not stifling, risk management system.

## **Governance Structure**

GBCORP has established a robust organisational structure that segregates functions and responsibilities and reflects a division of roles and responsibilities of the Board of Directors and the Executive Management. Clear mandates exist for the Board, Chairman of the Board, Board Committees, Managing Director, Management Committees, Chief Executive and the Executive Management.

## **Board of Directors**

Details of the Board's constitution, role and responsibilities are included in the Board Charter. In recognition of the importance of independence and objectivity in the decision-making process, the Board shall initially have at least one independent non-executive director and this number will be increased within the coming years.

## **Board Committees**

### **Nomination, Remuneration and Governance Committee**

The Nomination, Remuneration and Governance Committee oversees matters related to the nomination of new Directors, assessment of the Board, its Committees and Managing Directors /Chief Executive Officer and Senior Management, as well as the remuneration of Directors and Senior Management. It is also responsible for all corporate governance matters.

## **Executive Committee**

The Executive Committee is the principal sub-committee of the Board, tasked with the oversight of the Executive Management, implementation of business plans, making all important administrative and budgetary decisions, and also approval of all forms of risk, underwritings, direct investments, and new products of the Bank, including but not limited to real estate, private equity, asset management, advisory services (corporate finance and capital markets) and portfolio management.

### **Audit and Risk Committee**

The Audit and Risk Committee is tasked with assisting the Board of Directors in fulfilling its oversight responsibilities on financial reporting, internal control and risk management, internal audit, external audit, compliance, Shari'a rules and principles, and other relevant matters.

### **Shari'a Supervisory Board**

The Board of Directors is guided by a Shari'a Supervisory Board, which is responsible for directing, reviewing and supervising the activities of the Bank to ensure that they are in full compliance with the rules and principles of Islamic Shari'a.

### **Executive Management**

Day-to-day management of the Bank is the responsibility of the Chief Executive. The Managing Director has oversight responsibilities over the Executive Management and will have primary responsibility for all control functions, as set out in the Organization Chart.

### **Executive Management Committees**

#### **Management Committees (MANCOM)**

MANCOM is the principal management committee which is responsible for the day-to-day general oversight of the Bank's business, including but not limited to, the following issues: budgetary, strategy, investment, personnel, audit, and compliance.

#### **Asset & Liability Management Committee (ALCO)**

The primary role of ALCO is to manage the Bank's balance sheet profile and in the process, manage the liquidity and profit rate risks faced by the Bank. ALCO is chaired by the Chief Executive and comprises the Chief Operating Officer, Chief Financial Officer, Heads of Wealth Management and Investment Placement, Investment Banking, and Risk Management & Compliance.

#### **Risk Management Committee (RMC)**

RMC acts to ensure that the Bank has an effective risk management framework in place, meets regulatory requirements and is in line with best practice.

### **Strategy**

The Bank's 'Way Forward' strategy is to leverage its regional experience and expertise to establish a strong presence at a global level. The Bank aims to be an investment bridge for its clients by actively facilitating rewarding investment opportunities from within the GCC to the MENA region and emerging markets in Europe and Asia.

### **Code of Conduct**

The Bank has developed a Code of Business Conduct that governs the professional and personal behaviour of the directors, management and staff.

# Compliance and Anti-Money Laundering

## **Compliance**

Details of GBCORP's internal control framework are set out in the Compliance Manual. This is designed to ensure that all business is conducted in compliance with applicable laws and regulations as well as internal policies and procedures manuals. The Board of Directors has the overall responsibility for ensuring that all activities of GBCORP are conducted in accordance with, and in full compliance with, applicable laws and regulations. The Board approves and periodically reviews the compliance policies and strategies of the Bank. The pivotal role in this regard is exercised by the Audit Committee of the Board.

## **Anti-Money Laundering**

GBCORP has adopted detailed policies and procedures in line with the CBB directives to combat Money Laundering, Financing of Terrorists and other financial crimes. All staff members are required to undergo training in Anti-Money Laundering and Combating Financing of Terrorists (AML/CFT) procedures at regular intervals. It is a firm policy to the Bank not to permit itself to be directly or indirectly used by any elements for unlawful activities.

## **Policies**

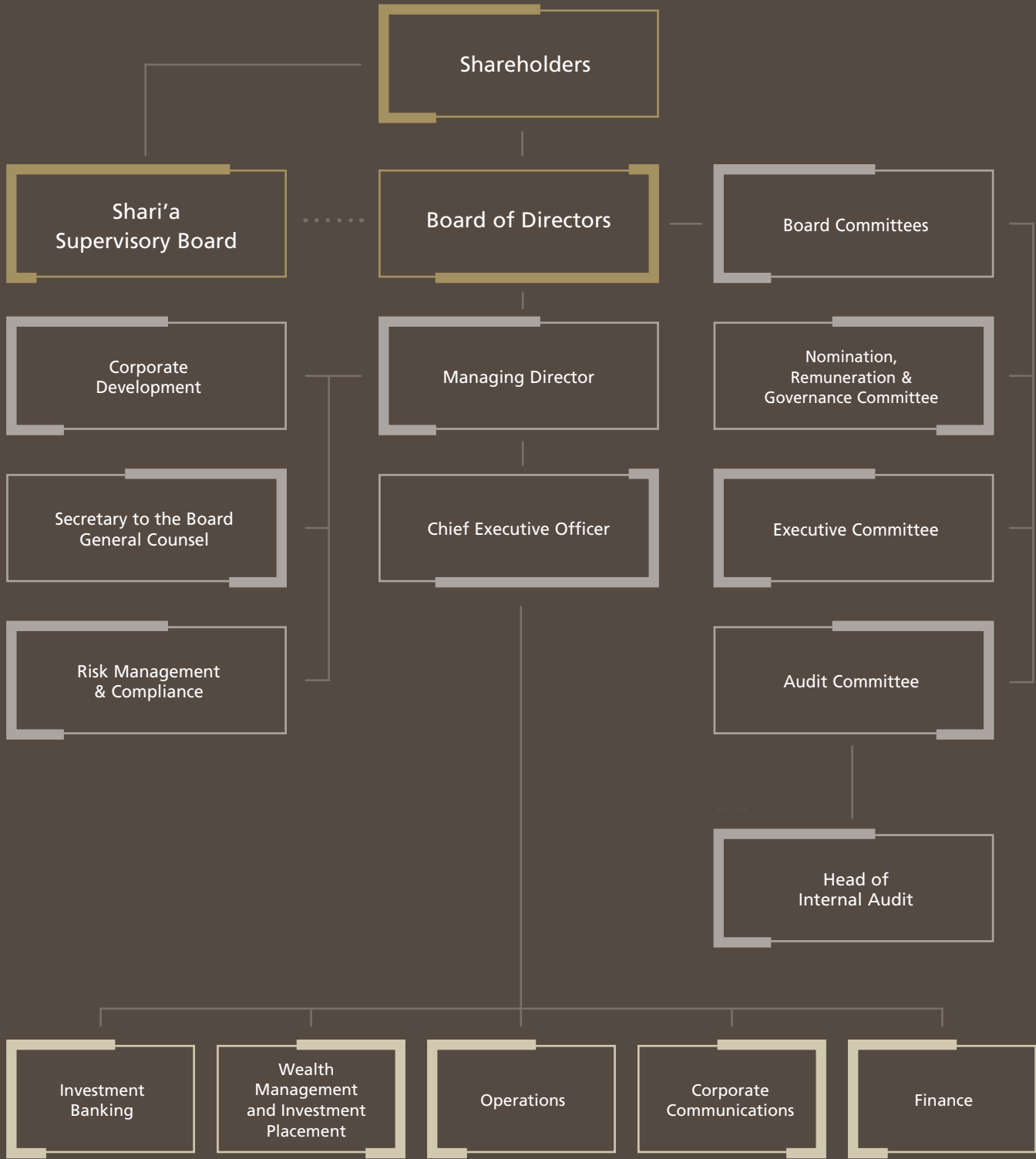
### **Disclosures**

A Disclosure Policy has been developed as part of the Bank's commitment to adopt the highest standards of transparency and fairness in disclosing information for the benefit of all stakeholders. GBCORP is committed to disclosing information to the public in a manner consistent with guidelines provided by the CBB and in line with Basel II Pillar III requirements.

### **Corporate Communications Policy**

GBCORP maintains an effective communications policy that enables both the Board and Management to communicate effectively with its shareholders, stakeholders and the public generally. Main communications channels include the annual general meeting, annual report and accounts, corporate website and corporate brochure and regular announcements in the appropriate local press. It is the duty of the Board to ensure that the annual general meeting is conducted in an efficient manner and serves as a crucial mechanism in shareholder communications. Shareholders are supplied with comprehensive, timely information and encouraged to participate actively in the AGM.

# Organization Chart



The Chief Executive Officer of the Bank resigned in early 2009 and Management Director is vested with his responsibilities.

## Corporate Social Responsibility

**During 2009 GBCORP continued with its Corporate Social Responsibility (CSR) activities supporting key initiatives of The Bahrain Society for Children with Behavioral & Communication Difficulties. The sponsorship of the Second International Conference on Autism, aimed at generating greater awareness on autistic disorders and the work done by the Society, brought together educators, researchers, service providers and practitioners, people with an autism spectrum disorder, families and carers from around the globe.**

GBCORP also provided strategic support to the Bahrain 1 Racing team owned by His Highness Shaikh Abdulla bin Hamad Al Khalifa, as the lead sponsor for Bahrain 1 racing team at the Bahrain Drag Racing Championship. The Bahrain 1 racing team is considered one of the Kingdom's most promising and premier racing teams, stealing the spotlight during the fourth round of the Bahrain Drag Racing Championship.

GBCORP's sponsorship of the Bahrain 1 team was a complementary initiative to its commitment to the Bahrain Society for Children with Behavioral and Communication Difficulties. As part of this initiative, the Bahrain 1 team committed to donate part of the profit from the racing event towards supporting the Society's activities.

CSR is a key aspect of GBCORP's way forward strategy and is evident in the way the Bank operates. The Bank's business and social commitments are mutually reinforcing, furthering the concept both internally and externally, with the key focus on empowering people.

GBCORP advocates and adopts a pragmatic policy that encourages innovation, motivates, inspires and provides the right work environment for employees with a strong emphasis on developing and sustaining a positive work culture.

During 2009, GBCORP advanced its development agenda with a focused approach aimed at diversifying its investment portfolio. In 2009, we focused on effective rationalisation and cost cutting measures through streamlining and launching new subsidiary operations.

## Subsidiaries and Associates



### **Global Energy Financial Services Company (GEFSCO)**

GEFSCO is a subsidiary of GBCORP that is established as an energy advisory company in a strategic partnership with leading energy industry specialists, Taylor-DeJongh (TDJ), a Washington-based investment banking firm.

GEFSCO offers a complete range of industry-related advisory services to GBCORP's projects, identifying and capitalizing on investment opportunities in the oil and gas and power sectors, across the hydrocarbon value chain - from upstream oil exploration and production to natural gas, refining, petrochemicals, marketing of refined products and power generation.

GEFSCO benefits from the strategic partnership with industry leader TDJ as it brings together many decades of industry expertise to identify, analyse, assess, execute and package GBCORP's projects in the energy sector, enabling GBCORP's product diversification initiatives in a well structured and balanced manner.

The energy industry continues to grow strongly and it has been forecast that the world's total energy demand will grow 40% by 2030.

The vast majority of this increase will take place in developing countries where economies and populations are expanding rapidly and modern energy supplies are still a scarce commodity for millions of people. This has fueled a growth in energy infrastructure companies, creating a strong market for well-structured private equity deals.

**GEFSCO offers a complete range of industry-related advisory services to GBCORP's projects, identifying and capitalizing on investment opportunities in the oil and gas and power sectors.**







### **Global Real Estate Development Company (GREDCO)**

GREDCO was established as a joint venture between GBCORP and a group of investors, and is dedicated towards providing specialized services in the real estate development sector to the local and global markets.

GREDCO's vision is to be the premier service provider in real estate development, investment, advisory and management services across all real estate market sectors with the objective to become a dominant market leader in the real estate development industry with an indepth portfolio of services. GREDCO's mission is to work towards developing a highly profitable and sustainable revenue stream through the establishment of strategic alliances and long-term partnerships. The organisation will strive to exceed exacting industry benchmarks and achieve the highest standards of excellence and integrity in providing services.

GREDCO's portfolio of services include real estate development, project management, real estate asset management, facilities management, acquisitions and technical due diligence, master planning and design, financial analysis and modeling, project marketing, leasing and sales/divestment. GREDCO has commenced operations by providing specialized services to GBCORP and associate companies' real estate development projects and progressively building on its global reach with primary focus in the GCC and MENA region. GREDCO is a value driven organization, focused on building a strong team with the right expertise, experience and a culture of excellence to position itself as a leader in its area of operations as well as be recognized for its core values of being an innovative, visionary and socially responsible organization.

**GREDCO aims to be the premier service provider and market leader in the real estate development investment advisory & management services across all real estate market sectors.**

## Subsidiaries and Associates *continued*



### **Diyafa Holding Company W.L.L**

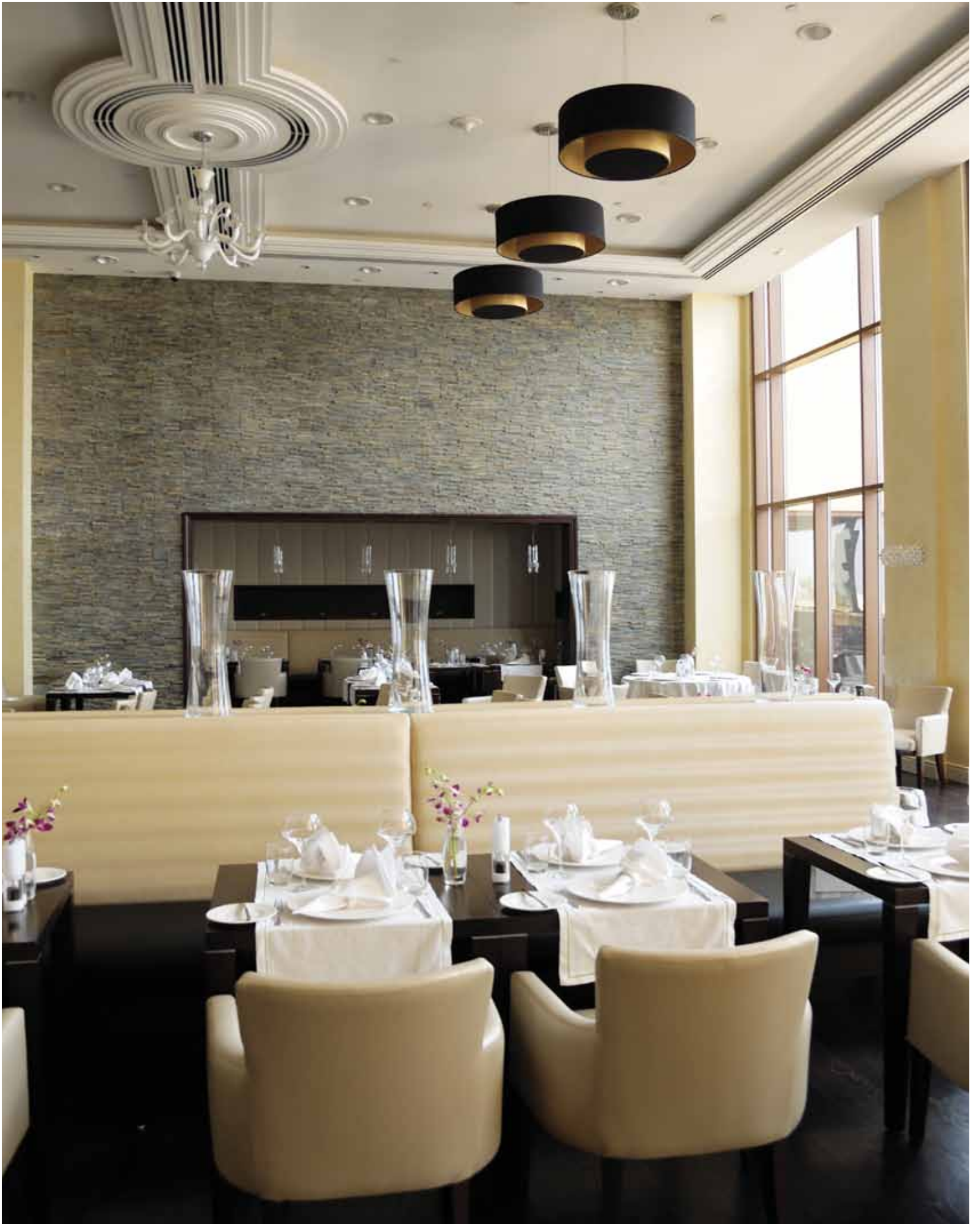
Diyafa is a limited liability company, incorporated in the Kingdom of Bahrain in 2009 with an initial paid up capital of US \$ 4.0 million. Diyafa is strongly focused on the hospitality, food and beverage, retail and business service sectors and is guided by an unwavering pursuit of excellence to provide an exemplary customer experience in all areas of its operations.

Diyafa's business strategy is to venture into low capital intensive but high return businesses and to be a key player in the franchise market segments for some of the leading international food and hospitality brands as well creating and developing its own brands in specific market segments.

Diyafa recently signed an agreement with Corporate Executive Offices, an Australian leading provider of quality-serviced offices, to create a new company called Global Executive Offices (GEO). The new company will offer premium serviced office facilities to the growing business community in the Kingdom of Bahrain as well as jointly developing selected locations in the Far East for serviced offices.

Diyafa is led by a team of experienced and acknowledged industry professionals, tasked with helping Diyafa position itself as the leading hospitality and business services provider in the region with a global footprint.

**Diyafa's business strategy is to venture into low capital intensive but high return businesses and to be a key player in the franchise market segments for some of the leading international food and hospitality brands as well creating and developing its own brands in specific market segments.**





## Diyafa Holding Business Portfolio



### **GLOBAL EXECUTIVE OFFICES**

Global Executive Offices (GEO) is a new venture from Diyafa Holding in association with Corporate Executive Offices (CEO), an Australian leading provider of quality serviced offices. GEO offers premium serviced office facilities to the growing business community in the Kingdom of Bahrain.

The offices are located on the fifth floor of the GBCORP Tower, in the Bahrain Financial Harbour district. The exclusively appointed offices are elegantly designed with a unique luxurious hospitality ambience, blending professionalism with comfort and high quality services. Companies renting office space can avail of a complete range of support services which include: high speed broadband, video conferencing, dedicated receptionist, concierge service, driver, mail handling, photocopying, binding, courier services, secretarial services, conference and meeting facilities. Global Executive Offices (GEO) offers great flexibility in set up and operations with no confusing commercial lease agreements, minimal start up costs, no costly overheads and no time consuming formalities. In addition, GEO provides legal and regulatory services, enabling companies the benefit of expert legal opinion and adherence to regulatory requirements to facilitate a smooth and simple start up of operations. The concept of serviced offices is an attractive and cost effective option that enables companies to commence operations with immediate effect and without any of the hassles and complications involved in setting up a new office. Given the current downturn in the market, many companies are shelving plans to purchase office space in favour of the more economical and ease-of-use option of renting serviced offices.



### **ABDEL WAHAB**

The "Abdel Wahab" is one of the most reputed Lebanese restaurants, owned and operated by Ghia Holdings. The restaurant is an open invitation to enjoy true Lebanese hospitality, with its unique oriental décor featuring damascene walls, brass ornaments and blown glass elements. The "Abdel Wahab" in Bahrain is located at the Moda Mall, Bahrain World Trade Centre.



### **SHAKESPEARE**

Shakespeare and Co. Cafe Restaurant concept was established in Dubai, UAE and has now found acceptance in other countries within the region. Shakespeare and Co. boasts the traditional ambience and charm of an earlier era, yet with the rich variety of cuisine and quality of service expected in the select restaurants and hotels of today.

Shakespeare and Co. offers exclusive fine dining to both family and corporate customers with special outdoor catering services for parties and other events. The restaurant also offers a complete range of patisserie including chocolates, cakes, ice cream and other specialities.

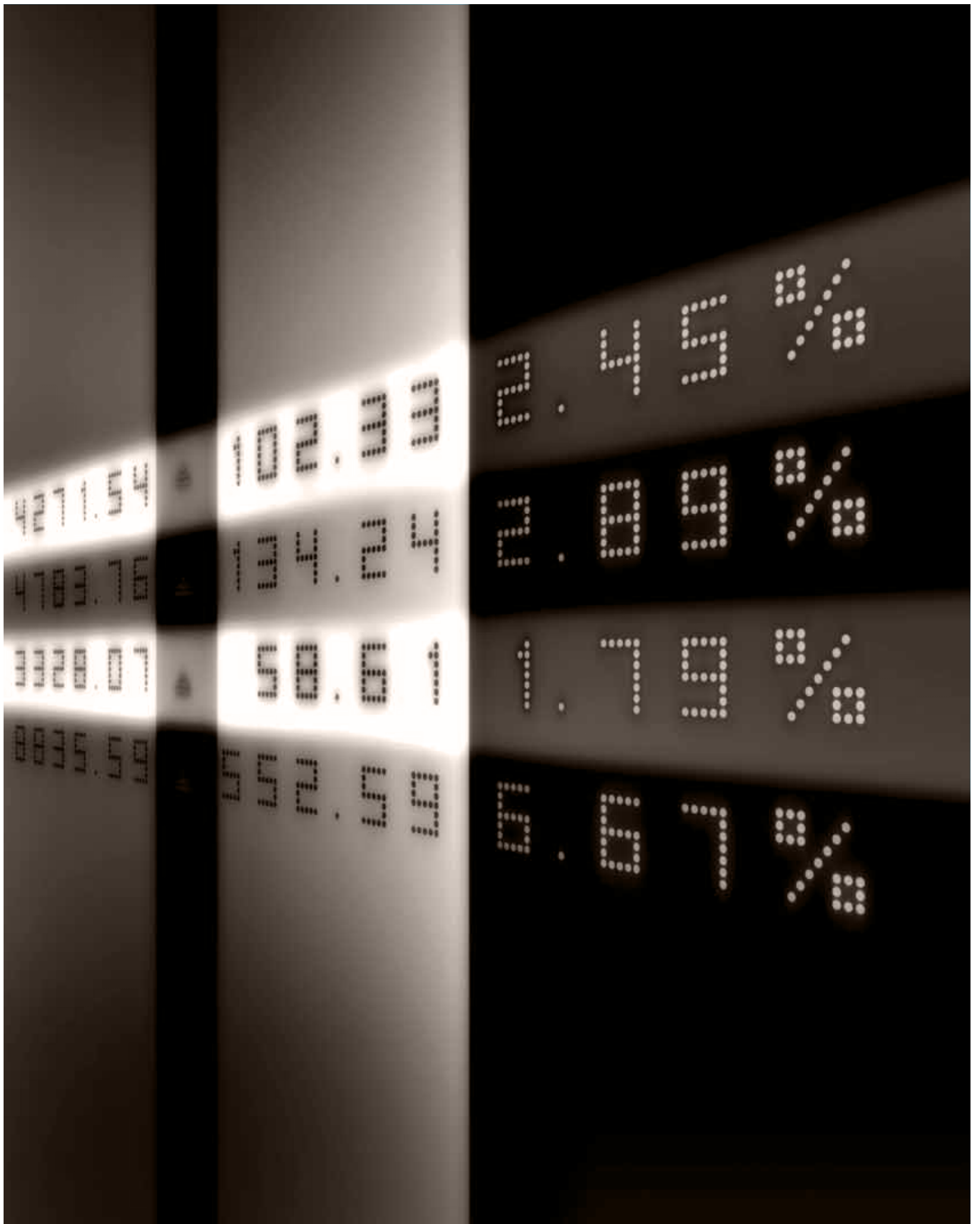
## Financial Highlights

**The effects of the continued global economic crisis have placed unprecedented pressure on the financial sector during the past years. Financial institutions worldwide have been struggling and focusing on survival, refraining from taking any growth risk. As the global economy slowly shows signs of relief, attention is turning once again to pursuit of new market opportunities, in an attempt to re-establish growth.**

GBCORP has now revamped its business strategy and taken essential strategic initiatives to put in place imperative measures, which will reduce the risks of future instability. The objective is to make GBCORP more responsive and better poised to leverage on opportunities and safeguard the interests of its investors and shareholders.

The Bank's performance during the first two years of operations was remarkable and the Bank posted a net profit of \$35.9 million in 2007 and \$21.2 million in 2008. Economic turmoil started in the mid of year 2008, which affected the profitability for that year to some extent but completely unfolded in the year 2009, resulting in a net loss of \$18.8 million for the year 2009. However, the Bank's total fund under management grew to approximately \$750 million in the year 2010. During this time, the Bank capitalized its reserves, amounting to \$31.3 million and \$17.5 million in the year 2007 and 2008 respectively, equivalent to a cumulative distribution of 40% on initial paid up capital. The total paid up value of shares increased from 50 cents in June 2007 to current level of 69.5 cents.

	2009	2008	2007
	USD 000	USD 000	USD 000
Total assets	197,655	455,868	236,190
Total liabilities	36,120	274,808	75,296
Total equity	161,535	181,060	160,894
Share capital	173,750	156,250	125,000
Fund under management	689,767	722,900	66,403
Net Profit / (loss)	(18,843)	21,216	35,894
Total income	9,340	53,193	49,227
Total expenses	23,655	31,977	13,333
Total provisions	4,528	-	-
Liquid assets as a percentage of total assets - %	22.58%	65.58%	58.86%
Liquid assets to liquid liabilities (ratio)	2.2	1.4	1.8
Return on average equity	-11.00%	12.41%	48.24%
Return on paid up capital	-10.84%	13.58%	55.16%
Return on average assets	-5.77%	6.13%	38.18%
Earning per share	-10.84c	13.58c	28.72c
Capital Adequacy Ratio	35.37%	30.29%	34.10%
Net income margin	-201.75%	39.88%	72.92%
Paid up value per share - \$	0.695	0.625	0.500
Book value per share	0.645	0.724	0.644
Total cost to gross income	253.27%	60.12%	27.08%



# Report of the Shari'a Supervisory Board

**In the name of Allah, the Beneficent, the Merciful.  
All Praise is due to Allah, Prayers and Peace upon the Last Apostle and Messenger,  
Our Prophet Muhammad.**

The Shari'a Supervisory Board Report on the Activities of the Global Banking Corporation B.S.C (C) (GBCORP) for the fiscal year ended December 31, 2009.

Dear Global Banking Corporation (GBCORP) Shareholders,  
Peace and Mercy of God be Upon You,

With reference to the mandate assigned to us, we are pleased to present the following report:

We have reviewed the principles and contracts related to transactions carried out by GBCORP ("The Bank") during the fiscal year ended December 31, 2009. The review was conducted to render an opinion on whether the Bank had followed the principles and provisions of Islamic regulations, specific guidance and Fatwas issued by the Shari'a Supervisory Board. While the Bank holds the responsibility to ensure that its operations are completed in accordance with Shari'a regulations that emanate from us, our responsibility is limited to state and express an opinion on the Bank's operations and submit it to the shareholders.

**In our opinion:**

1. The contracts and operations of the Bank are in compliance with the provisions and principles of Shari'a for the year ended December 31, 2009.
2. The Bank's distribution of profits and the transfer of losses related to investment accounts are compatible with the provisions and principles of the Islamic regulations.
3. There are no proceeds from sources that are not compatible with the principles and provisions of Islamic law.
4. Zakah calculations are in accordance with the regulations and standards of Shari'a.

And Allah is the source of strength.

**His Eminence Sheikh Dr. Mohammed Ali Elgari, Chairman**

**His Eminence Sheikh Nizam Mohammed Yaquby, Member**

**His Eminence Sheikh Osama Mohammed Bahar, Member**

11 Rabi Al Awaal 1431 H  
25 February 2010

# Consolidated Financial Statements

## Contents

- 46. **Independent Auditors' Report to the Shareholders**
- 47. **Consolidated Statement of Financial Position**
- 48. **Consolidated Income Statement**
- 49. **Consolidated Statement of Comprehensive Income**
- 50. **Consolidated Statement of Changes in Equity**
- 51. **Consolidated Statement of Cash Flows**
- 52. **Consolidated Statement of Changes in Restricted Investment Accounts**
- 53-76. **Notes to the Consolidated Financial Statements**

# Independent Auditors' Report to the Shareholders



## **Independent auditors' report to the shareholders Global Banking Corporation B.S.C. (c) Manama, Kingdom of Bahrain**

### **Report on the consolidated financial statements**

We have audited the accompanying consolidated statement of financial position of Global Banking Corporation B.S.C.(c) (the "Bank") and its subsidiaries (together, the "Group") as at 31 December 2009, which comprise the consolidated statement of financial position and the consolidated statements of income, comprehensive income, changes in equity, cash flows and changes in restricted investment accounts for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### **Responsibilities of the Board of Directors for the consolidated financial statements**

The Board of Directors of the Bank is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Financial Accounting Standards issued by the Accounting and Auditing Organisation for Islamic Financial Institutions and International Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. The Board of Directors is also responsible for the Group's undertaking to operate in accordance with Islamic Shari'a rules and principles.

### **Auditors' responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with both the Auditing Standards for Islamic Financial Institutions and International Standards on Auditing. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2009, and of the results of its operations, cash flows, changes in equity and changes in restricted investment accounts for the year then ended in accordance with Financial Accounting Standards issued by the Accounting and Auditing Organisation for Islamic Financial Institutions and the Shari'a rules and principles as determined by the Shari'a Supervisory Board of the Bank. In addition, in our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2009 and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards.

### **Report on other legal and regulatory requirements**

In our opinion, the Bank has maintained proper accounting records and the consolidated financial statements are in agreement therewith. We have reviewed the accompanying Chairman's report and confirm that the information contained therein is consistent with the consolidated financial statements. We are not aware of any violations of the Bahrain Commercial Companies Law 2001, the Central Bank of Bahrain and Financial Institutions Law 2006, the terms of the Bank's license or its memorandum and articles of association having occurred during the year ended 31 December 2009 that might have had a material effect on the business of the Bank or on its financial position. Satisfactory explanations and information have been provided to us by the management in response to all our requests.

**KPMG**  
**Manama, Kingdom of Bahrain**  
**25 February 2010**

# Consolidated Statement of Financial Position

as at 31 December 2009  
(Expressed in US Dollars 000's)

	Note	31 December 2009	31 December 2008
<b>ASSETS</b>			
Cash and bank balances	4	33	1,074
Placements with financial and other institutions	5	44,590	297,872
Investment securities	6	71,801	23,982
Investment property	7	51,452	52,703
Receivable from investment banking services		-	42,975
Property and equipment	8	22,420	22,281
Other assets	9	7,359	14,981
<b>Total assets</b>		<b>197,655</b>	<b>455,868</b>
<b>LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
Investors' funds	10	3,775	223,269
Bank financing	11	29,841	43,222
Accruals and other liabilities	12	2,504	8,317
<b>Total liabilities</b>		<b>36,120</b>	<b>274,808</b>
<b>EQUITY</b>			
Share capital	13	173,750	156,250
Statutory reserve		5,801	5,801
(Accumulated losses) / retained earnings		(18,388)	19,009
Total equity attributable to equity holders of the Bank		161,163	181,060
Non-controlling interest		372	-
Total equity		161,535	181,060
Total liabilities and equity		197,655	455,868
<b>OFF-BALANCE SHEET ITEMS</b>			
Restricted investment accounts		190,000	190,000

The consolidated financial statements, were approved by the Board of Directors on 25 February 2010 and signed on its behalf by:

**Saleh Al Ali Al Rashed**  
Chairman

**A. Rahman Mohammed Al Jasmi**  
Vice Chairman & Managing Director

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

## Consolidated Income Statement

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

	Note	2009	2008
Income from investment banking services		4,956	40,570
Income from placements with financial and other institutions	17	1,721	8,257
Placement and arrangement fees		-	2,203
(Loss) / income from investment securities	14	(916)	1,070
Rental income from investment property		2,261	1,093
Other income		1,318	-
<b>Total income</b>		<b>9,340</b>	<b>53,193</b>
Staff cost	15	9,320	14,637
Professional and travel expenses		3,059	8,567
Marketing and corporate communication expenses		1,774	2,564
Finance expenses	17	2,172	1,344
Depreciation		4,116	1,239
Other operating expenses	16	3,214	3,626
Provision for impairment	6 (a)	4,528	-
<b>Total expenses</b>		<b>28,183</b>	<b>31,977</b>
<b>(Loss) / profit for the year</b>		<b>(18,843)</b>	<b>21,216</b>
<b>Attributable to:</b>			
Equity holders of the Bank		(18,817)	21,216
Non-controlling interest		(26)	-
		<b>(18,843)</b>	<b>21,216</b>

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

# Consolidated Statement of Comprehensive Income

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

	2009	2008
<b>(Loss) / profit for the year</b>	(18,843)	21,216
Other comprehensive income	-	-
<b>Total comprehensive income for the year</b>	(18,843)	21,216
<b>Attributable to:</b>		
Equity holders of the Bank	(18,817)	21,216
Non-controlling interest	(26)	-
	(18,843)	21,216

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

# Consolidated Statement of Changes in Equity

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

2009	Attributable to equity holders of the Bank				Non-controlling interest	Total
	Share capital	Statutory reserve	(Accumulated losses) / retained earnings	Total		
Balance at 1 January 2009	156,250	5,801	19,009	181,060	-	181,060
Total comprehensive income for the year	-	-	(18,817)	(18,817)	(26)	(18,843)
Capitalisation of reserves (note 13)	17,500	-	(17,500)	-	-	-
Board remuneration declared for 2008 (note 19)	-	-	(1,080)	(1,080)	-	(1,080)
Contribution by non-controlling interest	-	-	-	-	398	398
<b>Balance at 31 December 2009</b>	<b>173,750</b>	<b>5,801</b>	<b>(18,388)</b>	<b>161,163</b>	<b>372</b>	<b>161,535</b>

2008	Attributable to equity holders of the Bank				Non-controlling interest	Total
	Share capital	Statutory reserve	Retained Earnings	Total		
Balance at 1 January 2008	125,000	3,589	32,305	160,894	-	160,894
Total comprehensive income for the year	-	-	21,216	21,216	-	21,216
Capitalisation of reserves	31,250	-	(31,250)	-	-	-
Board remuneration declared for 2007	-	-	(1,050)	(1,050)	-	(1,050)
Transfer to statutory reserve	-	2,212	(2,212)	-	-	-
Balance at 31 December 2008	156,250	5,801	19,009	181,060	-	181,060

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

# Consolidated Statement of Cash Flows

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

	2009	2008
<b>Operating Activities</b>		
Investors' funds received	13,026	556,831
Investors' funds paid	(237,042)	(400,061)
Income from investment banking services received	7,744	42,739
Rental income from investment property received	2,783	510
Payments for property related expenses	-	(913)
Payments for expenses and project costs	(16,968)	(28,362)
Income from placements with financial institutions received	1,721	8,257
Financing of projects, net	-	10,358
Placement and arrangement fees received	-	3,319
Advance operating lease rentals	-	(2,759)
<b>Cash flows from operating activities</b>	<b>(228,736)</b>	<b>189,919</b>
<b>Investing Activities</b>		
Payment for acquisition of investment property	-	(39,962)
Expenditure on property and equipment	(1,297)	(19,807)
Payments for car park spaces	(2,758)	-
Proceeds from sale of property and equipment	92	-
Payments for acquisition of software	(126)	(1,147)
Purchase of investment securities	(5,277)	(2,205)
Advance for purchase of investment securities	-	(9,000)
Dividend and other income received	14	1,294
<b>Cash flows from investing activities</b>	<b>(9,352)</b>	<b>(70,827)</b>
<b>Financing Activities</b>		
Bank financing (repaid) / received	(15,553)	41,878
Contribution by non-controlling interest	398	-
Board remuneration paid	(1,080)	(1,050)
<b>Cash flows from financing activities</b>	<b>(16,235)</b>	<b>40,828</b>
(Decrease) / increase in cash and cash equivalents	(254,323)	159,920
Cash and cash equivalents at 1 January	298,946	139,026
<b>Cash and cash equivalents at 31 December</b>	<b>44,623</b>	<b>298,946</b>
Represented by:		
Cash and bank balances	33	1,074
Placements with financial and other institutions	44,590	297,872
	<b>44,623</b>	<b>298,946</b>

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

# Consolidated Statement of Changes in Restricted Investment Accounts

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

2009	Balance at 1 January 2009			Movements during the year					Balance at 31 December 2009			
	No of units (000)	Average value per share US\$	Total	Investment	Gross income	Dividends paid	Bank's fees as an agent	Administrat-ion expenses	No of units (000)	Average value per share US\$	Total % ownership	
Makkah Hills – Cayman Islands	-	-	190,000	-	-	-	-	-	-	-	190,000	N/A
			190,000	-	-	-	-	-			190,000	

2008	Balance at 1 January 2008			Movements during the year					Balance at 31 December 2008			
	No of units (000)	Average value per share US\$	Total	Investment	Gross income	Dividends paid	Bank's fees as an agent	Administrat-ion expenses	No of units (000)	Average value per share US\$	Total % ownership	
Makkah Hills – Cayman Islands	-	-	66,500	123,500	-	-	-	-	-	-	190,000	N/A
Funds accepted under restricted Wakala contracts	-	-	91,809	(92,525)	716	-	-	-	-	-	-	N/A
			158,309	30,975	716	-	-	-			190,000	

The accompanying notes 1 to 33 form an integral part of these consolidated financial statements.

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 1. INCORPORATION AND PRINCIPAL ACTIVITY

Global Banking Corporation B.S.C. (c) (the "Bank") was incorporated on 25 June 2007 in the Kingdom of Bahrain under Commercial Registration No.65708. The Bank operates as an Islamic Wholesale Bank under a license granted by the Central Bank of Bahrain ("CBB"). The Bank's activities are regulated by the CBB and supervised by a Shari'a Supervisory Board.

The principal activities of the Bank include investment banking services that comply with Islamic rules and principles according to the opinion of the Bank's Shari'a Board.

### Consolidated financial statements

The consolidated financial statements comprise the financial statements of the Bank and its subsidiaries (together, "the Group").

The significant subsidiaries consolidated during the year include:

Name of the entity	% of holding	Place of incorporation	Date of incorporation	Nature of business
Global Energy Financial Services Company SPC	100%	Kingdom of Bahrain	18 May 2008	Financial investment and financial planning consultancy services
Diyafa Holdings Company WLL	90%	Kingdom of Bahrain	20 May 2009	Virtual offices and other related services

## 2. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below. These accounting policies have been applied consistently to all periods presented in the consolidated financial statements, and have been consistently applied by Group entities, except for the changes resulting from amendments made to accounting standards (refer note 2 (c)).

### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with both the Financial Accounting Standards ('FAS') issued by the Accounting and Auditing Organisation for Islamic Financial Institutions (AAOIFI) and International Financial Reporting Standards ('IFRS / IAS').

### (b) Basis of preparation

The consolidated financial statements are presented in US Dollars, being the principal currency of the Group's operations. They are prepared on the historical cost basis except for the measurement at fair value of trading investments and investment designated at fair value through profit or loss.

The Group classifies its expenses by the nature of expense method.

The preparation of the consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Group's accounting policies. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. Management believes that the underlying assumptions are appropriate and the Group's consolidated financial statements therefore present the financial position and results fairly. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

### (c) Standards, amendments and interpretations effective from 1 January 2009

The following standards, amendments and interpretations, which became effective in 2009 and relevant to the Group:

#### IAS 1 (revised), 'Presentation of financial statements'

During the year, the Group adopted Revised IAS 1 "Presentation of Financial Statements" on its required application date of 1 January 2009. Revised IAS 1 introduces the term "total comprehensive income", which represents changes in equity during a period other than those changes resulting from transactions with owners in their capacity as owners. Total comprehensive income may be presented in either 1) a single statement of comprehensive income (effectively combining both the income statement and all non-owner changes in equity in a single statement), or 2) in an income statement and a separate statement of comprehensive income. The Group has opted to present separate statements – an income statement and a separate statement of comprehensive income. Accordingly, a new primary statement of comprehensive income has been included in the consolidated financial statements along with the required comparative information.

#### Amendments to IFRS 7, 'Financial instruments: Disclosures'

The amendment to IFRS 7 requires enhanced disclosures about fair value measurements and liquidity risk. In particular, the amendment requires disclosure of fair value measurements by level of a fair value measurement hierarchy. The adoption of the amendment results in additional disclosures but does not have an impact on the financial position or the comprehensive income of the group. These additional disclosures have been presented for the current financial reporting period and in line with the transitional provisions, comparative information has not been provided (refer note 28).

#### IFRS 8, 'Operating segments'

IFRS 8 "Operating Segments" is applicable for periods beginning on or after 1 January 2009. This standard introduces the "management approach" to segment reporting which requires a change in the presentation and disclosure of segment information based on the internal reports that are regularly reviewed by the Bank's "chief operating decision maker" in order to assess each segment's performance and to allocate resources to them. The Group's lines of business comprise investment banking and property management.

From the current year, the Group presents its operating segment disclosures in accordance with IFRS 8 (refer note 29). Comparative segment information has been presented in conformity with the transitional requirements of the standard.

#### Improvements to IFRS (May 2008)

'Improvements to IFRS' issued in May 2008 contained numerous amendments to IFRS that the IASB considers non-urgent but necessary. 'Improvements to IFRS' comprise amendments that result in accounting changes for presentation, recognition or measurement purposes, as well as terminology or editorial amendments related to a variety of individual IFRS standards. The amendments effective for annual periods beginning on or after 1 January 2009 have been considered by the Group and there have been no material changes to accounting policies as a result of these amendments.

### (d) Basis of consolidation

#### (i) Subsidiaries

Subsidiaries are those enterprises (including special purpose entities) controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are consolidated from the date on which control is transferred to the Group and de-consolidated from the date that control ceases. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill.

#### (ii) Transactions eliminated on consolidation

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

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## (iii) Special purpose entities

Special purpose entities (SPEs) are entities that are created to accomplish a narrow and well-defined objective such as the securitisation of particular assets, or the execution of a specific borrowing or investment transaction. An SPE is consolidated if, based on an evaluation of the substance of its relationship with the Group and the SPE's risks and rewards, the Group concludes that it controls the SPE. The assessment of whether the Group has control over an SPE is carried out at inception and normally no further reassessment of control is carried out in the absence of changes in the structure or terms of the SPE, or additional transactions between the Group and the SPE. Where the Group's voluntary actions, such as lending amounts in excess of existing liquidity facilities or extending terms beyond those established originally, change the relationship between the Group and an SPE, the Group performs a reassessment of control over the SPE.

The Group in its fiduciary capacity manages and administers assets held in trust and other investment vehicles on behalf of investors. The financial statements of these entities are 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 18.

## (e) Foreign currency transactions

### (i) Functional and presentation currency

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

### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency 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 available-for-sale equity securities, are included in investments fair value reserve.

### (iii) Group companies

The other Group companies functional currencies are either denominated in US dollars or currencies that are effectively pegged to the US dollars, and hence, the translation of financial statements of the group entities that have a functional currency different from the presentation currency do not result in exchange differences.

## (f) Financial assets and liabilities

Financial assets of the Group comprise bank balances, placements with financial and other institutions, available-for-sale investments, investments designated at fair value through profit or loss, trading investments, receivable from investment banking services and other receivable balances. Financial liabilities of the Group comprise investors' funds, bank financing, and other payable balances.

### (i) Recognition and de-recognition

All financial assets (except investment securities) and liabilities are recognised on the date at which they are originated. 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.

A financial asset or liability is initially measured at fair value which is the value of the consideration given (in the case of an asset) or received (in the case of a liability).

The Group derecognises a financial asset 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. The Group writes off certain financial assets when they are determined uncollectible. The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

### (ii) Classification of financial assets and liabilities

The Group allocates financial assets to the following IAS 39 categories: financial assets carried at fair value through profit or loss; loans and receivables; and available-for-sale financial assets. Except for investment securities (refer note 2 (g)), the Group classifies all other financial assets as loans and receivables. All of the financial liabilities of the Group are classified at amortised cost. Management determines the classification of its financial instruments at initial recognition.

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

### (f) Financial assets and liabilities (continued)

#### (iii) Measurement principles

Financial assets and liabilities are measured either at fair value, amortised cost or in certain cases carried at cost.

#### Fair value measurement

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction on the measurement date.

When available, the Group measures the fair value of an instrument using quoted prices in an active market for that instrument. A market is regarded as active if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions on an arm's length basis. If a market for a financial instrument is not active, the Group establishes fair value using a valuation technique. Valuation techniques include using recent arm's length transactions between knowledgeable, willing parties (if available), discounted cash flow analyses and other valuation models with accepted economic methodologies for pricing financial instruments.

#### 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 principal 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 for impairment. 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.

### (g) Investment securities

The Group classifies its investment securities, excluding investment in subsidiaries (refer note 2 (d)), in the following categories: investment carried at fair value through profits or loss, held-to-maturity and available-for-sale investments.

#### (i) Classification

Investments carried at fair value through profit or loss are financial assets that are held for trading or which upon initial recognition are designated by the Group as fair value through profit or loss.

An investment is classified as held for trading if it is acquired principally for the purpose of selling or repurchasing it in the near term or part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. These include investments in quoted equities.

The Group designates investment securities at fair value through profit or loss at inception only when it is managed, evaluated and reported on internally on a fair value basis. These include investments in a managed fund.

Held-to-maturity investments are financial assets with fixed or determinable payments and fixed maturity that the Group has the positive intention and ability to hold to maturity, and which are not designated as carried at fair value through profit or loss or as available-for-sale. The Bank currently does not hold any held-to-maturity investments.

Available-for-sale investments are financial assets that are not investments carried at fair value through profit or loss or held-to-maturity or loans and receivables. These include investments in certain quoted and unquoted equity securities.

#### (ii) Initial recognition

Investment securities are initially recognised at fair value, plus transaction costs for all financial assets not carried at fair value through profit or loss. Transaction costs on investments carried at fair value through profit or loss are expensed in the profit or loss when incurred.

#### (iii) Subsequent measurement

Subsequent to initial recognition, investments carried at fair value through profit or loss and available-for-sale investments are re-measured to fair value. Gains and losses arising from a change in the fair value of investments carried at fair value through profit or loss 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 available-for-sale investments are recognised in the comprehensive income and presented in a separate fair value reserve within equity. When the available-for-sale investments are sold, impaired, collected or otherwise disposed

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

of, the cumulative gain or loss previously recognised in the statement of comprehensive income is transferred to the income statement.

Held-to-maturity investments are carried at amortised cost less any impairment allowances.

Available-for-sale investments which do not have a quoted market price or other appropriate methods from which to derive reliable fair values are carried at cost less impairment allowances.

#### **(iv) Fair value measurement principles**

Fair value for quoted investments is their market bid price.

#### **(h) Placements with financial and other institutions**

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

#### **(i) Cash and cash equivalents**

For the purpose of statement of cash flows, cash and cash equivalents comprise cash, bank balances and short-term highly liquid assets (placements with financial and other institutions) with 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.

#### **(j) Investment property**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. The Group follows the cost model to measure its investment property and carries it at cost less accumulated depreciation and impairment losses, if any. Land is not depreciated. Building is depreciated over a period of 30 years.

#### **(k) Property and equipment**

Property and equipment comprise land, building and equipment held for own use. Equipment is stated at cost, less accumulated depreciation and impairment losses (if any). Cost includes expenditures that are directly attributable to the acquisition of the asset. When parts of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment. Depreciation is computed using the straight-line method to write off the cost of the assets over their estimated useful lives ranging from three to five years. Land is not depreciated. Building is depreciated over a period 30 years. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

#### **(l) Intangible assets**

Intangible assets comprise computer software acquired by the Group and are stated at cost less accumulated amortisation and accumulated impairment losses, if any. The intangible assets are amortised on a straight-line basis over 3 years, being the estimated useful life of the assets.

#### **(m) Impairment of assets**

The Bank assesses at each reporting date whether there is objective evidence that an asset is impaired. Objective evidence that financial assets (including equity securities) are impaired can include default or delinquency by a borrower, restructuring of a loan or advance by the Group on terms that the Group would not otherwise consider, indications that a borrower or issuer will enter bankruptcy, the disappearance of an active market for a security, or other observable data relating to a group of assets such as adverse changes in the payment status of borrowers or issuers in the group, or economic conditions that correlate with defaults in the group. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment.

#### **Financial assets carried at amortised cost**

For financial assets carried at amortised cost impairment is measured as the difference between the carrying amount of the financial assets and the present value of estimated cash flows discounted at the assets' original effective profit rate. Losses are recognised in income statement and reflected in an allowance account. When a subsequent event causes the amount of impairment loss to decrease, the impairment loss is reversed through the income statement.

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

### (m) Impairment of assets (continued)

#### Available-for-sale investments

In the case of available-for-sale equity securities carried at fair value, a significant or prolonged decline in the fair value of the security below its cost is objective evidence of impairment resulting in recognition of an impairment loss. In case of equity securities quoted in active markets, the Group considers a decline in value of 20% below cost or a decline in value that persists for more than 6 months as an indicator of impairment. If any such evidence exists for available-for-sale investments, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not subsequently reversed through the income statement.

For available-for-sale investments carried at cost, the Group makes an assessment of whether there is an objective evidence of impairment for each investment by assessment of financial and other operating and economic indicators. Impairment is recognised if the estimated recoverable amount is assessed to be below the cost of the investment.

#### Other non-financial assets

The carrying amount of the Group's other non-financial assets 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.

### (n) Bank financing

Bank financing comprise Murabaha financing from a financial institution for acquisition of an investment property. Bank financing is initially measured at fair value plus transaction costs, and subsequently measured at its amortised cost using the effective profit rate method.

### (o) Finance expenses

Finance expenses are capitalised if they are directly attributable to the acquisition of a qualifying asset. Capitalisation of finance expenses commences when the activities to prepare the asset are in progress and expenditures and finance expenses are incurred. Finance expenses are capitalised until the assets are substantially ready for their intended use and allocated between the investment property and self-occupied property based on their determined usage. Other finance expenses are recognised in the income statement.

### (p) Dividends and board remuneration

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

### (q) Share capital and reserves

Ordinary shares are classified as equity. The Group classifies capital instruments as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments. Equity instruments of the group comprise ordinary shares.

#### Statutory reserve

The Bahrain Commercial Companies Law 2001 requires that 10 percent of the annual net profit be appropriated to a statutory reserve which is normally distributable only on dissolution. Appropriations may cease when the reserve reaches 50 percent of the paid up share capital.

### (r) Restricted investment accounts

Restricted investment accounts represents 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 Mudaraba contract or an agency contract. The restricted investment accounts are exclusively restricted for investment in specified projects as directed by the investments account holders. Assets that are held in such capacity are not included as assets of the Bank in the consolidated financial statements.

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## **(s) Revenue recognition**

**Income from investment banking services** is recognised when the service is provided and income is earned. This is usually when the Bank has performed all significant acts in relation to a transaction and it is highly probable that the economic benefits from the transaction will flow to the Bank. Significant acts in relation to a transaction are determined based on the terms agreed in the private placement memorandum/ contracts for each transaction.

**Placement and arrangement fees** are recognised when services are performed and income is earned.

**Income from placements with financial and other institutions** is recognised on a time-apportioned basis over the period of the related contract.

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

**Rental income** from investment property leased out under operating lease is recognised in the income statement on a straight-line basis over the term of the lease.

## **(t) Earnings prohibited by Shari'a**

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

## **(u) Zakah**

The Group is not required to pay Zakah on behalf of its shareholders on its undistributed profits. However, the Group is required to calculate and notify, under a separate report, individual shareholders of their pro-rata share of the Zakah payable by them on distributed profits. These calculations are approved by the Group's Shari'a Supervisory Board.

## **(v) 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. Termination benefits are recognised as an expense when the Group is committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy.

### **(ii) Post employment benefits**

Pensions and other social benefits for Bahraini employees are covered by the General Organisation for Social Insurance scheme, which is a "defined contribution scheme" in nature under IAS 19 'Employee Benefits', and to which employees and employers contribute monthly on a fixed-percentage-of-salaries basis. Contributions by the Bank are recognised as an expense in income statement when they are due.

Expatriate employees on fixed contracts are entitled to leaving indemnities payable under the Bahraini Labour Law for the Private Sector of 1976, based on length of service and final remuneration. Provision for this unfunded commitment, has been made by calculating the notional liability had all employees left at the reporting date. These benefits are in the nature of a "defined benefit scheme" under IAS 19 and any increase or decrease in the benefit obligation is recognised in the income statement.

## **(w) 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.

## **3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES**

The Group makes 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.

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

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

### Judgements

#### (i) Classification of investments

In the process of applying the Group's accounting policies, management decides on acquisition of an investment whether it should be classified as investments designated at fair value through profit or loss or held-to-maturity or available-for-sale investment securities. The classification of each investment reflects the management's intention in relation to each investment and is subject to different accounting treatments based on such classification [refer note 2 (g)].

#### (ii) Special purpose entities

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

### Estimations

#### (i) Impairment on available-for-sale investments

Available-for-sale investments where fair values are not readily available and are carried at cost, the recoverable amount of such investment is estimated to test for impairment. A significant portion of the Group's available-for-sale investments comprise of investments in long-term real estate development projects. In making a judgement of impairment, the Group evaluates among other factors, evidence of deterioration in the financial health of the project, impacts of delays in execution, industry and sector performance, changes in technology, and operational and financing cash flows. It is reasonably possible, based on existing knowledge, that the current assessment of impairment could require a material adjustment to the carrying amount of the investments within the next financial year due to significant changes in the assumptions underlying such assessments.

#### (ii) Impairment on receivables

Each counterparty exposure is evaluated individually for impairment and is based upon management's best estimate of the present value of the cash flows that are expected to be received. In estimating these cash flows, management makes judgements about counterparty's financial situation, level of subordination available to the Bank and the net realisable value of any underlying assets. Each asset is assessed on its merits, and the workout strategy and estimate of cash flows considered recoverable are independently evaluated by the Risk Management Department and approved by the Board of Directors.

## 4. CASH AND BANK BALANCES

	31 December 2009	31 December 2008
Cash	3	5
banks Balances	30	1,069
	33	1,074

## 5. PLACEMENTS WITH FINANCIAL AND OTHER INSTITUTIONS

	31 December 2009	31 December 2008
Wakala contracts	34,589	287,850
Commodity murabaha contacts	10,009	10,037
Less: Deferred profits	(8)	(15)
	44,590	297,872

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 6. INVESTMENT SECURITIES

Investment securities comprise

	31 December 2009	31 December 2008
Available-for-sale investments	67,252	23,780
Investments designated at fair value through profit or loss	4,310	-
Trading investments	239	202
	<b>71,801</b>	<b>23,982</b>

### (a) Available-For-Sale Investments

	2009	2008
At 1 January	23,780	12,000
Acquisitions during the year	48,000	11,780
Provision for impairment during the year	(4,528)	-
<b>At 31 December</b>	<b>67,252</b>	<b>23,780</b>

Available-for-sale investments are private equity investments in projects promoted by the Group. Available-for-sale investments of US\$ 67,252 thousand (2008: US\$ 23,780 thousand) are carried at cost less impairment allowance in the absence of reliable measure of the fair value. The Group intends to exit these investments principally by means of strategic sell outs, sale of underlying assets or at the time of initial public offerings.

During the year, the Bank recognised an impairment allowance of US\$ 4,528 thousand (2008: nil) on the available-for-sale investments. The impairment allowances has been established based on management's assessment of the current market conditions, the marketability of the investments and the assessment of recoverable amounts.

## 7. INVESTMENT PROPERTY

Investment property comprise that portion of land and building let out under operating leases. The carrying value of the investment property is given below:

	Land	Building	2009 Total	2008 Total
<b>Cost</b>				
At 1 January	15,701	37,523	53,224	-
Additions during the year	-	-	-	53,224
<b>At 31 December</b>	<b>15,701</b>	<b>37,523</b>	<b>53,224</b>	<b>53,224</b>
<b>Depreciation</b>				
At 1 January	-	521	521	-
Charge for year	-	1,251	1,251	521
<b>At 31 December</b>	<b>-</b>	<b>1,772</b>	<b>1,772</b>	<b>521</b>
<b>Net book value at 31 December</b>	<b>15,701</b>	<b>35,751</b>	<b>51,452</b>	<b>52,703</b>

The fair value of the investment property at 31 December 2009 was US\$ 58,013 thousand (2008: US\$ 62,820 thousand). The fair value is determined during the year, by an external, independent valuation company, having an appropriate recognised professional qualification and recent experience in the location and category of property being valued. The valuation is prepared by considering the aggregate of the net annual rents receivable from the properties and where relevant, associated costs. A yield that reflects the inherent risk in the net cash flows is then applied to the net results to arrive at the property valuation.

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 8. PROPERTY AND EQUIPMENT

	Land	Building	Fixture and equipment	Furniture	Motor vehicles	2009 Total	2008 Total
<b>Cost</b>							
At 1 January	4,399	10,512	5,978	1,087	96	22,072	246
Additions during the year	-	-	2,894	220	100	3,214	21,826
Disposals during the year	-	-	-	-	(126)	(126)	-
<b>At 31 December</b>	<b>4,399</b>	<b>10,512</b>	<b>8,872</b>	<b>1,307</b>	<b>70</b>	<b>25,160</b>	<b>22,072</b>
<b>Depreciation</b>							
At 1 January	-	146	574	92	26	838	27
Charge for the year	-	350	1,630	245	28	2,253	811
Disposals during the year	-	-	-	-	(22)	(22)	-
At 31 December	-	496	2,204	337	32	3,069	838
<b>Net book value at 31 December</b>	<b>4,399</b>	<b>10,016</b>	<b>6,668</b>	<b>970</b>	<b>38</b>	<b>22,091</b>	<b>21,234</b>
Capital work-in-progress	-	-	-	-	-	329	1,047
<b>Total</b>	<b>4,399</b>	<b>10,016</b>	<b>6,668</b>	<b>970</b>	<b>38</b>	<b>22,420</b>	<b>22,281</b>

The fair value of the land and building is not materially different from the carrying values.

## 9. OTHER ASSETS

	31 December 2009	31 December 2008
Subscription for investment	-	9,000
Prepayment for car park spaces	5,287	-
Advance operating lease rentals	-	2,759
Computer software and licenses, net	858	1,115
Project costs recoverable	278	1,069
Prepayments and other receivables	936	1,038
	<b>7,359</b>	<b>14,981</b>

## 10. INVESTORS' FUNDS

These represent funds of projects set-up or promoted by the Bank which are placed with the Bank pending utilisation by the projects concerned.

## 11. BANK FINANCING

Bank financing comprise murabaha financing obtained from a financial institution in 2008 for the purpose of acquisition of a property (refer note 7). The financing carries a profit rate of 2.50% over the bench mark rate (BIBOR) and is repayable in quarterly instalments over 4 years. The financing is secured by mortgage on both land and building and assignment of rent from the property.

## 12. ACCRUALS AND OTHER LIABILITIES

	31 December 2009	31 December 2008
Employee related accruals	630	5,671
Payables and other accruals	1,874	2,646
	<b>2,504</b>	<b>8,317</b>

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 13. SHARE CAPITAL

	31 December 2009	31 December 2008
<b>Authorised:</b>		
500,000,000 ordinary shares of US\$ 1 each	500,000	500,000
<b>Issued and subscribed:</b>		
250,000,000 ordinary shares of US\$ 1 each	250,000	250,000
<b>Paid up:</b>		
250,000,000 ordinary shares partly paid US\$ 0.695 each (2008: US\$ 0.625 each)	173,750	156,250

In the annual general meeting on 22 February 2009, the shareholders resolved to increase the paid up capital of the Bank from US\$ 156.25 million to US\$ 173.75 million by capitalisation of retained earnings.

## 14. (LOSS) / INCOME FROM INVESTMENT SECURITIES

	2009	2008
Dividends received from available-for-sale investments	14	1,294
Change in fair value of investments designated at fair value through profit or loss	(967)	-
Gain / (loss) on trading investments	37	(224)
	(916)	1,070

## 15. STAFF COST

	2009	2008
Salaries and benefits	8,588	13,586
Social insurance expenses	512	527
Other staff expenses	220	524
	9,320	14,637

## 16. OTHER OPERATING EXPENSES

	2009	2008
Premises costs	1,820	1,866
Other expenses	1,394	1,760
	3,214	3,626

## 17. TOTAL FINANCE INCOME AND EXPENSE

	2009	2008
Income from placements with financial and other institutions	1,721	8,257
Finance expenses	(2,172)	(1,344)
<b>Net finance (expense) / income</b>	<b>(451)</b>	<b>6,913</b>

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 18. FUNDS UNDER MANAGEMENT

The Group provides corporate administration, investment management and advisory services to its project companies, which involve the Group making decisions on behalf of such entities. Assets that are held in such capacity are not included in these consolidated financial statements. At the reporting date, the Group had assets under management of US\$ 689,767 thousand (2008: US\$ 722,900 thousand). During the year, the Bank has not charged any management fees for activities related to management of assets (2008: US\$ 2,620 thousand).

## 19. PROPOSED APPROPRIATIONS

The Board of Directors proposes the following appropriations subject to the approval of the shareholders at the annual general meeting:

	2009	2008
Proposed dividend (note 13)	-	17,500
Board remuneration	-	1,080

## 20. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties include entities over which the Group exercises significant influence, major shareholders, directors and executive management of the Group.

The Group's income from investment banking services is from an entity over which the Group exercises influence. Although the entity is considered a related party, the Group administers and manages the entity on behalf of its clients, who are by and large third parties and are the economic beneficiaries of the underlying investment. The transactions with these entities are based on agreed terms in the private placement memorandum.

The significant related party balances and transactions (excluding compensation to key management personnel) included in these consolidated financial statements are as follows:

31 December 2009	Key management personnel	Significant shareholders / entities in which directors are interested	Assets under management including special purpose entities	Total
<b>Assets</b>				
Investment securities	-	12,402	54,850	67,252
Other assets	-	116	36	152
<b>Liabilities</b>				
Investors' funds	-	-	3,775	3,775
<b>Income</b>				
Income from investment banking services	-	-	4,956	4,956
Rental income from investment property	-	612	175	787
Provision for impairment	-	1,378	3,150	4,528

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

31 December 2008	Key management personnel	Significant shareholders / entities in which directors are interested	Assets under management including special purpose entities	Total
<b>Assets</b>				
Investment securities	-	13,780	10,000	23,780
Receivable from investment banking services	-	-	42,975	42,975
Investment property	-	66,313	-	66,313
Other assets	-	169	10,069	10,238
<b>Liabilities</b>				
Investors' funds	-	-	223,269	223,269
<b>Income</b>				
Income from investment banking services	-	-	40,570	40,570
Income from investment securities	-	1,197	-	1,197
Rental income from investment property	-	339	-	339
<b>Commitments</b>				
Commitments to invest	-	-	21,000	21,000

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 is as follows:

	2009 (US\$ 000's)	2008 (US\$ 000's)
Board remuneration	1,080	1,050
Board member fees	269	172
Salaries and other short-term benefits	1,768	1,892
Post employment benefits	47	31

## 21. ZAKAH

Zakah is directly borne by the shareholders on distributed profits and investors in restricted investment accounts. The Bank does not collect or pay Zakah on behalf of its shareholders and investors in restricted investment accounts. Zakah payable by the shareholders is computed by the Bank on the basis of the method prescribed by the Bank's Shari'a Supervisory Board and notified to shareholders annually. Zakah payable by the shareholders for the year ended 31 December 2009 is US cents 0.40 (2008: US cents 0.70) for every share held.

## 22. EARNINGS PROHIBITED BY SHARI'A

During the year, there were no earnings from non-Islamic transactions that are prohibited by Shari'a (2008: Nil).

## 23. 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.

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 24. SOCIAL RESPONSIBILITY

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

## 25. MATURITY PROFILE

The table below shows the maturity profile of the Group's financial assets and liabilities and unrecognised commitments on the basis of their expected realisation/ payment.

31 December 2009	Up to 3 months (US\$ 000's)	3 months to 6 months (US\$ 000's)	6 months to 1 year (US\$ 000's)	1 year to 3 years (US\$ 000's)	Over 3 years (US\$ 000's)	Total (US\$ 000's)
<b>Assets</b>						
Bank balances	30	-	-	-	-	30
Placements with financial and other institutions	44,590	-	-	-	-	44,590
Investment securities	239	-	10,000	61,562	-	71,801
Other financial assets	582	-	-	-	-	582
<b>Total financial assets</b>	<b>45,441</b>	<b>-</b>	<b>10,000</b>	<b>61,562</b>	<b>-</b>	<b>117,003</b>
<b>Liabilities</b>						
Investors' funds	-	3,775	-	-	-	3,775
Bank financing	3,603	3,721	7,348	15,169	-	29,841
Other financial liabilities	551	-	-	-	-	551
<b>Total financial liabilities</b>	<b>4,154</b>	<b>7,496</b>	<b>7,348</b>	<b>15,169</b>	<b>-</b>	<b>34,167</b>
<b>Off-balance sheet items</b>						
Restricted investment accounts	-	-	190,000	-	-	190,000
Commitments	158	-	-	-	-	158
<b>31 December 2008</b>						
<b>Assets</b>						
Bank balances	1,069	-	-	-	-	1,069
Placements with financial and other institutions	297,872	-	-	-	-	297,872
Investment securities	202	-	-	23,780	-	23,982
Receivable from investment banking services	-	1,000	39,370	2,605	-	42,975
Other financial assets	-	-	1,663	-	-	1,663
<b>Total financial assets</b>	<b>299,143</b>	<b>1,000</b>	<b>41,033</b>	<b>26,385</b>	<b>-</b>	<b>367,561</b>
<b>Liabilities</b>						
Investors' funds	193,790	29,479	-	-	-	223,269
Bank financing	3,591	3,505	6,947	26,127	3,052	43,222
Other financial liabilities	1,254	-	-	-	-	1,254
<b>Total financial liabilities</b>	<b>198,635</b>	<b>32,984</b>	<b>6,947</b>	<b>26,127</b>	<b>3,052</b>	<b>267,745</b>
<b>Off-balance sheet items</b>						
Restricted investment accounts	-	-	-	190,000	-	190,000
Commitments	22,964	1,380	-	-	-	24,344

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 26. CONCENTRATION OF ASSETS, LIABILITIES AND RESTRICTED INVESTMENT ACCOUNTS

### a) Industry sector

31 December 2009	Banks and financial institutions (US\$ 000's)	Real estate (US\$ 000's)	Others (US\$ 000's)	Total (US\$ 000's)
<b>Assets</b>				
Cash and bank balances	30	-	3	33
Placements with financial and other institutions	44,590	-	-	44,590
Investment securities	239	67,252	4,310	71,801
Investment property	-	51,452	-	51,452
Property and equipment	-	15,736	6,684	22,420
Other assets	-	5,413	1,946	7,359
<b>Total assets</b>	<b>44,859</b>	<b>139,853</b>	<b>12,943</b>	<b>197,655</b>
<b>Liabilities</b>				
Investors' funds	-	3,775	-	3,775
Bank financing	29,841	-	-	29,841
Accruals and other liabilities	-	-	2,504	2,504
<b>Total liabilities</b>	<b>29,841</b>	<b>3,775</b>	<b>2,504</b>	<b>36,120</b>
<b>Off-balance sheet items</b>				
Restricted investment accounts	-	190,000	-	190,000
Commitments	-	-	158	158

### 31 December 2008

<b>Assets</b>				
Cash and bank balances	1,069	-	5	1,074
Placements with financial and other institutions	297,872	-	-	297,872
Investment securities	202	23,780	-	23,982
Receivable from investment banking services	-	42,975	-	42,975
Investment property	-	52,703	-	52,703
Property and equipment	-	14,764	7,517	22,281
Other assets	584	12,877	1,520	14,981
<b>Total assets</b>	<b>299,727</b>	<b>147,099</b>	<b>9,042</b>	<b>455,868</b>
<b>Liabilities</b>				
Investors' funds	-	223,269	-	223,269
Bank financing	43,222	-	-	43,222
Accruals and other liabilities	-	-	8,317	8,317
<b>Total liabilities</b>	<b>43,222</b>	<b>223,269</b>	<b>8,317</b>	<b>274,808</b>
<b>Off-balance sheet items</b>				
Restricted investment accounts	-	190,000	-	190,000
Commitments	21,000	-	3,344	24,344

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 26. CONCENTRATION OF ASSETS, LIABILITIES AND RESTRICTED INVESTMENT ACCOUNTS (continued)

### b) Geographic region

Concentration is measured based on the location of the underlying operating assets and not based on the location of the investments. The Group's concentration exposure as at 31 December 2009 and 31 December 2008 is limited to GCC countries.

## 27. COMMITMENTS AND CONTINGENCIES

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

	31 December 2009 (US\$ 000's)	31 December 2008 (US\$ 000's)
Commitments to invest	-	21,000
Operating lease commitment	-	2,758
Capital commitments	158	586

### Performance obligations

During the ordinary course of business, the Group may enter into performance obligations in respect of its infrastructure development projects. It is the usual practice of the Group to pass these performance obligations, wherever possible, on to the companies that own the projects. In the opinion of the management, no liabilities are expected to materialise on the Group at 31 December 2009 due to the performance of any of its projects.

## 28. FINANCIAL INSTRUMENTS

### a) CLASSIFICATION OF FINANCIAL INSTRUMENTS

The classification of the financial instruments of the Group is as given below:

31 December 2009	Available-for-sale (US\$ 000's)	Loans and receivables (US\$ 000's)	Fair value through profit or loss (US\$ 000's)	Others at amortised cost (US\$ 000's)	Total (US\$ 000's)
<b>Assets</b>					
Bank balances	-	30	-	-	30
Placements with financial and other institutions	-	44,590	-	-	44,590
Investment securities	67,252	-	4,549	-	71,801
Receivable from investment banking services	-	-	-	-	-
Other financial assets	-	582	-	-	582
<b>Total financial assets</b>	<b>67,252</b>	<b>45,202</b>	<b>4,549</b>	<b>-</b>	<b>117,003</b>
<b>Liabilities</b>					
Investors' funds	-	-	-	3,775	3,775
Bank financing	-	-	-	29,841	29,841
Other financial liabilities	-	-	-	551	551
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>34,167</b>	<b>34,167</b>

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

31 December 2008	Available-for-sale (US\$ 000's)	Loans and Fair value through receivables profit or loss (US\$ 000's)	Others at amortised cost (US\$ 000's)	Total (US\$ 000's)
<b>Assets</b>				
Bank balances	-	1,069	-	1,069
Placements with financial and other institutions	-	297,872	-	297,872
Investment securities	23,780	-	202	23,982
Receivable from investment banking services	-	42,975	-	42,975
Other financial assets	-	1,663	-	1,663
<b>Total financial assets</b>	<b>23,780</b>	<b>343,579</b>	<b>202</b>	<b>367,561</b>
<b>Liabilities</b>				
Investors' funds	-	-	223,269	223,269
Islamic financing	-	-	43,222	43,222
Other financial liabilities	-	-	1,254	1,254
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>267,745</b>	<b>267,745</b>

## b) Fair values of financial instruments

Fair value is an amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Other than available-for-sale investments of US\$ 68,630 thousand (2008: US\$ 23,780 thousand) (note 6 (a)), the estimated fair values of the Group's other financial instruments are not significantly different from their carrying values.

## c) 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).

2009	Level 1 (US\$ 000's)	Level 2 (US\$ 000's)	Level 3 (US\$ 000's)	Total (US\$ 000's)
Investment securities				
Investments designated at fair value through profit or loss	4,310	-	-	4,310
Trading investments	239	-	-	239
<b>Total assets</b>	<b>4,549</b>	<b>-</b>	<b>-</b>	<b>4,549</b>

## 29. OPERATING SEGMENTS

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

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 29. OPERATING SEGMENTS (continued)

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

- **Investment banking:** The investment banking segment of the Group focuses on providing structuring opportunities in Islamic asset-backed and equity capital markets, Islamic financial advisory and mid-sized mergers and acquisition transactions.
- **Property management:** This business unit primarily is involved management of real estate and related assets.

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

The Bank classifies directly attributable revenue and cost relating to transactions originating from respective segments as segment revenue and segment expenses respectively. The internal management reports are designed to reflect revenue and cost for respective segments which are measured against the budgeted figures. The unallocated revenues, expenses, assets and liabilities relate to entity-wide corporate activities and treasury activities at the Group level.

The Group has primary operations in Bahrain and the Bank does not have any overseas branches/divisions. The geographic concentration of assets and liabilities is disclosed in note 26 to the consolidated financial statements.

The Group is presenting segment information for the first time and comparative information for 2008 has been presented in line with the current year presentation.

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

2009	Investment banking (US\$ 000's)	Property management (US\$ 000's)	Unallocated (US\$ 000's)	Total (US\$ 000's)
External revenue	5,215	2,184	1,941	9,340
Segment result	(12,879)	(2,981)	(2,983)	(18,843)
Segment assets	72,079	56,811	68,765	197,655
Segment liabilities	4,705	30,137	1,278	36,120
Other material items:				
Finance income	-	-	1,721	1,721
Finance expenses	-	1,796	376	2,172
Depreciation	-	1,251	2,231	3,482
Provision for impairment	4,528	-	-	4,528
Commitments	-	-	158	158
Restricted investment accounts	190,000	-	-	190,000

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

2008	Investment banking (US\$ 000's)	Property management (US\$ 000's)	Unallocated (US\$ 000's)	Total (US\$ 000's)
External revenue	43,843	1,093	8,257	53,193
Segment result	22,708	(2,394)	902	21,216
Segment assets	299,226	67,467	89,175	455,868
Segment liabilities	223,269	43,222	8,317	274,808
Other material items:				
Finance income	-	-	8,257	8,257
Finance expense	-	1,344	-	1,344
Depreciation	-	521	811	1,332
Provision for impairment	-	-	-	-
Commitments	21,000	-	3,344	24,344
Restricted investment accounts	190,000	-	-	190,000

## 30. FINANCIAL RISK MANAGEMENT

### Overview

Financial assets of the Group comprise bank balances, placements with financial and other institutions, available-for-sale investments, investments designated at fair value through profit or loss, receivable from investment banking services and other receivable balances. Financial liabilities of the Group comprise investors' funds, bank financing and other payable balances. Accounting policies for financial assets and liabilities are set out in note 2.

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

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

This note presents information about the Group's exposure to each of the above risks, the Group's 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 the Risk and Audit Committee ("RAC"), which is responsible for developing and monitoring risk management policies in their specified areas. All committees have both executive and non-executive members and report regularly to the Board of Directors on their activities.

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 RAC is responsible for monitoring compliance with the Group's 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 RAC submits a quarterly Risk Overview Report along with a detailed Liquidity Risk Report to the Board of Directors. The Risk Overview Report describes the potential issues for a wide range of risk factors and classifies the risk factors from low to high. The report also provides comments as to how risk factors are being addressed by the Group and the change in risk rating from the previous quarter. The Liquidity Risk Report measure the Bank's liquidity risk profile against policy guidelines.

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 30. FINANCIAL RISK MANAGEMENT (continued)

### a. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's balances with banks, placements with financial and other institutions and other receivables from project companies. For risk management reporting purposes, the Group considers and consolidates all elements of credit risk exposure (such as individual obligor default risk, country and sector risk).

### Management of credit risk

The Board of Directors has delegated responsibility for the management of credit risk to the Risk and Audit Committee which is also responsible for oversight of the limits and guidelines set by the Board.

Risk is assessed on an individual basis for each receivable and is reviewed at least once a year. The Group does not perform a collective assessment of impairment for its credit exposures as the credit characteristics of each exposure is considered to be different. Credit exposures are subject to regular reviews by the Risk Management Department.

The maximum credit risk exposure has been disclosed below:

### Exposure to credit risk

	Bank balances (US\$ 000's)	Placements with financial and other institutions (US\$ 000's)	Receivable from investment banking services (US\$ 000's)	Other financial assets (US\$ 000's)
<b>2009</b>				
<b>Neither past due nor impaired</b>				
Carrying amount	30	44,590	-	582
<b>Past due but not impaired</b>				
Individually impaired	-	-	-	-
Carrying amount	30	44,590	-	582

2008

Neither past due nor impaired

Carrying amount	1,069	297,872	39,370	1,663
<b>Past due but not impaired</b> (above 180 days)	-	-	3,605	-
Individually impaired	-	-	-	-
Carrying amount	1,069	297,872	42,975	1,663

The Group's credit risk on bank balances and placements with financial and other institutions is limited as these are placed with banks in GCC having good credit ratings. The other credit exposures have been evaluated on a case-by-case basis and the management has assessed that the exposures are currently performing and not impaired.

### Impaired receivables

Impaired receivables are those for which the Group determines that it is probable that it will be unable to collect all payments due according to the contractual terms of the receivables agreement(s).

### Concentration risk

Concentration risk arises when a number of counterparties are engaged in similar economic activities or activities in the same geographic region or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. The Group seeks to manage its concentration risk by establishing and constantly monitoring geographic and industry wise concentration limits.

The geographical and industry wise distribution of assets and liabilities are set out in note 26.

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## b. Liquidity risk

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

### Management of liquidity risk

The Board of Directors approves significant policies and strategies related to the management of liquidity. The Management reviews the liquidity profile of the Group on a regular basis and any material change in the Bank's current or prospective liquidity position is notified to the Board.

The ALCO supports the Board in managing liquidity by recommending policies, setting limits and guidelines and monitoring the risk and liquidity profile of the Group on a regular basis. The ALCO provides guidance for day-to-day management of liquidity, oversees the establishment of effective internal controls and ensures that the Group has adequate liquidity at all times.

The day-to-day management of the Group's liquidity is the responsibility of the Treasury Department. The Department ensures that adequate funds are available to meet the maturing obligations and growth in assets while cost is minimised. The Department ensures that all limits and guidelines set by the Board and ALCO are complied with and any adverse development is reported to the ALCO. The Department also obtains the exceptional approvals when required as per this policy and manages the relationship with other banks and financial institutions.

The Risk Management Department reviews the limits set on an ongoing basis and ensures that the concerned department is complying with all limits set as per this policy. The Risk Management Department ensures that any adverse development is reported to the people concerned. Whenever exceptional approvals are required, they are first subject to the review and approval of the Risk Management Department.

The table below shows the undiscounted cash flows on the Group's financial liabilities, including issued financial guarantee contracts, and unrecognised financing commitments on the basis of their earliest possible contractual maturity. Refer note 25 for the expected maturity profile of assets and liabilities.

	Gross undiscounted cash flows					Total	Carrying amount
	Up to 3 months	3 to 6 months	6 months to 1 year	1 to 3 years	Over 3 years		
<b>31 December 2009</b>							
<b>Financial liabilities</b>							
Investors' funds	-	3,775	-	-	-	3,775	3,775
Bank financing	3,603	3,721	7,348	17,439	-	32,111	29,841
Other financial liabilities	551	-	-	-	-	551	551
<b>Total financial liabilities</b>	<b>4,154</b>	<b>7,496</b>	<b>7,348</b>	<b>17,439</b>	<b>-</b>	<b>36,437</b>	<b>34,167</b>
<b>Off-balance sheet items</b>							
Capital commitments	158	-	-	-	-	158	-
<b>31 December 2008</b>							
<b>Financial liabilities</b>							
Investors' funds	193,790	29,479	-	-	-	223,269	223,269
Bank financing	3,973	3,882	7,684	28,903	3,375	47,817	43,222
Other financial liabilities	1,254	-	-	-	-	1,254	1,254
<b>Total financial liabilities</b>	<b>199,017</b>	<b>33,361</b>	<b>7,684</b>	<b>28,903</b>	<b>3,375</b>	<b>272,340</b>	<b>267,745</b>
<b>Off-balance sheet items</b>							
Capital commitments	22,964	1,380	-	-	-	24,344	-

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 30. FINANCIAL RISK MANAGEMENT (continued)

### c. Market Risk

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

#### Exposure to profit rate risk

Profit rate risk arises due to differences in timing of re-pricing of the Group's assets and liabilities. The Group's profit rate sensitive assets are mainly placements with financial and other institutions. Profit rate risk is managed principally through monitoring profit rate gaps and by having pre-approved limits for repricing bands. The effective profit rates on the profit bearing financial instruments are given below:

	2009	2008
Placements with financial and other institutions	1.53%	3.13%
Bank financing	4.74%	5.61%

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 in all yield curves worldwide. An analysis of the Group's sensitivity to an increase or decrease in market financing rates (assuming no asymmetrical movement in yield curves and a constant balance sheet position) is as follows:

	2009 (US\$ 000's)	2008 (US\$ 000's)
At 31 December 2009	± 145	± 2,547
Average for the period	± 723	± 2,086
Maximum for the period	± 1,258	± 3,936
Minimum for the period	± 145	± 586

#### Exposure to foreign exchange risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group's major exposure is in GCC currencies, which are primarily pegged to the US Dollars. The Group does not have significant net exposures denominated in other foreign currencies as at 31 December 2009 and 31 December 2008.

#### Exposure to other market risks

Equity price risk is the risk that the fair value of equities decreases as a result of changes in the value of individual companies' shares. The Group does not have significant exposure to listed equity instruments. The Group's exposure is detailed in note 6 to these consolidated financial statements.

### d. Operational risk

Operational risk is the risk of loss arising from systems and control failures, fraud and human error, 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. In addition the Bank is committed to the training of its staff. The Bank conducted Risk Control Self Assessment of Operational risk in all departments of the Bank to identify the important Key Risk Areas and Key Risk Triggers.

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 31. CAPITAL MANAGEMENT

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

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

The Bank is required to comply with the provisions of the Capital Adequacy Module of the CBB (which is based on the Basel II and IFSB framework) in respect of regulatory capital. The Bank has adopted the standardised approach to credit risk and market risk and basic indicator approach for operational risk management under the revised framework. During 2009, the Bank was in compliance with the capital limits set by the regulator for the Bank.

The allocation of capital between specific operations and activities is primarily driven by regulatory requirements. The Bank's capital management policy seeks to maximise return on risk adjusted capital while satisfying all the regulatory requirements. The Bank's policy on capital allocation is subject to regular review by the Board of Directors.

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

Capital adequacy	2009 (US\$ 000's)	2008 (US\$ 000's)
Total risk weighted assets	413,708	597,804
Tier 1 capital	146,337	181,060
Tier 2 capital	-	-
Total regulatory capital	146,337	181,060
<b>Total regulatory capital expressed as a percentage of total risk weighted assets</b>	<b>35.37%</b>	<b>30.29%</b>

## 32. NEW INTERNATIONAL FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS NOT YET EFFECTIVE FOR ADOPTION

The following standards and interpretations have been issued by standard setters during 2009 and are mandatory for the Group's accounting for annual periods beginning on or after 1 July 2009 or later periods and are expected to be relevant to the Group:

### a. International Financial Reporting Standards and interpretations issued by the IASB

- IAS 27 Consolidated and Separate Financial Statements (amended 2008)

The revised standard requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting when control is lost; any remaining interest in the entity is re-measured to fair value, and a gain or loss is recognised in profit or loss. The Group will apply IAS 27 (revised) prospectively to transactions with non-controlling interests from 1 January 2010. In the future, this guidance will also tend to produce higher volatility in equity and/or earnings in connection with the acquisition of interests by the Group.

# Notes to the Consolidated Financial Statements

for the year ended 31 December 2009

(Expressed in US Dollars 000's)

## 32. NEW INTERNATIONAL FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS NOT YET EFFECTIVE FOR ADOPTION (continued)

### • IFRS 9 'Financial Instruments'

IFRS 9 was issued in November 2009 and replaces those parts of IAS 39 relating to the classification and measurement of financial assets. Key features are as follows:

- Financial assets are required to be classified into two measurement categories: those to be measured subsequently at fair value, and those to be measured subsequently at amortised cost. The decision is to be made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.
- An instrument is subsequently measured at amortised cost only if it is a debt instrument and both the objective of the entity's business model is to hold the asset to collect the contractual cash flows, and the asset's contractual cash flows represent only payments of principal and interest (that is, it has only 'basic loan features'). All other debt instruments are to be measured at fair value through profit or loss.
- All equity instruments are to be measured subsequently at fair value. Equity instruments that are held for trading will be measured at fair value through profit or loss. For all other equity investments, an irrevocable election can be made at initial recognition, to recognise unrealised and realised fair value gains and losses through other comprehensive income rather than profit or loss. There is to be no recycling of fair value gains and losses to profit or loss. This election may be made on an instrument-by-instrument basis. Dividends are to be presented in profit or loss, as long as they represent a return on investment.
- While adoption of IFRS 9 is mandatory from 1 January 2013, earlier adoption is permitted.

The Group is currently in the process of evaluating the potential effect of this standard. Given the nature of the Group's operations, this standard is expected to have a pervasive impact on the Group's financial statements.

### • Improvements to IFRSs

Improvements to IFRS issued in April 2009 contained numerous amendments to IFRS that the IASB considers non-urgent but necessary. 'Improvements to IFRS' comprise amendments that result in accounting changes to presentation, recognition or measurement purposes, as well as terminology or editorial amendments related to a variety of individual IFRS standards. The amendments are effective for annual periods beginning on or after 1 January 2010 with earlier adoption permitted. No material changes to accounting policies are expected as a result of these amendments.

### b. Financial Accounting Standards issued by AAOIFI

- FAS 23 Consolidation (effective for annual periods beginning on or after 1 January 2010); and

The requirements of this standard is largely in line with the current policies followed by the Group for accounting of subsidiaries and the adoption of this standard is not expected to have any material impact on the consolidated financial statements.

The Group had not early adopted any new or amended standards in 2009.

## 33. COMPARATIVES

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

## Risk and Capital Management Disclosures (BASEL II – PILLAR III)

These disclosures have been prepared in accordance with the CBB requirements outlined in its Public Disclosure Module (“PD”), Section PD-1.3: Disclosures in Annual Report under Volume 2 of the Rule Book issued by the CBB 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.

# Risk and Capital Management Disclosures

## (BASEL II - PILLAR III)

### Contents

<b>1</b>	<b>Introduction</b>	<b>81</b>
<b>2</b>	<b>Executive summary</b>	<b>81</b>
<b>3</b>	<b>Group Structure</b>	<b>81</b>
<b>4</b>	<b>Risk management framework</b>	<b>82</b>
4.1	<b>Risks In Pillar I</b>	82
4.1.1	Credit Risk	82
4.1.2	Market Risk	83
4.1.3	Operational Risk	83
4.2	<b>Risks In Pillar II</b>	84
4.2.1	Liquidity Risk	84
4.2.2	Concentration Risk	84
4.2.3	Counterparty Credit Risk	84
4.2.4	Profit Rate Risk In Banking Book	85
4.2.5	Equity Risk In Banking Book	85
4.2.6	Displaced Commercial Risk	85
4.2.7	Regulatory and Shari'a compliance risk	85
4.2.8	Legal Risk	85
4.2.9	Other Risks	86
4.3	<b>Pillar III</b>	86
<b>5</b>	<b>Capital Management And Internal Capital Adequacy Assessment Plan (ICAAP)</b>	<b>86</b>
5.1	Capital Management	86
5.2	Internal Capital Adequacy Assessment Plan (ICAAP)	86
<b>6</b>	<b>Regulatory Capital Requirements and Capital Base</b>	<b>87</b>
6.1	Capital Adequacy Computations	87
6.2	Capital Base	88
6.3	Regulatory Capital Requirements For Credit Risk	88
6.4	Regulatory Capital Requirements For Market Risk	89
6.5	Regulatory Capital Requirements For Operational Risk	89
<b>7</b>	<b>Quantitative Disclosures for Credit Risk</b>	<b>90</b>
7.1	Gross Credit Exposures	90
7.2	Industry Concentration	90
7.3	Geographic Concentration	90
7.4	Credit Exposure By Internal Rating	90
7.5	Credit Exposure by Residual Maturity	91
7.6	Restructured/ Renegotiated Exposures	91
7.7	Exposure On Highly Leveraged Counterparties	91
7.8	Related Party Transactions	91
7.9	Exposure in excess of 15% Of Capital Base	91
<b>8</b>	<b>Other Disclosures</b>	<b>92</b>
8.1	External Communication	92
8.2	Complaint Handling	92
8.3	Unrestricted Investment accounts	92
8.4	Restricted Investment accounts	92

# Risk and Capital Management Disclosures

## (BASEL II - PILLAR III)

### 1 INTRODUCTION

Global Banking Corporation B.S.C. (c) (the "Bank") was incorporated on 25th June 2007 under the commercial registration number 65708 in the Kingdom of Bahrain and licensed by the Central Bank of Bahrain ("CBB") as an Islamic whole sale bank. The Bank's business model enables the Bank to offer a comprehensive range of investment banking products and services to high net worth individuals, corporate entities, and financial institutions in compliance with Shari'a principles.

CBB Basel II guidelines are effective from 1st January 2008 as the common framework for the implementation of Basel II capital adequacy framework for banks incorporated in the Kingdom of Bahrain.

The new framework intends to strengthen the risk management practices and processes within financial institutions. The Bank has accordingly taken steps to comply with these requirements. The CBB's capital management framework, consistent with the Basel II accord, is built on three pillars:

- Pillar I: calculation of the risk weighted amounts and capital requirement.
- Pillar II: the supervisory review process, including the Internal Capital Adequacy Assessment Process.
- Pillar III: rules for the disclosure of risk management and capital adequacy information.

The Public Disclosure (PD) module Section 1.3 of Volume 2 of the CBB rule book governs the disclosure requirements to be made by Islamic banks in their annual report. In April 2008, the CBB revised the PD module to cover the detailed disclosure requirements to be followed by licensed banks in Bahrain to be in compliance with Pillar 3 of Basel II and the Islamic Financial Services Board's (IFSB) recommended disclosures for Islamic banks. Under the current regulations, partial disclosure consisting mainly of quantitative analysis is required during half year reporting, whereas full disclosure is required to coincide with the financial year-end reporting.

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 2009, presented in accordance with the Financial Accounting Standards (FAS) issued by the Accounting and Auditing Organisation for Islamic Financial Institutions (AAOIFI) and International Financial Reporting Standards (IFRS). 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. These disclosures should be read in conjunction with the group's consolidated financial statements for the year ended 31 December 2009.

### 2 EXECUTIVE SUMMARY

The Bank maintains an adequate capital base to cover risks inherent in the business. The adequacy of the Bank's capital is monitored using, among other measures, the regulations and ratio established by the CBB in accordance with Basel II capital adequacy framework. Since incorporation, the Bank had complied with all the prescribed capital requirements.

The Bank's capital adequacy ratio is well above the minimum capital requirement of 12% required by the CBB. The Bank's capital adequacy ratio as at 31 December 2009 was 35.37% compared with 30.29% as at 31 December 2008. The Bank ensures adherence to the CBB's requirements by monitoring its capital adequacy against higher internal limits.

The prime objective of the Bank's capital management is to ensure compliance with all the prudential requirements and to maintain healthy capital ratios in order to effectively support its business and to maximize shareholders' value. To assess its capital adequacy requirements in accordance with the CBB requirements, the Bank adopts the Standardized Approaches for its Credit Risk and Market Risk, and the Basic Indicator Approach for its Operational Risk. The Bank intends to adopt more sophisticated methods of capital allocation after building up the required internal systems and models.

### 3 GROUP STRUCTURE

The Group's consolidated financial statements comprises the financial statements of the Bank and its subsidiaries (together the "Group") prepared in accordance with the Financial Accounting Standards ('FAS') issued by the Accounting and Auditing Organization for Islamic Financial Institutions ('AAOIFI') and International Financial Reporting Standards ('IFRS'). However, under the CBB prudential consolidation and deduction requirements non-financial subsidiaries are not required to be consolidated and different treatments are prescribed for regulatory capital computation purposes.

# Risk and Capital Management Disclosures

## (BASEL II - PILLAR III)

Following is the structure of the Group for prudential consolidation purposes:

Entities	Ownership	Treatment for prudential consolidation purposes
Global Energy Financial Services SPC	100%	Full consolidation
Diyafa Holdings W.L.L.	90%	Risk weighted

All the above entities are incorporated in the Kingdom of Bahrain and there are no restrictions on the transfer of funds or regulatory capital within the Group.

### 4 RISK MANAGEMENT FRAMEWORK

The Bank perceives strong risk management capabilities to be the foundation in delivering results to customers, investors and shareholders. The Board of Directors has overall responsibility for establishing our risk culture and ensuring that an effective risk management framework is in place. An understanding of risk-taking and transparency in risk-taking are key elements in the Bank's business strategy. The Bank maintains a prudent and disciplined approach towards risk taking, and embeds a structured risk management process as an integral part of its decision making practice. The Board has established Audit and Risk Management Committee which is responsible for developing and monitoring risk management policies and also responsible for the review of internal audit function of the Bank. Effective from February 2010, the Board has established a separate Risk Management Committee which will be responsible for risk management function of the Bank.

The Risk Management Department (RMD) is empowered to independently identify and assess risks that may arise from the Bank's investing and operating activities; as well as recommend directly to the Executive Management Committee any prevention and mitigation measures as it deems fit. In addition, the Internal Audit Department, which is also independent of both operations and the Bank's investments units, also assists in the risk management process. The RMD, together with the Internal Audit and Compliance Departments, provide independent assurance that all types of risk are being measured and managed in accordance with the policies and guidelines set by the Board of Directors.

The Bank is exposed to various types of risks, such as credit, liquidity, market and operational, all of which require comprehensive controls and ongoing oversight. The risk management framework encapsulates the spirit behind Basel II, which includes management oversight and control, risk culture and ownership, risk recognition and assessment, control activities and segregation of duties, adequate information and communication channels, monitoring risk management activities and correcting deficiencies.

The Bank has established an adequate system for monitoring and reporting risk exposures and capital adequacy requirements. These reports include periodic risk reviews, monthly reports, quarterly risk reports etc.

These reports aim to provide the Bank's senior management with an up-to-date view of the risk profile of the Bank. Moreover, external consultants are also engaged to enhance and improve the risk management standard procedures.

#### 4.1 Risks In Pillar I

Basel II Pillar I prescribed three specific risks which are:

##### 4.1.1 Credit Risk

Credit risk is the risk of financial loss to the Bank if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from its bank balances, placements with financial and other institutions and other receivables from project companies.

The Bank is not involved in the granting of credit facilities in the normal course of its business activities. The Bank is primarily exposed to credit risk from its own short term liquidity related to placements with financial and other institutions, and in respect of investment related funding made (in the form short-term liquidity facility) to its projects. These exposures arise in the ordinary course of its investment banking activities and are generally transacted without any collateral or other credit risk mitigants.

The Bank has a strong internal process for assessing credit risk. This process takes into account the financial strength of the counterparty, the technical feasibility and economic viability of the business, the adequacy and quality of the cash flow available for repayment etc. The availability of collateral security by way of physical assets or guarantees to mitigate the credit risk is also taken into consideration.

# Risk and Capital Management Disclosures

## (BASEL II - PILLAR III)

The Bank's internal rating system for exposures to banks and financial institutions is based on a 6-point scale (ranging from A (Strong) to F (unrated)) which takes into account the financial strength as well as qualitative aspects of the obligor. The Bank has established a limit structure to avoid concentration of risks for counterparty, sector and geography. The Bank is constantly reviewing and monitoring the position to ensure proper adherence to the limits and defined policies of the Bank.

### 4.1.2 Market Risk

Market risk is the risk that movements in market risk factors, including foreign exchange rates, equity prices, profit rates and credit spreads will reduce the Bank's income or the value of its portfolios. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on risk.

The Bank proactively measures and monitors the market risk in its portfolio using appropriate measurement techniques such as limits on its FX open positions, maximum loss limits, currency mismatch limits and maturity limits.

The different types of risks with exposures, objectives, policies and processes to manage the risk have been detailed hereunder:

#### 4.1.2.1 Foreign Exchange Risk

Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Bank's major exposures are in GCC currencies, which are primarily pegged to the US Dollars.

The Bank does not engage in any foreign exchange trading operations. The open position limits also take into account structural positions arising out of currency mismatch in assets and liabilities. Risk Management Department periodically performs sensitivity analysis on the open positions to assess the risk of loss from exchange rate movements to ensure that the risk is well under control.

#### 4.1.2.2 Equity Price Risk

Equity price risk is the risk that the fair values of equities decrease as the result of changes in the levels of equity indices and the value of individual stocks. The equity price risk exposure arises from the Bank's trading activities. The Bank manages and monitors the positions using sensitivity analysis.

#### 4.1.2.3 Profit Rate Risk

Profit rate risk arises from the possibility that changes in profit rates will affect future profitability or the fair values of financial instruments. The Bank's profit rate sensitive instruments are mainly placements with financial/other institutions and financing from a Bank. Profit rate risk is managed principally through monitoring profit rate gaps and by having pre-approved limits for repricing bands.

### 4.1.3 Operational Risk

Operational risk is the risk of loss arising from systems and control failures, fraud and human error, which can result in financial and reputation loss, and legal and regulatory consequences.

Though operational risk cannot be entirely eliminated, however the Bank aims to minimise the risk by strengthening its internal control environment, continuing its efforts to identify, assess, measure and monitor its risks, evolving in its risk management sophistication and promoting a strong control culture within the Bank. The material operational risks of the Bank are:

- Inappropriate design of processes for the appraisal of credit and investment projects;
- Shortcomings in documentation and processes for monitoring and control of credit and investment exposures;
- Absence of an efficient process to capture internal losses and near misses;
- Inadequacies in the process for execution of projects including selection of consultants and contractors as well as monitoring time and cost overruns;
- Legal risks arising from product documentation and faulty execution of transactions;
- Loss from staff negligence or fraudulent transactions perpetrated by employees or customers; and
- Delay in updating records and misreporting

# Risk and Capital Management Disclosures

## (BASEL II - PILLAR III)

The Bank manages operational risk through appropriate controls, instituting segregation of duties and internal checks and balances, appropriate controls to safeguard assets, monitoring of various risk limits, periodic accounts reconciliations, financial management and reporting, including internal audit and compliance functions. In addition to these controls the Bank has developed a Business Continuity Plan based on risk review of the Bank's activities and insurance is also in place to complement the associated controls.

Moreover, the Bank has established a risk control and self assessment process necessary for identifying and measuring its operational risks. This exercise covers the Bank's business lines and associated critical activities, exposing the Bank to operational risks. The Bank is in the process of automation of risk and control self assessment process which is expected to be completed during second quarter of 2010.

### 4.2 Risks In Pillar II

Pillar II covers key principles of supervisory review and evaluation process which intends not only to ensure that the Bank has adequate capital to support all the associated risks, but also requires Bank to develop an Internal Capital Adequacy Assessment Plan (ICAAP) and setting internal capital targets that commensurate with the Bank's risk profile and control environment. ICAAP requires assurance that the Bank has adequate capital to support its risks beyond the core minimum requirements which must not be limited to credit, market and operational risk charges.

#### 4.2.1 Liquidity Risk

Liquidity risk is the risk that the Bank will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash and another financial asset. This risk arises from mismatches in the timing of cash flows. Funding risk arises when the necessary liquidity to fund illiquid asset positions cannot be obtained at the expected terms and when required.

As an investment bank, the Bank's operating model has insignificant reliance on short-term liabilities to fund its medium and long-term assets. This ensures against a sudden and unanticipated liquidity crisis.

The Bank as a matter of policy regularly reviews and monitors policy limits for its key liquidity ratios, future contractual cash flows and any mismatches between the cash flows of assets and liabilities, diversification of funding resources and available bank lines, cross currency cash flows requirements and strategy, availability of sufficient liquid assets in case of any unforeseeable event, monitoring of receivables and late payments etc. These all factors are strictly monitored by Risk Management Department and being further reviewed and discussed regularly by the Assets and Liability Committee (ALCO) of the Bank.

For maturity profile of assets and liabilities and key measures used for management of liquidity risk, refer note 30 (b) of the consolidated financial statements.

#### 4.2.2 Concentration Risk

Concentration risk is the credit risk arising from not having a well diversified credit portfolio, i.e. being overexposed to a single customer, industry sector or geographic region. As per CBB's single obligor regulations, banks incorporated in Bahrain are required to obtain the CBB's approval for any planned exposure to an individual counterparty, or group of closely related counterparties, exceeding 15% of the regulatory capital base.

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

For sectoral classification of assets and liabilities, refer note 26 of the consolidated financial statements.

#### 4.2.3 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 enter into any trading positions in foreign exchange contracts and also does not engage in proprietary trading of foreign exchange or profit rate derivatives. For other credit markets transactions (primarily inter-bank placements), the Bank has established a limit structure based on the credit quality (assessed based on external rating) of each counter party bank to avoid concentration of risks by counterparties. The Bank is constantly reviewing and monitoring the position to ensure proper adherence to the limits and defined policies of the Bank.

# Risk and Capital Management Disclosures

## (BASEL II - PILLAR III)

### 4.2.4 Profit Rate Risk In Banking Book

Profit rate risk arises from the possibility that changes in profit rates will affect future profitability or the fair values of financial instruments.

Currently Bank's assets and liabilities are benchmarked to floating rate indices. The Bank has set policy limits for such risk. Quarterly repricing gap analysis is being performed on the portfolio to ensure that the extent of such risk is measured and monitored.

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 include a 100 basis point (bp) parallel fall or rise in all yield curves worldwide.

An analysis of the Group's sensitivity to an increase or decrease in the effective profit rates is provided in note 30 (c) of the consolidated financial statements.

### 4.2.5 Equity Risk In Banking Book

The equity risk in the banking book primarily arises from the banks unquoted available-for-sale investments. These investments comprise unquoted equity stake in the projects promoted by the Bank and are carried at cost and tested for impairment on a regular basis. The intent of such investments is a later stage exit along with the investors principally by means of strategic sell outs at the project level. The RMD works alongside the Investment Department at all stages of the deal cycle, from pre-investment due diligence to exit, and provides an independent review of every transaction. A quarterly investment update report is presented to the Board of Directors by the Investment Department.

### 4.2.6 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 the liabilities, when the return on assets is under performing as compared with competitor's rates.

Currently the Bank is not exposed to any displaced commercial risk.

### 4.2.7 Regulatory and Shari'a compliance risk

Regulatory and Shari'a compliance risk is the risk arising from non-compliance with the regulatory guidelines issued by the Central Bank Bahrain or the Shari'a principles prescribed by the Bank's Shari'a Supervisory Board (SSB) or other eminent scholars.

The Bank is taking due care to comply with all the regulations. The Bank has adequate internal controls in place which include but not limited to adequate training to staff, engagement of third party consultant wherever required, pre-approval from regulator wherever necessary, independent internal reviews by risk management department, compliance department and internal audit department etc.

The 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.

### 4.2.8 Legal Risk

Legal risk includes the risk of non-compliance with applicable laws or regulations, the illegality or unenforceability of counterparty obligations under contracts and additional unintended exposure or liability resulting from the failure to structure transactions or contracts properly. The Bank has a dedicated in-house legal counsel who is consulted on all major activities conducted by the Bank. All contracts, documents, etc have to be reviewed by the legal department as well. As on the reporting date, the Bank had no material legal contingencies including pending legal actions.

# Risk and Capital Management Disclosures

## (BASEL II - PILLAR III)

### 4.2.9 Other Risks

Other risks include reputational, strategic, fiduciary risks etc. which are inherent in all business and are not easily measurable or quantifiable. However, the Bank has proper policies and procedure to mitigate and monitor these risks. The Bank's Board of Directors has overall responsible for approving and reviewing the risk strategies and significant amendments to the risk policies. The Bank senior management is responsible for implementing the risk strategy approved by the Board of Directors to identify, measure, monitor and control the risks faced by the Bank.

The Bank as a matter of policy regularly reviews and monitors financial and marketing strategies, business performance, new legal and regulatory development and its potential impact on the Bank's business, best corporate governance practices and implementation etc.

### 4.3 Pillar III

Pillar III complements the other two pillars and focuses on enhanced transparency in disclosure of information by the Banks to promote better market discipline. The information to be disclosed covers all areas including business performance, capital adequacy, risk management etc. The disclosures are designed to enable stakeholders and market participants to assess an institution's risk appetite and risk exposures and to encourage all banks, via market pressures, to move toward more advanced forms of risk management.

In April 2008, the CBB published a paper covering the detailed disclosure requirements to be followed by licensed banks in Bahrain to be in compliance with Pillar III under the Basel II frame work.

## 5 CAPITAL MANAGEMENT AND INTERNAL CAPITAL ADEQUACY ASSESSMENT PLAN (ICAAP)

### 5.1 Capital Management

The Bank's policy is to maintain a strong capital base and also the minimum capital requirements imposed by the CBB, so as to maintain investor, creditor and market confidence and to sustain future development of the business. The impact of the level of capital on shareholders' return is also recognised and the Bank recognises the need to maintain a balance between the higher returns that might be possible with greater gearing and the advantages and security afforded by a sound capital position.

The allocation of capital between specific operations and activities is primarily driven by regulatory requirements. The Bank's capital management policy seeks to maximise return on risk adjusted while satisfying all the regulatory requirements. The Bank's policy on capital allocation is subject to regular review by the Board.

The Bank ensures that the capital adequacy requirements are met and complied with regulatory capital requirements throughout the period.

### 5.2 Internal Capital Adequacy Assessment Plan (icaap)

The Internal Capital Adequacy Assessment Process ("ICAAP") is a requirement under Pillar II of Basel II for capital management. The objective of the Bank's ICAAP is to ensure that adequate capital is retained at all times to support the risks the Bank undertakes in the course of its business. The Bank's ICAAP identifies risks that are material to the Bank's business and the regulatory capital that is required to be set aside for such risks. The Bank is in the process of implementation of ICAAP which is expected to be completed by 2010. In mean while, the Bank derives comfort from high level of consolidated capital adequacy ratio which is at 35.37% as at 31 December 2009. The Bank intends to continue to be conservative and would maintain a reasonable buffer over 12% regulatory Capital requirement set by Central Bank of Bahrain.

The Bank recognizes that earnings are the first line of defense against losses arising from business risks and that capital is one of the tools to address such risks; also important are establishing and implementing documented procedures, defining and monitoring internal limits of the Bank's activities/exposures, strong risk management, compliance and internal control processes as well as adequate provisions for credit, market and operational losses. However since capital is vital to ensure continued solvency, the Bank's objective is to maintain sufficient capital such that a buffer above regulatory capital adequacy requirements is available to meet risks arising from fluctuations in asset values, business cycles, expansion and future requirements.

- The Bank seeks to achieve the following goals through the implementation of its ICAAP framework:
- Meet the regulatory capital adequacy requirement and maintain a prudent buffer
- Generate sufficient capital to support overall business strategy

# Risk and Capital Management Disclosures

## (BASEL II - PILLAR III)

- Integrate capital allocation decisions with the strategic and financial planning process
- Enhance Board and senior management's ability to understand how much capital flexibility exists to support the overall business strategy
- Enhance the Bank's understanding on capital requirements under different economic and stress scenarios; and
- Build and support the link between risks and capital and align performance to these.

As an internal target ratio, the Bank will seek to maintain its internal capital adequacy computed under ICAAP (after considering all identified material risks, including those not considered under Pillar 1) at a minimum level of 100% of the minimum Basel II Pillar 1 regulatory capital adequacy ratio stipulated by the CBB. Currently, the CBB has fixed a minimum Capital Adequacy Ratio of 12% and a trigger ratio of 12.5% for all locally incorporated banks in Bahrain. The Bank will monitor the ICAAP capital adequacy ratio against an internal trigger ratio which will be higher than the minimum prescribed ratio based on additional risk charges for risks not addressed in Pillar I. If the ICAAP capital adequacy ratio reaches the internal trigger ratio, the Bank will initiate action to reduce its risk or increase capital before the target ratio is breached.

### 6 REGULATORY CAPITAL REQUIREMENTS AND CAPITAL BASE

#### 6.1 Capital Adequacy Computations

The prime objective of the Bank's capital management is to ensure compliance with all the prudential requirements and to maintain healthy capital ratios in order to effectively support its business and to maximize shareholders' value.

The Bank's regulator CBB sets and monitors capital requirements for the Bank as a whole (i.e. at a consolidated level). In implementing current capital requirements CBB requires the Bank to maintain a prescribed ratio of 12% of total capital to total risk-weighted assets. Banking operations are categorised as either trading book or banking book, and risk-weighted assets are determined according to specified requirements that seek to reflect the varying levels of risk attached to assets and off-balance sheet exposures. The CBB also requires banks incorporated in Bahrain to maintain a buffer of 0.5 per cent above the minimum capital adequacy ratio.

During 2009, the Bank was in compliance with the capital limits set by the regulator for the Bank. The Bank's capital adequacy ratio as at 31 December 2009 was:

	Total eligible capital USD'000'
Credit risk weighted assets	265,913
Market risk weighted assets	17,207
Operational risk weighted assets	130,588
<b>Total risk weighted assets</b>	<b>413,708</b>
Eligible capital	146,337
<b>Capital adequacy ratio</b>	<b>35.37%</b>

# Risk and Capital Management Disclosures

## (BASEL II - PILLAR III)

### 6.2 Capital Base

The following table shows the breakdown of the total available capital for the as at 31 December 2009:

	Tier 1 capital USD'000'	Tier 2 capital USD'000'	Total eligible capital USD'000'
Share capital	173,750	-	173,750
Statutory reserves	5,801	-	5,801
Accumulated losses	(18,388)	-	(18,388)
Total Capital	161,163	-	161,163
Deduction:			
Excess amount over maximum permitted large exposure limit	(14,826)	-	(14,826)
<b>Total Eligible Capital</b>	<b>146,337</b>	<b>-</b>	<b>146,337</b>

Regulatory capital consists of Tier 1 capital (core capital) and Tier 2 capital (supplementary capital). Tier 1 comprises share capital, share premium, retained earnings, statutory reserves and minority interests less goodwill. Tier 2 capital includes current interim profits and assets revaluation reserves. In accordance with the Central Bank of Bahrain's Basel II capital adequacy framework, any exposure to an individual counterparty which exceeds 15% of the Capital Base of the Bank need to be deducted from the eligible capital of the Bank. The Bank has accordingly deducted USD 14.826 million from its eligible capital, being excess over 15% of the Capital Base invested in project promoted and managed by the Bank. The Bank had obtained approval of the CBB for this large exposure.

### 6.3 Regulatory Capital Requirements For Credit Risk

To assess its capital adequacy requirements in accordance with the capital adequacy module for Islamic Banks, the Bank adopts the Standardized Approach for its Credit Risk. According to standardized approach, on and off balance sheet credit exposures are assigned to various defined categories based on the type of counterparty or underlying exposure. The main relevant categories are claims on banks, claims on investment firms, investment in equities, holdings in real estate, claims on corporate portfolio and other assets. Risk Weighted Assets are calculated based on prescribed risk weights by CBB relevant to the standard categories and counterparty's external credit ratings, where available. The Bank uses the ratings of Standard & Poor's, Fitch and Moody's ratings for such counterparties. However, preferential risk weight of 20% is used which is applicable to short term claims on locally incorporated banks where the original maturity of these claims are three months or less and these claims are in Bahraini Dinar or US Dollar.

Following is the analysis for credit risk:

	Funded exposure USD'000'	Unfunded exposure USD'000'	Gross exposure USD'000'	Risk weighted Assets USD'000'	Capital requirement USD'000'
Cash	3	-	3	-	-
Claims on banks	30,255	-	30,255	6,051	726
Claims on Corporates including Takaful Companies & Category 3 Investment Firms	12,062	-	12,062	12,062	1,447
Investments in Securities and Sukuk	8,024	-	8,024	12,037	1,444
Holding of Real Estate (indirect holding)	52,426	-	52,426	104,852	12,582
Holding of Real Estate (direct holding)	65,866	-	65,866	117,319	14,078
Other Assets and Specialized Financing	13,592	-	13,592	13,592	1,631
	<b>182,228</b>	<b>-</b>	<b>182,228</b>	<b>265,913</b>	<b>31,910</b>

The classification of assets is in accordance with the Capital Adequacy Module of the CBB.

## Risk and Capital Management Disclosures (BASEL II - PILLAR III)

The Bank does not finance its assets using unrestricted investment accounts and hence all credit exposures are self-financed exposures.

The Bank's concentration of funded and unfunded exposures is limited to GCC countries.

### 6.4 Regulatory Capital Requirements For Market Risk

To assess its capital adequacy requirements in accordance with the CBB capital adequacy module for Islamic Banks, the Bank adopts the Standardized Approach for its Market Risk.

Market risk charge consists of equity position risk and foreign exchange risk charges. Specific market equity risk charge is computed at the rate of 8% on gross equity positions for each country or market. General market equity risk charge is computed based on 8% of the overall net position in each equity market.

Foreign exchange risk charge is computed based on 8% of overall net open foreign currency position of the Bank.

The market risk charge and foreign exchange risk charge is multiplied by 12.5 to evaluate market risk weighted assets.

Following is the computation of market risk charge:

	Risk weighted assets			Capital requirement		
	Maximum USD'000'	Minimum USD'000'	Closing USD'000'	Maximum USD'000'	Minimum USD'000'	Closing USD'000'
Foreign Exchange Risk Charge	19,699	14,296	17,206	2,364	1,716	2,065
Market Risk Charge						
Specific	244	169	239	29	20	29
General	244	169	239	29	20	29
	<b>20,187</b>	<b>14,634</b>	<b>17,684</b>	<b>2,422</b>	<b>1,756</b>	<b>2,122</b>

### 6.5 Regulatory Capital Requirements For 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, Bank's average gross income for three past financial years is multiplied by a fixed coefficient alpha which is 15% set by CBB. The Bank has calculated the operational risk charge based on the audited results for 6 months for 2007, the actual audited results for 2008 and the projected income data for the year 2009 revised and approved by the Board of Directors..

Operational risk weighted assets and operation capital requirement as at 31 December 2009 was:

	Amount USD'000'
Gross income (average of three years)	69,647
Operational Risk Weighted Assets	130,588
<b>Capital Requirement</b>	<b>15,671</b>

# Risk and Capital Management Disclosures

## (BASEL II - PILLAR III)

### 7 QUANTITATIVE DISCLOSURES FOR CREDIT RISK

#### 7.1 Gross Credit Exposures

The gross and average gross credit exposure are as follow:

	Gross credit exposure USD'000'	Average Gross credit exposure USD'000'
<b>On balance sheet items:</b>		
Cash and bank balances	30	122
Placements with financial and other institutions	41,479	87,837
Available-for-sale investments	67,252	35,652
Investment designated for fair value through profit and loss	4,310	5,140
Other assets	1,316	5,190
	<b>114,387</b>	<b>133,941</b>

The average balances are based on month end average balances during the year 2009.

#### 7.2 Industry Concentration

The industry concentration of credit exposures are as follows:

	Financial institutions USD'000'	Real estate and construction USD'000'	Others USD'000'	Total USD'000'
<b>On balance sheet items:</b>				
Cash and bank balances	30	-	-	30
Placements with financial and other institutions	41,479	-	-	41,479
Available-for-sale investments	-	67,252	-	67,252
Investment designated for fair value through profit and loss	-	-	4,310	4,310
Other assets	-	159	1,157	1,316
	<b>41,509</b>	<b>67,411</b>		<b>114,387</b>

#### 7.3 Geographic Concentration

The Bank's concentration exposure as at 31 December 2009 is limited to GCC countries.

#### 7.4 Credit Exposure By Internal Rating

The analysis of credit exposures by internal rating is as follows:

	Rating A to B USD'000'	Rating C to E USD'000'	Rating F (Unrated) USD'000'	Total USD'000'
<b>On balance sheet items:</b>				
Financial institutions	25,230	19	16,260	41,509
Corporates	-	-	72,867	72,867
Others	-	-	11	11
	<b>25,230</b>	<b>19</b>	<b>89,138</b>	<b>114,387</b>

# Risk and Capital Management Disclosures

## (BASEL II - PILLAR III)

### 7.5 Credit Exposure by Residual Maturity

The analysis of credit exposures by residual maturity is as follows:

	Upto 3 months USD'000'	Over 3 months to 6 months USD'000'	Over 6 months to 1 year USD'000'	Over 1 year to 3 years USD'000'	Over 3 years USD'000'	Total USD'000'
<b>On balance sheet items:</b>						
Cash and bank balances	30	-	-	-	-	30
Placements with financial institutions	41,479	-	-	-	-	41,479
Available for sale investments		10,000		57,252		67,252
Investment designated for fair value through profit and loss				4,310		4,310
Other assets	1,316	-	-	-	-	1,316
	<b>42,825</b>	<b>10,000</b>	<b>-</b>	<b>61,562</b>	<b>-</b>	<b>114,387</b>

### 7.6 Restructured/ Renegotiated Exposures

The Bank did not restructure or renegotiate any exposures as at 31 December 2009.

### 7.7 Exposure On Highly Leveraged Counterparties

The Bank has no exposure to highly leveraged and other high risk counterparties as per definition provided in the CBB rule book PD 1.3.24.

### 7.8 Related Party Transactions

Related counterparties are those entities which are connected to the Bank through significant shareholding or control or both. The Bank has entered into business transactions with such counterparties, and all such transactions have been done on commercial terms that bring no disadvantage to the Bank. For the purpose of identification of related parties, the Bank follows the guidelines issued by Central Bank of Bahrain. For details on related party transactions and balances, refer note 20 to the consolidated financial statements.

### 7.9 Exposure in excess of 15% Of Capital Base

Single exposures in excess of 15 % of the Bank's capital base on individual counterparties require prior approval of CBB and are subject to prudential deduction treatment unless considered as exempt. As on date of balance sheet the Bank has a restricted investment account exposure amounting to USD190Million; this restricted investment account is specific in relation to a project promoted by the Bank and was part of the overall investment structure and is exempt as per CBB rules.

Exposure exceeding single exposure limit as of 31 December 2009 to a corporate counterparty was USD39 Million for which Bank has obtained approval from Central Bank of Bahrain. The Bank has deducted USD14.8Million from its eligible capital, being excess over 15% of the Capital Base.

# Risk and Capital Management Disclosures

## (BASEL II - PILLAR III)

### **8 OTHER DISCLOSURES**

#### **8.1 External Communication**

The Bank communicates with its customers and stakeholders through various channels. Information on developments, financial results, new products or any updates of existing products are placed on the Bank's website [www.gbcorponline.com](http://www.gbcorponline.com) and/or published in the media as well. Product details are also disseminated to customers and other interested parties through prospectus, brochures, and/or periodic investment updates.

#### **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.

#### **8.3 Unrestricted Investment accounts**

Currently, the Bank does not offer any unrestricted investment accounts.

#### **8.4 Restricted Investment accounts**

The Bank does not currently offer Restricted Investment Accounts ("RIAs") as normal product offering. The RIA as at the reporting date is specific in relation to a project promoted by the Bank and was part of the overall investment structure. The Bank is aware of its fiduciary responsibilities in management of the RIA investments and has clear policies on discharge of these responsibilities. For further details on RIA balances and policies refer to the consolidated financial statements.