

SIDIAN BANK LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

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Directors	Executive	
	Chege Thumbi	
	Non-executive	
	Dr. James Mworia	Chairman
	Mary-Ann Musangi	
	Kimanthi Mutua	
	Tom Kariuki	Independent
	Catherine Mturi-Wairi	Independent
	Mbaabu Muchiri	Independent (Appointed 15 July 2021)
Board Committees		
Audit and Risk Committee	Catherine Mturi-Wairi Kimanthi Mutua Tom Kariuki Mary-Ann Musangi Mbaabu Muchiri	Chairperson
Asset and Liability Committee	Kimanthi Mutua Catherine Mturi-Wairi Chege Thumbi Mary-Ann Musangi Mbaabu Muchiri	Chairperson
Credit Committee	Tom Kariuki Kimanthi Mutua Chege Thumbi Mbaabu Muchiri	Chairperson
Nominations and Governance Committee	Mary-Ann Musangi Catherine Mturi-Wairi Chege Thumbi Tom Kariuki	Chairperson
Company Secretary	Sarah Chepsoi R/CPS 3309 Certified Public Secretary P O Box 25363 - 00603 Nairobi	
Registered Office	7 th Floor, K-Rep Centre Wood Avenue, Kilimani P O Box 25363 - 00603 Nairobi	
Auditor	PricewaterhouseCoopers LLP PwC Tower, Waiyaki Way / Chiromo Road, Westlands P O Box 43963 - 00100 Nairobi	

The directors submit their report together with the audited financial statements of Sidian Bank Limited (the "Bank" or "Company") and its subsidiary, Sidian Bancassurance Intermediary Limited (formerly Sidian Insurance Agency Limited) (the "Subsidiary") (together, the "Group") for the year ended 31 December 2021.

Principal activities

The Group is engaged in the business of banking and the provision of related services as well as provision of bancassurance services.

Business review

A detailed business review is included on pages 3 to 7 of this report.

Results and dividend

The Group profit for the year of Shs 486,227,000 (2020: Shs 18,775,000) has been added to retained earnings. The directors do not recommend payment of a dividend for the year (2020: Nil).

Directors

The directors who held office during the year and to the date of this report are shown on page 1.

Disclosures to the auditor

The directors confirm that with respect to each director at the time of approval of this report:

- (a) there was, as far as each director is aware, no relevant audit information of which the Group's auditor is unaware; and
- (b) each director had taken all steps that ought to have been taken as a director so as to be aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

Terms of appointment of the auditor

PricewaterhouseCoopers LLP continues in office in accordance with the Company's Articles of Association and Section 719 of the Kenyan Companies Act, 2015.

The directors monitor the effectiveness, objectivity and independence of the auditor. This responsibility includes the approval of the audit engagement contract and the associated fees on behalf of the shareholders.

Approval of financial statements

The financial statements set out on pages 15 to 95 were approved at a meeting of the directors held on 4 March 2022.

By order of the Board



Sarah Chepsoi
Company Secretary

4 March 2022

Overall performance

The Group recorded a net profit of Shs 486,227,000 in 2021. The profit is largely attributed to increased lending which grew the interest income on loans by 32% as well as increased interest income on government securities investments. The Group's operating expenses were well contained with a minimal increase of 3% in the year driven by cost management measures.

Net interest income increased by 79% attributed to higher interest income on loans and advances as well as government securities. Interest expense on customer deposits and borrowings was higher in the period attributed to increased customer deposits and long-term borrowings respectively. Non-funded income was driven by lending fees, trade finance business and bancassurance income which the Group continues to focus on. Net loans and advances to customers increased by 19% as the Bank continued lending in the year supported by its high liquidity and SMEs focus. Deposits from customers increased by 14% in the year driven by increased transactions by the Bank's customers as well as continued deposit mobilization through the forty-two-branch network.

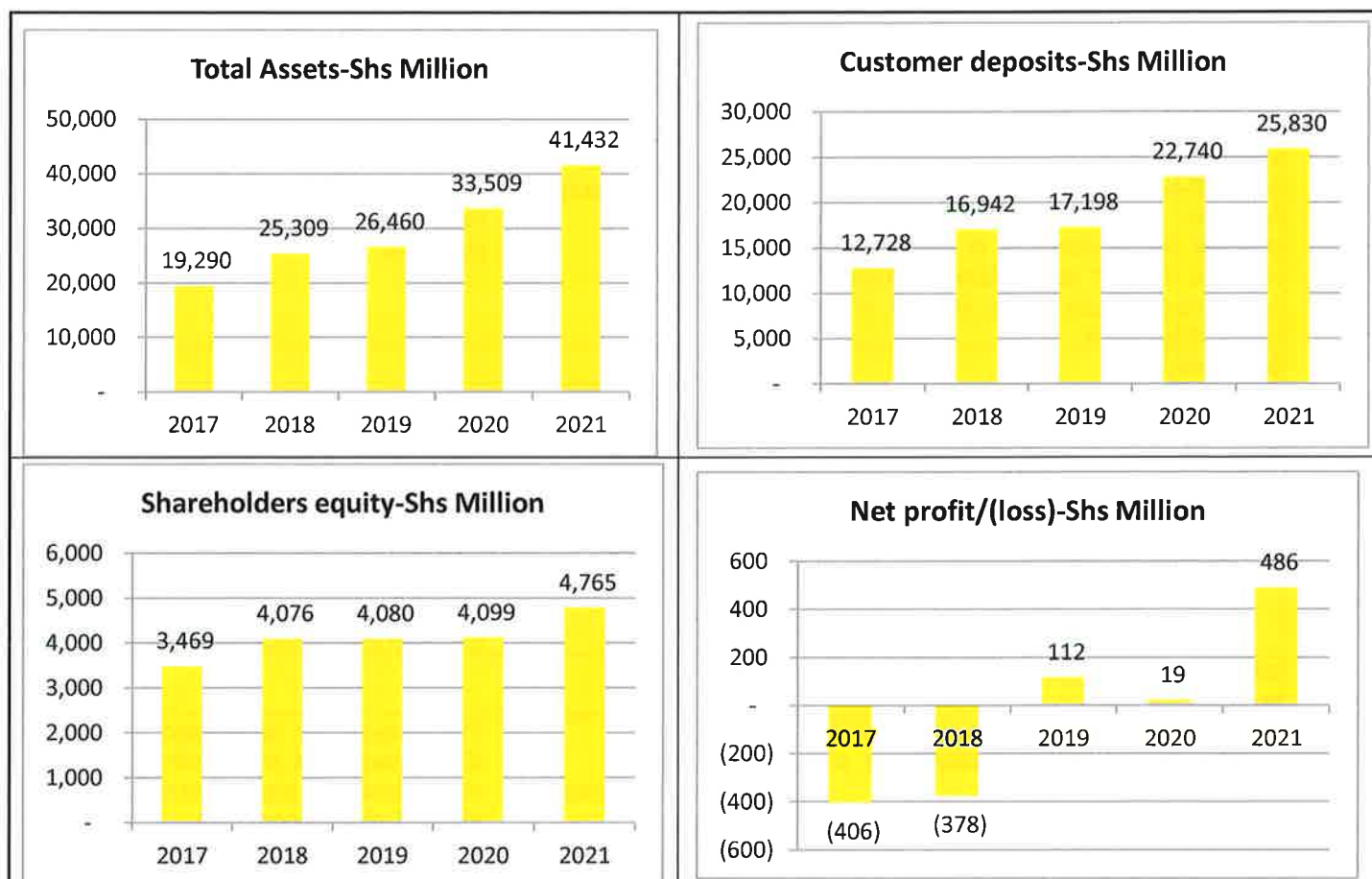
The impact of the COVID 19 pandemic to businesses in 2021 was lower than prior year as curfews were lifted and businesses resumed operations. The Bank continued encouraging its customers to utilize its digital channels and electronic payments to transact. On lending activities, the Bank supported its customers by accommodating loan restructure requests on a case by case basis after the lapse of the Central Bank of Kenya COVID-19 restructure window in March 2021.

The Group's financial performance over the last five years is detailed below;

	2017	2018	2019	2020	2021
	Shs'000	Shs'000	Shs'000	Shs'000	Shs'000
BALANCE SHEET					
Assets					
Cash and bank balances	2,621,332	2,140,313	3,306,661	2,716,175	2,640,019
Deposits with other banks	1,220,949	3,986,393	1,743,226	1,903,322	178,659
Investment securities	1,899,299	3,629,951	3,235,533	6,922,977	13,019,751
Loans and advances to customers	11,409,325	13,134,315	14,526,066	18,997,464	22,595,909
Other assets	2,138,777	3,043,382	3,648,583	2,968,579	2,997,664
Total assets	19,289,682	25,308,924	26,460,069	33,508,517	41,432,002
Liabilities and equity					
Deposits from banks	2,379,413	3,523,597	745,245	1,002,693	1,734,461
Deposits from customers	12,727,825	16,941,908	17,197,726	22,739,618	25,830,431
Borrowings	434,340	413,450	2,882,177	4,086,255	7,618,251
Other liabilities	279,458	353,661	1,554,683	1,580,938	1,483,619
Equity	3,468,646	4,076,308	4,080,238	4,099,013	4,765,240
Total liabilities and equity	19,289,682	25,308,924	26,460,069	33,508,517	41,432,002
INCOME STATEMENT					
Interest income	2,013,912	2,118,405	2,133,370	2,487,156	3,542,704
Interest expense	(966,574)	(1,055,421)	(1,199,462)	(1,628,527)	(2,009,583)
Net interest income	1,047,338	1,062,984	933,908	858,629	1,533,121
Non- interest income	674,484	1,066,242	1,430,085	1,310,514	1,613,561
Total income	1,721,822	2,129,226	2,363,993	2,169,143	3,146,682
Allowance for expected credit losses	(463,571)	(762,941)	(383,131)	(169,271)	(445,589)
Operating expenses	(1,869,821)	(1,903,647)	(1,881,218)	(1,927,738)	(1,979,237)
Profit/(loss) before income tax	(611,570)	(537,262)	99,644	72,134	721,856
Income tax (expense)/credit	205,271	159,479	12,844	(53,359)	(235,629)
Profit/(loss) for the year	(406,299)	(377,883)	112,488	18,775	486,227

Overall performance (continued)

	2017	2018	2019	2020	2021
PERFORMANCE RATIOS					
Net Interest margin	6.7%	6.1%	4.8%	3.8%	5.1%
Cost to income ratio	109%	89%	80%	89%	63%
Net operating income to assets	8.6%	9.5%	9.1%	7.2%	8.1%
Return on equity	-11.1%	-10.0%	2.8%	0.5%	11.0%
Return on assets	-2.0%	-1.7%	0.4%	0.1%	1.3%
Non-performing loans (NPL) ratio	20.6%	20.1%	20.1%	11.5%	11.9%



Capital and liquidity

The Bank's capital and liquidity ratios are strong with sufficient headroom above the regulatory requirements. The Bank is thus well positioned to support future growth as per the strategy in the medium term and beyond.

	2017	2018	2019	2020	2021
CAPITAL STRENGTH					
Core capital to risk weighted assets (min: 10.5%)	16.3%	15.7%	14.5%	12.0%	11.8%
Total capital to risk weighted assets (min: 14.5%)	16.5%	15.7%	19.0%	17.2%	18.8%
LIQUIDITY RATIOS					
Net loans and advances to deposits	90%	78%	85%	84%	88%
Liquidity ratio (min: 20%)	24.3%	35.4%	42.0%	45.0%	52.8%

Potential threats

Description	Example	Mitigation Measures
Credit risk		
Credit risk is the current or prospective risk to earnings and capital arising from an obligor's failure to meet the terms of any contract with the bank or if an obligor otherwise fails to perform as agreed.	<ul style="list-style-type: none"> • Default on credit facilities 	The Group has established sound and well-defined policies, procedures and limits for management of credit risk including; <ul style="list-style-type: none"> • Exposure to individual borrowers; • Maximum exposure to related parties; • Maximum exposure to individual economic sectors; and • Acceptable limits on specific products.
Market risk		
Market risk is the risk that the value of on and off-balance sheet positions of a financial institution will be adversely affected by movements in market rates such as interest rates, foreign exchange rates, equity prices, credit spreads and/or commodity prices.	<ul style="list-style-type: none"> • Interest rate risk • Foreign exchange risk 	<ul style="list-style-type: none"> • Stress testing and scenario analysis. • Hold foreign currency short positions.
Systemic risk		
Systemic risk is the risk that an event at one banking institution in the industry could trigger severe instability or collapse of the entire industry or economy. This is the risk of business cycles adversely affecting growth and returns.	<ul style="list-style-type: none"> • Loss of deposits • Reduction in capital ratios • Increased credit risk • Balance sheet risks 	<ul style="list-style-type: none"> • Robust stress testing and analysis of early warning indicators and contingency planning and monitoring. • Review and monitoring of concentration risk of the balance sheet. • Portfolio diversifications for both deposits and financings.
Information and communication technology risk		
Risk arising from weaknesses in the ICT environment, system availability or data integrity.	<ul style="list-style-type: none"> • Data fraud, phishing and privacy breaches. • Stringent information protection processes and policies. 	<ul style="list-style-type: none"> • The Group has formulated an ICT strategy that aligns with the overall business plan of the bank and ICT assessment plan. • Risk measurement and monitoring systems and mechanisms in place include; monitoring firewalls, strong BCP, stringent information protection processes and policies, investigation and reporting of incidents and complaints about ICT services, pre and post-implementation review of ICT projects.

Potential threats (continued)

Description	Example	Mitigation Measures
Cyber security risk		
<p>Cyber risk' means any risk of financial loss, disruption or damage to the reputation of an organization from some sort of failure of its information technology systems.</p>	<ul style="list-style-type: none"> • Cyber security attack 	<ul style="list-style-type: none"> • Cyber security and IT security policy and framework. • Increase awareness and train and retrain staff, monitor anti-virus and anti-malware software, put in place security controls to avert penetration and to constantly test and monitor IT systems.
Compliance & AML risk		
<p>This is risk arising from violations or non-compliance with laws and regulations.</p>	<ul style="list-style-type: none"> • AML violations • Failure to comply with new guidelines example Banking Sector Charter requirements. 	<ul style="list-style-type: none"> • The Group has put in place adequate internal control measures to address potential money laundering and Terrorist financing risk. • Adequate staffing with appropriate level of qualification and regular training • AML Systems for monitoring customer transactions and reporting in place. Reviewing of the bank's compliance status periodically and reporting to the Board Audit and Risk Committee. • Staff training on regular basis in prevention, detection and control of money laundering activities.
Operational risk		
<p>This is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.</p>	<ul style="list-style-type: none"> • Process risk • People risk • Outsourcing and • Third party risk • Reputational risk 	<p>The Group has set internal control measures for management of operational risk including;</p> <ul style="list-style-type: none"> • Close monitoring of adherence to assigned risk limits or thresholds; • Internal Loss Data Collection and Analysis; • Appropriate staffing level and training and vetting before onboarding; and • Regular process and product reviews.

Potential threats (continued)

Description	Example	Mitigation Measures
Strategic risk		
Strategic risk is the current and prospective impact on earnings or capital arising from adverse business decisions, improper implementation of decisions, or lack of responsiveness to industry changes.	<ul style="list-style-type: none"> • Adverse business decisions, example loss making initiatives • Systemic risk • Uncontrollable business factors that hinder achievement of business objectives 	<ul style="list-style-type: none"> • The Group has a strategic plan in place with medium and long-term priorities in line with corporate mission and goals. • Adequate planning of capital and funding needs to support the bank's operations and ability to meet its strategic goals and objectives. • Human resources management and development succession planning.

Long term funding

During the year, the Bank secured long term funding from different financiers as below which will support the Bank's growth and transition to a tier II bank;

	2018	2019	2020	2021	Total
	USD '000	USD '000	USD '000	USD '000	USD '000
FCY Borrowings					
FMO	-	10,000	10,000	-	20,000
IFU	-	12,000	-	-	12,000
OikoCredit	-	-	-	9,000	9,000
Triodos Investment Management	-	-	-	10,000	10,000
EMF Microfinance Fund	-	-	-	10,000	10,000
					61,000

	2018	2019	2020	2021	Total
	KES '000	KES '000	KES '000	KES '000	KES '000
LCY Borrowings					
OikoCredit	-	300,000	-	-	300,000
East Africa Development Bank (EADB)	57,890	170,003	237,720	128,180	593,793
Aqua for All	-	-	25,139	-	25,139
WaterEquity	-	-	-	564,000	564,000
					1,482,932

2022 Focus

The Bank will focus on mobilizing stable customer deposits utilizing its large branch network, innovative partnerships and products as well as through its digital channels. The Bank will seek to increase customer transactions on its digital channels, enhance its efficiency and increase profitability. Further, the Bank will continue lending to its customers as it deploys the long-term funds raised, increase its customer numbers, as well as growing the various streams of non-funded income. Trade Finance continues to be a key driver of the Bank's growth in the medium term as the Bank positions itself as the 'Go To Bank' for Trade Finance solutions. Various initiatives will also be implemented to enhance staff motivation and productivity as the Bank moves towards its goal of becoming a tier II bank.

Corporate Governance is the system of rules, practices and processes by which a company is directed and controlled. The Group Board of Directors is mandated to control and direct the activities, affairs, operations and property of the Group with a view to maximizing shareholders value, increasing profitability and guaranteeing sustainable business.

This statement sets out the key components of the Group's Corporate Governance Framework. Corporate Governance is central to the Group's approach to safeguard shareholders and stakeholders' interest and at the same time enhance shareholder value. The overall control over the activities, affairs, operations, business and property of the Group is vested in the Group's Board of Directors ("BOD"). The BOD notes that maintenance and consistent practice and application of good Corporate Governance practices is key to the long-term success of the Group.

The Board is committed and confirms full compliance of all the relevant laws including the Central Bank of Kenya (CBK) Guidelines on Corporate Governance (CBK/PG/02) issued under Section 33(4) of the Banking Act, guidelines set by itself in accordance with international best practices. The Group has adopted the highest standards of integrity and ethics in all undertakings. The Board has adopted a comprehensive framework of Corporate Governance Guidelines, designed to ensure performance of the Group's enhanced targets and regulatory compliance.

Corporate Governance continues to be a key priority of the Board in exercise of its mandate as it accounts and reports to all stakeholders of the Group about the procedures, systems and controls they have put in place to safeguard their interests in line with the highest standards of Corporate Governance.

The Group ensures that there is adequate accountability in its actions and openness in relation with stakeholders, shareholders and the general public.

Board of Directors

The Board consists of seven members chaired by Dr. James Mworira. It consists of six non-executive directors and one executive director who is the Bank's Chief Executive Officer. The Board collectively pools together vast experience in various relevant fields inter alia, investment management, banking, finance and marketing. With this, it is able to effectively ensure that the Group establishes and maintains internal controls that drive profitability and sustainable growth.

Authority and Delegation

The Board delegates its authority to Board Committees, which are Board Audit and Risk Committee, Board Asset and Liability Committee, Board Credit Committee, and Board Nominations and Governance Committee, which meet quarterly or whenever a need arises. The Board Credit Committee further acts as an operational committee that is vested with authority to review and approve customer credit requests within the Board limit. The authority for the day to day running of the Group is delegated to the Chief Executive Officer, who runs the Group together with the Executive Management Committee. The Board Charter sets out the Board authority and matters reserved for determination and approval by the Board. The Board Chair plays a crucial role in fostering constructive dialogue between shareholders, the Board and management at the Annual General Meeting and other shareholder meetings.

Corporate Planning

The Board is responsible for formulating the strategic plan of the Group. The Board has been instrumental in formulating sustainable policies and strategies to ensure that the Group stays profitable. The Board together with the Senior Management reviews on an annual basis the Group's strategy where projections and targets are assessed and amended as circumstances dictate.

Board Effectiveness

The Board of Directors comprises of six non-executive directors and one executive director, the Chief Executive Officer. This arrangement initiates the significance of impartiality in matters of Corporate Governance.

It also ensures that the Board is free from undue influence on matters affecting the day to day running of the Group. Generally, the conduct of the Board in particular the non-executive directors, are regulated by the Bank's and Subsidiary Memorandum and Articles of Association as well as a Board Charter, Terms of Reference and Directors' Code of Board Principles and Conduct. Management also ensures that the Board is well informed on the operations of the Group at all times. The annual Board evaluation exercise for the year 2020 was conducted internally in February 2021.

Executive Management Committee

The implementation of the Group's strategic decisions is handled by the Executive Management Committee which is chaired by the Chief Executive Officer. The committee meets once a month or whenever a need arises to review the Bank's performance, control overall direction of business and make strategic decisions. The Committee is composed of departmental heads of Business, Human Resources, Finance and Strategy, Credit, Treasury, Legal and Company Secretarial, Information and Communication Technology (ICT) and Operations. The Heads of Enterprise Risk and Audit are invited to give an overview of their independent oversight.

Board Committees

The Board has established Board committees to assist in discharging its duties and responsibilities. The Board committees have formally determined terms of reference, which define their role, function, reporting procedures and scope of authority. The Board also ensures that effective communication with shareholders is upheld. This is done through holding of the Annual General Meeting and also provision of Annual Report and Financial Statements in full compliance with the requirements of the Kenyan Companies Act, 2015 and the International Financial Reporting Standards (IFRSs).

The agenda of each committee is guided by the Board Charter together and the plan set at the beginning of the year.

Board Audit and Risk Committee

This committee consists of non-executive directors who check on the quality of financial reporting, selection of internal and external auditing functions, advise the board on best practices, provide oversight on risk management and compliance with relevant local legislation, regulations and guidelines issued by regulatory bodies together with the Bank's laid down policies and procedures.

The committee further defines the scope of risk management work, ensures that adequate risk policies and strategies are in place to identify, monitor and effectively mitigate the various risk issues the Bank is exposed to in the day to day activities. On a yearly basis, the committee reviews the proposed work plans for the internal audit function. The committee is also responsible for ensuring that the Bank operates within the set risk appetite levels and must ensure that any deviations are corrected within a given time frame. The Chair of this committee is a member of Institute of Certified Public Accountants of Kenya (ICPAK).

Asset and Liability Committee (ALCO)

The ALCO committee is set up to derive the most appropriate strategy for the Bank by optimizing returns while prudently managing and observing the assets and liabilities. It also considers the potential consequences of interest rate movements, market risk, liquidity constraints, and foreign exchange exposure and capital adequacy. The committee ensures compliance with the Bank's strategies on statutory requirements on liquidity, foreign exchange exposure and cash ratio.

Nominations and Governance Committee

The Nominations and Governance committee ensures that the Board fulfills its legal, ethical and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of Board activities and evaluation of Board members' performance.

Credit Committee

The Credit committee oversees the establishing and implementing of the credit and lending policies of the Bank. It is responsible for the sanction of credit proposals in line with the Bank's Credit Policy and effective follow up of all credit-related matters. The committee is also responsible for formulating the credit policies of the Bank.

Board Meetings

The Board scheduled four board meetings during the year. The Board meetings attendance for the year ended 31 December 2021 is as below;

	March	May	August	December	Meeting Attendance
Meetings held					
Dr. James Mworira	1	-	1	1	3/4
Mary-Ann Musangi	1	1	1	1	4/4
Kimanthi Mutua	1	1	1	1	4/4
Tom Kariuki	1	1	1	1	4/4
Catherine Mturi-Wairi	1	1	1	1	4/4
Chege Thumbi	1	1	1	1	4/4
Mbaabu Muchiri*	n/a	n/a	1	-	1/2

*Joined the Board in July 2021

Compliance

The Group operates within the requirements of the Banking Act, among other Acts governing the various lines of businesses it is engaged in, and adopts certain universally accepted principles in the areas of human rights, sustainable banking and labour standards in its commitment to best practice. Additionally, the Group prepares its financial statements in accordance with International Financial Reporting Standards (IFRS).

Shareholders- Rights Issue

The Shareholders of the Bank at the Annual General Meeting held on 16 July 2021 approved a rights issue to raise additional share capital of Shs.500,000,000 from existing shareholders. Two shareholders, Bakki Holdco Limited and Centum Investment Company Plc confirmed they will take up their rights. The Board approved allotment of 282,790 shares to Bakki Holdco Limited and 16,726 shares to Centum Investment Company Plc in October 2021 following payment for part of their rights.

Shareholding

The Bank's shareholders at 31 December 2021 were as follows:

	Number of shares	Value of shares Shs '000'	Percent
1 Bakki Holdco Limited	3,564,388	1,782,194	81.16%
2 K-Rep Group Limited	501,430	250,715	11.42%
3 KWA Multi-Purpose Co-Operative Limited	143,376	71,688	3.26%
4 Centum Investment Company Plc	98,999	49,500	2.25%
5 Kimanthi Mutua	21,040	10,520	0.48%
6 Sarah Godana	15,495	7,748	0.35%
7 Kabiru Kinyanjui	12,222	6,111	0.28%
8 Mwenda Thiribi	10,316	5,158	0.23%
9 Francis Kihiko	8,871	4,436	0.20%
10 Aleke Dondo	6,495	3,248	0.15%
11 Judith Bahemuka	4,995	2,498	0.11%
12 Anthony Wainaina	3,785	1,893	0.09%
13 Francis Munyao Kinyumu	500	250	0.01%
Total	4,391,912	2,195,956	100.00%

The Kenyan Companies Act, 2015 requires the directors to prepare financial statements for each financial year that give a true and fair view of the financial position of the Group and Company at the end of the financial year and of their profit or loss for that year. The directors are responsible for ensuring that the Group and Company keep proper accounting records that are sufficient to show and explain the transactions of the Group and Company; disclose with reasonable accuracy at any time the financial position of the Group and Company; and that enable them to prepare financial statements of the Company that comply with prescribed financial reporting standards and the requirements of the Kenyan Companies Act, 2015. They are also responsible for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors accept responsibility for the preparation and presentation of these financial statements in accordance with International Financial Reporting Standards and in the manner required by the Kenyan Companies Act, 2015. They also accept responsibility for:

- (i) Designing, implementing and maintaining such internal control as they determine necessary to enable the presentation of financial statements that are free from material misstatement, whether due to fraud or error;
- (ii) Selecting suitable accounting policies and then applying them consistently; and
- (iii) Making judgements and accounting estimates that are reasonable in the circumstances.

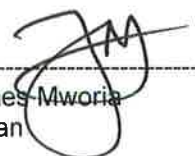
Having assessed the Group's and Company's ability to continue as a going concern, the directors are not aware of any material uncertainties related to events or conditions that may cast doubt upon the Group's and Company's ability to continue as a going concern.

The directors acknowledge that the independent audit of the financial statements does not relieve them of their responsibilities.

Approved by the Board of Directors on 4 March 2022 and signed on its behalf by:



Chege Thumbi
Chief Executive Officer



Dr. James Mworia
Chairman



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SIDIAN BANK LIMITED

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of Sidian Bank Limited (the "Bank") and its subsidiary (together, the "Group") set out on pages 15 to 95, which comprise the consolidated statement of financial position at 31 December 2021 and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, together with the Bank statement of profit or loss and other comprehensive income, Bank statement of financial position at 31 December 2021, the Bank statement of changes in equity and Bank statement of cash flows for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion the accompanying financial statements give a true and fair view of the financial position of the Group and the Bank at 31 December 2021 and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act, 2015.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants (IESBA) International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Kenya, and we have fulfilled our ethical responsibilities in accordance with these requirements and the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SIDIAN BANK LIMITED (CONTINUED)

Responsibilities of the directors for the financial statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards and the requirements of the Kenyan Companies Act, 2015, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.



INDEPENDENT AUDITOR’S REPORT TO THE SHAREHOLDERS OF SIDIAN BANK LIMITED (CONTINUED)

Auditor’s responsibilities for the audit of the financial statements (continued)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on other matters prescribed by the Companies Act, 2015

In our opinion the information given in the report of the directors on page 2 is consistent with the financial statements.

**FCPA Michael Mugasa, Practising certificate No. 1478
Engagement partner responsible for the independent audit**

**For and behalf of PricewaterhouseCoopers LLP
Certified Public Accountants
Nairobi**

24th March 2022

Consolidated statement of profit or loss and other comprehensive income

	Notes	2021 Shs'000	2020 Shs'000
Interest income	5	3,542,704	2,487,156
Interest expense	6	(2,009,583)	(1,628,527)
Net interest income		1,533,121	858,629
Fee and commission income	7	1,303,694	1,099,641
Fee and commission expense	7	(16,876)	(12,160)
Net fee and commission income		1,286,818	1,087,481
Net trading gains	8	299,057	219,726
Allowance for expected credit losses	9	(445,589)	(169,271)
Other operating income	10	27,686	3,307
Net other operating income		(118,846)	53,762
Operating expenses	11	(1,979,237)	(1,927,738)
Profit before income tax		721,856	72,134
Income tax expense	13	(235,629)	(53,359)
Profit for the year		486,227	18,775
Other comprehensive income			
<u>Items that will not be reclassified subsequently to profit or loss:</u>			
Loss on revaluation of freehold land and building	31	-	-
Deferred income tax on revaluation of freehold land and building	31	-	-
Other comprehensive loss for the year, net of tax		-	-
Total comprehensive income		486,227	18,775

Bank statement of profit or loss and other comprehensive income

	Notes	2021 Shs'000	2020 Shs'000
Interest income	5	3,542,704	2,487,156
Interest expense	6	(2,009,583)	(1,628,527)
Net interest income		1,533,121	858,629
Fee and commission income	7	1,203,900	1,035,480
Fee and commission expense	7	(15,812)	(10,847)
Net fee and commission income		1,188,088	1,024,633
Net trading gains	8	299,057	219,726
Allowance for expected credit losses	9	(446,709)	(169,271)
Other income	10	77,686	78,261
Net other operating income		(69,966)	128,716
Operating expenses	11	(1,951,427)	(1,908,197)
Profit before income tax		699,816	103,781
Income tax expense	13	(213,919)	(41,332)
Profit for the year		485,897	62,449
Other comprehensive income			
<u>Items that will not be reclassified subsequently to profit or loss:</u>			
Loss on revaluation of freehold land and building	31	-	-
Deferred income tax on revaluation of freehold land and building	31	-	-
Other comprehensive loss for the year, net of tax		-	-
Total comprehensive income		485,897	62,449

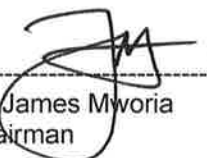
Consolidated statement of financial position

Assets	Notes	2021	2020 Shs'000
Cash and bank balances	15	2,640,019	2,716,175
Financial assets at fair value through profit or loss	16	2,703,136	670,422
Deposits with other banks	17	178,659	1,903,322
Investment securities	18	10,316,615	6,309,440
Loans and advances to customers	19	22,595,909	18,997,464
Other assets and prepayments	20	1,130,201	769,427
Current income tax	13	55,466	65,664
Property and equipment	21	366,742	355,314
Right-of-use assets	22	748,915	838,451
Intangible assets	23	205,983	257,392
Deferred income tax	24	490,357	625,446
		<hr/>	<hr/>
Total assets		41,432,002	33,508,517
		<hr/>	<hr/>
Liabilities and equity			
Liabilities			
Financial liabilities at fair value through profit or loss	16	151,975	161,495
Deposits from banks	25	1,734,461	1,002,693
Deposits from customers	26	25,830,431	22,739,618
Other payables and accrued expenses	27	401,878	380,663
Borrowings	28	7,618,251	4,086,255
Lease liabilities	29	929,766	1,038,780
		<hr/>	<hr/>
Total liabilities		36,666,762	29,409,504
		<hr/>	<hr/>
Equity			
Share capital	30	2,195,956	2,046,198
Share premium	30	1,276,841	1,246,599
Revaluation reserve	31	50,034	50,034
Statutory credit risk reserve	31	588,439	293,385
Retained earnings		653,970	462,797
		<hr/>	<hr/>
Total equity		4,765,240	4,099,013
		<hr/>	<hr/>
Total liabilities and equity		41,432,002	33,508,517
		<hr/>	<hr/>

The financial statements on pages 15 to 95 were approved by the Board of Directors on 4 March 2022 and were signed on its behalf by:



 Chege Thumbi
 Chief Executive Officer



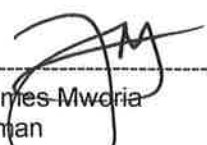
 Dr. James Mworira
 Chairman

Bank statement of financial position

Assets	Notes	2021 Shs'000	2020 Shs'000
Cash and bank balances	15	2,640,019	2,716,175
Financial assets at fair value through profit or loss	16	2,703,136	670,422
Deposits with other banks	17	178,659	1,903,322
Investment securities	18	10,316,615	6,309,440
Investment in subsidiary	35	1,000	1,000
Loans and advances to customers	19	22,595,909	18,997,464
Other assets and prepayments	20	1,114,501	767,456
Current income tax	13	49,656	62,127
Property and equipment	21	366,515	355,152
Right-of-use assets	22	748,915	838,451
Intangible assets	23	204,892	252,946
Deferred income tax	24	490,307	625,648
		<hr/>	<hr/>
Total assets		41,410,124	33,499,603
		<hr/>	<hr/>
Liabilities and equity			
Liabilities			
Financial liabilities at fair value through profit or loss	16	151,975	161,495
Deposits from banks	25	1,734,461	1,002,693
Deposits from customers	26	25,841,812	22,767,783
Other payables and accrued expenses	27	387,530	362,165
Borrowings	28	7,618,251	4,086,255
Lease liabilities	29	929,766	1,038,780
		<hr/>	<hr/>
Total liabilities		36,663,795	29,419,171
		<hr/>	<hr/>
Equity			
Share capital	30	2,195,956	2,046,198
Share premium	30	1,276,841	1,246,599
Revaluation reserve	31	50,034	50,034
Statutory credit risk reserve	31	588,439	293,385
Retained earnings		635,059	444,216
		<hr/>	<hr/>
Total equity		4,746,329	4,080,432
		<hr/>	<hr/>
Total liabilities and equity		41,410,124	33,499,603
		<hr/>	<hr/>

The financial statements on pages 15 to 95 were approved by the Board of Directors on 4 March 2022 and were signed on its behalf by:


 Chege Thumbi
 Chief Executive Officer


 Dr. James Mweria
 Chairman

Consolidated statement of changes in equity

	Notes	Share capital	Share Premium	Revaluation reserve	Statutory credit risk reserve	Retained earnings	Total
		Shs'000	Shs'000	Shs'000	Shs'000	Shs'000	Shs'000
Year ended 31 December 2020							
At start of year		2,046,198	1,246,599	50,206	-	737,235	4,080,238
Profit for the year		-	-	-	-	18,775	18,775
Transfer of excess depreciation		-	-	(246)	-	246	-
Deferred tax on transfer		-	-	74	-	(74)	-
Transactions with owners, recorded directly in equity							
Transfer of reserves	31	-	-	-	293,385	(293,385)	-
At end of year		2,046,198	1,246,599	50,034	293,385	462,797	4,099,013
Year ended 31 December 2021							
At start of year		2,046,198	1,246,599	50,034	293,385	462,797	4,099,013
Rights issue		149,758	30,242	-	-	-	180,000
		2,195,956	1,276,841	50,034	293,385	462,797	4,279,013
Total comprehensive income for the year:							
Profit for the year		-	-	-	-	486,227	486,227
Deferred tax on transfer		-	-	-	-	-	-
Transactions with owners, recorded directly in equity:							
Transfer of reserves	31	-	-	-	295,054	(295,054)	-
At end of year		2,195,956	1,276,841	50,034	588,439	653,970	4,765,240

Bank statement of changes in equity

	Notes	Share capital	Share Premium	Revaluation reserve	Statutory credit risk reserve	Retained earnings	Total
		Shs'000	Shs'000	Shs'000	Shs'000	Shs'000	Shs'000
Year ended 31 December 2020							
At start of year		2,046,198	1,246,599	50,206	-	674,980	4,017,983
Total comprehensive income for the year:							
Profit for the year		-	-	-	-	62,449	62,449
Transfer of excess depreciation		-	-	(246)	-	246	-
Deferred tax on transfer		-	-	74	-	(74)	-
Transactions with owners, recorded directly in equity							
Transfer of reserves	31	-	-	-	293,385	(293,385)	-
At end of year		<u>2,046,198</u>	<u>1,246,599</u>	<u>50,034</u>	<u>293,385</u>	<u>444,216</u>	<u>4,080,432</u>
Year ended 31 December 2021							
At start of year		2,046,198	1,246,599	50,034	293,385	444,216	4,080,432
Rights issue		149,758	30,242	-	-	-	180,000
		<u>2,195,956</u>	<u>1,276,841</u>	<u>50,034</u>	<u>293,385</u>	<u>444,216</u>	<u>4,260,432</u>
Total comprehensive income for the year:							
Profit for the year		-	-	-	-	485,897	485,897
Deferred tax on transfer		-	-	-	-	-	-
Transactions with owners, recorded directly in equity							
Transfer of reserves	31	-	-	-	295,054	(295,054)	-
At end of year		<u>2,195,956</u>	<u>1,276,841</u>	<u>50,034</u>	<u>588,439</u>	<u>635,059</u>	<u>4,746,329</u>

Consolidated statement of cash flows

	Notes	2021	2020
			Shs'000
Cash flows from operating activities			
Cash generated from operations	32	1,024,054	2,494,159
Income tax paid	13	(90,341)	(71,758)
		<hr/>	<hr/>
Net cash flows from operating activities		933,713	2,422,401
		<hr/>	<hr/>
Cash flows from investing activities			
Purchase of investment securities		(15,195,367)	(15,179,935)
Proceeds from sale of investment securities		9,526,438	11,717,586
Purchase of property and equipment	21	(78,061)	(46,048)
Purchase of intangible assets	23	(26,395)	(64,250)
Proceeds from sale of property and equipment		-	1,511
		<hr/>	<hr/>
Net cash flows from investing activities		(5,773,385)	(3,571,136)
		<hr/>	<hr/>
Cash flows from financing activities			
Proceeds from borrowings	28	3,932,334	1,565,375
Repayment of borrowings	28	(790,546)	(558,607)
Principal payments for lease liabilities	29	(296,264)	(287,474)
Rights issue- Additional share capital		180,000	-
		<hr/>	<hr/>
Net cash flows from financing activities		3,025,524	719,294
		<hr/>	<hr/>
Net decrease in cash and cash equivalents		(1,814,148)	(429,441)
Cash and cash equivalents at start of year	32	4,633,384	5,062,825
		<hr/>	<hr/>
Cash and cash equivalents at end of year	32	2,819,236	4,633,384
		<hr/> <hr/>	<hr/> <hr/>

Bank statement of cash flows

	Notes	2021 Shs'000	2020 Shs'000
Cash flows from operating activities			
Cash generated from operations	32	999,653	2,480,089
Income tax paid	13	(66,107)	(58,394)
		<hr/>	<hr/>
Net cash flows from operating activities		933,546	2,421,695
Cash flows from investing activities			
Purchase of investment securities		(15,195,367)	(15,179,936)
Proceeds from sale of investment securities		9,526,438	11,717,586
Purchase of property and equipment	21	(77,894)	(45,841)
Purchase of intangible assets	23	(26,395)	(63,750)
Proceeds from sale of property and equipment		-	1,511
		<hr/>	<hr/>
Net cash flows from investing activities		(5,773,218)	(3,570,430)
Cash flows from financing activities			
Proceeds from borrowings	28	3,932,334	1,565,375
Repayment of borrowings	28	(790,546)	(558,607)
Principal payments for lease liabilities	29	(296,264)	(287,474)
Rights issue- Additional share capital		180,000	-
		<hr/>	<hr/>
Net cash flows from financing activities		3,025,524	719,294
		<hr/>	<hr/>
Net decrease in cash and cash equivalents		(1,814,148)	(429,441)
Cash and cash equivalents at start of year	32	4,633,384	5,062,825
		<hr/>	<hr/>
Cash and cash equivalents at end of year	32	2,819,236	4,633,384
		<hr/> <hr/>	<hr/> <hr/>

Notes

1 Corporate information

Sidian Bank Limited (the "Bank") and its subsidiary Sidian Bancassurance Intermediary Limited (formerly Sidian Insurance Agency Limited) (the "Subsidiary") are incorporated and domiciled in Kenya and operate in Kenya. The registered address of the Bank and its subsidiary is:

7th Floor, K-Rep Centre
Wood Avenue, Kilimani
P O Box 25363 – 00603
Nairobi.

The Bank is licensed under the Banking Act (Chapter 488).

For Companies Act reporting purposes, the balance sheet is represented by the statement of financial position and the profit and loss account by the statement of profit or loss and other comprehensive income, in these financial statements.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all periods presented, unless otherwise stated.

(a) Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS. The financial statements comply with IFRS as issued by the International Accounting Standards Board (IASB).

(i) Basis of measurement

The measurement basis used is the historical cost basis except where otherwise stated in the accounting policies below.

For those assets and liabilities measured at fair value, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When measuring the fair value of an asset or a liability, the Group and Bank use market observable data as far as possible. If the fair value of an asset or a liability is not directly observable, it is estimated by the Group and Bank using valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs (e.g. by use of the market comparable approach that reflects recent transaction prices for similar items or discounted cash flow analysis). Inputs used are consistent with the characteristics of the asset / liability that market participants would take into account.

Fair values are categorised into three levels of fair value hierarchy based on the degree to which the inputs to the measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

- Level 1 fair value measurements are derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are derived from 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); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Transfers between levels of the fair value hierarchy are recognised by the Group at the end of the reporting period during which the change occurred.

Notes (continued)

2 Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

(ii) Use of estimates

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.

(iii) Changes in accounting policies and disclosures

a) New relevant standards, amendments and interpretations adopted by the Group

Covid-19-related Rent Concessions – Amendments to IFRS 16

As a result of the COVID-19 pandemic, rent concessions have been granted to lessees. Such concessions might take a variety of forms, including payment holidays and deferral of lease payments. In May 2020, the IASB made an amendment to IFRS 16 Leases which provides lessees with an option to treat qualifying rent concessions in the same way as they would if they were not lease modifications. In many cases, this will result in accounting for the concessions as variable lease payments in the period in which they are granted.

Amendments to IFRS 9, 'Financial Instruments', IAS 39, 'Financial Instruments: Recognition and Measurement' and IFRS 7, 'Financial Instruments: Disclosure' – Interest rate benchmark reform (Phase 1)

These amendments provide certain reliefs in connection with interest rate benchmark reform (IBOR). The reliefs relate to hedge accounting and have the effect that IBOR should not generally cause hedge accounting to terminate. However, any hedge ineffectiveness should continue to be recorded in the income statement.

The amendments above had no material impact on the financial statements of the Company.

b) New relevant standards, amendments and interpretations not yet effective

Amendments to IAS 16 'Property, Plant and Equipment': Proceeds before Intended Use

The amendment to IAS 16 prohibits an entity from deducting from the cost of an item of PPE any proceeds received from selling items produced while the entity is preparing the asset for its intended use (for example, the proceeds from selling samples produced when testing a machine to see if it is functioning properly). The proceeds from selling such items, together with the costs of producing them, are recognised in profit or loss.

The amendment is effective on annual periods beginning on or after 1 January 2022.

Amendments to IAS 37 'Provisions, Contingent Liabilities and Contingent Assets' on Onerous Contracts—Cost of Fulfilling a Contract

The amendment clarifies which costs an entity includes in assessing whether a contract will be loss-making. This assessment is made by considering unavoidable costs, which are the lower of the net cost of exiting the contract and the costs to fulfil the contract. The amendment clarifies the meaning of 'costs to fulfil a contract'. Under the amendment, costs to fulfil a contract include incremental costs and the allocation of other costs that relate directly to fulfilling the contract.

The amendment is effective on annual periods beginning on or after 1 January 2022.

Notes (continued)

2 Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

(iii) *Changes in accounting policies and disclosures* (continued)

b) New relevant standards, amendments and interpretations not yet effective

Amendment to IAS 1 'Presentation of Financial Statements' on Classification of Liabilities as Current or Non-current

The amendment clarifies that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by expectations of the entity or events after the reporting date (for example, the receipt of a waiver or a breach of covenant).

The amendment is effective on annual periods beginning on or after 1 January 2022

Annual improvements cycle 2018 -2021 (published in May 2021 and effective for annual periods beginning on or after 1 January 2022)

These amendments include minor changes to:

IFRS 1, '*First time adoption of IFRS*' has been amended for a subsidiary that becomes a first-time adopter after its parent. The subsidiary may elect to measure cumulative translation differences for foreign operations using the amounts reported by the parent at the date of the parent's transition to IFRS.

IFRS 9, '*Financial Instruments*' has been amended to include only those costs or fees paid between the borrower and the lender in the calculation of "the 10% test" for derecognition of a financial liability. Fees paid to third parties are excluded from this calculation

IFRS 16, '*Leases*', amendment to the Illustrative Example 13 that accompanies IFRS 16 to remove the illustration of payments from the lessor relating to leasehold improvements. The amendment intends to remove any potential confusion about the treatment of lease incentives.

The Directors are of the view that the above amendments will not have any material impact on the financial statements of the Company.

(b) Consolidation

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

Notes (continued)

2 Summary of significant accounting policies (continued)

(a) Consolidation (continued)

(i) Subsidiaries (continued)

If the business combination is achieved in stages, the acquisition date carrying amount of the acquirer's previously held equity interest in the acquiree is re-measured at fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of profit or loss.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

(ii) Changes in ownership interests

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(iii) Disposal of subsidiaries

When the Group ceases to have control any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

(c) Foreign currency translation

(i) Functional and presentation currency

The accounting records are maintained in the currency of the primary economic environment in which the Group and Bank operate (the "Functional Currency"). The financial statements are presented in Kenya Shillings, which is the Group's and Bank's functional and presentation currency. The figures shown in the financial statements are stated in Kenya Shillings (Shs), rounded to the nearest thousand.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. 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, except for differences arising on translation of non-monetary financial assets carried at fair value through other comprehensive income, which are recognised in other comprehensive income.

Notes (continued)

2 Summary of significant accounting policies (continued)

(c) Foreign currency translation (continued)

(ii) Transactions and balances (continued)

Monetary items denominated in foreign currency are translated at the closing rate at the reporting date.

Translation differences on non-monetary financial instruments, such as equities held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary financial instruments, such as equities classified at fair value through profit or loss, are included in other comprehensive income.

(d) Sale and re-purchase agreements

Securities sold subject to repurchase agreements ('repos') are classified in the financial statements as pledged assets when the transferee has the right by contract or custom to sell or repledge the collateral; the counterparty liability is included in amounts due to Central Bank of Kenya, due to other banks, deposits from banks, other deposits or deposits due to customers, as appropriate.

Securities purchased from Central Bank of Kenya under agreements to resell ('reverse repos') are disclosed separately as they are purchased and are not negotiable/discounted during their tenure. The difference between sale and repurchase price is treated as interest and accrued over the life of the agreements using the effective interest method.

(e) Financial instruments

Financial assets and liabilities

Measurement methods

Amortised cost and effective interest rate

The amortised cost is the amount at which the financial asset or financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and, for financial assets, adjusted for any loss allowances.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset (i.e. its amortised cost before any impairment allowance) or to the amortised cost of a financial liability. The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees paid or received that are integral to the effective interest rate, such as origination fees. For purchased or originated credit-impaired financial assets – assets that are credit-impaired at initial recognition, the Group calculates the credit adjusted effective interest rate, which is calculated based on the amortised cost of the financial asset instead of its gross carrying amount and incorporates the impact of expected credit losses in estimated future cash flows.

When the Group revises the estimates of future cash flows, the carrying amount of the respective financial asset or financial liability is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognised in the profit or loss account.

Interest income and expense

Interest income and interest expense on interest bearing financial instruments is calculated by applying the effective interest rate to the gross carrying amount, except for:

- (a) Purchased or originated credit impaired (POCI) financial assets, for which the original credit-adjusted effective interest rate is applied to the amortised cost of the financial asset; and
- (b) Financial assets that are not "POCI" but have subsequently become credit-impaired, for which interest revenue is calculated by applying the effective interest rate to their amortised cost (i.e. net of the expected credit loss provision) in subsequent reporting periods.

Notes (continued)

2 Summary of significant accounting policies (continued)

(e) Financial instruments (continued)

Financial assets and liabilities (continued)

Measurement methods (continued)

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade-date, the date which the Group commits to purchase or sell the asset.

At initial recognition, the Group measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through the profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such fees and commissions. Transaction costs of financial assets and financial liabilities are carried at fair value through profit or loss are expensed in profit or loss. Immediately after the initial recognition, an expected credit loss allowance (ECL) is recognised for the financial assets measured at amortised cost and investments in debt instruments measured at FVOCI, which results in an accounting loss being recognised in profit or loss when an asset is newly originated.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the entity recognises the difference as follows:

- (a) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognised as a gain or loss.
- (b) In all other cases, the difference is deferred and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortised over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realised through settlement.

Financial assets

(i) Classification and subsequent measurement

The Group classifies its financial assets in the following measurement categories:

- Fair value through profit or loss (FVTPL)
- Amortised cost.

Debt instruments

Debt instruments are those instruments that meet the definition of a financial liability from the issuer's perspective, such as loans, government and corporate bonds and trade receivables purchased from clients in factoring arrangements without recourse. Classification and subsequent measurement of debt instruments depend on:

- (i) the Group's business model for managing the asset; and
- (ii) the contractual cash flow characteristics of the financial asset.

Based on these factors, the Group classifies its debt instruments into one of the following two measurement categories:

- Amortised cost: assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest (SPPI), and that are not designated at FVPL, as measured at amortised cost. The carrying amount of these assets are adjusted by any expected credit loss allowance. Interest income from financial assets is included in "interest income" using the effective interest rate method.

Notes (continued)

2 Summary of significant accounting policies (continued)

(e) Financial instruments (continued)

Financial assets and liabilities (continued)

Financial assets (continued)

(i) Classification and subsequent measurement (continued)

Debt instruments (continued)

- Fair value through profit or loss: assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented within "Net trading income" in the period in which it arises. Interest income from these financial assets is included in "interest income" using the effective interest rate method.

Business model: The business model reflects how the Group manages the assets in order to generate cash flows. That is, whether the Group's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of "other" business model and measured at FVPL. Factors considered by the Group in determining the business model for a group of assets include past experience on how cash flows for these assets were collected, how the asset's performance is evaluated and reported by key management personnel, how risks are assessed and managed and how managers are compensated. For example, the liquidity portfolio of assets is held by the Group as part of liquidity management and is generally classified with the hold to collect and sell business model. Securities held for trading are held principally for the purpose of selling in the near term or are part of a portfolio of financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. These securities are classified in the "other" business model and measured at FVPL.

SPPI: Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Group assesses whether the financial instruments' cash flows represents solely payments of principal and interest (the "SPPI test"). In making this assessment, the Group considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Group reclassifies debt investments when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. The changes are expected to be very infrequent and none occurred during the year.

(ii) Impairment

The Group assesses on a forward-looking basis the expected credit loss ('ECL') associated with its debt instrument assets carried at amortised cost and with the exposure arising from loan commitments and financial guarantee contracts. The Group recognises a loss allowance for such losses at each reporting date. The measurement of ECL reflects:

- An unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- The time value of money; and
- Reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

Notes (continued)

2 Summary of significant accounting policies (continued)

(e) Financial instruments (continued)

Financial assets and liabilities (continued)

Financial assets (continued)

(iii) Modifications of loans

The Group sometimes renegotiates or otherwise modifies the contractual cash flows of loans and advances to customers. When this happens, the Group assesses whether or not the new terms are substantially different to the original terms. The Group does this by considering, among others, the following factors:

- If the borrower is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower is expected to be able to pay.
- Whether any substantial new terms are introduced, such as a profit share/equity based return that substantially affects the risk profile of the loan.
- Significant extension of the loan term when the borrower is not in financial difficulty.
- Significant change in interest rate.
- Change in the currency of the loan.
- Insertion of collateral, other security or credit enhancement that significantly affect the credit risk associated with the loan.

If the terms are substantially different, the Group derecognises the original financial asset and recognises a "new" asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred.

However, the Group also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit or loss as a gain or loss on derecognition.

If the terms are not substantially different, the renegotiation or modification does not result in derecognition, and the Group recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit or loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate of credit-adjusted effective interest rate for POCI financial assets.

(iv) Derecognition other than on a modification

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either (i) the Group transfers substantially all the risks and rewards of ownership, or (ii) the Group neither transfers nor retains substantially all the risks and rewards of ownership and the Group has not retained control.

The Group enters into transactions where it retains the contractual rights to receive cash flows from assets but assumes a contractual obligation to pay those cash flows to other entities and transfers substantially all of the risks and rewards. These transactions are accounted for as "pass through" transfers that result in derecognition if the Group:

- (i) Has no obligation to make payments unless it collects equivalent amounts from the assets;
- (ii) Is prohibited from selling or pledging the assets; and
- (iii) Has an obligation to remit any cash it collects from assets without material delays.

Notes (continued)

2 Summary of significant accounting policies (continued)

(e) Financial instruments (continued)

Financial assets and liabilities (continued)

Financial assets (continued)

(iv) Derecognition other than on a modification (continued)

Collateral (shares and bonds) furnished by the Group under standard repurchase agreements and securities lending and borrowings transactions are not derecognized because the Group retains substantially all the risks and rewards on the basis of predetermined repurchase price, and the criteria for derecognition are therefore not met. This also applies to certain securitisation transactions in which the Group retains a subordinated residual interest.

(ii) Financial Liabilities

The Group's holding in financial liabilities represents mainly deposits from banks and customers and other liabilities. Such financial liabilities are initially recognised at fair value and subsequently measured at amortised cost.

(i) Classification and subsequent measurement

Financial liabilities are classified as subsequently measured at amortised cost, except for:

- Financial liabilities at fair value through profit or loss such as derivatives, financial liabilities held for trading (e.g. short positions in the trading booking) and other financial liabilities designated as such at initial recognition. Gains or losses on financial liabilities designated at fair value through profit or loss are presented partially in other comprehensive income (the amount of change in the fair values of the financial liability that is attributable to changes in the credit risk of that liability) and partially profit or loss (the remaining amount of change in the fair value of the liability);
- Financial liabilities arising from the transfer of financial assets which did not qualify for derecognition, whereby a financial liability is recognised for the consideration received for the transfer. In subsequent periods, the Group recognises any expense incurred on the financial liability; and
- Financial guarantee contracts and loan commitments.

(ii) Derecognition of financial liabilities

Financial liabilities are derecognised when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expires).

The exchange between the Group and its original lenders of debt instruments with substantially different terms, as well as substantial modification of the terms of the existing financial liabilities, are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. In addition, other qualitative factors, such as the currency that the instrument is denominated in, changes in the type of interest rate, new conversion features attached to the instrument and change in covenants are also taken into consideration. If the exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange of modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Notes (continued)

2 Summary of significant accounting policies (continued)

(f) Financial guarantee contracts and loan commitments

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of the debt instrument. Such financial guarantees are given to banks, financial institutions and others on behalf of customers to secure loans, overdrafts and other banking facilities. Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

- The amount of the loss allowance; and
- The premium received on initial recognition less income recognised in accordance with the principles of IFRS 15.

Loan commitments provided by the Group are measured as the amount of the loss allowance. The Group has not provided any commitment to provide loans at a below-market interest rate, or that can be settled net in cash or by delivering or issuing another financial instrument, other than for staff facilities.

For loan commitments and financial guarantee contracts, the loss allowance is recognised as a provision. However, for contracts that include both a loan and an undrawn commitment and the Group cannot separately identify the expected credit losses on the undrawn commitment component from those on the loan component, the expected credit losses on the undrawn commitment are recognised together with the loss allowance for the loan to the extent that the combined expected credit losses exceed the gross carrying amount of the loan, the expected credit losses are recognised as provision.

(g) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. Funds restricted for a period of more than three months on origination and cash reserve deposits with the Central Bank of Kenya are excluded from cash and cash equivalents. Cash and cash equivalents are carried at amortised cost.

(h) Property and equipment

Land and buildings comprise mainly branches and offices. All equipment used by the Group is stated at historical cost less depreciation and at revalued amount for freehold land and buildings. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent expenditures are included in the asset's carrying amount or are recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repair and maintenance costs are charged to profit or loss during the financial period in which they are incurred.

Freehold land is not depreciated. Depreciation is calculated on the straight-line basis to allocate their cost less their residual values over their estimated useful lives, as follows:

Buildings	40 years
Lease hold improvements	10 years
Furniture, fittings and equipment	8 years
Motor vehicles	4 years
Computer equipment	3 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. The Group assesses at each reporting date whether there is any indication that any item of property and equipment is impaired. If any such indication exists, the Group estimates the recoverable amount of the relevant assets.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in 'operating expenses' in profit or loss.

Notes (continued)

2 Summary of significant accounting policies (continued)

(i) Intangible assets – software

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs recognised as assets are amortised over their estimated useful lives, which does not exceed three years

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of 5 years. Costs associated with maintaining computer software programmes are recognised as an expense as incurred.

(j) Impairment of non – financial assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). The impairment test also can be performed on a single asset when the fair value less cost to sell or the value in use can be determined reliably. Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

(k) Employee benefits

Retirement benefit obligations

The Group and all its employees contribute to a defined contribution scheme and also to the National Social Security Fund, which is a defined contribution scheme. A defined contribution scheme is a retirement benefit plan under which the Bank pays fixed contributions into a separate entity. The Bank has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Group's contribution to the defined contribution scheme is charged to profit or loss in the year in which it falls due. The Group has no further obligations once the contribution is paid.

(l) Income tax

The tax expense for the period comprises current and deferred income tax. Tax is recognized in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity respectively.

Notes (continued)

2 Summary of significant accounting policies (continued)

(l) Income tax (continued)

(i) Current income tax

The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the reporting date. The directors periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. They establish provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred income tax

Deferred income tax is recognised, using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. However, the deferred income tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same entity or different taxable entities where there is an intention to settle the balances on a net basis.

(m) Dividend payable

Dividends on ordinary shares are charged to equity in the period in which they are declared.

(n) Share capital

Ordinary shares are classified as 'share capital' in equity. Any amounts received over and above the par value of the shares is classified as 'share premium' in equity.

(o) Fee and commission income

Fees and commissions are generally recognised on an accrual basis when the service has been provided. Loan commitment fees for loans that are likely to be drawn down are deferred (together with related direct costs) and recognised as an adjustment to the effective interest rate on the loan. Loan syndication fees are recognised as revenue when the syndication has been completed and the Bank has retained no part of the loan package for itself or has retained a part at the same effective interest rate as the other participants. Commission and fees arising from negotiating, or participating in the negotiation of, a transaction for a third party – such as the arrangement of the acquisition of shares or other securities, or the purchase or sale of businesses – are recognised on completion of the underlying transaction. Portfolio and other management advisory and service fees are recognised based on the applicable service contracts, usually on a time-apportionate basis. Performance-linked fees or fee components are recognised when the performance criteria are fulfilled.

(p) Acceptances and letters of credit

Acceptances and letters of credit are accounted for as off-balance sheet transactions and disclosed as contingent liabilities.

Notes (continued)

2 Summary of significant accounting policies (continued)

(q) Derivative financial instruments

The Group enters into derivative financial instruments to manage its exposure to foreign currency exchange rate risks. Derivatives solely comprise currency forward exchange contracts.

Derivatives are initially recognised at fair value on the date on which the derivative contract is entered into and are subsequently remeasured at fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition of gains or losses in the profit or loss will depend on the nature of the hedge relationship.

All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

(r) Accounting for leases

The Group assesses whether a contract is or contains a lease based on the definition of a lease, as required by IFRS 16.

The Group as lessor

The Group is not required to make any adjustments on transition to IFRS 16 for leases in which it acts as a lessor. Amounts due from lessees under leases are recorded as receivables at the amount of the Group's net investment in the leases. Income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases. Rental income from leases is recognised on a straight-line basis over the term of the relevant lease.

The Group as lessee

The Group leases many assets including property, motor vehicles and equipment. The Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Group.

The Group recognizes a right-of-use asset and a lease liability at the commencement date of the contract for all leases conveying the right to control the use of an identified assets for a period of time. The commencement date is the date on which a lessor makes an underlying asset available for use by a lessee.

The right-of-use assets are initially measured at cost, which comprises:

- The amount of the initial measurement of the lease liability,
- Any lease payments made at or before the commencement date, less any lease incentives,
- Any initial direct costs incurred by the lessee
- Any cost to dismantle

After the commencement date the right-of-use assets are measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any re-measurement of the lease liability. Depreciation is calculated using the straight-line method over period of the lease.

The lease liability is initially measured at the present value of the lease payments that are not paid at that date. These include:

- Fixed payments, less any lease incentives receivable;
- Amounts expected to be payable by the lessee under residual value guarantees;
- The exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- Payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Variable lease payments are not included in the initial measurement of the lease liability and are expensed.

Notes (continued)

2 Summary of significant accounting policies (continued)

(r) Accounting for leases (continued)

The Group as lessee (continued)

The lease payments are discounted using the Group's incremental borrowing rate. The incremental borrowing rate is determined as the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

The lease term determined by the Group comprises:

- Non-cancellable period of lease contracts,
- Periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option,
- Periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

After the commencement date the Group measures the lease liability by:

- Increasing the carrying amount to reflect interest on the lease liability,
- Reducing the carrying amount to reflect lease payments made, and
- Re-measuring the carrying amount to reflect any reassessment or lease modifications.

3 Critical accounting estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities at the date of the financial statements and the income and expenses during the reporting period.

All estimates and assumptions required in conformity with IFRS are best estimates undertaken in accordance with the applicable standard. Estimates and judgements are evaluated on a continuous basis, and are based on past experience and other factors, including expectations with regard to future events.

This note provides an overview of the areas that involve a higher degree of judgment or complexity, and major sources of estimation uncertainty that have a significant risk of resulting in a material adjustment within the next financial year. Detailed information about each of these estimates and judgements is included in the related notes together with information about the basis of calculation for each affected line item in the financial statements.

(i) Measurement of expected credit loss allowance

The measurement of the expected credit loss allowance for financial assets measured at amortised cost and FVOCI is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behavior (e.g. the likelihood of customers defaulting and the resulting losses).

A number of significant judgements are also required in applying the accounting requirement for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing the appropriate models and assumptions for the measurement of ECL;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL;
- Establishing groups of similar financial assets for the purposes of measuring ECL;
- Determining the relevant period of exposure to credit risk when measuring ECL for credit cards and revolving credit facilities; and
- Determining the appropriate business models and assessing the "solely payments of principal and interest (SPPI)" requirements for financial assets.
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Notes (continued)

3 Critical accounting estimates and judgements (continued)

(ii) Fair value of financial instruments

The fair value of financial instruments where no active market exists or where quoted prices are not otherwise available are determined by using valuation techniques. In these cases, the fair values are estimated from observable data in respect of similar financial instruments or using models. Where market observable inputs are not available, they are estimated based on appropriate assumptions. Where valuation techniques (for example, models) are used to determine fair values, they are calibrated and periodically reviewed by qualified management personnel independent of the area that created them to ensure that outputs reflect actual data and comparative market prices. To the extent practical, models use only observable data; however, areas such as credit risk (both own credit risk and counterparty risk), volatilities and correlations require the directors to make estimates. At 31 December 2019 there were no financial instruments measured at fair value using valuation techniques and level 3 inputs other than as described in 4(d) below.

(iii) Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded securities or other available fair value indicators.

(iv) Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgment is required in determining the Group's provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

4 Financial risk management

This section provides an overview of the Group's approach to risk management and a description of the nature and extent of risks. Risk is an integral part of the banking business and the Group aims to deliver superior shareholder value by achieving an appropriate trade-off between risk and returns. The Group incurs its major risk exposure from extending credit to customers through lending operations. In addition to credit risk, the Group is also exposed to other risks such as liquidity and market risk among other risks that are inherent in the product range, sector concentration and geographical coverage of the Group.

Risk Management Structure

Key roles and responsibilities regarding risk management are summarized below;

Level	Role
Board of Directors	Approving risk management policies, setting risk appetite while ensuring that the executive management focuses on managing risks.
Board Audit and Risk Committee	Oversight, assessment, management and mitigation of risks in the Group. It is accountable to the Board of directors.
Board ALCO Committee	Oversight, assessment, management and mitigation of liquidity, capital and market risks in the Group. It is accountable to the Board of directors.

Notes (continued)

4 Financial risk management (continued)
Risk Management Structure (continued)

Board Management Credit Committee	Oversight, assessment, management and mitigation of credit and lending risks in the Group. It is accountable to the Board of directors.
Board Nominations and Governance Committee	Oversight, assessment, management and mitigation of risks brought about by legal, ethics and governance in the Group. It is accountable to the Board of directors.
Management ALCO Committee	Recommends to Board ALCO committee on assessment, management and mitigation of liquidity, capital and market risks in the Group. It implements Board ALCO committee decisions.
Management Credit Committee	Recommends to Board Credit committee on assessment, management and mitigation of credit and lending risks in the Group. It implements Board Credit committee decisions.
Management Committee	Oversees execution of the strategy of the Group and provides leadership and decision-making abilities in implementation of the mission and vision of the Group. It implements Board policies and decisions.
Internal Audit Department	Independently reviews the risks on a periodic basis and reports to the Board Audit and Risk Committee.
Enterprise Risk Management (ERM) Department	Recommends to Board Audit & Risk committee on implementation of the Group's risk management and compliance framework, policy setting, risk appetite and capital assessments. Implements Board Audit & Risk committee decisions.

Risk Management Framework

The Board of Directors has established a risk management framework with sufficient authority to handle oversight and management of risk. The Group's risk management framework is based on a clear understanding of various risks, disciplined risk assessment and measurement procedures and continuous monitoring. The policies and procedures established for this purpose are continuously benchmarked with the industry best practices.

This encompasses practices relating to the identification, analysis, evaluation, treatment, mitigation and monitoring of risks.

Taking risk is core to the Group's business and the operational risks are an inevitable consequence of being in business. The Group's aim is therefore to achieve an appropriate balance between risk and return, and minimize potential adverse effects on its financial performance and this involves:

- *Risk identification, analysis and evaluation* – includes periodic assessment of the business environment, incident analysis, compliance to policies and external factors affecting the business, and analysis of bank's performance relative to set objectives. Risk analysis is carried out using scenario basis assessments to determine the likelihood of occurrence and potential impact of risk on projects, products, systems, and processes.
- *Risk treatment* – implementing measures to alleviate the impact of the identified risk. These measures include avoiding the risk, transferring risk to another entity, reducing level of risk or accepting the risk.
- *Risk mitigation and monitoring* – mitigation measures are put in place and agreed upon by the business teams. The indicators and levels of risks are measured continuously.
- *Risk reporting and disclosures* – The Group uses a risk dashboard to track external and internal indicators of each risk. The analysis and impact of risks is periodically presented and discussed at the board level.

Notes (continued)

4 Financial risk management (continued)

The Group has implemented a 'three line of defence' model as follows:

- First line of defence comprises business and operations units as primary risk owners who identify risk exposures, implement and take corrective measures and as part of daily risk management.
- Second line of defence – This is the risk department that oversees, implements and advises on the Group's risk management framework.
- Third line of defence – This is the Audit and Control Department which provides objective assurance on the effectiveness of governance, risk management, internal controls and independent assurance of the processes the Group uses to entrench risk management within policies, business activities, processes, projects and products.

a) Credit risk

Credit risk is the current or prospective risk to earnings and capital arising from an obligor's failure to meet the terms of any contract with the bank or if an obligor otherwise fails to fulfil their obligations as they fall due. Credit risk arises mainly from loans and advances, credit cards, and loan commitments arising from such lending activities, but can also arise from credit enhancement provided, financial guarantees, letters of credit, endorsements and acceptances.

The Group is also exposed to other credit risks arising from investments in debt securities and other exposures arising from its trading activities ('trading exposures'), including non-equity trading portfolio assets, derivatives and settlement balances with market counterparties and reverse repurchase loans.

Credit risk is the single most significant risk for the Group's business; the directors therefore carefully manage the exposure to credit risk. The credit risk management and controls are centralized in a credit risk management team, which reports to the Board of Directors and head of each business unit regularly.

The Credit Risk Management process of the Bank entails assessment of the credit risk profile of the borrower or counterparty based on an analysis of the borrower's or counterparty's financial position. All credit exposures, whether on or off-balance sheet are assessed and the underlying credit risk identified, measured, approved and reported.

Sidian Bank credit risk management is governed within the credit policy and guidelines approved by the Board, including guidelines issued by regulators and applicable laws. This Credit Policy provides a framework under which the Bank conducts its credit risk management to achieve profitable growth and quality loan book. The Credit policy documents the Bank's credit standards and credit risk appetite with an objective to:

- Ensure good quality Credit risk portfolio that is profitable to the Bank.
- Provide a framework for sound credit processes of initiation, structuring, appraisal, approval, documentation, disbursement, monitoring, collections and recoveries.
- Offer benchmarks and consistency to all actors in the credit process within which acceptable credit risk will be taken.
- Ensure compliance with legal, regulatory requirements as well as tenets of good lending.

The Group controls the level of credit risk it undertakes by placing limits on amounts of risk accepted in relation to one borrower or a group of borrowers. Such risks are monitored on a continuous basis and are subject to annual or more frequent review. Limits on the level of credit risk by product, industry sector and by region are approved quarterly by the Board of Directors.

The loan book is monitored on a continuous basis. This enables early identification of adverse trends, weaknesses and deterioration and equips management with information required for corrective decision making. Exposure to credit risk is managed through regular analysis of the ability of borrowers and potential borrowers to meet interest and capital repayment obligations and by changing limits where appropriate. Exposure to credit risk is also managed in part by obtaining collateral and corporate guarantees. Credit risks are spread over a diversity of microfinance, personal and commercial customers. The exposure to any one borrower is further restricted by sub-limits covering exposures recognized and not recognized in the statement of financial position. Defined Roles and Responsibilities provides clarity, alignment, and expectations to all officers involved in the credit delivery chain and enable effective communications between the various levels.

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

(i) Credit risk measurement

Loans and advances (including loan commitments and guarantees)

The estimation of credit exposure is complex and requires the use of models, as the value of a product varies with changes in market variables, expected cash flows and the passage of time. The assessment of credit risk of a portfolio of assets entails further estimations as to the likelihood of defaults occurring, of the associated loss ratios and of default correlations between counterparties.

The Group has developed models to support the quantification of the credit risk. These rating and scoring models are in use for all key credit portfolios and form the basis for measuring default risks. In measuring credit risk of loans and advances at a counterparty level, the Group considers three components: (i) the 'Probability of Default' (PD) by the client or counterparty on its contractual obligations; (ii) current exposures to the counterparty and its likely future development, from which the Group derive the 'Exposure at Default' (EAD); and (iii) the likely recovery ratio on the defaulted obligations (the 'Loss Given Default') (LGD). The models are reviewed regularly to monitor their robustness relative to actual performance and amended as necessary to optimise their effectiveness.

Credit risk grading

The Group uses internal credit risk gradings that reflect its assessment of the probability of defaults of individual counterparties. The Group uses internal rating models tailored to the various categories of counterparty. Borrower and loan specific information collected at the time of application (such as disposable income, the level of collateral for retail exposures, and turnover and industry type for wholesale exposures) is fed into this rating model. This is supplemented with external data such as credit bureau scoring information on individual borrowers. In addition, the models enable expert judgment from the credit officers to be fed into the final internal credit rating for each exposure. This allows for the considerations which may not be captured as part of the other data input into the model.

The credit grades are calibrated such that the risk of default increases exponentially at each higher risk grade. For example, this means that the difference in the PD between A and A- rating grade is lower than the difference in the PD between a B and B- rating grade.

The following are additional considerations for other types of portfolio held by the Group:

Debt Securities and Placements with Banks

For debt securities and placements with banks, external rating agency credit grades will be used. These published grades will be continuously monitored and updated. The PDs associated with each grade will be determined based on realised default rates over the prior 12 months, as published by the rating agency.

The Group has not yet established internal models for measurement of expected credit loss (ECL) on non-loan financial instruments such as investment securities, interbank balances and other financial assets. However, at 31 December 2021, the Group estimated the ECL for these financial assets using external data as proxy and concluded on the ECL to be recognised on these instruments.

(ii) Expected credit loss measurement

The Group applies 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the bank.
- If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired.
- Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 or 3 have their ECL measured based on expected credit losses on a lifetime basis.

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

(ii) Expected credit loss measurement (continued)

- A pervasive concept in measuring ECL in accordance with IFRS 9 is that it should consider forward looking information.
- Purchased or originated credit-impaired financial assets are those financial assets that are credit impaired on initial recognition. Their FCI is always measured on a lifetime basis (Stage 3).

The key judgements and assumptions adopted by the Group in addressing the requirement of the standard are as follows;

(a) Significant Increase in credit risk (SICR)

The Group's decision on whether expected credit losses are based on 12-month expected credit losses or lifetime expected credit losses depends on whether there has been a significant increase in credit risk since initial recognition. An assessment of whether credit risk has increased significantly is made at each reporting date.

The Group considers a financial instruments to have experienced a significant increase in credit risk when one or more of the following quantitative, qualitative or backstop criteria have been met:

Quantitative criteria

The quantitative criteria is based on relative and not absolute changes in credit quality driven by ratings and days past due.

The Group considers that financial instruments for which default patterns are not concentrated at a specific point during the expected life of the financial instrument, changes in the risk of a default occurring over the next 12 months may be a reasonable approximation of the changes in the lifetime risk of a default occurring and could be used to determine whether credit risk has increased significantly since initial recognition.

The Group considers if there has been an increase in the customer's rating, the facility is deemed to have a significant increase in credit risk. The standard also sets out a rebuttable presumption that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due. This 30 days past due simplification permits the use of delinquency or past due status to identify a significant increase in credit risk. In adherence to the standard, the Group shall at every reporting period assesses the loan portfolio individually for possible breach of the 30 days past due SICR criterion. Where there is a breach and the loan has not been transferred to stage 2, the Group shall rebut the 30 days rebuttable presumption based on availability of supportable and reasonable information to justify that credit quality has not deteriorated significantly since initial recognition.

The Group's quantitative credit grading, as compared to CBK's prudential guidelines, into five prudential guidelines categories as follows:

IFRS 9 credit staging	CBK PG/04 Guidelines	Days past due
1	Normal	Up to date and in line with contractual agreements or within 30 days' arrears
2	Watch	31 to 90 days overdue
3	Substandard	91 to 180 days overdue
	Doubtful	181 – 365 days overdue
	Loss	Over 365 overdue

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

(ii) Expected credit loss measurement (continued)

(a) Significant Increase in credit risk (SICR) (continued)

Qualitative Criteria

In addition to the above, the Group considers other qualitative factors in determining the classification above, and may accelerate the classification of credit facilities where deemed appropriate. They include but not limited to the following:

1. Significant changes in the terms of the same instrument if it were issued at the reporting date that indicate a change in credit risk since initial recognition, e.g. increase in credit spread; more stringent covenants; increased amounts of collateral or guarantees; or higher income coverage.
2. Significant changes in external market indicators of credit risk for the same financial instrument (or similar instrument of the borrower), e.g. other market information related to the borrower, such as changes in the price of a borrower's debt and equity instruments; or external credit rating (actual or expected).
3. Actual or expected adverse changes in business, financial or economic conditions significantly affecting borrower's ability to meet its debt obligations
4. Significant changes in the value of collateral which are expected to reduce the borrower's economic incentive to pay or otherwise affect the probability of default.
5. Expected changes in the loan documentation (e.g. breach of contract leading to covenant waivers or amendments, interest payment holidays, interest rate step-ups, requiring additional collateral or guarantees).
6. Significant changes in the expected performance and behavior of the borrower, including changes in the payment status of borrowers in the group (e.g. increase in delayed contractual payments or number of credit card borrowers expected to approach or exceed their credit limit or who are expected to be paying the minimum monthly amount).

Backstop

A backstop is applied and the financial instrument is considered to have experienced a significant increase in credit risk if the borrower is more than 30 days past due on its contractual payments.

(b) Definition of default and credit-impaired assets

The Group defines a financial instrument as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

Qualitative criteria

The borrower meets unlikeliness to pay criteria, which indicates the borrower is in significant financial difficulty. These are instances where:

- The borrower is in long-term forbearance;
- The borrower is deceased;
- The borrower is insolvent or becoming probable that the borrower will enter bankruptcy;
- The borrower is in breach of financial covenants;
- An active market for that financial asset has disappeared because of financial difficulties;
- Concessions have been made by the lender relating to the borrower's financial difficulty;
- Financial assets are purchased or originated at a deep discount that reflects the incurred credit losses.

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

(ii) Expected credit loss measurement (continued)

(b) Definition of default and credit-impaired assets (continued)

Quantitative criteria

The Group considers a facility that is more than 90 days past due.

The above criteria have been applied to all financial instruments held by the Group and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the Probability of Default (PD), Exposure at Default (EAD) and Loss Given Default (LGD) throughout the Group's expected loss calculations.

An instrument is considered to no longer be in default (i.e. to have cured) when it no longer meets any of the default criteria for a consecutive period of six months. This period of six months has been determined based on an analysis which considers the likelihood of a financial instrument returning to default status after cure using different possible cure definitions.

c) Measuring expected credit loss – inputs, assumptions and estimation techniques

The expected credit loss (ECL) is measured on either a 12-month or lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit impaired. Expected credit losses are the discounted product of the Probability of Default (PD), Exposure at Default (EAD), and Loss Given Default (LGD), defined as follows;

- The PD represents the likelihood of a borrower defaulting on its financial obligation, either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation.
- EAD is based on the amounts the Group expects to be owed at the time of default, over the next 12 months (12M EAD) or over the remaining lifetime (Lifetime EAD).
- LGD represents the Group's expectations of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type of seniority of claim and availability of collateral or other credit support. LGD is calculated on a 12-month or lifetime basis, where 12-month LGD is the percentage of loss expected to be made if the default occurs over the next 12 months and lifetime LGD is the percentage of loss expected to be made if the default occurs over the remaining expected lifetime of the loan.

The ECL is determined by projecting the PD, LGD and EAD for each future month and for each individual exposure or collective segment. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

(ii) Expected credit loss measurement (continued)

c) Measuring expected credit loss – inputs, assumptions and estimation techniques (continued)

The lifetime PD is developed by applying a maturity profile to the current 12 month PD. The maturity profile looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans. The maturity profile is based on historical observed data and is assumed to be the same across all assets within a portfolio and a credit grade. This is supported by a historical analysis.

The 12-month and lifetime EADs are determined based on the expected payment profile, which varies by product type:

- For amortising products or bullet repayment loans, this is based on the contractual repayments owed by the borrower over a 12-month or lifetime basis. This will also be adjusted for any expected overpayments made by the borrower. Early repayments/refinance assumptions are also incorporated.
- For revolving products, the exposure at default is predicted by taking the current drawn-down balance and adding a "credit conversion factor" which allows for the expected drawdown of the remaining limit by the time of default. These assumptions vary by product type and current limit utilisation band, based on analysis of the Group's recent default data.

The 12-month and lifetime LGDs are determined based on the factors which impact the recoverable amount post default. These vary by product type:

- For secured products, this is primarily based on collateral type and projected collateral values, historical discounts to market/book values due to forced sales, time to repossession and recovery costs observed.
- For unsecured products, LGDs are typically set at product level due to the limited differentiation in recoveries achieved across different borrowers. These LGDs are influenced by collection strategies, including contracted debt sales and prices.

Forward-looking economic information is also included in determining the 12-month and lifetime PD, EAD and LGD. These assumptions vary by product type.

The assumptions underlying the ECL calculation – such as how the maturity profile of the PDs and how collateral values change etc. – are monitored and reviewed on a quarterly basis.

d) Forward-looking information incorporated in the ECL models

The assessment of both SICR and the calculation of ECL incorporates forward-looking information. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit losses for each portfolio. These economic variables and their associated impact on PD, EAD and LGD vary by financial instrument.

Forecasts of the base economic scenario and the possible scenarios along with scenario weightings are prepared by an expert economic team. The impact of these economic variables on the PD, EAD and LGD is determined by performing statistical regression analysis to understand the impact changes in these variables have had historically on default rates and on the components of LGD and EAD.

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty and therefore the actual outcomes may be significantly different to those projected. The Group considers these forecasts to represent its best estimate of the possible outcomes and has analysed the non-linearities and asymmetries within the Group's different portfolios to establish that the chosen scenarios are appropriately representative of the range of possible outcomes.

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

(ii) Expected credit loss measurement (continued)

d) Forward-looking information incorporated in the ECL models (continued)

Economic variable assumptions

The most significant assumptions affecting the ECL allowance are as follows. The scenarios "base", "upside" and "downside" were used for all portfolios.

	All segments		
	Base	Upside	Downside
USD Exchange rate	113.2	108.6	117.7
Nominal GDP	7.8%	7.5%	8.1%
Interest rates (lending rates)	13.0%	12.5%	13.5%
Inflation	6.5%	6.3%	6.7%

The weightings assigned to each economic scenario at 1 January 2021 and 31 December 2021 were as follows:

	Base	Upside	Downside
Weightings	50%	30%	20%

Other forward-looking considerations not otherwise incorporated within the above scenarios, such as the impact of any regulatory, legislative or political changes, have been considered, but are not deemed to have a material impact on therefore no adjustment has been made to the ECL for such factors. This is reviewed and monitored for appropriateness on a quarterly basis.

Sensitivity analysis

Set out below are the changes to the ECL at 31 December 2021 that would result from reasonably possible changes in the Group's probability weightings from actual assumptions used in the Group's economic variable assumptions:

Impact of 10% increase/decrease in base case probability weighting

	Base	Upside	Downside	ECL Change'000
Weightings (+10%)	60%	30%	40%	76,746
Weightings (-10%)	40%	10%	20%	-76,746

e) Grouping of instruments for losses measured on a collective basis

For expected credit losses provisions modelled on a collective basis, a grouping of exposures is performed on the basis of shared risk characteristics, such that risk exposures within a group are homogenous. In performing this grouping, there must be sufficient information for the group to be statistically credible. Where sufficient information is not available internally, the Group has considered benchmarking internal/external supplementary data to use for modelling purposes.

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

e) Credit risk exposure

Maximum exposure to credit risk before collateral held

Group	Notes	2021 Shs'000	%	2020 Shs'000	%
<u>Items recognised in the statement of financial position:</u>					
Balances with Central Bank of Kenya	15	1,836,869	3.6	1,646,241	3.8
Financial assets at fair value through profit or loss	16	2,703,136	5.3	670,422	1.5
Deposits with other banks	17	179,219	0.4	1,917,209	4.4
Investments at amortised cost	18	10,316,615	20.4	6,309,440	14.5
Loans and advances to customers	19	23,645,617	46.8	20,101,064	46.3
Other assets	20	1,011,917	2.0	643,069	1.5
		<u>39,693,373</u>	<u>78.5</u>	<u>31,287,445</u>	<u>72.1</u>
<u>Items not recognised in the statement of financial position:</u>					
Acceptances and letters of credit	34	621,182	1.2	948,735	2.2
Guarantees	34	10,259,672	20.3	11,143,860	25.7
		<u>50,574,227</u>	<u>100</u>	<u>43,380,040</u>	<u>100</u>
Bank					
<u>Items recognised in the statement of financial position:</u>					
Balances with Central Bank of Kenya	15	1,836,869	3.6	1,646,241	3.8
Financial assets at fair value through profit or loss	16	2,703,136	5.3	670,422	1.5
Placements with other banks	17	179,219	0.4	1,917,209	4.4
Investments at amortised cost	18	10,316,615	20.4	6,309,440	14.5
Loans and advances to customers	19	23,645,617	46.8	20,101,064	46.3
Other assets	20	996,431	2.0	641,268	1.5
		<u>39,677,887</u>	<u>78.5</u>	<u>31,285,644</u>	<u>72.1</u>
<u>Items not recognised in the statement of financial position:</u>					
Acceptances and letters of credit	34	621,182	1.2	948,735	2.2
Guarantees	34	10,259,672	20.3	11,143,860	25.7
		<u>50,558,741</u>	<u>100</u>	<u>43,378,239</u>	<u>100</u>

The above tables represent a worst-case scenario of credit risk exposure to the Group and Bank at 31 December 2021 and 31 December 2020 without taking account of any collateral held or other credit enhancement attached. For assets recognised in the statement of financial position, the exposures set out above are based on carrying amounts as reported in the statement of financial position before adjusting for expected credit loss.

Loans and advances to customers are secured by collateral in the form of charges over cash, land and building and/or plant and machinery or corporate guarantees. Management is confident in its ability to continue to control and sustain minimal exposure of credit risk to the Bank resulting from both its loans and advances portfolio and debt securities.

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

e) Credit risk exposure (continued)

Maximum exposure to credit risk before collateral held (continued)

Loans and advances (continued)

The breakdown of loans and advances is summarised below:

Group and Bank	2021			Total Shs' 000
	Stage 1 12 month ECL Shs' 000	Stage 2 Lifetime ECL Shs' 000	Stage 3 Lifetime ECL Shs' 000	
<u>Individually impaired / non performing facilities</u>				
Grade 3: Substandard	-	-	440,664	440,664
Grade 4: Doubtful	-	-	708,421	708,421
Grade 5: Loss	-	-	1,670,877	1,670,877
Gross amount	-	-	2,819,962	2,819,962
Credit impairment losses	-	-	793,440	793,440
Carrying amount	-	-	2,026,522	2,026,522
<u>Collectively impaired</u>				
Grade 1: Normal	18,455,347	-	-	18,455,347
Grade 2: Watch	-	2,370,308	-	2,370,308
Gross amount	18,455,347	2,370,308	-	20,825,655
Credit impairment losses	157,398	98,870	-	256,268
Carrying amount	18,297,949	2,271,438	-	20,569,387
Total carrying amount	18,297,949	2,271,438	2,026,522	22,595,909

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

e) Credit risk exposure (continued)

Maximum exposure to credit risk before collateral held (continued)

Loans and advances (continued)

The breakdown of loans and advances is summarised below:

Group and Bank	2020			Total Shs' 000
	Stage 1 12 month ECL Shs' 000	Stage 2 Lifetime ECL Shs' 000	Stage 3 Lifetime ECL Shs' 000	
<u>Individually impaired / non performing facilities</u>				
Grade 3: Substandard	-	-	90,900	90,900
Grade 4: Doubtful	-	-	359,071	359,071
Grade 5: Loss	-	-	1,887,518	1,887,518
Gross amount	-	-	2,337,489	2,337,489
Credit impairment losses	-	-	713,709	713,709
Carrying amount	-	-	1,623,780	1,623,780
<u>Collectively impaired</u>				
Grade 1: Normal	17,242,054	-	-	17,242,054
Grade 2: Watch	-	521,521	-	521,521
Gross amount	17,242,054	521,521	-	17,763,575
Credit impairment losses	304,876	85,015	-	389,891
Carrying amount	16,937,178	436,506	-	17,373,684
Total carrying amount	16,937,178	436,506	1,623,780	18,997,464

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

e) Credit risk exposure (continued)

Maximum exposure to credit risk before collateral held (continued)

Other financial assets – financial instruments subject to impairment

The other financial assets mainly relate to government securities and balances held with Central Bank and other financial institutions that are highly rated and therefore considered low risk. None of these were past due. The summarized information on the financial instrument is tabulated below:

Group	2021	Stage	ECL	2020	Stage	ECL
	Shs '000		Shs '000	Shs '000		Shs '000
Balances with Central bank	1,836,869	1	-	1,646,241	1	-
Deposits with other banks	178,659	1	560	1,903,322	1	13,887
Investment securities	10,316,615	1	-	6,309,440	1	-
Other receivables	493,129	1	48,399	280,227	1	46,425
	<u>12,825,272</u>		<u>47,936</u>	<u>10,139,230</u>		<u>60,312</u>

Bank	2021	Stage	ECL	2020	Stage	ECL
	Shs '000		Shs '000	Shs '000		Shs '000
Balances with Central bank	1,836,869	1	-	1,646,241	1	-
Deposits with other banks	178,659	1	560	1,903,322	1	13,887
Investment securities	10,316,615	1	-	6,309,440	1	-
Other receivables	493,129	1	47,376	280,227	1	46,425
	<u>12,825,272</u>		<u>47,936</u>	<u>10,139,230</u>		<u>60,312</u>

Other financial assets – financial instruments not subject to impairment

	Group and Bank	
	2021	2020
	Shs '000	Shs '000
Financial assets at fair value through profit or loss	<u>2,703,136</u>	<u>670,422</u>

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

f) Collateral and other credit enhancements

The Group uses a range of policies and practices to mitigate credit risk. The most traditional of these is the taking of security for funds advanced, which is common practice. The acceptability of collateral for credit risk mitigation is guided by the Group's procedures and policies. The main types of collateral taken are:

Type of lending	Common collateral type
Mortgage lending	First ranking legal charge over the property financed.
Commercial loans	Debentures over the Bank's assets, cash cover in cash margin account, first ranking legal charge over both commercial and residential properties, directors' personal guarantees and Bank guarantees.
Personal loans	Checkoffs and cash backed collateral
Asset finance	Secured by motor vehicles and chattel registrations
Other loans and advances	Debentures over the Bank's assets, cash cover in cash margin account, first ranking legal charge over both commercial and residential properties, directors' personal guarantees and Bank guarantees.

Collateral held as security for financial assets other than loans and advances depends on the nature of the instrument. Longer-term finance and lending to corporate entities are generally secured; revolving individual credit facilities are generally unsecured. In addition, in order to minimise the credit loss the Bank will seek additional collateral from the counterparty as soon as impairment indicators are identified for the relevant individual loans and advances. The Group's policies regarding obtaining collateral have not significantly changed during the reporting period and there has been no significant change in the overall quality of the collateral held by the Group since the period.

Valuation of collateral

The Group has a panel of valuers who undertake valuation of property and other assets to be used as Collateral. The valuers in the panel are qualified professional valuers with adequate experience in the field of property and machinery valuation. Valuation of collateral are performed between 3 to 5 year intervals.

Financial effect of collateral

At 31 December 2021, 75% (2020: 87%) of the impaired loans (net of suspended interest) were covered by collateral.

The Group closely monitors collateral held for financial assets considered to be credit impaired, as it becomes more likely that the Group will take possession of collateral to mitigate potential credit losses. Financial assets that are credit-impaired and related collateral held in order to mitigate potential losses are shown below:

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Individually assessed impaired loans and advances:		
Micro loans	859,429	786,818
SME loans	1,955,023	1,550,671
	2,819,962	2,337,489
	2,112,203	2,022,631
Fair value of collateral held		

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

f) Collateral and other credit enhancements (continued)

Lending limits

The Group maintains strict control limits on net open derivative positions (that is, the difference between purchase and sale contracts) by both amount and term. The amount subject to credit risk is limited to expected future net cash inflows of instruments, which in relation to derivatives are only a fraction of the contract, or notional values used to express the volume of instruments outstanding. This credit risk exposure is managed as part of the overall lending limits with customers, together with potential exposures from market movements. Collateral or other security is not always obtained for credit risk exposures on these instruments, except where the Group requires margin deposits from counterparties.

Settlement risk arises in any situation where a payment in cash, securities or equities is made in the expectation of a corresponding receipt in cash, securities or equities. Daily settlement limits are established for each counterparty to cover the aggregate of all settlement risk arising from the Bank's market transactions on any single day.

Master netting arrangements

The Group further restricts its exposure to credit losses by entering into master netting arrangements with counterparties with which it undertakes a significant volume of transactions. Master netting arrangements do not generally result in an offset of assets and liabilities of the statement of financial position, as transactions are either usually settled on a gross basis or under most netting agreements the right of set off is triggered only on default. However, the credit risk associated with favourable contracts is reduced by a master netting arrangement to the extent that if a default occurs, all amounts with the counterparty are terminated and settled on a net basis. The Group's overall exposure to credit risk on derivative instruments subject to master netting arrangements can change substantially within a short period, as it is affected by each transaction subject to the arrangement.

Financial covenants (for credit related commitments and loan books)

The primary purpose of these instruments is to ensure that funds are available to a customer as required. Guarantees and standby letters of credit carry the same credit risk as loans. Documentary and commercial letters of credit – which are written undertakings by the Group on behalf of a customer authorising a third party to draw drafts on the Group up to a stipulated amount under specific terms and conditions – are collateralised by the underlying shipments of goods to which they relate and therefore carry less risk than a direct loan. Commitments to extend credit represent unused portions of authorisations to extend credit in the form of loans, guarantees or letters of credit. With respect to credit risk on commitments to extend credit, the Group is potentially exposed to loss in an amount equal to the total unused commitments. However, the likely amount of loss is less than the total unused commitments, as most commitments to extend credit are contingent upon customers maintaining specific credit standards (often referred to as financial covenants).

The Group monitors the term to maturity of credit commitments because longer-term commitments generally have a greater degree of credit risk than shorter-term commitments.

Notes (continued)

4 Financial risk management (continued)

(a) Credit risk (continued)

f) Impairment and provisioning policies

The loss allowance recognised in the period is impacted by a variety of factors as follows:

- Transfers between Stage 1 and Stage 2 or 3 due to financial instruments experiencing significant increases (or decreases) of credit risk or becoming credit impaired in the period, and the consequent "step up" or "step down" between 12-month and lifetime ECL;
- Additional allowance for new financial instruments recognised during the period, as well as releases for financial instruments de-recognised in the period;
- Impact on the measurement of ECL due to changes in PDs, EADs and LGDs in the period, arising from regular refreshing of inputs to models;
- Impacts on the measurement of ECL due to changes made to models and assumptions;
- Discount unwind within ECL due to the passage of time, as ECL is measured on a present value basis;
- Foreign exchange retranslations for assets denominated in foreign currencies and other movements; and
- Financial assets derecognised during the period and write-offs of allowances related to assets that were written off during the period.

The following tables explain the changes in the loss allowance in the year due to these factors:

Group and Bank	Stage 1 12-month ECL Shs '000	Stage 2 Lifetime ECL Shs '000	Stage 3 Lifetime ECL Shs '000	Total Shs '000
At 1 January 2021	304,876	85,015	713,709	1,103,600
Net staging transfers	40,953	(27,904)	(13,049)	-
New financial assets originated or purchased	49,558	13,786	24,893	88,237
Net charge to profit or loss in the year	90,511	(14,118)	11,844	88,237
Other movements with no P&L impact:				
Financial assets derecognised	(237,989)	27,973	503,170	293,154
Write-offs	-	-	(435,283)	(435,283)
At 31 December 2021	157,398	98,870	793,440	1,049,708
	Stage 1 12-month ECL Shs '000	Stage 2 Lifetime ECL Shs '000	Stage 3 Lifetime ECL Shs '000	Total Shs '000
At 1 January 2020	533,322	83,444	857,574	1,474,340
Net staging transfers	89,767	(23,586)	(66,181)	-
New financial assets originated or purchased	83,029	19,381	16,487	118,897
Net charge to profit or loss in the year	172,796	(4,205)	(49,694)	118,897
Other movements with no P&L impact:				
Financial assets derecognised	(401,242)	5,776	217,523	(177,943)
Write-offs	-	-	(311,694)	(311,694)
At 31 December 2020	304,876	85,015	713,709	1,103,600

Notes (continued)

4 Financial risk management (continued)

(a) Credit risk (continued)

f) Impairment and provisioning policies (continued)

The following table below shows the movement in gross carrying amount of loans and advances to help explain the changes in the loss allowance for the same portfolio:

Group and Bank	Stage 1 12-month ECL Shs '000	Stage 2 Lifetime ECL Shs '000	Stage 3 Lifetime ECL Shs '000	Total Shs '000
At 1 January 2021	17,242,054	521,521	2,337,489	20,101,064
Net staging transfers	(2,464,335)	1,578,934	885,401	-
Financial assets derecognised	(773,338)	90,264	(23,535)	(626,492)
New financial assets originated	4,450,966	179,589	55,890	4,686,445
Write-offs	-	-	(435,283)	(435,283)
At December 2021	18,455,347	2,370,308	2,819,962	23,645,617

	Stage 1 12-month ECL Shs '000	Stage 2 Lifetime ECL Shs '000	Stage 3 Lifetime ECL Shs '000	Total Shs '000
At 1 January 2020	12,811,012	435,618	2,753,776	16,000,406
Net staging transfers	161,152	(140,936)	(20,216)	-
Financial assets derecognised	(486,377)	148,339	82,660	(255,378)
New financial assets originated	4,756,267	78,500	25,800	4,860,567
Write-offs	-	-	(504,531)	(504,531)
At December 2020	17,242,054	521,521	2,337,489	20,101,064

Notes (continued)

4 Financial risk management (continued)

a) Credit risk (continued)

(g) Concentrations of risks of financial assets with credit exposure

To avoid excessive concentration in any one of several industrial sectors and, by extension, the overall safety of the Group and Bank, the lending portfolio is monitored and managed at all times. Equally, care is taken to avoid over-exposure to any one borrower. There are restrictions to the maximum exposure permitted with respect to any one name based on capital and these restrictions which are strictly adhered to, are laid down by regulation. Any changes made to the portfolio management plan are subject to the approval of the Board of Directors. The economic sector risk concentrations within the customer loans and advances portfolios at the end of the year were as follows:

	Group and Bank	
	2021	2020
	%	%
Agriculture	2.8	1.4
Manufacturing	2.4	1.7
Building and construction	11.3	4.5
Mining and Quarrying	0.2	0.1
Energy and water	3.7	1.2
Trade	37.3	50.4
Tourism, restaurant and Hotels	3.2	0.7
Transport and Communication	5.3	11.7
Real Estate	3.6	5.9
Financial Services	7.0	5.8
Personal Household	23.2	16.6
	100	100.0

Write-off policy

The Group writes off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include (i) ceasing enforcement activity and (ii) where the group's recovery methods foreclosing on collateral and the value of the collateral is such that there is no reasonable expectations of recovering in full.

The Group may write-off financial assets that are still subject to enforcement activity. The outstanding contractual amounts of such assets written-off during the year was Shs 435 million (2020: Shs 505 million). The Group still seeks to recover amounts it is legally owed in full, but which have been partially written off due to no reasonable expectation of recovering in full.

Modification of financial assets

The Group sometimes modifies the terms of loans provided to customers due to commercial renegotiations, or for distressed loans, with a view to maximising recovery.

Such restructuring activities include extended repayment term arrangements, payment holidays and payment forgiveness. Restructuring policies and practices are based on indicators or criteria which, in the judgement of management, indicate that payment will most likely continue. These policies are kept under continuous review. Restructuring is most commonly applied to term loans.

The risk of default of such assets after modification is assessed at the reporting date and compared with the risk under the original terms at initial recognition, when the modification is not substantial and so does not result in derecognition of the original asset. The Group monitors the subsequent performance of modified assets. The Group may determine that the credit risk has significantly improved after restructuring, so that the assets are moved from Stage 3 or Stage 2 (Lifetime ECL) to Stage 1 (12-month ECL). This is only the case for assets which have performed in accordance with the new terms for six consecutive months or more. The gross carrying amount of such assets at 31 December 2021 was Shs 3,515 million (2020: Shs 6,103 million).

The Group continues to monitor if there is a subsequent significant increase in credit risk in relation to such assets through the use of specific models for modified assets.

Notes (continued)

4 Financial risk management (continued)

b) Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its obligations when they fall due as a result of customer deposits being withdrawn, cash requirements from contractual commitments, or other cash outflows, such as debt maturities or margin calls for derivatives. Such outflows would deplete available cash resources for client lending, trading activities and investments. In extreme circumstances, lack of liquidity could result in reductions in the statement of financial position and sales of assets, or potentially an inability to fulfil lending commitments. The risk that the Bank will be unable to do so is inherent in all banking operations and can be affected by a range of institution specific and market-wide events including, but not limited to, credit events, merger and acquisition activity, systemic shocks and natural disasters.

Liquidity risk management process

The Group's liquidity management process, as carried out within the Group and monitored by a separate team in the Group's Treasury, includes:

- Day-to-day funding, managed by monitoring future cash flows to ensure that requirements can be met. This includes replenishment of funds as they mature or are borrowed by customers. The Bank maintains an active presence in global money markets to enable this to happen;
- Maintaining a portfolio of highly marketable assets that can easily be liquidated as protection against any unforeseen interruption to cash flow;
- Monitoring the liquidity ratios of the statement of financial position against internal and regulatory requirements; and
- Managing the concentration and profile of debt maturities.

The Management Asset and Liability Committee's (ALCO) role in liquidity is to manage the day to day treasury operations, ascertain adequacy of funds to meet the bank's obligations, advises on pricing of assets and liabilities, prepares cash flow projections to ensure the bank's liquidity is within set limits by CBK, monitors maturities of assets and liabilities and finally advises on placements and liquidations as appropriate. The Group also ensures the CBK cash and liquidity ratios are maintained.

The tables below represent cash flows payable by the Group under non-derivative financial assets and liabilities by remaining periods to maturity at the reporting date.

Notes (continued)

4 Financial risk management (continued)

b) Liquidity risk (continued)

Group

Expected maturity dates	On demand Shs'000	1 - 3 months Shs'000	3 – 12 months Shs'000	1 - 5 years Shs'000	Over 5 years Shs'000	Total Shs'000
2021						
Financial assets						
Cash and bank balances	2,640,019	-	-	-	-	2,640,019
Deposits with other banks	70,884	-	107,775	-	-	178,659
Investment securities at amortised cost	-	-	19,296	2,237,331	8,059,988	10,316,615
Investment securities at FVPL	-	2,703,136	-	-	-	2,703,136
Loans and advances to customers	-	3,492,455	1,980,005	15,068,937	2,054,512	22,595,909
Other assets	1,130,201	-	-	-	-	1,130,201
Total financial assets	3,841,104	6,195,591	2,107,076	17,306,268	10,114,500	39,564,539
Financial liabilities						
Deposits due to banks	-	1,734,461	-	-	-	1,734,461
Deposits from customers	8,415,517	14,810,702	2,382,955	221,257	-	25,830,431
Other liabilities and accrued expenses	401,878	-	-	-	-	401,878
Borrowings	-	274,498	708,434	5,407,144	1,228,175	7,618,251
Total financial liabilities	8,817,395	16,819,661	3,091,389	5,628,401	1,228,175	35,585,021
Liquidity gap	(4,976,291)	(10,624,070)	(984,313)	11,677,867	8,886,325	3,979,518
Financial guarantees	-	3,057,409	5,233,893	2,580,552	9,000	10,880,854
Foreign currency swaps	-	7,650	144,325	-	-	151,975

Notes (continued)

4 Financial risk management (continued)

b) Liquidity risk (continued)

Group

Expected maturity dates	On demand Shs'000	1 - 3 months Shs'000	3 – 12 months Shs'000	1 - 5 years Shs'000	Over 5 years Shs'000	Total Shs'000
2020						
Financial assets						
Cash and bank balances	2,716,175	-	-	-	-	2,716,175
Deposits with other banks	1,596,139	219,511	87,672	-	-	1,903,322
Investment securities at amortised cost	-	910,877	-	522,898	4,875,665	6,309,440
Investment securities at FVPL	-	613,537	-	-	-	613,537
Loans and advances to customers	-	3,082,147	2,235,426	11,410,886	2,269,005	18,997,464
Other assets	769,427	-	-	-	-	769,427
Total financial assets	5,081,741	4,826,072	2,323,098	11,933,784	7,144,670	31,309,365
Financial liabilities						
Deposits due to banks	-	1,002,693	-	-	-	1,002,693
Deposits from customers	7,317,372	13,065,648	2,190,889	165,709	-	22,739,618
Other liabilities and accrued expenses	380,663	-	-	-	-	380,663
Borrowings	-	213,894	599,025	1,864,926	1,408,410	4,086,255
Total financial liabilities	7,698,035	14,282,235	2,789,914	2,030,635	1,408,410	28,209,229
Liquidity gap	(2,616,294)	(9,456,163)	(466,816)	9,903,149	5,736,260	3,100,136
Financial guarantees	-	3,993	5,318	2,770,894	10,140	12,092,595
Foreign currency swaps	-	144,293	(39,734)	-	-	104,559

Notes (continued)

4 Financial risk management (continued)

b) Liquidity risk (continued)

Bank

Expected maturity dates	On demand Shs'000	1 - 3 months Shs'000	3 – 12 months Shs'000	1 - 5 years Shs'000	Over 5 years Shs'000	Total Shs'000
2021						
Financial assets						
Cash and bank balances	2,640,019	-	-	-	-	2,640,019
Deposits with other banks	70,884	-	107,775	-	-	178,659
Investment securities at amortised cost	-	-	19,296	2,237,331	8,059,988	10,316,615
Investment securities at FVPL	-	2,703,136	-	-	-	2,703,136
Loans and advances to customers	-	3,492,455	1,980,005	15,068,937	2,054,512	22,595,909
Other assets	1,114,501	-	-	-	-	1,114,501
Total financial assets	3,825,404	6,195,591	2,107,076	17,306,268	10,114,500	39,548,839
Financial liabilities						
Deposits due to banks	-	1,734,461	-	-	-	1,734,461
Deposits from customers	8,426,899	14,810,701	2,382,955	221,257	-	25,841,812
Other liabilities and accrued expenses	387,529	-	-	-	-	387,529
Borrowings	-	274,498	708,434	5,407,144	1,228,175	7,618,251
Total financial liabilities	8,814,428	16,819,660	3,091,389	5,628,401	1,228,175	35,582,053
Liquidity gap	(4,989,024)	(10,624,069)	(984,313)	11,677,867	8,886,325	3,966,786
Financial guarantees	-	3,057,409	5,233,893	2,580,552	9,000	10,880,854
Foreign currency swaps	-	7,650	144,325	-	-	151,975

Notes (continued)

4 Financial risk management (continued)

b) Liquidity risk (continued)

Bank

Expected maturity dates	On demand Shs'000	1 - 3 months Shs'000	3 – 12 months Shs'000	1 - 5 years Shs'000	Over 5 years Shs'000	Total Shs'000
2020						
Financial assets						
Cash and bank balances	2,716,175	-	-	-	-	2,716,175
Deposits with other banks	1,596,139	219,511	87,672	-	-	1,903,322
Investment securities at amortised cost	-	910,877	-	522,898	4,875,665	6,309,440
Investment securities at FVPL	-	613,537	-	-	-	613,537
Loans and advances to customers	-	3,082,147	2,235,426	11,410,886	2,269,005	18,997,464
Other assets	767,456	-	-	-	-	767,456
Total financial assets	5,079,770	4,826,072	2,323,098	11,933,784	7,144,670	31,307,394
Financial liabilities						
Deposits due to banks	-	1,002,693	-	-	-	1,002,693
Deposits from customers	7,388,037	13,023,148	2,190,889	165,709	-	22,767,783
Other liabilities and accrued expenses	362,165	-	-	-	-	362,165
Borrowings	-	213,894	599,025	1,864,926	1,408,410	4,086,255
Total financial liabilities	7,750,202	14,239,735	2,789,914	2,030,635	1,408,410	28,218,896
Liquidity gap	(2,670,432)	(9,413,663)	(466,816)	9,903,149	5,736,260	3,088,498
Financial guarantees	-	3,993,457	5,318,105	2,770,894	10,140	12,092,595
Foreign currency swaps	-	144,293	(39,734)	-	-	104,559

Notes (continued)

4 Financial risk management (continued)

c) Market risk

The objective of the Group's market risk management is to manage and control market risk exposures in order to optimize return on risk while maintaining a market profile consistent with the bank's mission.

Market risk is the risk that movements in market risk factors, including foreign exchange rates and interest rates will reduce the Group's income or capital. A principal part of the Group's management of market risk is to monitor the sensitivity of projected net interest income under varying interest rate scenarios (simulation modelling) and the sensitivity of future earnings and capital to varying foreign exchange rates. The Group aims, through its management of market risk, to mitigate the impact of prospective interest rate movements and foreign exchange fluctuations which could reduce future earnings and capital. The Group monitors foreign exposure positions, ensures there is adequate foreign currency to meet obligations as well as takes corrective action if the exposure exceeds the set limits.

For simulation modelling, the Group uses a combination of scenarios relevant to local businesses and local markets. These scenarios are used to illustrate the effect on the Bank's earnings and capital. The overall responsibility for managing market risk rests with the Board Asset and Liability Committee (ALCO). The ERM department is responsible for the development of detailed risk management policies subject to review and approval by ALCO.

The major market risk sensitivity analysis measurements techniques used to measure and control market risks are outlined below:

i) Foreign exchange risk

The Group takes on exposure to the effects of fluctuations in the prevailing foreign currency exchange rates on its financial position and cash flows. The Board sets limits on the level of exposure by currency and in aggregate for both overnight and intra-day positions, which are monitored daily.

The table below summarises the Group's exposure to foreign exchange risk at 31 December 2021. Included in the table are the Group's financial instruments at carrying amounts, categorised by currency.

Notes (continued)

4 Financial risk management (continued)

c) Market risk (continued)

i) Foreign exchange risk (continued)

Group and Bank

	USD Shs'000	EURO Shs'000	GBP Shs'000	Other Shs'000	Total Shs'000
At 31 December 2021					
Financial assets					
Cash and bank balances	1,037,406	60,724	7,747	111	1,105,988
Deposits with other banks	161,752	12,330	1,270	188	175,540
Loans and advances	2,525,830	19,964	9	-	2,545,803
	<u>3,724,988</u>	<u>93,018</u>	<u>9,026</u>	<u>299</u>	<u>3,827,331</u>
Financial liabilities					
Customers deposits	1,246,572	95,862	1,308	-	1,343,742
Borrowings	6,439,041	-	-	-	6,439,041
	<u>7,685,613</u>	<u>95,862</u>	<u>1,308</u>	<u>-</u>	<u>7,782,783</u>
Net exposure	<u>(3,960,625)</u>	<u>(2,844)</u>	<u>7,718</u>	<u>299</u>	<u>(3,955,452)</u>
At 31 December 2020					
Financial assets					
Cash and bank balances	590,561	138,983	32,764	323	762,631
Deposits with other banks	1,328,710	576,334	8,158	430	1,913,632
Loans and advances	1,656,436	31,335	1	-	1,687,772
	<u>3,575,707</u>	<u>746,652</u>	<u>40,923</u>	<u>753</u>	<u>4,364,035</u>
Financial liabilities					
Customers deposits	815,937	181,587	34,819	-	1,032,343
Borrowings	3,430,450	-	-	-	3,430,450
	<u>4,246,387</u>	<u>181,587</u>	<u>34,819</u>	<u>-</u>	<u>4,462,793</u>
Net exposure	<u>(670,680)</u>	<u>565,065</u>	<u>6,104</u>	<u>753</u>	<u>(98,758)</u>

Notes (continued)

4 Financial risk management (continued)

c) Market risk (continued)

i) Foreign exchange risk (continued)

The following table presents sensitivities of profit or loss and equity to reasonably possible changes in exchange rates applied at the end of the reporting period relative to functional currency of the Group, with all other variables held constant:

Shs/ US dollar	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Effect on profit before income tax of a +/-5% change in exchange rates	(198,031)	(33,534)
<hr/>		
Shs / Euro		
Effect on profit before income tax of a +/-5% change in exchange rates	(142)	28,253
<hr/>		

i) Interest rate risk

The Group is exposed to the risk that the value of a financial instrument will fluctuate due to changes in market interest rate. Interest rates on advances are either pegged to the Group's base lending rate or Treasury bill rate. The interest rates, therefore, fluctuate depending on the movement in the market interest rates. The Group also invests in fixed and variable interest rate instruments issued by the Central Bank of Kenya. Interest rates on deposits from customers are negotiated between the Group and the customer. The Group has the discretion to change the rates in line with changes in market trends.

These measures minimize the Group's exposure to interest rate risk.

Changes in the market interest rates affect the interest income or expenses of variable interest financial instruments:

- Changes in market interest rates only affect interest income or expenses in relation to financial instruments with fixed interest rates if these are recognized at their fair value.
- The projections make other assumptions including that all positions run to maturity.

Sensitivity analysis

The following table presents the sensitivities of the assumed changes in interest rates on the Group's profit before income tax and for the year and equity.

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Effect on profit before income tax of a +/-2% change in interest rates	159,166	165,670
<hr/>		
Effect on profit before income tax (%)	+/- 23%	+/- 160%
<hr/>		

Notes (continued)

4 Financial risk management (continued)

c) Market risk (continued)

ii) Interest rate risk (continued)

The table below analyses the Group's interest rate risk exposure on non-trading financial assets and liabilities. The Group's assets and liabilities are included at carrying amount categorized by the earlier of contractual re-pricing or maturity dates. The sensitivity computations assume that the financial assets maintain a constant rate of return from one year to the next. The bank bases its sensitivity analysis on the interest sensitivity gap.

Group 2021	Up to 1 month Shs'000	1-3 months Shs'000	3-12 months Shs'000	1-5 Years Shs'000	Over 5 years Shs'000	Non-interest bearing Shs'000	Carrying amount Shs'000
Financial assets:							
Cash and bank balances	-	-	-	-	-	2,640,019	2,640,019
Deposits with other banks	-	-	107,775	-	-	70,884	178,659
Investment securities	-	-	19,296	2,237,331	8,059,988	-	10,316,615
Loans advances to customers	1,848,470	1,643,985	1,980,005	15,068,937	2,054,512	-	22,595,909
	<u>1,848,470</u>	<u>1,643,985</u>	<u>2,107,076</u>	<u>17,306,268</u>	<u>10,114,500</u>	<u>2,710,903</u>	<u>35,731,202</u>
Financial liabilities:							
Deposits due to banks	1,734,461	-	-	-	-	-	1,734,461
Deposits from customers	10,000,627	4,845,742	2,382,955	221,257	-	8,379,850	25,830,431
Borrowings	-	274,498	708,434	5,407,144	1,228,175	-	7,618,251
	<u>11,735,088</u>	<u>5,120,240</u>	<u>3,091,389</u>	<u>5,628,401</u>	<u>1,228,175</u>	<u>8,379,850</u>	<u>35,183,143</u>
Total interest repricing gap	(9,886,618)	(3,476,255)	(984,313)	11,677,867	8,886,325	(5,668,947)	548,059

Notes (continued)

4 Financial risk management (continued)

c) Market risk (continued)

iii) Interest rate risk (continued)

Group 2020	Up to 1 month Shs'000	1-3 months Shs'000	3-12 months Shs'000	1-5 Years Shs'000	Over 5 years Shs'000	Non-interest bearing Shs'000	Carrying amount Shs'000
Financial assets:							
Cash and bank balances	-	-	-	-	-	2,716,175	2,716,175
Deposits with other banks	33,815	185,696	87,672	-	-	1,596,139	1,903,322
Investment securities	-	910,877	-	522,898	4,875,665	-	6,309,440
Loans advances to customers	1,634,924	1,447,223	2,235,426	11,410,886	2,269,005	-	18,997,464
	<u>1,668,739</u>	<u>2,543,796</u>	<u>2,323,098</u>	<u>11,933,784</u>	<u>7,144,670</u>	<u>4,312,314</u>	<u>29,926,401</u>
Financial liabilities:							
Deposits due to banks	1,002,693	-	-	-	-	-	1,002,693
Deposits from customers	9,214,070	3,851,578	2,190,889	165,709	-	7,317,372	22,739,618
Borrowings	-	213,894	599,025	1,864,926	1,408,410	-	4,086,255
	<u>10,216,763</u>	<u>4,065,472</u>	<u>2,789,914</u>	<u>2,030,635</u>	<u>1,408,410</u>	<u>7,317,372</u>	<u>27,828,566</u>
Total interest repricing gap	<u>(8,548,024)</u>	<u>(1,521,676)</u>	<u>(466,816)</u>	<u>9,903,149</u>	<u>5,736,260</u>	<u>(3,005,058)</u>	<u>2,097,835</u>

Notes (continued)

4 Financial risk management (continued)

c) Market risk (continued)

iv) Interest rate risk (continued)

Bank 2021	Up to 1 month Shs'000	1-3 months Shs'000	3-12 months Shs'000	1-5 Years Shs'000	Over 5 years Shs'000	Non-interest bearing Shs'000	Carrying amount Shs'000
Financial assets:							
Cash and bank balances	-	-	-	-	-	2,640,019	2,640,019
Deposits with other banks	-	-	107,775	-	-	70,884	178,659
Investments securities	-	-	19,296	2,237,331	8,059,988	-	10,316,615
Loans advances to customers	1,848,470	1,643,985	1,980,005	15,068,937	2,054,512	-	22,595,909
	<u>1,848,470</u>	<u>1,643,985</u>	<u>2,107,076</u>	<u>17,306,268</u>	<u>10,114,500</u>	<u>2,710,903</u>	<u>35,731,202</u>
Financial liabilities:							
Deposits due to banks	1,734,461	-	-	-	-	-	1,734,461
Deposits from customers	10,012,000	4,845,742	2,382,955	221,257	-	8,379,858	25,841,812
Borrowings	-	274,498	708,434	5,407,144	1,228,175	-	7,618,251
	<u>11,746,461</u>	<u>5,120,240</u>	<u>3,091,389</u>	<u>5,628,401</u>	<u>1,228,175</u>	<u>8,379,858</u>	<u>35,194,524</u>
Total interest repricing gap	(9,897,991)	(3,476,255)	(984,313)	11,677,867	8,886,325	(5,668,955)	536,678

Notes (continued)

4 Financial risk management (continued)

c) Market risk (continued)

v) Interest rate risk (continued)

Bank 2020	Up to 1 month Shs'000	1-3 months Shs'000	3-12 months Shs'000	1-5 Years Shs'000	Over 5 years Shs'000	Non-interest bearing Shs'000	Carrying amount Shs'000
Financial assets:							
Cash and bank balances	-	-	-	-	-	2,716,175	2,716,175
Deposits with other banks	33,815	185,696	87,672	-	-	1,596,139	1,903,322
Investments securities	-	910,877	-	522,898	4,875,665	-	6,309,440
Loans advances to customers	1,634,924	1,447,223	2,235,426	11,410,886	2,269,005	-	18,997,464
	<u>1,668,739</u>	<u>2,543,796</u>	<u>2,323,098</u>	<u>11,933,784</u>	<u>7,144,670</u>	<u>4,312,314</u>	<u>29,926,401</u>
Financial liabilities:							
Deposits due to banks	1,002,693	-	-	-	-	-	1,002,693
Deposits from customers	9,171,570	3,851,578	2,190,889	165,709	-	7,388,037	22,767,783
Borrowings	-	213,894	599,025	1,864,926	1,408,410	-	4,086,255
	<u>10,174,263</u>	<u>4,065,472</u>	<u>2,789,914</u>	<u>2,030,635</u>	<u>1,408,410</u>	<u>7,388,037</u>	<u>27,856,731</u>
Total interest repricing gap	<u>(8,505,524)</u>	<u>(1,521,676)</u>	<u>(466,816)</u>	<u>9,903,149</u>	<u>5,736,260</u>	<u>(3,075,723)</u>	<u>2,069,670</u>

Notes (continued)

4 Financial risk management (continued)

d) Fair value of financial assets and liabilities

The Group's and Bank's fair value of the investment securities at amortised cost listed at NSE at 31 December 2021 is estimated at Shs 9,964,784,000 (2020: Shs 6,290,223,000) compared to their carrying value of Shs 10,316,615,000 (2020: Shs 6,309,440,000). The Held for Trading investment securities are carried at fair value in the Bank's books. The fair values of the Bank's other financial assets and liabilities approximate the respective carrying amounts, due to the generally short periods to contractual repricing or maturity dates as set out above. Fair values are based on discounted cash flows using a discount rate based upon the borrowing rate that directors expect would be available to the Bank at the balance sheet date.

Fair value estimation

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

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

	Level 1	Level 2	Level 3	Totals
	Shs'000	Shs'000	Shs'000	Shs'000
Group and Bank				
At 31 December 2021				
Financial assets at fair value through profit or loss	2,703,136	-	-	2,703,136
Freehold land and buildings	-	-	125,750	125,750
	2,703,136	-	125,750	2,828,886
At 31 December 2020				
Financial assets at fair value through profit or loss	613,537	-	-	613,537
Freehold land and buildings	-	-	127,875	127,875
	613,537	-	127,875	741,412

e) Environmental, climate related and Social risks management

The Bank has an environmental and social risk management framework that establishes the environmental and social risk management policy and procedures, the structure as well as the responsibilities for the E&S management in the Bank. Sidian Bank in offering various products and services to various business segments is exposed to all sectors including those that may affect the environment and / or the society. It is in this regard that Sidian Bank undertakes to understand the specific environmental and social risks associated with the activities we undertake and the industries/clients we finance.

Notes (continued)

4 Financial risk management (continued)

e) Environmental, climate related and Social risks management (continued)

The objectives of this framework are as follows:

- To develop an effective environmental and social management system in compliance with relevant environmental and social regulations, best practices and commitments to our partners.
- To outline Sidian Bank's commitment to reduce negative impacts on the environment and society.
- To provide clear guidance as to the responsibilities of each staff with regards to environmental and social policy in form of the environmental and social Framework Manual.

Sidian Bank subscribes to the KBA SFI principles which inform financiers on how to optimise the balancing of their business goals with the economy's future priorities and socio-environmental concerns. The Guiding Principles are in line with international best practice and consistent with the financial sector's environmental and social risk management aspirations. They are meant to guide banks in the implementation and adoption of sustainability practices and the incorporation of the same into their day to day operations.

CBK's in October 2021 issued a Guidance on Climate-Related Risk Management. This Guidance is aimed at guiding financial institutions to manage their climate-related risks by integrating climate related risk management into their business decisions and activities. The guidance provides institutions with a roadmap to integrate climate-related risks in their decision-making frameworks.

The purpose of this guidance is to require banks to:

- embed the consideration of the financial risks from climate change in their governance arrangements.
- incorporate the financial risks from climate change into their existing financial risk management practice.
- develop an approach to disclosure on the financial risks from climate change.

The Bank is in the process of implementing this guidance

f) Management of capital

The Bank monitors the adequacy of its capital using ratios established by the Central Bank of Kenya. The ratios measure capital adequacy by comparing the bank's eligible capital with its assets in the statement of financial position, commitments not recognized in the statement of financial position, market and other risk positions at a weighted amount to reflect their relative risk.

The Bank manages its capital to ensure that it is a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance. The capital structure of the Bank consists of debt which includes the borrowings, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings.

The Bank's Management ALCO reviews the bank's capital structure on an on-going basis. As part of this review, the Committee considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the Committee to the Board ALCO committee, the Bank will balance its overall capital structure.

Notes (continued)

4 Financial risk management (continued)

f) Management of capital (continued)

The Bank has 3 main capital objectives:

- To comply with the capital requirements set by the Central Bank of Kenya.
- To safeguard the Bank's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders.
- Maintain a strong capital base to support the developments of the business.

Capital adequacy and use of regulatory capital are monitored regularly by management, employing techniques based on the guidelines developed by the Central Bank of Kenya for supervisory purposes. The required information is filed with the Central Bank of Kenya on a monthly basis.

The Central Bank of Kenya requires a bank to maintain at all times:

- A minimum level of core capital of Shs 1 billion.
- A core capital of not less than 8.0% (2020: 8.0%) of total deposit liabilities.
- A core capital of not less than 10.5% (2020: 10.5%) of risk weighted assets plus risk weighted assets not recognized in the statement of financial position.
- A total capital of not less than 14.5% (2020:14.5%) of risk-weighted assets plus risk-weighted items not recognized in the statement of financial position.

The Bank maintains a ratio of total regulatory capital to its risk-weighted assets above a minimum level prescribed by with the Central Bank which takes into account the risk profile of the Bank.

The Bank's total regulatory capital is divided into two tiers:

Tier 1 capital (core capital): Share capital, share premium, plus retained earnings.

Tier 2 capital (supplementary capital): 25% of revaluation reserves (subject to prior approval), subordinated debt not exceeding 50% of Tier 1 capital and hybrid capital instruments. Qualifying Tier 2 is limited to 100% of Tier 1 Capital.

Assets are weighted according to broad categories of notional credit risk, being assigned a risk weighted according to the amount of capital deemed to be necessary to support them. Five categories of risk weights (0%, 20%, 50%, 70% and 100%) are applied.

Notes (continued)

4 Financial risk management (continued)

f) Management of capital (continued)

	2021	2020
	Shs'000	Shs'000
Tier 1 capital		
Share capital	2,195,956	2,046,198
Share premium	1,276,841	1,246,599
Retained earnings	705,809	656,464
Less: Deferred tax asset	(79,521)	(230,722)
	<u>4,099,085</u>	<u>3,718,539</u>
Tier 2 capital		
Revaluation reserve	12,508	12,508
Subordinated debt	2,014,168	1,311,001
Regulatory reserve	435,930	293,385
Total regulatory capital	<u>6,561,691</u>	<u>5,335,433</u>
Risk weighted assets	<u>34,874,418</u>	<u>31,046,820</u>
Core capital/ total deposits liabilities (Minimum: 8.0%)	15.9%	16.3%
Core capital/total risk weighted assets (Minimum: 10.5%)	11.8%	12.0%
Total capital/ total risk weighted assets (Minimum: 14.5%)	18.8%	17.2%

The Bank was compliant with the capital adequacy ratios throughout the year.

The increase of the Tier 1 qualifying capital in the year is mainly due to the impact of additional capital of Shs 180 million received from shareholders in the year as well as current year profit. The increase of the risk-weighted assets reflects the expansion of the bank's loan book in 2021.

5 Interest income	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Loans and advances to customers	2,650,086	2,000,884
Financial assets at amortised cost	885,006	439,613
Deposits with other banks	7,612	46,659
	<u>3,542,704</u>	<u>2,487,156</u>
Portfolio analysis		
Interest on financial assets held at amortised cost	<u>3,542,704</u>	<u>2,487,156</u>

Notes (continued)

6 Interest expense

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Deposits from customers	1,251,701	1,029,950
Deposits from banks	377,357	235,884
Borrowings	280,385	260,480
Interest expense on lease liabilities	100,140	102,213
	<u>2,009,583</u>	<u>1,628,527</u>

7 Net fee and commission income	Group		Bank	
	2021	2020	2021	2020
	Shs'000	Shs'000	Shs'000	Shs'000
Ledger fees and commissions	31,051	33,996	31,148	34,011
Credit fees and commissions	684,908	562,537	684,908	562,537
Transaction based fees income	487,844	438,932	487,844	438,932
Insurance premium commissions	99,891	64,176	-	-
	<u>1,303,694</u>	<u>1,099,641</u>	<u>1,203,900</u>	<u>1,035,480</u>
Fee and commission income	1,303,694	1,099,641	1,203,900	1,035,480
Fee and commission expense	(16,876)	(12,160)	(15,812)	(10,847)
	<u>1,286,818</u>	<u>1,087,481</u>	<u>1,188,088</u>	<u>1,024,633</u>

8 Trading income	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Net foreign exchange gains	170,614	37,390
Net gains on sale of financial assets at fair value through profit or loss	120,381	182,336
Fair value gain on financial assets at fair value through profit or loss	8,062	-
	<u>299,057</u>	<u>219,726</u>

Trading income arose from trading in foreign currency transactions, translation of foreign currency assets and liabilities to Kenya Shillings at year-end and trading of financial assets held for trading (at fair value through profit financial assets or loss).

Notes (continued)

9 Allowance for expected credit losses

	Group		Bank	
	2021 Shs'000	2020 Shs'000	2021 Shs'000	2020 Shs'000
Statement of profit or loss:				
Charge for the year:				
- Loans and advances to customers (Note 19)	475,957	133,791	475,957	133,791
- Deposits with other banks (Note 17)	(13,327)	949	(13,327)	949
- Other assets and prepayments (Note 20)	11,864	52,304	12,984	52,304
Reversals due to recoveries	(28,905)	(17,773)	(28,905)	(17,773)
	<u>445,589</u>	<u>169,271</u>	<u>446,709</u>	<u>169,271</u>

10 Other income	Group		Bank	
	2021 Shs'000	2020 Shs'000	2021 Shs'000	2020 Shs'000
Gain/(loss) on disposal of property and equipment	14	(6,571)	14	(6,571)
Sundry income	27,672	9,878	27,672	4,832
Dividend income	-	-	50,000	80,000
	<u>27,686</u>	<u>3,307</u>	<u>77,686</u>	<u>78,261</u>

11 Operating expenses

Operating expenses include the following:

	Group		Bank	
	2021 Shs'000	2020 Shs'000	2021 Shs'000	2020 Shs'000
Employee benefits (Note 12)	935,024	854,551	916,914	843,129
Directors' remuneration (Note 35)	64,514	64,372	64,514	64,372
Auditor's remuneration	10,441	10,419	9,721	9,749
Depreciation of property and equipment (Note 21)	67,046	56,211	66,944	56,141
Depreciation of right of use asset (Note 22)	200,670	199,730	200,670	199,730
Amortisation of intangible assets (Note 23)	77,385	100,540	74,030	99,936
Other operating expenses	624,157	641,915	618,634	635,140
	<u>1,979,237</u>	<u>1,927,738</u>	<u>1,951,427</u>	<u>1,908,197</u>

Notes (continued)

12 Employee benefits	Group		Bank	
	2021	2020	2021	2020
	Shs'000	Shs'000	Shs'000	Shs'000
Salaries and allowances	770,401	711,549	755,797	703,706
Retirement benefit costs:				
- Defined contribution benefits scheme	48,589	44,855	47,949	44,370
- National Social Security Fund	1,163	1,128	1,145	1,113
Staff medical expenses	68,532	56,740	67,406	56,017
Staff welfare and training expenses	46,339	40,279	44,617	37,923
	<u>935,024</u>	<u>854,551</u>	<u>916,914</u>	<u>843,129</u>
	Group		Bank	
	2021	2020	2021	2020
The average number of employees during the year, by category were:				
Management	63	60	63	60
Supervisory	191	173	186	169
Clerical	241	264	239	263
	<u>495</u>	<u>497</u>	<u>488</u>	<u>492</u>
	Group		Bank	
	2021	2020	2021	2020
13 Income tax	Shs'000	Shs'000	Shs'000	Shs'000
a) Income statement				
Current income tax	(100,540)	(13,495)	(78,578)	(833)
Deferred income tax charge (Note 24)	(135,089)	(39,864)	(135,341)	(40,499)
	<u>(235,629)</u>	<u>(53,359)</u>	<u>(213,919)</u>	<u>(41,332)</u>
Reconciliation of tax expense to tax based on the profit before income tax:				
Profit before income tax	721,856	72,134	699,816	103,781
Tax at the applicable rate of 30% (2020: 25%)	(216,557)	(18,034)	(209,945)	(25,945)
Income not subject to tax	-	-	-	20,000
Expenses not deductible	(19,072)	(16,480)	(3,974)	(16,436)
Effect of change in tax rate	-	(4,204)	-	(4,310)
Over provision of deferred tax in prior years	-	(14,641)	-	(14,641)
Tax charge for the year	<u>(235,629)</u>	<u>(53,359)</u>	<u>(213,919)</u>	<u>(41,332)</u>

Notes (continued)

13 Income tax (continued)

	Group		Bank	
	2021	2020	2021	2020
b) Statement of financial position	Shs'000	Shs'000	Shs'000	Shs'000
At start of year	65,664	7,401	62,127	4,566
Income tax expense for the year	(100,540)	(13,495)	(78,578)	(833)
Payments during the year	90,342	71,758	66,107	58,394
At end of year	55,466	65,664	49,656	62,127

14 Earnings per share

Earnings per share is calculated by dividing the profit attributable to equity holders of the Group by the weighted average number of ordinary shares in issue during the year.

	Group	
	2021	2020
Profit for purposes of basic and diluted earnings per share (in Shs'000)	486,227	18,775
Weighted average number of ordinary shares for purposes of basic and diluted earnings per share (in thousands)	4,392	4,092
Earnings per share - basic and diluted (Shs)	110.7	4.6

There were no potentially dilutive shares outstanding at 31 December 2021 and 31 December 2020. Therefore, diluted earnings per share is the same as the basic earnings per share.

15 Cash and bank balances

	Group and Bank	
	2021	2020
	Shs '000	Shs '000
Cash in hand	803,149	1,069,934
Balances with Central Bank of Kenya (CBK)		
• Cash reserve ratio balance	1,336,859	1,184,308
• Other current accounts	500,010	461,933
	1,836,869	1,646,241
	2,640,019	2,716,175

Cash balances with the Central Bank of Kenya do not earn interest. They are available for use by the Bank and are not pledged as security. The cash reserve ratio with Central Bank of Kenya (CBK) is based on the value of deposits as adjusted for CBK requirements. At 31 December 2021, the cash reserve ratio requirement was 4.25% of eligible deposits (2020: 4.25%). The Bank is free to deviate from the 4.25% requirement on any given day, but not to fall below 3%, provided that the overall average for the month will be at least 4.25%.

Notes (continued)

16 Financial assets and liabilities at fair value through profit or loss

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
<u>Financial assets held for trading</u>		
Government securities at fair value through profit or loss	2,703,136	613,537
Derivative financial instruments	-	56,885
	2,703,136	670,422
<u>Financial liabilities held for trading</u>		
Derivative financial instruments	151,975	161,495
	151,975	161,495

Derivatives financial instruments

The Bank trades in currency exchange forward contracts and currency swap contracts. The contracts are marked to market on daily basis.

Forward currency exchange contracts are agreements to buy or sell a specified quantity of foreign currency, usually on a specified future date at an agreed rate. A currency swap generally involves the exchange, or notional exchange, of equivalent amounts of two currencies and a commitment to exchange interest periodically until the principal amounts are re-exchanged on a future date. As compensation for assuming the option risk, the option writer generally receives premium at the start of the option period.

The notional amounts are the respective gross amounts underlying the contract at the reporting date.

	Group and Bank		
	Notional amount	Assets	Liabilities
	Shs'000	Shs'000	Shs'000
2021			
Currency swap contracts	5,091,750	-	151,975
	5,091,750	-	151,975
2020			
Currency exchange forward contracts	276,325	3,125	3,200
Currency swap contracts	7,479,067	53,760	158,295
	7,755,392	56,885	161,495

All the derivative financial instrument contracts were maturing within one year after the year end.

Notes (continued)

17 Deposits with other banks

	Group and Bank	
	2021	2020
	Shs '000	Shs '000
Maturing within 6 months of the reporting date:		
Due from local banks	86,510	292,668
Due from foreign banks	92,709	1,624,541
	<hr/>	<hr/>
Provision for expected credit losses	179,219 (560)	1,917,209 (13,887)
	<hr/>	<hr/>
	178,659	1,903,322
	<hr/>	<hr/>

The weighted average effective interest rate for deposits due from banking institutions at 31 December 2021 was 1.6% (2020: 0.05%).

The movement in the provision for expected credit losses for deposits with other banks is as follows:

	Group and Bank	
	2021	2020
	Shs '000	Shs '000
At start of year	13,887	12,938
(Credit)/Charge to profit or loss during the year	(13,327)	949
	<hr/>	<hr/>
At end of year	560	13,887
	<hr/>	<hr/>

18 Investment securities

Investment securities at amortised cost

Government of Kenya treasury bills and bonds:

- Maturing within one year	19,296	910,877
- Maturing after 1 year	10,217,202	5,398,563

Corporate bonds:

- Maturing after 1 year	80,117	-
	<hr/>	<hr/>
	10,316,615	6,309,440
	<hr/>	<hr/>

The weighted average effective interest rate for treasury investments at 31 December 2021 was 12.4% (2020: 12.0%).

At 31 December 2021, the Bank had pledged treasury bonds amounting to Shs. 286 million (2020: Shs. 286 million) to East Africa Development Bank (EADB) as collateral for borrowings.

Notes (continued)

19 Loans and advances to customers

Group and Bank

	2021 Shs'000	2020 Shs'000
Term loans	21,354,845	18,037,441
Overdrafts	2,217,521	2,020,094
Credit cards	73,251	43,529
	<hr/>	<hr/>
Gross loans and advances	23,645,617	20,101,064
Provisions for expected credit losses	(1,049,708)	(1,103,600)
	<hr/>	<hr/>
	22,595,909	18,997,464
	<hr/>	<hr/>

Analysis of gross loans and advances by maturity

Maturing within one year	5,472,459	5,317,573
Between one and five years	16,118,646	12,514,486
Over five years	2,054,512	2,269,005
	<hr/>	<hr/>
	23,645,617	20,101,064
	<hr/>	<hr/>

The movement in the provision for expected credit losses for loans and advances to customers is as follows:

At start of year	1,103,600	1,474,340
Charge to profit or loss (Note 9)	475,957	133,791
Write - offs during the year	(529,849)	(504,531)
	<hr/>	<hr/>
At end of year	1,049,708	1,103,600
	<hr/>	<hr/>

The aggregate amount of non-performing advances was Shs 2,819,962,000 (2020: Shs 2,337,489,000) against which provisions of Shs 793,440,000 (2020: Shs 713,709,000) have been made leaving a net balance of Shs 2,026,522,000 (2020: Shs 1,623,780,000) which is included in the statement of financial position in the loans and advances line item. The collateral held against these loans includes mortgages, motor vehicles, land and building, chattels, share certificates among other assets. Loans and advances to customers are measured at amortised cost.

The weighted average effective interest rate on loans and advances at 31 December 2021 was 12.4% (2020: 12.6%).

Additional disclosures on impairments and provisions for credit losses are set out under Note 4 (a).

Notes (continued)

20 Other assets and prepayments

	Group		Bank	
	2021 Shs'000	2020 Shs'000	2021 Shs'000	2020 Shs'000
Items in the course of collection	73,417	66,330	73,417	66,330
Due from subsidiary (Note 35)	-	-	1,298	-
Prepaid staff loan benefits	134,717	186,365	134,717	186,365
Mpesa balances receivable	475,024	257,552	475,024	257,552
Other receivables	329,782	132,822	311,975	131,021
Prepayments	165,660	172,783	165,446	172,613
Provision for expected credit losses	(48,399)	(46,425)	(47,376)	(46,425)
	<u>1,130,201</u>	<u>769,427</u>	<u>1,114,501</u>	<u>767,456</u>

The movement in the provision for expected credit losses on other receivables is as follows:

	Group		Bank	
	2021 Shs '000	2020 Shs '000	2021 Shs '000	2020 Shs '000
At start of year	46,425	301,755	46,425	301,755
Charged to profit or loss (Note 9)	11,864	52,304	12,984	52,304
Write-off	(9,890)	(307,634)	(12,033)	(307,634)
	<u>48,399</u>	<u>46,425</u>	<u>47,376</u>	<u>46,425</u>

Notes (continued)

21 Property and equipment

Group	Freehold land and buildings Shs'000	Furniture and fittings Shs'000	Motor vehicles Shs'000	Office equipment & computers Shs'000	Leasehold improvements Shs'000	Total Shs'000
Year ended 31 December 2020						
Cost or valuation						
At start of year	130,000	147,869	16,044	595,151	623,355	1,512,419
Additions	-	8,534	-	16,526	20,988	46,048
Disposals	-	(7,646)	-	(7,999)	(51,653)	(67,298)
At end of year	130,000	148,757	16,044	603,678	592,690	1,491,169
Depreciation						
At start of year	-	99,057	11,894	572,938	454,972	1,138,861
Charge for the year	2,125	10,788	2,488	13,633	27,177	56,211
Disposals	-	(6,741)	-	(7,999)	(44,477)	(59,217)
At end of year	2,125	103,104	14,382	578,572	437,672	1,135,855
Net carrying amount						
At end of year	127,875	45,653	1,662	25,106	155,018	355,314
Year ended 31 December 2021						
Cost or valuation						
At start of year	130,000	148,757	16,044	603,678	592,690	1,491,169
Additions	-	7,544	-	54,082	16,435	78,061
Reclass from intangible assets	-	-	-	419	-	419
Disposals	-	(293)	-	-	-	(293)
At end of year	130,000	156,008	16,044	658,179	609,125	1,569,356
Depreciation						
At start of year	2,125	103,104	14,382	578,572	437,672	1,135,855
Charge for the year	2,125	11,552	1,662	23,692	28,014	67,046
Disposals	-	(287)	-	-	-	(287)
At end of year	4,250	114,369	16,044	602,264	465,686	1,202,614
Net carrying amount						
At end of year	125,750	41,639	-	55,915	143,439	366,742

Notes (continued)

21 Property and equipment (continued)

Bank	Freehold land and buildings Shs'000	Furniture and fittings Shs'000	Motor vehicles Shs'000	Office equipment & computers Shs'000	Leasehold improvements Shs'000	Total Shs'000
Year ended 31 December 2020						
Cost or valuation						
At start of year	130,000	147,817	16,044	594,874	623,355	1,512,090
Additions	-	8,534	-	16,319	20,988	45,841
Disposals	-	(7,646)	-	(7,999)	(51,653)	(67,299)
At end of year	130,000	148,705	16,044	603,194	592,690	1,490,632
Depreciation						
At start of year	-	99,032	11,894	572,658	454,972	1,138,556
Charge for the year	2,125	10,782	2,488	13,568	27,177	56,141
Disposals	-	(6,741)	-	(7,999)	(44,477)	(59,217)
At end of year	2,125	103,073	14,382	578,227	437,673	1,135,480
Net carrying amount						
At end of year	127,875	45,632	1,662	24,967	155,017	355,152
Year ended 31 December 2021						
Cost or valuation						
At start of year	130,000	148,705	16,044	603,194	592,690	1,490,632
Additions	-	7,544	-	53,915	16,435	77,894
Reclass from intangible assets	-	-	-	419	-	419
Disposals	-	(293)	-	-	-	(293)
At end of year	130,000	155,956	16,044	657,528	609,125	1,568,652
Depreciation						
At start of year	2,125	103,073	14,382	578,227	437,673	1,135,480
Charge for the year	2,125	11,548	1,662	23,595	28,014	66,944
Disposals	-	(287)	-	-	-	(287)
At end of year	4,250	114,334	16,044	601,822	465,687	1,202,137
At end of year	125,750	41,622	0	55,706	143,437	366,515

Notes (continued)

21 Property and equipment (continued)

If the revalued freehold land and building were measured using the cost model, the carrying amounts would be as follows:

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Cost	77,151	77,151
Accumulated depreciation	(41,040)	(39,161)
	<hr/>	<hr/>
At end of year	36,111	37,990
	<hr/>	<hr/>

Valuation of freehold land and building is undertaken by an independent valuer on a current open market value basis and the revaluation is carried out every 5 years. The last valuation was done in 2019.

22 Right-of-use assets

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
At start of year	838,451	980,416
Additions	139,376	105,005
Amortisation to profit or loss (Note 11)	(200,670)	(199,730)
Adjustment due to changes in cash flows	(28,242)	(47,240)
	<hr/>	<hr/>
At end of year	748,915	838,451
	<hr/>	<hr/>

The Bank leases office buildings, in the normal course of business. The leases for buildings are typically for a period of average 6 years, with an option to renewal at the end of the term. None of these leases contains any restrictions or covenants other than the protective rights of the lessor or carries a residual value guarantee.

Notes (continued)

23 Intangible assets

Group	Computer software Shs'000	Work In Progress Shs'000	Total Shs'000
Year ended 31 December 2020			
Cost			
At start of year	747,832	26,583	774,415
Additions	34,393	29,857	64,250
Transfers from WIP	26,583	(26,583)	-
At end of year	808,808	29,857	838,665
Amortisation			
At start of year	480,733	-	480,733
Charge for the year	100,540	-	100,540
At end of year	581,273	-	581,273
Net carrying amount			
At end of year	227,535	29,857	257,392
Year ended 31 December 2021			
Cost			
At start of year	808,808	29,857	838,665
Additions	19,458	6,937	26,395
Transfers from WIP	29,438	(29,438)	-
Reclass to PPE	-	(419)	(419)
At end of year	857,704	6,937	864,641
Amortisation			
At start of year	581,273	-	581,273
Charge for the year	77,385	-	77,385
At end of year	658,658	-	658,658
Net carrying amount			
At end of year	199,046	6,937	205,983

Notes (continued)

23 Intangible assets (Continued)

Bank	Computer software Shs'000	Work In Progress Shs'000	Total Shs'000
Year ended 31 December 2020			
Cost			
At start of year	741,832	26,583	768,415
Additions	33,893	29,857	63,750
Transfers from WIP	26,583	(26,583)	-
At end of year	802,308	29,857	832,165
Amortisation			
At start of year	479,283	-	479,283
Charge for the year	99,936	-	99,936
At end of year	579,219	-	579,219
Net carrying amount			
At end of year	223,089	29,857	252,946
Year ended 31 December 2021			
Cost			
At start of year	802,308	29,857	832,165
Additions	19,458	6,937	26,395
Transfers from WIP	29,438	(29,438)	-
Reclass to PPE	-	(419)	(419)
At end of year	851,204	6,937	858,141
Amortisation			
At start of year	579,219	-	579,219
Charge for the year	74,030	-	74,030
At end of year	653,249	-	653,249
Net carrying amount			
At end of year	197,955	6,937	204,892

Notes (continued)

24 Deferred income tax

Deferred income tax is calculated using the enacted income tax rate of 30% (2020: 30%). The gross movement on the deferred income tax account is as follows:

	Group		Bank	
	2021 Shs'000	2020 Shs'000	2021 Shs'000	2020 Shs'000
At start of year	625,446	665,310	625,648	666,147
(Charge)/ credit to profit or loss (Note 13)	(135,089)	(39,864)	(135,341)	(40,499)
At end of year	490,357	625,446	490,307	625,648

The tax laws (Amendment) Act, 2020 was enacted on 25 April 2020, amongst other COVID 19 instigated tax changes, corporation tax rate reduced to 25% from 30% (2019). On 22 December 2020, the corporation tax rate was reverted to pre COVID 19 tax rates of 30% effective 1 January 2021.

The deferred income tax is attributable to the following:

Group	1 January 2021	Equity	Profit or loss	31 December 2021
Year ended 31 December 2021	Shs '000	Shs '000	Shs '000	Shs '000
Property and equipment	(29,129)	-	(6,384)	(35,513)
Other temporary differences	(412,249)	-	11,660	(400,589)
Tax losses carried forward	(123,970)	-	123,970	-
Right-of-use assets/liabilities	(60,098)	-	5,843	(54,255)
Net deferred income tax asset	(625,446)	-	135,089	(490,357)

Group	1 January 2020	Equity	Profit or loss	31 December 2020
Year ended 31 December 2020	Shs '000	Shs '000	Shs '000	Shs '000
Property and equipment	(14,579)	-	(14,550)	(29,129)
Other temporary differences	(597,309)	-	185,060	(412,249)
Tax losses carried forward	-	-	(123,970)	(123,970)
Right-of-use assets/liabilities	(56,064)	-	(4,034)	(60,098)
Revaluation reserve	2,642	-	(2,642)	-
Net deferred income tax asset	(665,310)	-	39,864	(625,446)

Notes (continued)

24 Deferred income tax (continued)

Bank	1 January 2021	Equity	Profit or loss	31 December 2021
Year ended 31 December 2021	Shs '000	Shs '000	Shs '000	Shs '000
Property and equipment	(29,973)	-	(5,490)	(35,463)
Other temporary differences	(411,607)	-	11,018	(400,589)
Tax losses carried forward	(123,970)	-	123,970	-
Right-of-use assets/liabilities	(60,098)	-	5,843	(54,255)
Net deferred income tax asset	(625,648)	-	135,341	(490,307)
	1 January 2020	Equity	Profit or loss	31 December 2020
Year ended 31 December 2020	Shs '000	Shs '000	Shs '000	Shs '000
Property and equipment	(15,453)	-	(14,520)	(29,973)
Other temporary differences	(597,272)	-	185,665	(411,607)
Tax losses carried forward	-	-	(123,970)	(123,970)
Right-of-use assets/liabilities	(56,064)	-	(4,034)	(60,098)
Revaluation reserve	2,642	-	(2,642)	-
Net deferred income tax asset	(666,147)	-	40,499	(625,648)

25 Deposit from banks

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Due to local banks	1,734,461	1,002,693

The deposits due to banking institutions relate to overnight borrowings from other commercial banks. The weighted average interest rate on the deposits for the year ended 31 December 2021 was 5.0% (2020: 8.8%).

Notes (continued)

26 Deposits from customers

Group	Group		Bank	
	2021 Shs'000	2020 Shs'000	2021 Shs'000	2020 Shs'000
Call and fixed deposits	14,714,470	12,657,653	14,714,470	12,657,653
Current and demand accounts	8,368,525	7,359,762	8,379,906	7,387,927
Savings accounts	2,747,436	2,722,203	2,747,436	2,722,203
	<u>25,830,431</u>	<u>22,739,618</u>	<u>25,841,812</u>	<u>22,767,783</u>
Analysis of deposits from customers by maturity:				
Payable within one year	25,609,174	22,573,909	25,620,555	22,602,074
Between one year and five years	221,257	165,709	221,257	165,709
	<u>25,830,431</u>	<u>22,739,618</u>	<u>25,841,812</u>	<u>22,767,783</u>

Included in 'deposits from customers' were deposits of Shs 2,265,345,000 (2020: Shs 2,879,300,000) that have been pledged to the Bank by customers as securities for loans and advances as well as for guarantees.

The weighted average effective interest rate on interest bearing deposits from customers for the year ended 31 December 2021 was 9.1% (2020: 9.2%).

27 Other payables and accrued expenses

	Group		Bank	
	2021 Shs'000	2020 Shs'000	2021 Shs'000	2020 Shs'000
Items in the course of collection	20,486	13,030	20,486	13,030
Due to subsidiary (Note 35)	-	-	-	2,097
Other payables and accrued expenses	<u>381,392</u>	<u>367,633</u>	<u>367,044</u>	<u>347,038</u>
	<u>401,878</u>	<u>380,663</u>	<u>387,530</u>	<u>362,165</u>

28 Borrowings

	Group and Bank	
	2021 Shs'000	2020 Shs'000
Terms loans:		
Aqua for All	7,207	24,459
East Africa Development Bank (EADB)	515,233	436,766
EMF Microfinance Fund	1,121,810	-
Oikocredit Ecumenical Development Co-operative Society U.A (Oikocredit)	1,188,335	233,318
The Investment Fund for Developing Countries (IFU)	1,591,166	1,459,481
The Netherlands Development Finance Company (FMO)	1,501,102	1,932,231
Triodos Investment Management	1,130,874	-
WaterEquity	562,524	-
	<u>7,618,251</u>	<u>4,086,255</u>

Notes (continued)

28 Borrowings (Continued)

The borrowings are repayable as follows:

Within one year	982,932	812,919
Between one year to five years	5,407,144	1,864,926
Above five years	1,228,175	1,408,410
	7,618,251	4,086,255

The movement in borrowings is as summarised below:

At start of year	4,086,255	2,882,177
Additions during the year	3,932,334	1,565,375
Repayments during the year	(790,546)	(558,607)
Accrued interest	310,712	195,060
Foreign exchange loss	79,496	2,250
	7,618,251	4,086,255

The weighted average effective interest rate on the borrowings at 31 December 2021 was 9.23% for LCY loans and 5.34% for FCY loans (2020: 9.17% for LCY and 5.74% for FCY). The borrowings are measured at amortised cost.

A term loan of EUR 200,000 was received from Aqua for All in September 2020. The loan has a tenor of 2 years repayable as a bullet payment less Aqua for All's share of the funding project. The loan is for on-lending to the water, sanitation and hygiene (WASH) sector.

Additional EADB loan of KES 128 million (EUR 1 million) was received in June 2021 at a fixed rate of 8.5 % p.a. Total amounts received since inception of partnership with EADB is Kshs.657 mn (EUR 5.5 mn). The interest is repayable semi-annually. The loan is secured by treasury bonds (Note 18). The loan is for on-lending to the agriculture value chain.

EMF Microfinance Fund, loan of USD 10 million was received in December 2021 at an interest rate of 6.15% plus six-month LIBOR rate p.a repayable over a period of 7 years. The loan qualifies as tier II capital being a subordinated loan.

Additional Oikocredit USD 9 million at an interest rate of 5% p.a with a tenure of 5 years was received in August 2021. The interest is repayable semi-annually with a 1-year grace period for payment of first principal instalment. The loan is for on-lending to Micro and SME segments.

The IFU convertible loan of USD 12 million was received in March 2019 at an interest rate of 5.25% plus six-month LIBOR rate p.a. The loan has a 7-year tenure, 2-year grace period for payment of interest and an option to convert the outstanding loan into ordinary shares within 5 years of the first draw down. The loan qualifies as tier II capital being a subordinated loan.

FMO loan of USD 20 million was received two tranches – 1st tranche of USD 10 million (Dec 2019) and 2nd tranche USD 10 million (June 2020) at a rate of 4.25% plus six-month libor rate p.a repayable year over a period

Notes (continued)

of 5 years. The first principal instalment and interest was paid in November 2020. Interest is repayable semi-annually. The loan is for on-lending to Micro and SME segments.

A term loan of USD 10 million was received from Triodos Investment Management in October and November 2021 at an interest rate of 5% p.a. The loan has a tenor of 5 years with interest repayable semi-annually and a 2 year grace period for payment of first principal instalment. The loan is for expansion of the micro and/or small and /or medium sized enterprise portfolio.

A term loan of KES 564 million was received from WaterEquity in December 2021 at an interest rate of 10.85% p.a. The loan has a tenor of 5 years with interest repayable semi-annually. The loan is for on-lending to the WASH sector under the COVID 19 response WASH loan product.

The Bank was compliant with the covenants for all the borrowings in the year. The fair value of borrowings approximates their carrying amount.

29 Lease liabilities

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Expected to be settled within 12 months after the year end	164,347	175,484
Expected to be settled more than 12 months after the year end	765,419	863,296
	929,766	1,038,780
The total cash outflow for leases in the year was:		
Payments of principal portion of the lease liability	296,264	287,474
Interest paid on lease liabilities	100,140	102,213
	396,404	389,687
At start of year	1,038,780	1,167,295
Additions	139,376	105,005
Interest on lease liabilities	100,140	102,213
Lease payments	(296,264)	(287,474)
Adjustment due to changes in cash flows	(52,266)	(48,260)
	929,766	1,038,780

Notes (continued)

30 Share capital

	Group and Bank		
	2021	2020	
	Shs'000	Shs'000	
<u>Authorised share capital:</u>			
At 1 January and 31 December	2,500,000	2,500,000	
<u>Issued share capital:</u>	Number of shares	Share capital Shs'000	Share premium Shs'000
At 1 January 2021	4,092,396	2,046,198	1,246,599
Issue of shares	299,516	149,758	30,242
At 31 December 2021	4,391,912	2,195,956	1,276,841

At 31 December 2021 the authorised share capital comprised 5,000,000 ordinary shares of Shs.500 each (2020: 5,000,000 ordinary shares of Shs 500 each. All issued shares are fully paid.

31 Reserves

a) Revaluation reserve

The revaluation reserve is used to record changes in the fair value of land and buildings, net of deferred income tax.

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
At start of year	50,034	50,206
Transfer of excess depreciation	-	(246)
Deferred tax on transfer of excess depreciation	-	74
At end of year	50,034	50,034

b) Statutory credit risk reserve

At start of year	293,385	-
Transfer from retained earnings	295,054	293,385
At end of year	588,439	293,385

The regulatory reserve represents an appropriation from retained earnings to comply with the Prudential guidelines of the Central Bank of Kenya on loan loss provisions. The balance represents the excess of impairment provisions determined in accordance with the Prudential guidelines over the impairment provisions recognised in accordance with the International Financial Reporting Standards. The reserve is non-distributable.

Notes (continued)

32 a) Cash generated from operations

Reconciliation of profit before income tax to cash generated from operations:

Group	2021	2020
	Shs'000	Shs'000
Profit before income tax	721,856	72,134
<u>Adjustments for:</u>		
Depreciation of property and equipment (Note 21)	67,046	56,211
Amortisation of right of use of asset (Note 22)	200,670	199,730
Amortisation of intangible assets (Note 23)	77,385	100,540
Interest on borrowings (Note 28)	310,712	195,060
Foreign exchange loss on borrowing (Note 28)	79,496	2,250
Interest income on investments securities at amortised cost	(285,591)	(207,118)
Interest income on investment securities at FVTPL	(54,076)	(17,980)
Revaluation loss of investment securities at FVTPL (Note 8)	(8,062)	-
Interest expense on lease liabilities (Note 29)	100,140	102,213
Gain on disposal of property and equipment (Note 10)	14	6,571
Operating profit before changes in operating assets and liabilities	<u>1,209,590</u>	<u>509,611</u>
Changes in operating assets and liabilities:		
- Loans and advances to customers	(3,715,923)	(4,471,398)
- Other assets and prepayments	(303,890)	501,903
- Deposits from customers	3,090,813	5,541,892
- Balances due to banking institutions	731,768	257,449
- Other payables and accrued expenses	11,696	154,702
Cash generated from operations	<u>1,024,054</u>	<u>2,494,159</u>
Bank		
Profit before income tax	699,816	103,781
<u>Adjustments for:</u>		
Depreciation on property and equipment (Note 21)	66,944	56,141
Amortisation on right of use of asset (Note 22)	200,670	199,730
Amortisation of intangible assets (Note 23)	74,030	99,936
Interest on borrowings (Note 28)	310,712	195,060
Foreign exchange loss on borrowing (Note 28)	79,496	2,250
Interest income on investment securities at amortised cost	(285,591)	(207,118)
Interest income on investment securities at FVTPL	(54,076)	(17,980)
Revaluation loss of investment securities at FVTPL (Note 8)	(8,062)	-
Interest expense on lease liabilities (Note 29)	100,140	102,213
Gain on disposal of property and equipment (Note 10)	14	6,571
Operating profit before changes in operating assets and liabilities	<u>1,184,093</u>	<u>540,584</u>
Changes in operating assets and liabilities:		
- Loans and advances to customers	(3,715,923)	(4,471,398)
- Other assets and prepayments	(290,160)	501,016
- Deposits from customers	3,074,029	5,499,391
- Balances due to banking institutions	731,768	367,606
- Other payables and accrued expenses	15,846	42,890
Cash generated from operations	<u>999,653</u>	<u>2,480,089</u>

Notes (continued)

32 b) Analysis of cash and cash equivalents as shown in the statement of cash flow:

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Cash in hand (Note 15)	803,149	1,069,934
Balances with Central Bank of Kenya (Note 15)	1,836,869	1,646,241
Deposits with other banks (Note 17)	179,218	1,917,209
	2,819,236	4,633,384

For purposes of the statement of cash flows, cash and cash equivalents comprise balances with less than 91 days maturity from the date of acquisition, including: cash and balances with Central Banks and amounts due from other banks.

33 Contingent liabilities

The Group is a defendant in various legal suits. In the opinion of the Directors, after taking appropriate legal advice, the outcome of such suits are unlikely to result in any significant loss. The legal suits include claims for general and specific damages and suits challenging the bank's actions on customers' accounts.

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Pending claims under litigation	83,148	112,796

34 Off balance sheet items

In the ordinary course of business, the Group conducts business involving letters of credit, performance bonds and guarantees. Guarantee and performance bonds are issued by the Bank, on behalf of customers, to guarantee performance by a customer to third parties. Letters of credit commit the Bank to make payment to third parties, on production of documents, which are subsequently reimbursed by customers. The Bank holds cash collateral to the extent of the guarantee that is realised in the events of default by customers.

Even though these obligations are not recognised on the statement of financial position, they contain credit risk and are part of the overall risk of the Bank as detailed in Note 4.

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Acceptances and letters of credit	621,182	948,735
Guarantees	10,259,672	11,143,860
	10,880,854	12,092,595

Notes (continued)

34 Off balance sheet items (Continued)

Guarantees are generally written by a bank to support performance by a customer to third parties. The Bank will only be required to meet these obligations in the event of the customer's default.

Letters of credit commit the Bank to make payment to third parties, on production of documents, which are subsequently reimbursed by customers. An acceptance is an undertaking by a bank to pay a bill of exchange drawn on a customer. The Bank expects most acceptances to be presented and reimbursement by the customer is almost immediate.

The provision for expected credit losses on loans and advances includes an amount of Shs 22,698,000 (2020: Shs 73,953,000) relating to off balance credit facilities.

35 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 or operation decisions, or one other party controls both.

The Bank's immediate parent company is Bakki Holdco Limited, which is a wholly owned subsidiary of Centum Investment Company Plc, both incorporated in Kenya. There are other companies which are related to the Bank through common shareholdings or common directorships.

The Bank has a wholly owned subsidiary, Sidian Bancassurance Intermediary Limited that commenced operations in August 2015.

In the normal course of business, a number of banking transactions are entered into with related parties. These are staff, directors, their associates and companies associated with directors. They include loans, investment securities, deposits and other transactions.

In the period, the Bank had the following related party balances and transactions:

i) Loans and advances to related parties	Group and Bank	
	2021	2020
	Shs'000	Shs'000
a) Staff loans		
At start of year	632,331	498,280
Advanced during the year	219,766	299,458
Interest charged	91,673	70,176
Repayments	(235,973)	(235,583)
	<hr/>	<hr/>
At end of year	707,797	632,331
	<hr/>	<hr/>

The loans to staff are personal loans, car loans and mortgages. All the loans are charged at an interest rate of 6% p.a. Personal and car loans have a maximum tenor of 5 years and are secured by property and cars respectively. Mortgages have a maximum tenor of 25 years.

Notes (continued)

35 Related party transactions (continued)

i) Loans and advances to related parties (continued)

b) Other related parties loans and advances

Year ended 31 December 2021

	At 1 Jan Shs '000	Advances Shs '000	Interest Shs '000	Group and Bank Repayment /Transfer Shs '000	At 31 December Shs '000
KWA Multipurpose Co-operative Society	1,988	2,000	224	(2,507)	1,705
Directors and their associates	41,273	4,000	1,949	(11,464)	35,758
Centum Real Estate	69,952	-	-	(69,952)	-
Zohari Leasing Limited	141,086	9,192	16,460	(46,530)	120,208
Sabis International School	234,927	113,150	36,079	(29,118)	355,038
Tribus TSG	-	12,800	537	(1,155)	12,182
	<u>489,226</u>	<u>141,142</u>	<u>55,249</u>	<u>(160,726)</u>	<u>524,891</u>

Year ended 31 December 2020

KWA Multipurpose Co-operative Society	1,389	2,000	183	(1,584)	1,988
Directors and their associates	54,375	-	2,272	(15,374)	41,273
Centum Real Estate	-	69,507	446	-	69,953
Zohari Leasing Limited	101,772	56,719	5,431	(22,837)	141,085
Sabis International School	-	251,000	14,627	(30,700)	234,927
	<u>157,536</u>	<u>379,226</u>	<u>22,959</u>	<u>(70,495)</u>	<u>489,226</u>

Loans and advances to staff members are at an average interest rate of 6% p.a. whereas Other related parties loans and advances are at commercial rates. The loans are running for an average tenor of 12 years (2020: 12 years).

ii) Investment securities

Year ended 31 December 2021

	At 1 Jan Shs '000	Advances Shs '000	Interest Shs '000	Group and Bank Repayment Shs '000	At 31 December Shs '000
Centum Real Estate	<u>69,952</u>	<u>-</u>	<u>10,164</u>	<u>-</u>	<u>80,117</u>

Notes (continued)

35 Related party transactions (continued)

iii) Deposits from related parties

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Ace Nairobi One Limited	1,377	15,098
Sabis International School Runda	3,726	19,361
Athena Properties Limited	93	400,823
Centum Investment Company Plc	178,077	714,630
Greenblade Growers Limited	249	82
K-Rep Development Agency	996	1,003
KWA Multipurpose Society	1,149	1,323
KWA Multipurpose Limited	17	21
Longhorn Publishers Limited	308	318
Makao Mashinani Limited	2,946	2,910
Nabo Capital Limited	745,530	39,445
Tribus TSG Limited	318	4,984
Two Rivers Development Limited	792	592
Two Rivers Property Owners Company Limited	4	77
Two Rivers Theme Park Ltd	219	227
Two Rivers Water & Sanitation Company Limited	6	189
Uhuru Heights Limited	51	7,555
Vipingo Development Limited	431	61,291
Zohari Leasing Limited	35,566	39,525
	971,855	1,309,454

Deposits received from related parties attract commercial interest rates at the Bank's floating interest rates.

iv) Related party balances

	Bank	
	2021	2020
	Shs'000	Shs'000
Due from Sidian Bancassurance Intermediary Limited (formerly Sidian Insurance Agency Limited) (Note 20)	1,298	-
Due to Sidian Bancassurance Intermediary Limited (formerly Sidian Insurance Agency Limited) (Note 27)	-	2,097
	-	2,097

Notes (continued)

35 Related party transactions (continued)

v) Other transactions with related parties

The Group and Bank paid rental expenses to related parties as per below :

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
K-Rep Group Limited	23,340	24,358
Two Rivers Lifestyle Centre Limited	8,027	8,321
	31,367	32,679
	31,367	32,679

K-Rep Development Agency and Makao Mashinani are related to the Bank by virtue of the significant influence and control exercised by their common holding company, K-Rep Group Limited. On the other hand, KWA Multipurpose Co-operative Society and Centum Investment Company Plc are shareholders of the Bank. The rest of the entities disclosed above are Centum affiliated companies.

vi) Key management remuneration

	Group and Bank	
	2021	2020
	Shs'000	Shs'000
Short term benefits	135,256	120,888
Post-employment benefits	9,740	7,774
	144,996	128,662
	144,996	128,662

vii) Directors' remuneration

Executive director	53,425	49,543
Fees	11,090	14,829
	64,515	64,372
	64,515	64,372

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