FC 009665.

In accordance with Regulation 32 of the Overseas Companies Regulations 2009

OS AA01

Statement of details of parent law and other information for an overseas company

Companies House

✓ **What this form is for**
You may use this form to accompany your accounts disclosed under parent law

✗ **What this form is NOT f[or]**
You cannot use this form t[o] an alteration of manner o[f] with accounting requireme[nts]

MONDAY

A3YY49MJ
A07 12/01/2015 #8
COMPANIES HOUSE

Part 1 Corporate company name

→ **Filling in this form**
Please complete in typescript or in bold black capitals.
All fields are mandatory unless specified or indicated by *

Corporate name of overseas company ❶	Gulf International Bank B S C
UK establishment number	B R 0 0 1 2 2 7

❶ This is the name of the company in its home state

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and, if applicable, the legislation under which the accounts have been audited

Legislation ❷ Bahrain Commercial Companies Law

❷ This means the relevant rules or legislation which regulates the preparation and, if applicable, the audit of accounts.

A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted accounting principles?

Please tick the appropriate box

☐ **No. Go to Section A3**

☑ **Yes** Please enter the name of the organisation or other body which issued those principles below, and then go to **Section A3**

Name of organisation or body ❸ International Accounting Standards Board

❸ Please insert the name of the appropriate accounting organisation or body

A3 Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box

☐ **No. Go to Section A5**

☑ **Yes. Go to Section A4**

OS AA01

Statement of details of parent law and other information for an overseas company

A4 Audited accounts

Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards? Please tick the appropriate box ☐ **No** Go to **Part 3 'Signature'** ☑ **Yes.** Please enter the name of the organisation or other body which issued those standards below, and then go to **Part 3 'Signature'**.	❶ Please insert the name of the appropriate accounting organisation or body
Name of organisation or body ❶	International Auditing and Assurance Standards Board	

A5 Unaudited accounts

Unaudited accounts	Is the company required to have its accounts audited? Please tick the appropriate box ☐ **No** ☑ **Yes**

Part 3 Signature

I am signing this form on behalf of the overseas company

Signature	Signature X C. Kfeaten. X

This form may be signed by.
Director, Secretary, Permanent representative

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GULF INTERNATIONAL BANK

ANNUAL REPORT 2013

GIB

GULF INTERNATIONAL BANK

TOUCH THE FUTURE
OF BANKING

Gulf International Bank

Gulf International Bank (GIB) aims to be the international GCC bank with regional expertise, global outreach and innovative financial solutions; and to be a value-adding partner, leveraging cutting-edge technology and superior human capital.

GIB's mission is to provide innovative, convenient and customised financial products and services and, in parallel, to build and retain a reputation for trust, quality and reliability in order to establish GIB as the partner of choice and create long-term relationships. This will enable the Bank to add value for its customers, be an employer of choice and meet shareholders' objectives.

The Bank was established in the Kingdom of Bahrain in 1975, and it is licensed by the Central Bank of Bahrain as a conventional wholesale bank. It is owned by the six GCC governments, with the Public Investment Fund of Saudi Arabia holding a majority stake (97.2 per cent). GIB has branches in London, New York, Riyadh and Jeddah, and representative offices in Beirut and Abu Dhabi, in addition to its main subsidiaries, London-based Gulf International Bank (UK) Limited, and Riyadh-based GIB Capital LLC.

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Board of Directors

H.E. Jammaz bin Abdullah Al-Suhaimi
Chairman
Kingdom of Saudi Arabia

H.E. Dr Hamad bin Sulaiman Al-Bazai
Vice Chairman
Vice Minister of Finance, Ministry of Finance
Kingdom of Saudi Arabia

Professor Abdullah bin Hassan Alabdulgader
Independent Consultant
Kingdom of Saudi Arabia

Mr Sulaiman bin Abdullah Al-Hamdan
Chief Executive Officer
NAS Holding
Kingdom of Saudi Arabia

Mr Abdulla bin Mohammed Al Zamil
Chief Executive Officer
Zamil Industrial Investment Company
Kingdom of Saudi Arabia

Mr Khaled bin Saleh Al-Mudaifer
President and CEO
Ma'aden (Saudi Arabian Mining Company)
Kingdom of Saudi Arabia

Mr Omar Hadir Al-Farisi
Managing Member
Diyala Advisors
United States of America

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Financial highlights

	2013	2012	2011	2010	2009
Earnings (US$ millions)					
Net income / (loss) after tax	**121 5**	117 9	104 5	100 4	(152 6)
Net interest income	**163 1**	149 4	143 8	156 2	206 5
Fee and commission income	**62 0**	56 7	48 5	42 2	40 7
Operating expenses	**151 6**	136 1	119 8	113 3	122 8
Financial position (US$ millions)					
Total assets	**21,156 9**	17 704 8	16 788 9	15 527 7	16 207 7
Loans	**8,317.2**	7 110 3	6 751 8	7,510 1	9 298 1
Investment securities	**3,725 8**	3 560 1	3 151 7	3 067 8	2 018 1
Senior term financing	**2,332 9**	2,432 7	3,690 3	3,176 6	3,007 9
Equity	**2,264 0**	2,130 2	1,962 8	1,918 0	1,779 4
Ratios (per cent)					
Profitability					
Return on average equity	**5 5**	5 8	5 4	5 4	(8 2)
Return on average assets	**0 6**	0 7	0 6	0 6	(0 7)
Capital					
Risk asset ratio (Basel 2)					
- Total	**18 9**	20 1	23 3	24 3	22 3
- Tier 1	**16 9**	17 4	19 2	18 7	16 4
Equity as % of total assets	**10 7**	12 0	11 7	12 4	11 0
Asset quality					
Securities as % of total sssets	**17 9**	20 7	19 3	20 3	12 8
Loans as % of total assets	**39 3**	40 2	40 2	48 4	57 4
Liquidity					
Liquid assets ratio	**58 8**	57 9	58 2	50 0	41 2
Deposits to loans cover (times)[1]	**2 1**	2 0	2 0	1 6	1 4

[1] Deposits include senior term financing

Credit ratings

Credit	Fitch	Moody s Ratings	Standard & Poor s	Rating Agency of Malaysia	Capital Intelligence
Long-term	A	A3	BBB+	AA_1	A
Short-term	F-1	P-2	A-2	P1	A1
Viability	BBB-	-	-	-	-
Financial strength	-	D+	-	-	BBB+
Outlook	Stable	Negative	Positive	Stable	Stable

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Chairman's statement

H E Jammaz bin Abdullah Al-Suhaimi
Chairman

On behalf of the Board of Directors, it is my privilege and pleasure to present the Annual Report of Gulf International Bank (GIB) for the fiscal year ended 31st December 2013 Despite continued global economic volatility and challenging regional market conditions, this proved to be a period of significant progress for the Bank, highlighted by strong financial results and the successful on-going implementation of our new business strategy

I am pleased to report that GIB posted a strong financial performance for 2013 Consolidated net income after tax grew by 3 per cent to US$121 5 million compared to US$117 9 million for the previous year This was despite a significant increase in expenses relating to the on-going implementation of the new business strategy Total income increased by 9 per cent to US$278 3 million from US$255 0 million in 2012 with higher contributions from almost all income categories Net interest income of US$163 1 million was US$13 7 million or 9 per cent higher than the previous year, reflective of increases in both loan volumes and margins, as the Bank successfully re-orientated its lending activities away from its traditional transactional-based long-term project and structured finance to relationship-based business with large and mid-cap corporates

The successful nurturing of relationships with large and mid-cap corporates during the year in line with our new business strategy, resulted in a 17 per cent increase in loan volumes as well as increases in non asset-based, client-related revenues In this context, non-interest income of US$115 2 million comprised 41 per cent of total income, compared to 10 per cent in 2008 This growth illustrates the success of GIB s new strategic focus on non asset-based relationship-oriented products and services as well as the increased focus on the support of clients commercial and trade finance requirements

Fee and commission income the largest contributor to non-interest earnings at US$62 0 million grew by 9 per cent The year-on-year growth reflected increased contributions from the broad range of relationship-orientated products and services that support customers commercial and trade finance requirements Foreign exchange income was US$17 4 million compared with US$21 3 million in the previous year Customer-related foreign exchange income was at an exceptionally high level in 2012 Foreign exchange income comprised revenues derived entirely from client-related activities in particular structured products designed to assist clients in hedging their foreign exchange exposures in volatile markets Trading income at US$9 3 million was US$5 0 million lower than 2012 due to a more subdued market environment Trading income included revaluation gains on investments in funds managed by the Bank s London-based subsidiary GIB (UK) Limited Income from these managed funds was at an exceptionally high level during 2012, due in particular to buoyant market conditions for emerging market debt that was not repeated in 2013 Other income of US$26 5 million, which compared with US$13 3 million in the previous year included an exceptional one-off US$15 3 million recovery arising from the liquidation of a structured investment vehicle that was written off during the financial crisis of 2008

Total expenses for the year increased by 11 per cent to US$151 6 million, due primarily to the on-going implementation of GIB s new pan-GCC universal banking strategy This included extensive investment in human capital information technology, and premises to support the planned launch of the new retail banking business in 2014 However it should be noted that the cost-to-income ratio of 54 per cent in 2013 nevertheless remained on par with the previous year

Consolidated total assets at the year end stood at US$21 2 billion, up 19 per cent from US$17 7 billion at the end of 2012 with the asset profile reflecting an extremely high level of liquidity Cash and other liquid assets, reverse repos and short-term placements, amounted to US$8 7 billion, representing an exceptionally high 41 per cent of total assets Investment securities of US$3 7 billion largely comprised highly-rated and liquid debt securities issued by major financial institutions and regional government-related entities The increase in loans and advances to US$8 3 billion from US$7 1 billion in 2012 illustrated the on-going growth in the Bank s lending activities as well as the success achieved in the focus on developing constructive relationships with large and mid-cap corporates

In addition GIB s funding profile continued to strengthen during 2013 with customer deposits growing by 42 per cent to US$13 5 billion This robust funding position demonstrated the continued confidence of our clients and counterparties based on the

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Bank s strong ownership and financial strength This was also reflected by the total and tier 1 capital adequacy ratios which stood at 18 9 per cent and 16 9 per cent respectively GIB s prudent capital management and liquidity framework means that it has already met the majority of the requirements under the new Basel 3 directive This has been assisted by GIB s move away from short-term wholesale funding and the maintenance of a substantial liquidity reserve in the form of highly-rated, marketable and liquid debt securities of which 93 per cent can be liquidated within seven days

During 2013, the international rating agencies also endorsed their confidence in GIB s financial strength with the re-affirmation of our short-and long-term credit ratings In a significant development Standard & Poor s (S&P) upgraded its Stand-Alone Credit Profile (SACP) for GIB from BBB- to BBB, and its rating outlook from Stable to Positive S&P noted the significant improvement in GIB s funding profile, and stated that they positively viewed our new strategy to transform the Bank s business model The agency also highlighted the Bank s robust capital and earnings adequate risk position, and strong liquidity This follows the earlier upgrade by Fitch of GIB s Viability Rating from BB+ to BBB- Such endorsements are further independent validation of the actions we have taken over the past four years to restructure and transform the Bank through the adoption of a new business strategy

Additional recognition of our business achievements was highlighted in the form of further major industry awards during 2013 These regional awards covered the areas of investment banking asset management and Shariah-compliant financial services plus a special award from Malaysia s leading rating agency following GIB s establishment of the Malaysian Ringgit 3 5 billion Sukuk Al-Wakala Medium-Term Note Programme in 2012

In addition, I would like to congratulate the Bank s CEO, Dr Yahya A Alyahya on his appointment as a Board member of the Institute of International Finance, and a member of the Conciliation and Arbitration Panels of the International Center for Settlement of Investment Disputes These prestigious appointments acknowledge his status as a leader in the financial services industry

I am pleased to report that we continued to make sound progress during the year in implementing our new business strategy to transform GIB into a pan-GCC universal bank providing innovative customer-centric solutions Our strategy is based on three main pillars the first pillar is the transformation of our wholesale banking into a relationship-based business with a focus on the cross-sell of fee-based products and services to a broader client base, the second the expansion into retail banking to provide more stable and less costly funding, the third the expansion of our asset management capabilities in the region with new products and greater synergy between GIB (UK) Limited and GIB Capital

By successfully building new corporate banking and treasury relationships with large- and mid-cap corporates GIB has developed and grown its loan portfolio increased non asset-based, client-related revenues through higher levels of cross-selling, and enhanced its funding profile by attracting and maintaining a high level of customer deposits GIB Capital led five major regional investment banking deals in 2013, including the Kingdom of Bahrain s US$1 5 billion bond issue, a SAR1 billion sukuk issue by Saudi Binladen a SAR677 million debt re-profiling and a SAR200 million rights issue for Middle East Specialised Cable Company, in addition to finalising a number of advisory mandates The Bank s Shariah-compliant banking business witnessed encouraging growth during the year, and was further strengthened with the establishment of two new Shariah Supervisory Boards for the Kingdom of Saudi Arabia and the rest of the GCC GIB s asset management business also performed well recording an increase in institutional investors and a marked growth in funds under management, with the GIB Emerging Markets Opportunities Fund continuing to outperform its related indices

Chairman's statement (continued)

"Supporting these business activities, and the realisation of our new strategy, is an enduring commitment to the highest standards of governance and ethical behaviour"

By the end of 2013 GIB had finalised most of the key elements necessary for launching the new retail banking business in 2014 This constitutes an enormous achievement by both staff and senior management This included a significant investment in research and social media-based marketing the recruitment and training of 176 new staff during the year, the development of a green field IT infrastructure, the fitting-out of three provincial branch offices, and working closely with the Saudi Arabian Monetary Agency (SAMA) and the Saudi Credit Bureau (SIMAH) to finalise all necessary approvals and licences GIB Retail will offer clients a unique digital-based self-service retail banking concept providing significant cost-savings and efficiency in addition to superior customer service

Supporting these business activities, and the realisation of our new strategy, is an enduring commitment to the highest standards of governance and ethical behaviour During 2013 we strengthened the Bank s corporate governance and risk management frameworks to ensure compliance with the latest rules and requirements of regulators in the various jurisdictions in which GIB operates Due to our traditional conservative provisioning policy the Bank is already fully-compliant with the stricter regulations relating to provisioning that are to be introduced by the Central Bank of Bahrain (CBB) and SAMA in 2014 Also during the year the Bank s operational risk policies and processes were upgraded to cover the additional and differing risk thresholds pertaining to retail banking compared to wholesale banking while business continuity planning and information security were substantially enhanced

GIB is also committed to fulfilling its social responsibility as a concerned corporate citizen During 2013, we continued to support and participate in a range of philanthropic and cultural activities in Bahrain and the wider GCC as well as contributing to the development of the regional banking industry Staff were also encouraged to engage in community outreach activities that improve the quality of life for society By way of example, staff participated in a blood donation drive and activities in support of breast cancer awareness

Based on the significant overall progress achieved during 2013 we are optimistic about GIB s prospects in 2014 Substantial foundations have been put in place which will support our new strategic objectives to grow and develop our business With oil prices remaining stable, the GCC region – which constitutes our main market – is expected to continue its robust GDP growth with the short-term outlook remaining positive However given the likelihood of continued global economic and market volatility and on-going regional political and social tensions, we are conscious that the year ahead will continue to be highly challenging for the banking industry For GIB in particular, the start-up costs of our new retail business will be substantial and are likely to impact our bottom line for the next few years until the business is fully operational and making an effective contribution to revenues

On behalf of the Board of Directors, I would like to express my sincere appreciation for the confidence and support of our shareholders the trust and loyalty of our clients the encouragement and cooperation of our counterparties and the advice and guidance of the regulatory and supervisory bodies in the various jurisdictions in which GIB operates I would also like to take this opportunity to pay special tribute to the commitment and professionalism of our management and staff, and their positive attitude towards embracing change and implementing the Bank s new strategy

H E Jammaz bin Abdullah Al-Suhaimi
Chairman

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Banking

Management review

Dr Yahya A Alyahya
Chief Executive Officer

I am pleased to report that GIB achieved an excellent overall performance in 2013 Although not without its challenges – including global economic uncertainty, volatile market conditions, and regional geo-political tensions – the year witnessed an improvement over 2012 For GIB, it was a better year across all fronts Financially, we achieved an increase in revenues, with all business lines contributing to the bottom line, operationally, we continued to strengthen our support infrastructure, while strategically, we moved closer to becoming a pan-GCC universal bank and regional retail innovator

Nurturing relationships

We made significant progress during 2013 in transforming our wholesale banking business The establishment of new corporate banking and treasury relationships with mid- and large-cap corporates resulted in substantial growth in the loan portfolio, an expanded client base a higher level of cross-selling of fee-based products and an improved funding profile

The loan book grew by 17 per cent during the year, due to a combination of new clients, generating greater business with existing clients, and closing a number of noteworthy conventional and Shariah-compliant financing deals GIB was the lead arranger for SAR3 billion contract financing facilities to Saudi Binladin Group for the expansion of King Abdullah International Airport at Jeddah The facilities comprised a sukuk issue of SAR1 billion, and LC and LC-refinancing of SAR2 billion The Bank also arranged a US$1 billion murabaha facility and SAR1 6 billion revolving murabaha facility for Saudi Aramco Mobil Refinery Company, a US$500 million ijara syndication for Sharjah Electricity and Water Authority, and a US$250 million revolving credit facility for Mumtalakat, the sovereign wealth fund of the Kingdom of Bahrain In addition GIB participated in a SAR1 95 billion Shariah-compliant financing facility for Arabian Centres Company, a US$228 million facility for flydubai, and a US$50 million revolving credit facility for United Steel Company

Another key achievement in 2013 was a notable increase in the cross-selling of corporate and investment banking treasury and trade finance services and products This resulted in an increase in non asset-based client-related revenues, which now account for over 41 per cent of total income During the year GIB introduced innovative new treasury products including a wider range of structured FX option hedge transactions for GCC corporate clients and a range of commodity swaps and options, and profit rate swaps to Saudi Arabian clients Importantly, the Bank s funding profile continued to improve during 2013 as we successfully attracted a higher level of customer deposits, which grew substantially during 2013 by 42 per cent from the prior year end

Saudi-based GIB Capital our investment banking arm, led a number of high-profile regional deals in 2013 These include the Kingdom of Bahrain s US$1 5 billion bond issue which was 4 5 times over-subscribed, the SAR1 billion sukuk issue by Saudi Binladin Group and the SAR677 million debt re-profiling and SAR200 million rights issue for Middle East Specialised Cables Company In addition, GIB Capital was appointed joint lead manager and financial adviser for Zain Bahrain s IPO, advised Saudi Aramco Mobil Refinery Company on raising multi-currency debt financing completed the debt re-profiling for a GCC petrochemicals company, and advised on a US$500 million syndicated facility for a regional utilities company

GIB s asset management business, which is managed by our London-based subsidiary – GIB (UK) Limited – enjoyed another successful year, generating increased response from institutional investors This resulted in total funds under management growing by 21 per cent to US$11 2 billion at the 2013 year end During the year, GIB won a new US$1 7 billion fixed income mandate, which will significantly increase both assets and fees under management The Bank s flagship hedge fund – the GIB Emerging Markets Opportunities Fund (EMOF) – continued to outperform all related benchmarks Since inception in August 2010 EMOF s funds under management have increased from US$106 million to nearly US$300 million In 2013 approval was received for the introduction of an additional share class to the Fund which should be available for subscription in early 2014

EMOF is multi-strategy long / short emerging markets-focused hedge fund that invests in sovereign and corporate rate fixed income securities in both international and local currencies The Fund s strategy, combined with the UK s regulatory environment

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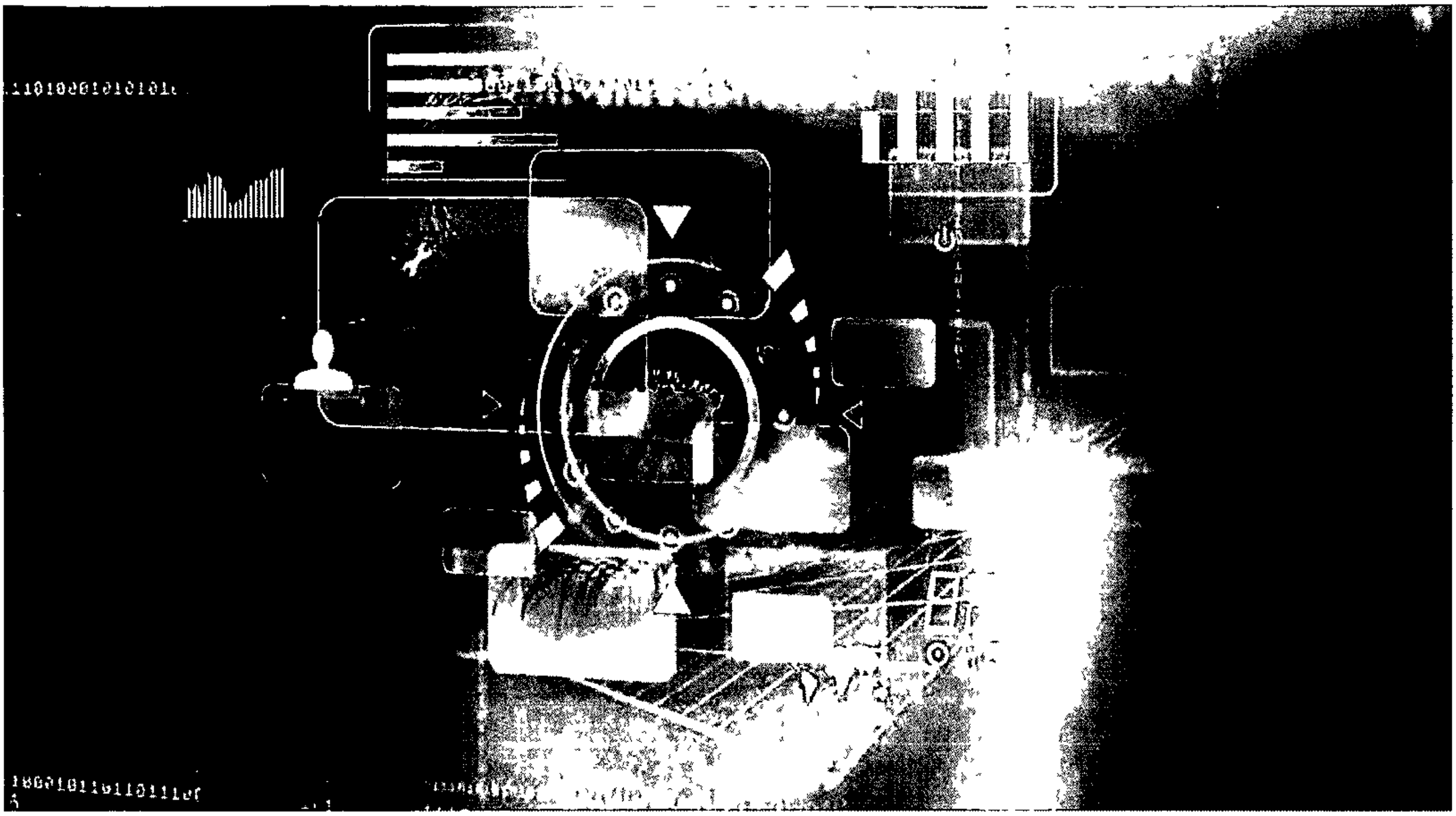

and the Bank's proactive portfolio management skills, enables GIB to compete effectively on a global basis. We are currently developing plans to expand our asset management capabilities in the region with the introduction of new products, innovative marketing and greater synergy between GIB (UK) Limited and GIB Capital.

Going retail

A key pillar of GIB's pan-GCC universal banking strategy is our planned entry into retail banking. Tremendous progress was made during 2013 with the majority of elements in place for a launch in 2014. A notable achievement during the year was the recruitment of new staff with the appropriate educational backgrounds, skill sets and attitudes, which was followed by an intensive two-month training programme. In addition a green field IT infrastructure was developed featuring highly-sophisticated back-end systems to deliver a simplified customer experience and three main branch offices were fitted out which will offer customers accessibility and convenience. Also during the year, an appropriate risk framework was developed, and discussions were held with regulatory bodies to finalise all necessary approvals and licences.

Although based on the proven light retail concept, GIB's retail banking model is unique to the Middle East. It is targeted at people who trust and are comfortable with technology, and are accustomed to conducting their various daily transactions online. Technology will play a key role in delivering superior customer service and exceptional value for money. By leveraging social media GIB has been able to design its new retail products and services with the cooperation of potential customers through a variety of social media platforms. There are already over 50,000 followers on Facebook, Twitter and YouTube while an introductory online video has recorded nearly one million hits to date.

Growing recognition

GIB's progress and achievements have been underscored by international rating agencies re-affirming our short- and long-term credit ratings, and upgrading our standalone credit profiles. These endorsements validate the successful actions we have taken over the past four years to restructure and transform the Bank through the adoption of a new business strategy. Additional recognition took the form of further industry awards during the year. These include 'Best Investment Bank – Bahrain' by Global Banking and Finance Review for the third successive year, 'Best Investment Bank – Middle East' by Islamic Business and Finance and 'First RAM-rated Foreign Entity' by the Rating Agency of Malaysia. Uniquely for the third consecutive year the GIB Emerging Markets Opportunities Fund was nominated for the 'Emerging Markets' category of the Eurohedge Awards.

Such awards help to enhance the profile of GIB and support the Bank's marketing and new business development activities. In this respect, GIB actively sponsored a number of industry conferences and events during 2013. These include the annual US-Saudi Business Opportunities Forum in the USA and the Euromoney Financial Sustainability and Competitiveness conference in Saudi Arabia.

Supporting the business

During the year, GIB continued to enhance its institutional capability and support infrastructure. We reinforced our corporate governance framework to ensure compliance with all relevant regulatory requirements, and further strengthened our risk management policies, processes and procedures. In addition particular emphasis was placed on enhancing our human capital. To support GIB's vision of being the employer-of-choice in the regional banking industry we continued to invest substantially in the professional development and personal well-being of our staff during 2013.

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Management review (continued)

"The main information technology focus in 2013 was on finalising the new green field IT infrastructure for retail banking"

Responding to the challenges of the Bank s headcount rising from 565 to 741 during 2013 we implemented a number of key initiatives in the areas of induction and orientation cultural change succession planning talent management and training Change agents from each department act as a team to facilitate monthly meetings by managers and their staff to ensure that everybody fully understands and contributes to the implementation of GIB s new strategy and business objectives The talent development programme, which was launched in 2012 made good progress during the year This programme identifies high fliers from the core business divisions and supports them with focused career development plans

In addition GIB s graduate training programme recruits 20 high-calibre GCC university graduates every six months and provides them with theoretical and on-the-job training across the organisation over a two-year period The Bank s main training focus during 2013 was on user acceptance testing of the new retail banking system, especially for staff from the retail, operations and risk divisions together with skills training in the areas of customer service communications risk and compliance

The performance appraisal system was further enhanced with key performance indicators linked to strategic and business objectives, and training needs analysis used to identify the development needs of each employee At the same time an independent market review was conducted to ensure that staff salaries and benefits remain competitive Particular emphasis was placed on internal communications and cross-divisional teamwork, social activities to enhance morale and camaraderie, and initiatives to encourage staff creativity

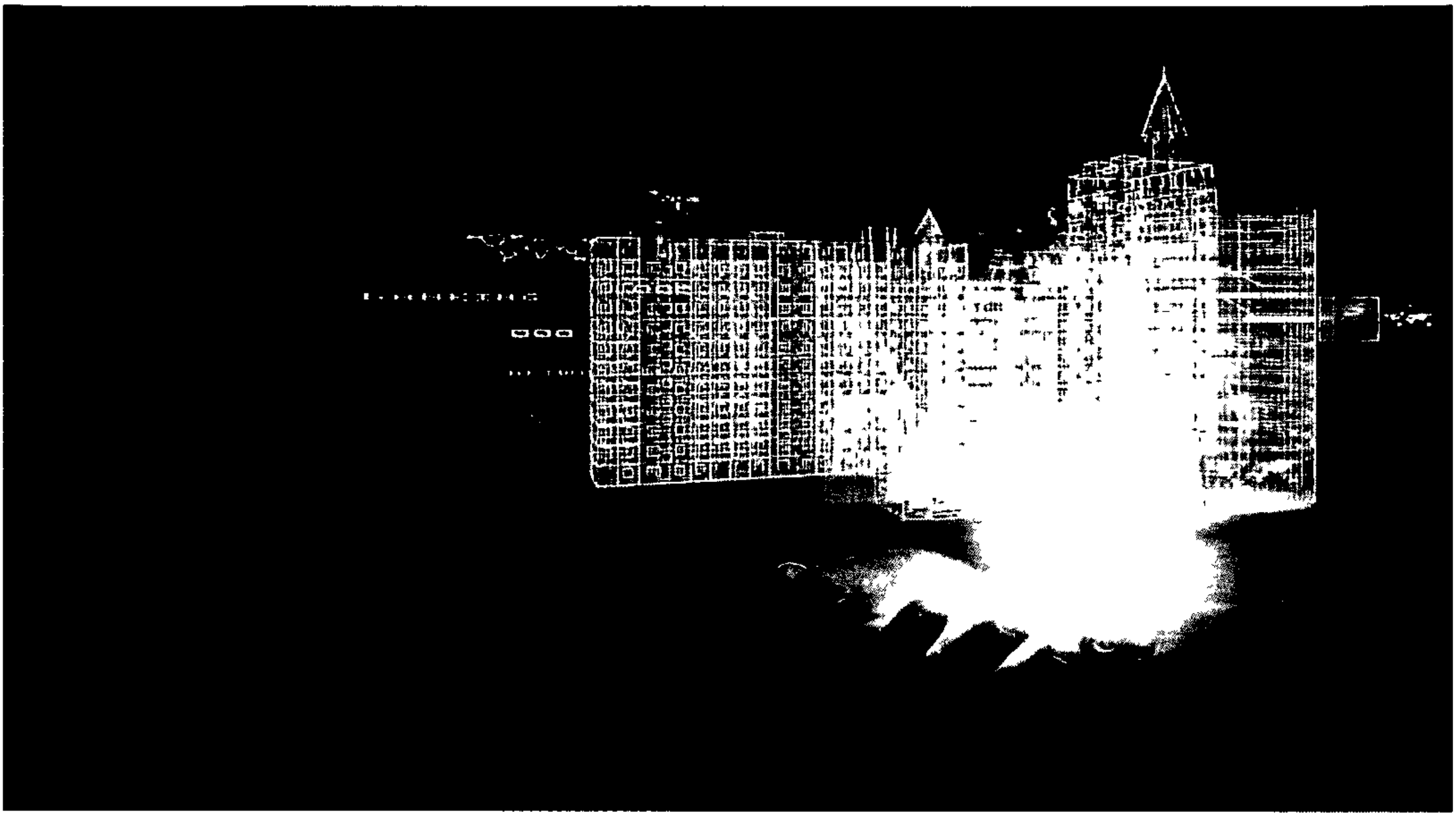
The main information technology focus in 2013 was on finalising the new green field IT infrastructure for retail banking Two new data centres were established in the Eastern Province of Saudi Arabia with data replication capabilities, and application systems were installed for a call centre and internet banking To support the digital-based customer experience new innovative devices were also installed These include assisted service terminals which provide one-stop account opening and other convenient services

In addition, we made good progress in implementing another major technology project during the year, which involves the replacement of GIB s core banking system The new system will integrate the Bank s Bahrain-based front and back office operations of wholesale banking and treasury and facilitate our strategic expansion into other GCC countries Progress to date includes the successful completion of data migration and systems integration testing while user acceptance testing is planned for early 2014

Engaging the community

GIB implements its enduring commitment to corporate social responsibility in a number of different ways The Bank has long supported philanthropic and cultural initiatives in Bahrain and the GCC that help to promote preserve, and honour the unique cultural identity of the region In 2013, we provided major financial support for the restoration of Beit Khalaf the former home of a prominent pearl merchant, to help preserve Bahrain s rich architectural heritage

The Bank also places special emphasis on encouraging staff to participate in community-related activities In the important area of promoting health awareness, we supported the Bahrain Think Pink cancer awareness and fund-raising campaign, participated in Movember – a global movement for supporting men s health, and raising awareness about prostate cancer and organised blood donation drives by staff in Bahrain and London The GIB team once again took part in the annual Bahrain Marathon Relay, which is a major fund-raiser for local charities while staff also engaged in community sporting and social events To help unlock the hidden creative talents and innovation of our staff, the Bank organised a Celebration of Art event at its Head Office in Bahrain to showcase their artistic talents and creativity



Looking ahead

We are very optimistic about the prospects for GIB in 2014 Given another year of volatility and uncertainty in 2013 there are hopeful signs of an improvement in the global economy, and an easing of geo-political tensions and turmoil in the Middle East Closer to home the IMF has revised upwards its forecast economic growth for the GCC to 4 4 per cent in 2014 This is based on a rise in oil production increased government spending and the on-going implementation of large infrastructure projects across the region Improved investor confidence should result in greater inflows into the region which will have a beneficial impact on our business

It is safe to say that the major structural adjustment of the past few years – including the de-risking and deleveraging of the balance sheet – is behind us, and has provided an excellent foundation from which to build and grow the Bank implement our new strategy and meet our ambitious business objectives Our considerable achievements during the year will pave the way for even greater success in 2014 We will continue to nurture our client relationships launch our new retail banking business, and move closer to becoming a truly pan-GCC universal bank

In conclusion, I express my sincere appreciation to our Board of Directors, and our clients and counterparties, for their respective guidance support and encouragement during 2013 In particular I would like to acknowledge the tremendous contribution of our management and staff They have clearly demonstrated their willingness and determination to rise to the challenge of change, and meet the Bank s extremely ambitious strategic goals and business targets Their energy enthusiasm, and hard work are highly appreciated

Dr Yahya A Alyahya
Chief Executive Officer

"Our considerable achievements during the year will pave the way for even greater success in 2014"

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Financial review

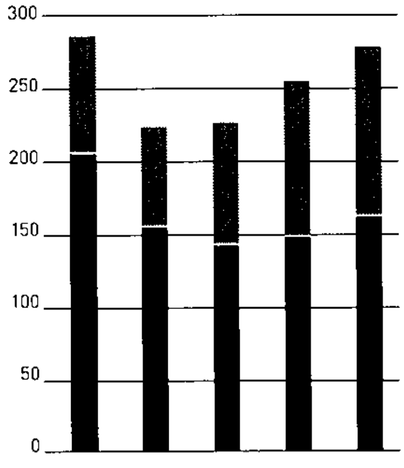
GIB recorded consolidated net income after tax of US$121 5 million being US$3 6 million or 3 per cent up on the prior year This was the fourth successive year of profitability growth since the implementation of new strategic initiatives to address weaknesses in the Group's business model exposed by the 2007/8 financial crisis Since 2009, GIB has recorded consistent year-on-year growth in profitability

Year-on-year increases were recorded in all income categories, with the exception of foreign exchange and trading income Net interest income which at US$163 1 million represented the Bank s largest income source, was US$13 7 million or 9 per cent up on 2012 During 2013, loans and advances the principal source of the Bank s net interest earnings, increased by US$1 2 billion or 17 per cent The growth in the loan portfolio reflected the leveraging of GIB s expertise to serve the Bank s large and mid-cap customers In addition, non-interest income of US$115 2 million comprised 41 per cent of total income, compared to 11 per cent in 2008 This growth illustrates the success of GIB s new strategic focus on non-asset based, relationship-orientated products and services and on supporting customers commercial and trade finance requirements

Fee-related income at US$62 0 million was US$5 3 million or 9 per cent higher than the prior year As a result fee-based income comprised more than one-fifth of total income, reflecting further positive progress in the implementation of GIB s strategic focus on non-asset based, relationship-orientated services Foreign exchange income was US$17 4 million compared to US$21 3 million in the prior year Foreign exchange income principally comprised profits generated on customer-related foreign exchange contracts The strong level of income reflected a focus on the cross-selling of treasury products to clients, and the introduction of new products and services to meet client needs Trading income at US$9 3 million for the year was US$5 0 million lower than the prior year due to a more subdued market environment in 2013 Trading income mainly comprised revaluation gains on investments in funds managed by the Bank s London-based subsidiary GIB (UK) Limited Other income of US$26 5 million for the year compared to US$13 3 million in 2012 However, other income included an exceptional, one-off US$15 3 million recovery arising on the liquidation of a structured investment vehicle that was written off during the 2007/8 financial crisis The remaining other income principally comprised dividends on equity investments

Total expenses of US$151 6 million for the year were 11 per cent up on the prior year The year-on-year increase in expenses reflected on-going investment in the implementation of GIB s GCC-focused universal banking strategy A net provision charge of US$4 2 million was recorded for 2013 The limited provisioning requirement for a fourth consecutive year reflected the improved risk profile of the Bank as well as prudent and conservative provisioning actions taken in previous years

Gross income development (US$ millions)



	2009	2010	2011	2012	**2013**
Non interest income ●	79 5	67 6	83 1	105 6	**115 2**
Net interest income ●	206 5	156 2	143 8	149 4	**163 1**
Gross income	286 0	223 8	226 9	255 0	**278 3**

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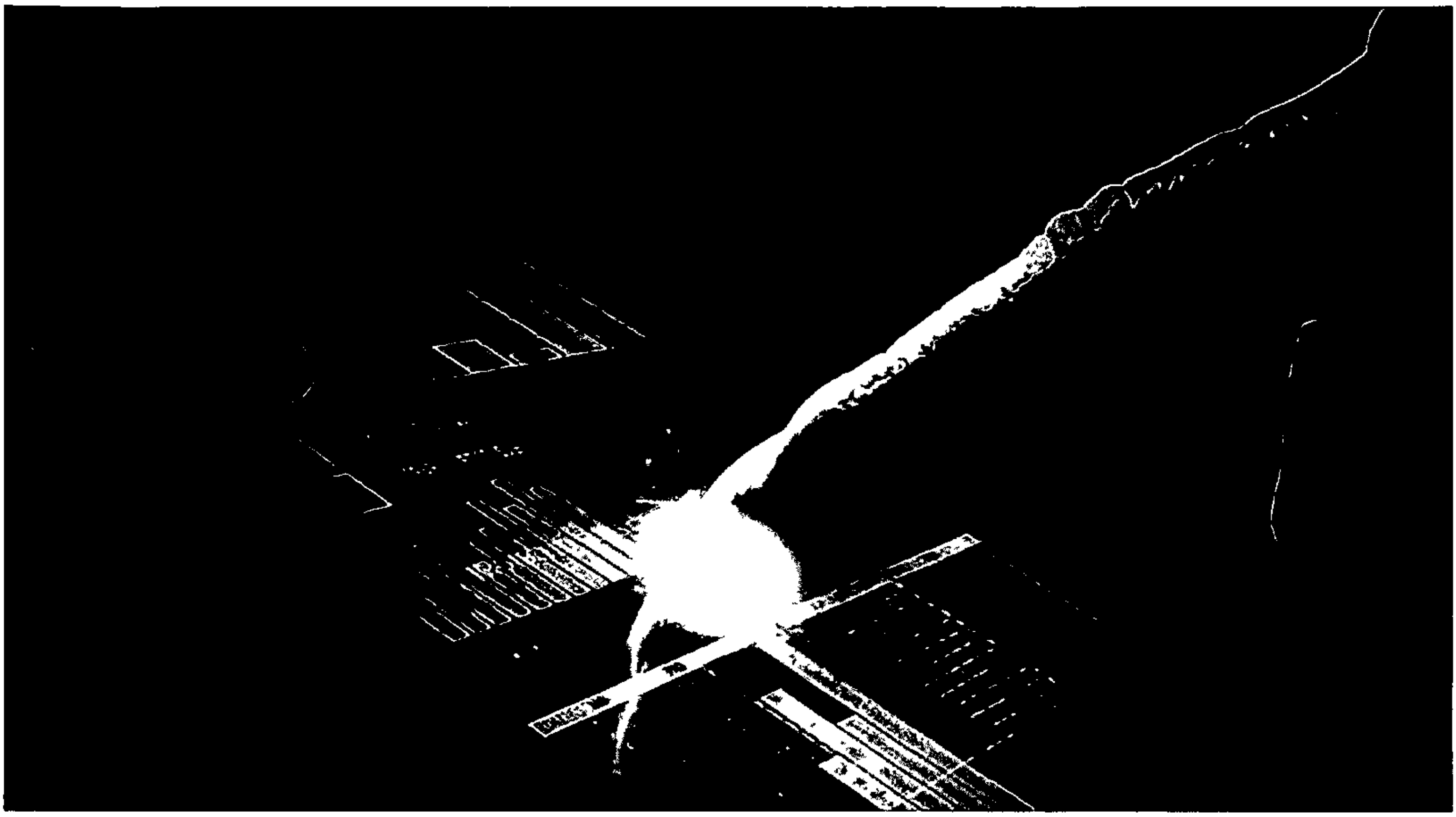

Net interest income

Net interest income at US$163 1 million was US$13 7 million or 9 per cent higher than in the prior year

Net interest income is principally derived from the following sources -

- margin income on the wholesale lending portfolio,
- margin income on the investment securities portfolio
- money book activities and
- earnings on the investment of the Group s net free capital

Net interest income also incorporates the cost of term finance

The year-on-year increase in net interest income was largely attributable to (i) higher interest earnings derived from the wholesale lending portfolio, (ii) higher interest earnings on the investment securities portfolio and (iii) a lower term finance cost as term finance facilities maturing during 2012 and 2013 were largely funded through surplus liquid resources A reduction in the volume of longer tenor loans resulted in a reduced requirement for term funding thereby benefiting the Group s interest earnings

Interest earnings on the wholesale lending portfolio accounted for 76 per cent of the Group s net interest income before the cost of term finance Interest earnings derived from wholesale lending were 23 per cent higher than the prior year due to both a higher average performing loan volume during 2013 and higher average performing loan margins The average performing loan volume during 2013 was 21 per cent higher than in 2012 while average performing loan margins were 3 b p up on the prior year The increase in performing loan volumes and margins reflected the success that has been achieved in the transformation of the Bank s wholesale banking strategy to focus on relationship-based lending to large and mid-cap corporates

Margin income on the investment securities portfolio accounted for 12 per cent of net interest income before the cost of term finance The interest earnings from the investment securities portfolio were 37 per cent up on the prior year The year-on-year increase was attributable to an 8 per cent year-on-year increase in the average volume of investment securities and a more significant 12 b p or 9 per cent increase in the average spread on the portfolio resulting from higher margins on new investment security purchases in 2012 and 2013 The investment securities portfolio is primarily maintained as a liquidity reserve The key factors underpinning the portfolio are therefore liquidity and quality rather than income-generating characteristics

Money book earnings represent the differential between the funding cost of interest-bearing assets based on internal transfer pricing methodologies and the actual funding cost incurred by the Group This includes benefits derived from the mismatch of the repricing profile of the Group s interest-bearing assets and liabilities Money book earnings in 2013 accounted for 12 per cent of net interest income before term finance costs and were 29 per cent lower than the prior year Money book earnings were exceptionally high in 2012 In addition in 2013, money book earnings of the Bank s London-based subsidiary, GIB (UK) Limited were impacted by new regulatory liquidity reserve requirements Nevertheless, during 2013, the Group was successful in further increasing deposit average tenors while reducing its cost of funds

Earnings on the investment of the Group s net free capital which accounted for 11 per cent of net interest income before term finance costs, were 6 per cent lower than the prior year The net free capital was largely invested in shorter duration government bonds reflecting the Group s view that economic conditions in the United States were not conducive to a rise in US interest rates in the short-term although the shorter tenor fixed rate instruments provide the opportunity to reinvest on maturity at higher yields in the event that interest rates rise in the short- to medium-term as a result of a more constructive outlook for the US economy At the end of 2013, half of the Group s net free capital was invested in shorter duration fixed rate instruments generating an enhanced

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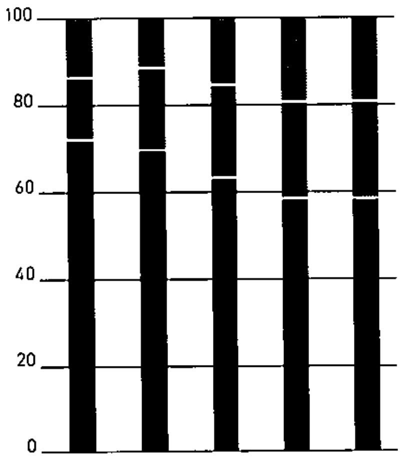
Financial review (continued)

return over short-term interest rates Earnings on the net free capital in 2013 were also negatively impacted by the historically low short-term US interest rates prevailing throughout both years A rise in US interest rates would have a direct beneficial impact on the Group s interest earnings

The cost of term finance decreased in 2013 as a result of the maturity of term finance facilities that were not refinanced due to a lower term finance requirement as a result of a reduction in the volume of longer tenor assets In particular the growth in the loan portfolio witnessed during 2013 comprised a proportion of shorter-term lending The Group nevertheless continues to minimise its previous reliance on funding longer tenor assets with short-term deposits and the associated liquidity and refinancing risk, with proactive actions having been taken over the previous four years to raise new term finance to minimise this undue risk As a result, at 31st December 2013, the volume of illiquid assets or assets maturing beyond one year that were funded by non-sticky or short-term deposits represented less than 17 per cent of customer deposits The remaining customer deposits and all bank deposits therefore funded shorter tenor or liquid assets This effectively addresses one of the key focuses of the new Basel 3 regulatory guidelines whereby banks will have less ability to fund longer tenor assets with shorter tenor wholesale deposits The initiatives to reduce the Group s exposure to liquidity risk resulted in a US$44 9 million or 22 per cent reduction in the Group s net interest income in 2013

Gross income composition (%)



		2009	2010	2011	2012	2013
Foreign exchange trading & other income	●	13 6	11 3	15 2	19 2	**19 1**
Fee & commission income	●	14 2	18 9	21 4	22 2	**22 3**
Net interest income	●	72 2	69 8	63 4	58 6	**58 6**
		100 0	100 0	100 0	100 0	**100 0**

Non-interest income

Non-interest income comprises fee and commission income foreign exchange income, trading income, and other income

Fee and commission income at US$62 0 million was US$5 3 million or 9 per cent higher than in the prior year An analysis of fee and commission income with prior year comparatives is set out in note 22 to the consolidated financial statements Commissions on letters of credit and guarantee at US$31 2 million were the largest source of fee-based income A US$2 3 million or 8 per cent year-on-year increase in commissions on letters of credit and guarantee reflected an enhanced focus on supporting customers commercial and trade finance requirements Investment banking and management fees were US$27 2 million for the year, thereby representing the second largest contribution to and 44 per cent of, fee and commission income This income category comprises fees generated by the Group s asset management fund management, corporate advisory debt and equity capital markets and underwriting activities Investment banking and management fees were 8 per cent higher than the prior year level and incorporated fees derived from a number of debt and equity capital market mandates during the year, as commented on in more detail in the Management Review section of the Annual Report As referred to in note 35 to the consolidated financial statements assets held in a fiduciary capacity amounted to US$11 2 billion at 31st December 2013 representing a US$2 0 billion or 22 per cent increase over the prior year Loan commitment fees at US$2 5 million were at the prior year level

Foreign exchange income at US$17 4 million for the year was US$3 9 million lower than the prior year level Foreign exchange income principally comprised income generated from customer-initiated foreign exchange transactions that were offset in the market with matching transactions Accordingly there is no market risk associated with the transactions that contribute to this material source of income The strong foreign exchange earnings reflected the success achieved in the cross-selling of innovative products to meet customers needs and requirements and the development of new products to meet those needs A growing demand is being witnessed for the products as customers experience the benefits derived from the new products in assisting them to effectively manage and hedge their currency exposures Importantly, during 2013 the Group experienced repeat business from new clients for these innovative and effective foreign exchange products As referred to in the Financial Review section of the 2012 Annual Report, a part of the foreign exchange income generated in 2012 related to the hedging of one customer s future foreign exchange requirements and was therefore one-off in nature

The Group s various trading activities recorded a US$9 3 million profit for the year compared to a US$14 3 million profit in the previous year Trading income is reported inclusive of all related income including interest income gains and losses arising on the purchase and sale, and from changes in the fair value of trading securities dividend income, and interest expense, including all related funding costs An analysis of trading income is set out in note 24 to the consolidated financial statements As

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referred to in note 24 to the consolidated financial statements, trading income included an amount of US$5 9 million in relation to a recovery of an underlying investment in a fund managed by the Group The amount had been written off in previous years Excluding this one-off item, trading income in 2013 principally comprised profits recorded on managed funds The investment in managed funds represented an investment in an emerging market government-related debt fund managed by GIBUK The fund, the Emerging Markets Opportunities Fund, generated a 7 6 per cent return in 2013

Other income of US$26 5 million was recorded for the year An analysis of other income is set out in note 25 to the consolidated financial statements Other income principally comprised a US$15 3 million recovery arising on the liquidation of a structured investment vehicle that was written off in 2007 and US$9 6 million of dividends received from equity investments classified as fair value through other comprehensive income (FVTOCI)

Operating expenses

Operating expenses at US$151 6 million were US$15 5 million or 11 per cent up on the prior year The year-on-year increase was the result of costs associated with the implementation of the Group s new universal banking strategy Nevertheless despite the year-on-year increase in operating expenses the cost-to-income ratio was maintained at 54 per cent much the same level as in the previous year The Group therefore continued to maintain an efficient ratio of cost-to-income despite the investments that are being made to contribute to the future income growth of the Group

Staff expenses, which accounted for two-thirds of total operating expenses, were US$10 3 million or 11 per cent up on the prior year The year-on-year increase was attributable to an increase in headcount during 2013 The Group s total headcount at 31st December 2013 of 741 staff was 176 higher than at the end of 2012 The increase in headcount reflected an enhancement of resources in business areas and certain support functions as well as the business build teams for the planned new retail bank

Key profitability drivers

Driver		2013		2014 and beyond
Loan volume	↑	Increase in loan volume +US$1 2 billion	↑	Planned increase in 2014 and beyond to maximum of US$10 billion
Loan margins	↑	Continued increase in loan margins by replacement of maturing lower margin project finance lending with higher margin large and mid-cap corporates	↑	Continued increase in loan margins by replacement of lower margin project finance lending with higher margin GCC large and mid-cap corporates
Income on net free capital	↔	Yields remained at same low level as in 2012	↑	Rising interest rate environment in context of rising inflation
Term finance cost liquidity risk cost	↓	US$1 2 billion term facility maturing in 2012 was largely funded by surplus liquid resources	↓	New term finance to be raised in the short-term but replaced by retail deposits in the medium-to long-term
Fee and commission income	↑	Focus on cross-selling of non-asset based products and services	↑	Focus on cross-selling of non-asset based products and services e g investment banking services asset management and private equity funds
Foreign exchange income customer-related business	↓	Continued focus on cross-selling of treasury products and development of new products to assist customers in hedging their market risk exposures Year-on-year decrease was due to exceptional FX transaction volume in 2012	↑	Continued focus on cross-selling of treasury products and development of new products to assist customers in hedging their market risk exposures
Overhead	↑	Continued investment in preparation for retail bank launch in 2014	↑	Continued investment in preparation for retail bank launch in 2014 and the development of the Bank s strategic initiatives
Loan provisions	↓	Specific provisioning requirements largely reallocated from non-specific provision buffer	↔	Any specific provisioning requirement to be reallocated from the non-specific provision buffer

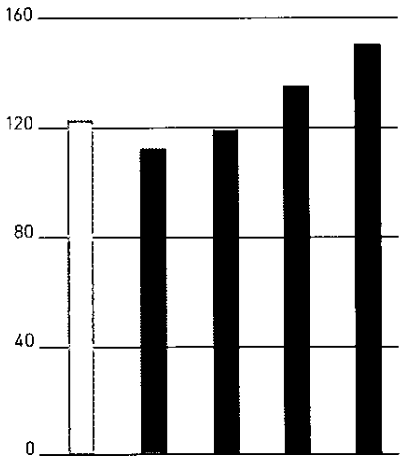
↑↓ Higher profitability ↑↓ Lower profitability ↔ Unchanged profitability

Financial review (continued)

Premises expenses at US$13 9 million were US$3 1 million up on the prior year This was due to rent costs relating to the Group s new Kingdom of Saudi Arabia Head Office premises located in Dhahran in the Eastern Province of Saudi Arabia and new premises for the Central and Western Province main branches to accommodate the new retail bank stores

Other operating expenses at US$36 4 million were US$2 1 million or 6 per cent higher than in the prior year The year-on-year increase was due to expenses relating to the on-going investment associated with the implementation of the new business strategy and in particular costs relating to new information technology initiatives

Expenses development (US$ millions)



	2009	2010	2011	2012	**2013**
Operating expenses	122 8	113 3	119 8	136 1	**151 6**

Provisions

Following prudent provisioning actions in previous years in anticipation of a higher level of corporate defaults in the weakening economic environment at that time net provisioning requirements in 2013 were limited

In 2013, there was a US$4 2 million provision charge entirely representing a net provision charge for loans

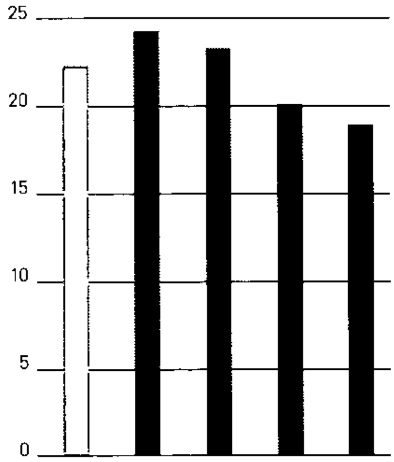
The US$4 2 million loan provision charge arose on the alignment of specific provisions with new provisioning guidelines implemented by the Saudi Arabian Monetary Agency, and similar guidelines set out in a consultation paper issued by the Central Bank of Bahrain GIB s specific and non-specific loan provisions at 31st December 2013 were therefore fully compliant with these new provisioning guidelines in advance of their implementation dates There was no material net impact resulting from this realignment of provisions In addition US$21 0 million was reallocated from the non-specific provision to specific provisions in relation to two impaired loan facilities

Capital strength

Total equity amounted to US$2 264 0 million at 31st December 2013 At the 2013 year end, the ratio of equity and tier 1 capital to total assets were 10 7 per cent and 10 3 per cent respectively ratios that are high by international comparison

A US$133 8 million increase in total equity during 2013 comprised the net of the US$121 5 million profit for the year a US$34 8 million net increase in the fair value of derivative cash flow hedges and equity investments classified as FVTOCI and the remeasurement of the defined benefit pension fund and a US$22 5 million decrease in equity arising on the adoption of IAS 19R – Employee Benefits (revised) on 1st January 2013 The decrease in equity arising on the adoption of IAS 19R represented the transition impact arising on the adoption of IAS 19R on the opening balances of retained earnings on 1st January 2013 IAS 19R requires the recognition of changes in the defined benefit pension plan obligations and in the fair value of plan assets when they occur and hence eliminates the corridor approach permitted previously, and accelerates the recognition of past service costs All actuarial gains and losses are recognised immediately through other comprehensive income in order for the net pension plan asset or liability to reflect the full value of the plan surplus or deficit The new accounting policy was applied to the opening balance of retained earnings at 1st January 2013 The transaction impact at 1st January 2013 was to reduce the pension plan deferred asset by US$19 2 million and to recognise an expected future obligation to the pension plan of US$3 3 million, resulting in an overall reduction in retained earnings of US$22 5 million

Risk asset ratio (%)



	2009	2010	2011	2012	**2013**
Risk asset ratio	22 3	24 3	23 3	20 1	**18 9**

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With a total regulatory capital base of US$2,440 9 million and total risk-weighted exposure of US$12 921 6 million, the risk asset ratio calculated in accordance with the Central Bank of Bahrain s Basel 2 guidelines was 18 9 per cent while the tier 1 ratio was a particularly strong 16 9 per cent In accordance with international regulatory guidelines, the fair value adjustments to equity arising under IFRS 9 in relation to derivative cash flow hedges are excluded from the regulatory capital base Unrealised gains and losses on equity investments classified as FVTOCI are included in the regulatory capital base although unrealised gains are limited to 45 per cent of the unrealised revaluation gains The Group s regulatory capital base is enhanced by subordinated term financing facilities The amount included in tier 2 capital at 31st December 2013 in respect of subordinated term finance was US$125 6 million This was net of a discount of US$352 2 million for subordinated term finance that is within five years of its final contractual maturity date The subordinated term financing facilities are approved for inclusion in tier 2 capital for capital adequacy purposes by the Group s regulator the Central Bank of Bahrain

At 31st December 2013 the regulatory capital base, excluding subordinated term financing, amounted to US$2,315 3 million This level of regulatory capital would support an additional US$2 5 billion of 100 per cent risk-weighted assets while still maintaining the Group s target minimum risk asset ratio of 15 per cent The Group therefore has more than sufficient regulatory capital to support future growth plans

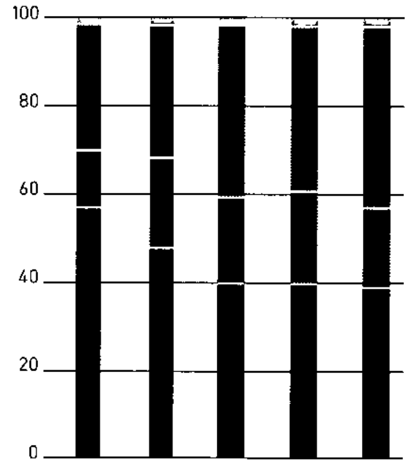
The risk asset ratio incorporates both market and operational risk-weighted exposures With approval from the Central Bank of Bahrain, the Group applies the internal models approach for market risk and the standardised approach for determining the capital requirement for operational risk This demonstrates that the Group s regulator is satisfied that the Group s risk management framework fully meets the guidelines and requirements prescribed by both the Central Bank of Bahrain and the Basel Committee for Banking Supervision

The Basel 2 Pillar 3 report set out in a later section of the Annual Report provides further detail on capital adequacy and the Group s capital management framework The Group s policies in relation to capital management are set out in note 27 to the consolidated financial statements As described in more detail in the note, the Group s policy is to maintain a strong capital base so as to maintain investor, counterparty and market confidence and to sustain the future development of the Group s business

Asset quality

The geographical distribution of risk assets is set out in note 28 to the consolidated financial statements The credit risk profile of financial assets, based on internal credit ratings, is set out in note 27 1(b) to the consolidated financial statements This note demonstrates that 82 per cent of all financial assets, comprising liquid assets placements, securities and loans were rated 4- or above, i e the equivalent of investment-grade rated

Asset mix by category (%)



		2009	2010	2011	2012	**2013**
Other	○	1 4	1 6	1 6	1 8	**1 8**
Placements & other liquid assets	●	28 5	29 8	38 9	37 3	**41 0**
Securities	●	12 7	20 3	19 3	20 7	**17 9**
Loans & advances	●	57 4	48 3	40 2	40 2	**39 3**
		100 0	100 0	100 0	100 0	**100 0**

Further assessment of asset quality can be facilitated by reference to note 37 to the consolidated financial statements on the fair value of financial instruments Based on the valuation methodologies set out in that note the net fair values of all on- and off-balance sheet financial instruments at 31st December 2013 were not significantly different to their carrying amounts

At the 2013 year end, cash and other liquid assets reverse repos and placements accounted for 41 per cent of total assets investment securities accounted for 18 per cent while loans and advances represented 39 per cent

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Financial review (continued)

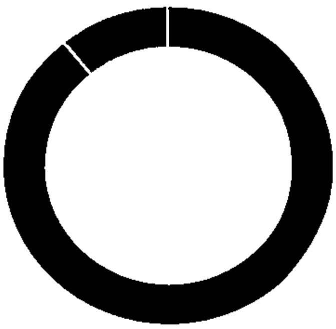
Investment securities

Investment securities totalled US$3,725 8 million at 31st December 2013 The investment securities portfolio primarily represents the Group s liquidity reserve and accordingly principally comprises investment-grade rated debt securities issued by major international and regional financial institutions and government-related entities

Investment securities comprise two types of debt security portfolios and a limited investment in equities and equity funds The larger debt security portfolio comprises floating rate securities or fixed rate securities that have been swapped to yield constant spreads over LIBOR These accounted for US$2 185 5 million or almost two-thirds, of the total investment debt securities at the 2013 year end The smaller debt security portfolio represents the investment of the Group s net free capital in fixed rate securities This portfolio amounted to US$1,231 9 million at the end of 2013 and comprised investments in OECD and GCC government-related bonds The Group had no exposure to troubled eurozone government debt i e no exposure to Greek, Irish Italian, Portuguese or Spanish government debt

Equity investments at the end of 2013 amounted to US$308 4 million Equity investments at 31st December 2013 included listed equities amounting to US$164 9 million received in settlement of a secured past due loan The remaining equity investments largely comprised private equity-related investments

Investment debt securities rating profile



		US$ millions	%
AAA to A- / Aaa to A3	●	3 048 9	89 2
BBB+ to BBB- / Baa1 to Baa3	●	368 5	10 8
		3,417 4	**100 0**

An analysis of the investment securities portfolio by rating category is set out in note 9 1 to the consolidated financial statements US$3 048 9 million or 89 per cent of the debt securities at the 2013 year end were rated A- / A3 or above Based on the rating of the issuer, a further US$368 5 million or 11 per cent of the debt securities represented other investment-grade rated securities Thus, all debt securities comprised investment-grade rated securities

The fair value of investment debt securities at 31st December 2013 was US$3,446 4 million The fair value was accordingly US$29 0 million higher than amortised cost The higher fair value compared to the amortised cost of the investment debt securities reflected the high quality and high ratings of the securities

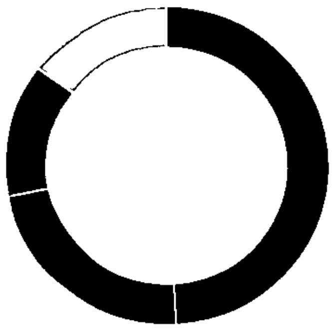
There were no past due or impaired investment securities at 31st December 2013

Loans and advances

Loans and advances amounted to US$8 317 2 million at the 2013 year end This represented a US$1,206 9 million or 17 per cent increase compared to the 2012 year end 94 per cent of the loan portfolio at the 2013 year end represented lending within GIB s core market in the GCC states

Based on contractual maturities at the balance sheet date 49 per cent of the loan portfolio was due to mature within one year while 72 per cent was due to mature within three years Only 14 per cent of loans were due to mature beyond five years Details of the classification of loans and advances by industry are set out in note 10 2 to the consolidated financial statements while the geographical distribution of loans and advances is contained in note 28 At 31s December 2013 26 per cent of the gross loan portfolio comprised exposure to the energy, oil and petrochemical sector This reflects the Group s previous strategic focus on project finance and syndicated lending in the GCC states

Loan maturity profile



		US$ millions	%
Year 1	●	4 102 7	49 3
Years 2 & 3	●	1 883 7	22 7
Years 4 & 5	●	1 151 9	13 8
Over 5 years	○	1 178 9	14 2
		8,317 2	**100 0**

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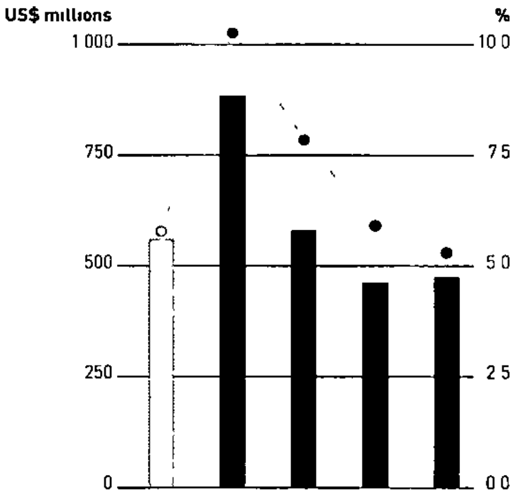
The credit risk profile of loans and advances, based on internal credit ratings, is set out in note 27 1(b) to the consolidated financial statements US$5 056 0 million or 61 per cent of total loans were rated 4- or above i e the equivalent of investment-grade rated Only US$61 5 million of loans and advances were classified as individually impaired Individually impaired loans represent loans for which there is objective evidence that the Group will not collect all amounts due in accordance with the contractual terms of the obligation Therefore, 99 per cent of loans and advances were not individually impaired

PDO loan development



	2009	2010	2011	2012	2013
Gross PDO loans (US$ millions)	562 3	885 6	582 5	462 9	475 9
Gross PDO Loans as % of gross loans	5 7	10 9	7 9	6 0	5 3

Total loan loss provisions at 31st December 2013 amounted to US$591 3 million Counterparty specific provisions amounted to US$423 3 million while non-specific provisions were US$168 0 million Total provisions of US$591 3 million represented 124 per cent of the gross book value of past due loans There was accordingly a significant buffer of provisions in excess of the volume of past due loans

Specific provisions are determined based on the recoverable amount of the loan The recoverable amount is measured as the present value of the expected future cash flows discounted based on the interest rate at the inception of the facility Non-specific provisions are determined on a portfolio basis utilising an incurred loss model The incurred loss model estimates the probable losses inherent within the portfolio at the balance sheet date but that have not been specifically identified The model is based on applicable credit ratings and associated historical default probabilities loss severity and rating migrations, and reflects the current macroeconomic political and business environment and other pertinent indicators

Non-specific loan provisions at 31st December 2013 amounted to US$168 0 million representing a high 2 0 per cent of non-specifically provisioned loans The probabilities of default applied in the calculation of the non-specific provisions at 31st December 2013 equated to a speculative-grade default rate of 13 9 per cent, exceeding the previous highest corporate default rates witnessed in July 1991 The default rates applied in the calculation of the non-specific loan provision and the resultant provisioning levels for senior unsecured exposure by internal rating category were as follows -

Internal rating grade	Probability of default (PDs)	Senior, unsecured provisioning level
	%	%
1	0 03	-
2+	0 03	-
2	0 03	-
2-	0 06	-
3+	0 18	0 1
3	0 24	0 1
3-	0 36	0 2
4+	1 05	0 6
4	1 05	0 6
4-	1 29	0 8
5+	2 25	1 4
5	3 48	2 1
5-	6 21	3 7
6+	9 87	5 9
6	27 93	16 8
6-	39 45	23 7
7	83 61	50 2

The provisioning level is based on a Loss Given Default (LGD) of 60 per cent for senior unsecured exposure

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Financial review (continued)

For the purpose of the calculation of the non-specific provision the Group only takes account of collateral held in the form of cash or exchange-traded equities While collateral in the form of securities unlisted equities and physical assets is used for risk mitigation and protection purposes it is not taken into account in the calculation of the non-specific provision

The gross and net book values of past due loans at 31st December 2013 amounted to US$475 9 million and US$61 4 million respectively The specific provisioning coverage for past due loans was therefore 87 per cent Past due loans are defined as those loans for which either principal or interest is over 90 days past due Under IAS 39 interest on impaired loans should be recognised in income based on the net book value of the loan and the interest rate that was used to discount the future cash flows for the purpose of measuring the recoverable amount However, in accordance with guidelines issued by the Group s regulator the CBB interest on past due loans is only to be recognised in income on a cash basis In view of the Group s high provisioning coverage for impaired loans the difference between the two bases of accounting is not material

Other asset categories

Cash and other liquid assets amounting to US$1,659 4 million at the 2013 year end, are analysed in note 5 to the consolidated financial statements They principally comprised cash and balances with banks government bills, and certificates of deposits held for liquidity management purposes

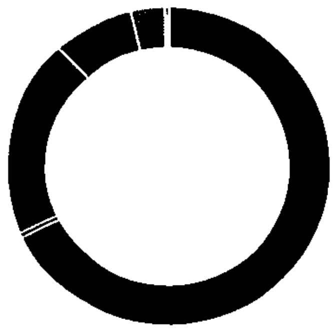
Placements totalled US$5,264 6 million at the 2013 year end and were well diversified by geography as illustrated in note 28 to the consolidated financial statements Placements were largely with GCC, European and North American bank counterparties representing the Group s principal operating locations Placements represented 25 per cent of total assets at the 2013 year end A high level of placements was being maintained in the prevailing uncertain and volatile market environment At the end of 2013, placements were supplemented by US$1 742 7 million of securities purchased under agreements to resell These represented collateralised placements thereby reducing the Group s risk exposure to the financial institution sector

Trading securities at US$50 9 million largely comprised investments in managed funds, providing exposure to emerging market government-related debt

Risk asset and commitment exposure

Risk asset and commitment exposure at 31st December 2013 amounted to US$25,900 7 million Risk assets and commitments comprise all assets included in the balance sheet (with the exception of other assets) and credit-related contingent items As referred to earlier, an analysis of risk asset and commitment exposure by category and geography is contained in note 28 to the consolidated financial statements As is evident from this note US$17 559 1 million or 68 per cent of total risk assets and commitments represented exposure to counterparties and entities located in the GCC states The remaining risk asset exposure largely represented short-term placements with major European and North American banks An analysis of derivative and foreign exchange products is set out in note 31 to the consolidated financial statements while a further analysis of credit-related contingent items together with their risk-weighted equivalents is contained in note 32

Risk asset and commitment exposure



		US$ millions	%
GCC	●	17 559 1	67 8
Other MENA	●	67 9	0 3
Europe	●	5 330 7	20 5
North America	●	2 039 7	7 9
Asia	●	855 1	3 3
Latin America	‹	48 2	0 2
		25,900 7	100 0

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Funding

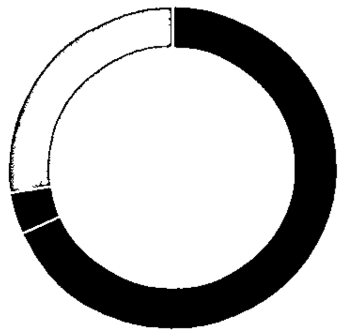
Bank and customer deposits at 31st December 2013 totalled US$14,897 6 million Customer deposits amounted to US$13,451 3 million at the 2013 year end, representing 90 per cent of total deposits Bank deposits at 31st December 2013 amounted to US$1,446 3 million representing only 10 per cent of total deposits

Total deposits are analysed by geography in note 13 to the consolidated financial statements US$10,224 8 million or 69 per cent of total deposits were derived from counterparties in GCC countries Deposits derived from non-MENA countries, principally Europe, amounted to US$4 062 7 million or 27 per cent of total deposits The deposits from counterparties in non-MENA countries largely related to deposit activity by GIBUK These deposits do not represent a core funding source for the Group This compares to placements, reverse repos and other liquid assets with non-MENA counterparties of US$5,283 2 million and are placed on a short-term basis in the money market The Group is therefore a net placer of funds in the international interbank market and accordingly has no net reliance on the international interbank market

Securities sold under agreements to repurchase (repos) were US$785 2 million at 31st December 2013 The Group utilises its high quality and highly rated investment securities to raise funding on a collateralised basis where effective from a cost and tenor perspective as well as constantly validating its ability to repo the securities as part of the Group s liquidity contingency plans

Senior term financing at 31st December 2013 totalled US$2,332 9 million Term finance and equity represented 120 per cent of loans maturing beyond one year

Deposits – geographical profile



		US$ millions	%
GCC countries	●	10 224 8	68 6
Other MENA	●	610 1	4 1
Other countries	○	4 062 7	27 3
		14,897 6	100 0

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Corporate governance statement

Sound governance practices

When GIB was established in 1975, its Agreement of Establishment and Articles of Association executed at the time by the GCC Governments that created it, set the foundation of solid governance practices for the Bank From the start sound corporate governance has been essential at GIB both in achieving organisational integrity and efficiency as well as in attaining fairness for all stakeholders

Over the years GIB has progressively adopted and implemented standards of corporate governance relevant to publicly-traded financial institutions although it is not a listed company and since 2003 GIB has regularly published a statement on corporate governance in its Annual Reports

In 2010, when the Central Bank of Bahrain (CBB) introduced new corporate governance requirements for banks in Bahrain GIB had already put in place many measures that are hallmarks of good corporate governance practices such as comprehensive mandates for the Board of Directors for directors and for Board committees a Code of conduct (Code on conduct ethics and avoiding conflicts of interest) in both English and Arabic published on the Bank s website a detailed Corporate Policy Manual and operating policies that anticipated the CBB s new requirements

In 2011 GIB adopted additional measures that included, amongst other things, a new Board Charter, updated mandates for the Board committees, a new Whistle Blowing Program that enhances the whistle blowing provisions already existing in the GIB Code of conduct, a review of the classification of directors and a realignment of Board committees

In 2012, the Board reassessed its composition and reconstituted its committees As part of this exercise the Board established a dedicated Corporate Governance Committee in February 2013 and approved its mandate in April 2013

In 2013 the CBB introduced new requirements on sound remuneration of approved persons and material risk-takers The new rules are effective from 1st July 2014 and GIB arranged to complete a gapping analysis to take the necessary steps to fully comply with the new requirements

The Board and its respective committees mandates are subject to an annual review to ensure that they continue to reflect the current processes, best practices and any new regulatory requirements The last updates were initiated and approved by the Board in December 2013

The Board Charter is posted in its entirety on the Bank s website (www gib com) and by itself largely reflects the corporate governance requirements contained in the HC (High Level Controls) Module of the CBB Rulebook Volume 1

The measures adopted by GIB formally entrenched a culture of professional corporate governance in the organisation They also demonstrated GIB s commitment to financial transparency fairness and disclosure of financial information that will benefit all users of such information including regulators, customers counterparties, rating agencies and other stakeholders

In March of every year the Board of Directors prepares for its shareholders Annual General Meeting (AGM) and for the CBB a report on GIB s compliance with the CBB rules on corporate governance, which explains any non-compliance The explanations contained in this year s Comply or Explain report are reproduced at the end of this section of the Annual Report

GIB discloses in the Annual Report the additional information required to be disclosed in accordance with Section PD-1 3 8 of the CBB Rulebook Volume 1, and the Board is also disclosing to the shareholders the information to be disclosed to them annually under Section PD-6 1 1 of the Rulebook

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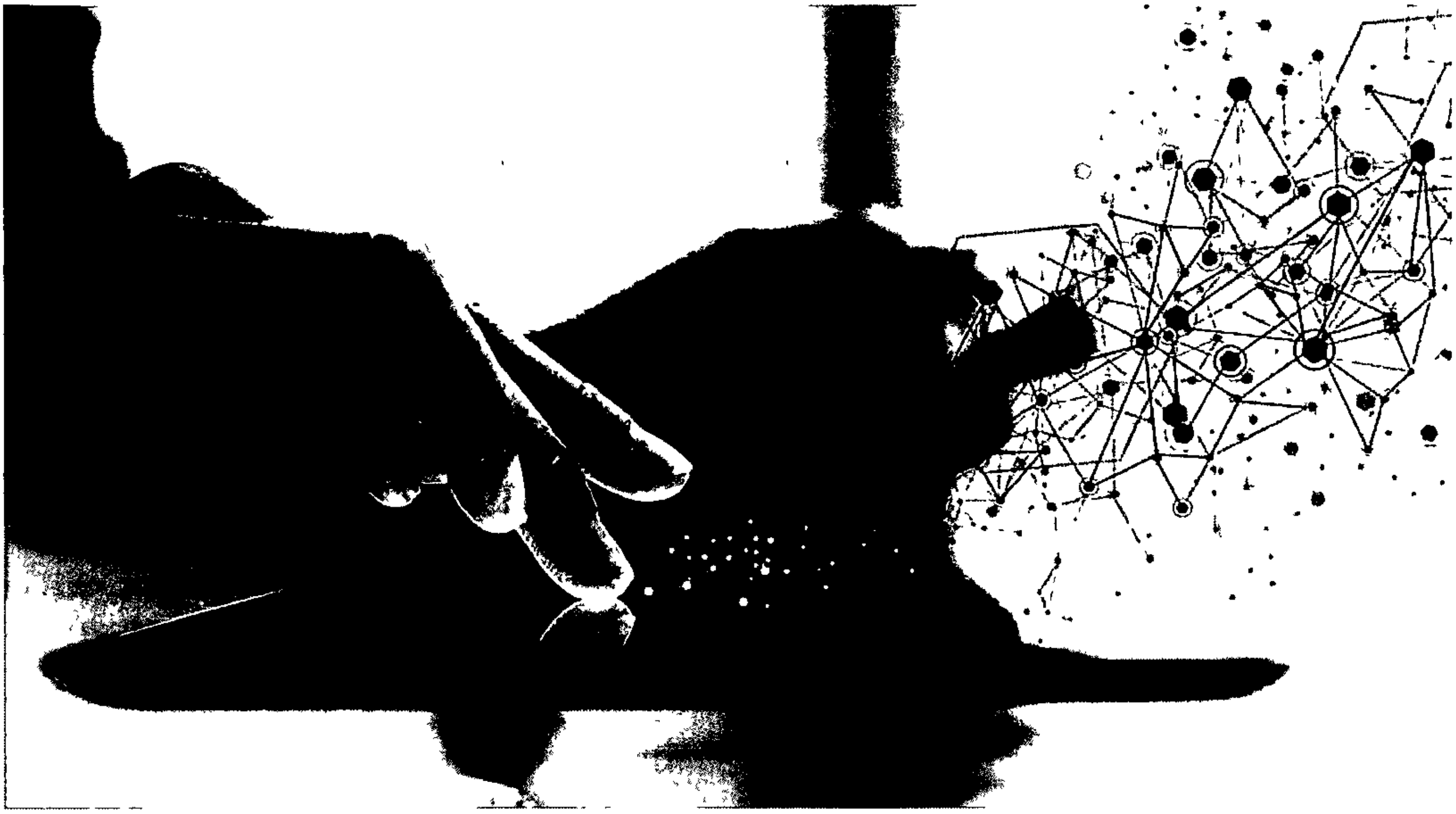

Strategy and objectives

During 2013, the Bank made significant progress in implementing its new strategy The pursuit of this strategy means a total cultural transformation within the Bank as it moves towards the introduction of retail banking whilst continuing to pursue its existing wholesale and investment banking activities, but with a different focus to boost its customer relations capabilities and expand the customer base

Under the new strategy GIB will be transforming itself into a pan-GCC universal bank based on four main pillars corporate banking investment banking asset management and retail banking The new institution will benefit from more diversified and stable funding and additional revenue streams, thus reducing volatility and minimising the effects of external shocks

A key objective of the Bank s new business model and strategy is to provide shareholders with an enhanced return on equity that will be competitive with the Bank s peers

Shareholders

The current shareholding structure of GIB is as follows -

Shareholder	Percentage of shareholding
Public Investment Fund Kingdom of Saudi Arabia	97 226%
Kuwait Investment Authority State of Kuwait	0 730%
Qatar Holding Company State of Qatar	0 730%
Bahrain Mumtalakat Holding Company Kingdom of Bahrain	0 438%
Ministry of Finance Sultanate of Oman	0 438%
Emirates Investment Authority United Arab Emirates	0 438%

The Board and its respective Committees' mandates are subject to an annual review to ensure that they continue to reflect the current processes, best practices and any new regulatory requirements

Corporate governance statement (continued)

Organisation – rules and roles

GIB maintains a corporate governance structure that delineates and segregates the functions, roles and responsibilities of the Board of Directors and management and ensures that the requisite separate attribution of responsibilities between them is maintained -

- There is an effective and appropriately constituted Board of Directors responsible for the stewardship of the Bank and the supervision of its business, it receives from management all information required to properly fulfil its duties and the duties of the committees that assist it, and it delegates to management the authority and responsibility for managing the day-to-day business of the Bank
- There is an effective and appropriately organised management structure responsible for the day-to-day management of the Bank and the implementation of Board-approved strategy, policies and controls
- There is a clear division of roles and responsibilities between the Board of Directors and management, and between the Chairman and the Chief Executive Officer (CEO)
- There are defined and documented mandates and responsibilities (as well as delegated authorities where applicable) for senior management

The Bank s corporate governance structure and organisation chart is set out on page 31 of this Annual Report

Board of Directors

Under GIB s Articles of Association (AoA) the Board is comprised of up to ten members to be appointed or elected every three years The AoA gives the right to each shareholder holding 10 per cent of the share capital to appoint one member on the Board The shareholders exercising this right also have the right to terminate such appointment and replace the relevant directors The appointment of directors is subject to prior approval from the CBB In 2012, the shareholders re-appointed the directors for a new three year term

GIB has a written appointment agreement with each director This agreement describes the directors powers duties, responsibilities and accountabilities, as well as other matters relating to their appointment including their term, the time commitment envisaged, their assignment on the Board committees, their remuneration and expense reimbursement entitlement and their access to independent professional advice when needed

At the year end, the Board comprised seven non-executive directors, including the Chairman and Vice Chairman who together bring a wide range of skills and experience to the Board Their biographies are set out on page 32 of this Annual Report

Independence of directors

The independence or non-independence of the directors is subject to an annual review by the Board of Directors As at 31st December 2013, two directors of the Bank were classified as non-independent in accordance with the CBB regulations, and the other directors were classified as independent (see table on page 25)

Board responsibilities

The Board is responsible for the overall business performance and strategy of the Bank

The Board establishes the objectives of the Bank, the adoption and annual review of strategy the management structure and responsibilities and the systems and controls framework It monitors management performance, and the implementation of strategy by management, keeps watch over conflicts of interest and prevents abusive related party transactions

The Board is also responsible for the preparation and fair representation of the consolidated financial statements in accordance with International Financial Reporting Standards and for such internal controls as the Board determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement whether due to fraud or error

The Board also convenes and prepares the agenda for shareholders meetings, and assures equitable treatment of shareholders including minority shareholders

Finally the Board delegates to management the responsibility for the day-to-day management of the Bank in accordance with policies, guidelines and parameters set by the Board

In preparation for Board and committees meetings the directors receive in a timely manner, regular reports and all other information required for such meetings supplemented by any additional information specifically requested by the directors from time to time The directors also receive monthly financial reports and other regular management reports that enable them to evaluate the Bank s and management s performance against agreed objectives As prescribed in GIB s Articles of Association the Board plans at least four meetings per year, with further meetings to occur at the discretion of the Board

The Board of Directors did not consider any issues that were outside the ordinary course of business during 2013

The details of Board membership and directors attendance during 2013 are set out in the following table

Directors attendance January – December 2013

Board members	Board of Directors meetings	Board Executive Committee meetings	Audit Committee meetings	Nomination & Remuneration Committee meetings	Risk Policy Committee meetings	Corporate Governance Committee meetings	Executive / Non-executive	Independent/ Non-independent
H E Jammaz bin Abdullah Al-Suhaimi Chairman	6(8)	1(2)*					Non-executive	Independent
H E Dr Hamad bin Sulaiman Al-Bazai Vice Chairman	8(8)	2(2)			5(5)*		Non-executive	Non-independent
Professor Abdullah bin Hassan Alabdulgader	8(8)	2(2)	6(6)*			2(2)*	Non-executive	Independent
Mr Sulaiman bin Abdullah Al-Hamdan	7(8)	2(2)		4(4)*			Non-executive	Independent
Mr Abdulla bin Mohammed Al Zamil	8(8)			4(4)	5(5)	2(2)	Non-executive	Independent
Mr Khaled bin Saleh Al-Mudaifer	7(8)		6(6)	4(4)		2(2)	Non-executive	Independent
Mr Omar Hadir Al-Farisi	8(8)		6(6)		5(5)		Non-executive	Non-independent

* Committee Chairman
Figures in brackets indicate the maximum number of meetings during the year

Board committees

The committees of the Board of Directors derive their authorities and powers from the Board Details of committees memberships and attendance are listed in the tables below -

Board committees' memberships

Board committees	Member name	Member position
Executive Committee	H E Jammaz bin Abdullah Al-Suhaimi H E Dr Hamad bin Sulaiman Al-Bazai Professor Abdullah bin Hassan Alabdulgader Mr Sulaiman bin Abdullah Al-Hamdan	Chairman Member Member Member
Audit Committee	Professor Abdullah bin Hassan Alabdulgader Mr Khaled bin Saleh Al-Mudaifer Mr Omar Hadir Al-Farisi	Chairman Member Member
Nomination & Remuneration Committee	Mr Sulaiman bin Abdullah Al-Hamdan Mr Abdulla bin Mohammed Al Zamil Mr Khaled bin Saleh Al-Mudaifer	Chairman Member Member
Risk Policy Committee	H E Dr Hamad bin Sulaiman Al-Bazai Mr Abdulla bin Mohammed Al Zamil Mr Omar Hadir Al-Farisi	Chairman Member Member
Corporate Governance Committee	Professor Abdullah bin Hassan Alabdulgader Mr Abdulla bin Mohammed Al Zamil Mr Khaled bin Saleh Al-Mudaifer	Chairman Member Member

Corporate governance statement (continued)

Board and committees meetings during 2013

Type of meeting	Meeting dates
Board of Directors	1 7th February 2 14th March 3 25th April 4 25th May 5 25th July 6 24th August 7 18th October 8 12th December
Executive Committee	1 17th October 2 4th December
Audit Committee	1 6th February 2 17th April 3 7th May 4 18th July 5 17th October 6 5th December
Nomination & Remuneration Committee	1 10th January 2 7th February 3 17th July 4 5th December
Risk Policy Committee	1 6th February 2 18th April 3 25th July 4 16th October 5 4th December
Corporate Governance Committee	1 17th April 2 5th December

Executive Committee

The mandate of the Executive Committee requires it among other things, to -

- Assist the Board in formulating the executive policy of the Bank and controlling its implementation
- Assist the Board by reviewing evaluating, and making recommendations to the Board with regard to key strategic issues or material changes in key strategic objectives or direction
- Approve credit limits that exceed the authority of the CEO subject to the limits approved by the Board
- Carry out additional responsibilities specifically mandated to it by the Board
- Exercise the powers of the Board on matters for which the Board has not otherwise given specific direction in circumstances in which it is impossible or impractical to convene a meeting of the Board (and subject to applicable law and GIB s Agreement of Establishment and Articles of Association) However, the Board may, acting unanimously, modify or amend any decision of the committee on such matters

In all cases the members of the committee must exercise their business judgement to act in what they reasonably believe to be in the best interests of the Bank and its shareholders

Audit Committee

The role of the Audit Committee is to review the Group s financial position and make recommendations to the Board on financial matter, internal controls, compliance and legal requirements Its responsibilities include -

- Assisting the Board in its oversight of (i) the integrity and reporting of the Bank s quarterly and annual financial statements (ii) compliance with legal and regulatory requirements, (iii) the Bank s systems of internal controls, and (iv) the qualifications independence and performance of the Bank s internal and external auditors
- Overseeing performance of the Bank s internal audit function and independent audits

The mandate of the Audit Committee provides further particulars on financial reporting processes process improvements, and additional ethical and legal compliance overview responsibilities The Group Chief Auditor reports functionally to the Audit Committee and administratively to the CEO

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Risk Policy Committee

The committee assists the Board in fulfilling its oversight responsibilities in respect of setting the overall risk appetite, parameters and limits within which the Bank conducts its activities On an on-going basis the committee -

- Ensures that realistic policies in respect of management of all significant risks are drafted and approved appropriately
- Receives, reviews challenges and recommends for approval by the Board any proposed amendments to the overall risk appetite of the Bank
- Monitors whether management maintains a culture that rewards the recognition, communication and management of risks
- Ensures that roles and responsibilities for risk management are clearly defined with Group and/or division heads directly responsible, and that heads of risk management and the control functions are in supporting or monitoring roles independent of business development
- Ensures that management reports significant excesses and exceptions, as and when they arise, to the committee for information and review
- Ensures that, on a timely basis management informs the committee of all significant risks arising and that it is comfortable with management s responses and actions taken to address such findings
- Reviews the Bank s risk profile and significant risk positions and in so doing -
  - > Receives reports on credit exposure by country credit grade, industry/concentration and credit stress tests
  - > Receives reports on liquidity and market risk positions (VaR)
  - > Receive updates on operational risk management
  - > Receives reports on changes to credit approvals or extension processes, credit risk measurement market risk measurement and risk control measures

Nomination & Remuneration Committee

The principal objective of the committee is to help the Board with ensuring that the Bank s remuneration levels remain competitive for the Bank to continue to attract, retain and motivate competent staff to achieve the strategy and objectives of the Bank The responsibilities of the Committee, as stated in its mandate also include but are not limited to, the following -

Nomination matters

- Assessing the skills and competencies required on the Board the committees of the Board and senior management
- Assessing from time to time the extent to which the required skills are represented on the Board and senior management
- Establishing processes for reviewing the performance of the individual directors and the Board as a whole
- Establishing processes for reviewing the performance of the individual senior executives and senior management as a whole
- Overseeing directors corporate governance educational activities
- Establishing processes for the identification of suitable candidates for senior management and identifying and recommending individuals qualified to become members of senior management
- Establishing a succession plan for senior management

Remuneration matters

Reviewing and making recommendations to the Board in respect of (among other things) -

- The executive remuneration and incentive policy
- The remuneration of the CEO
- The executive incentive plan
- The remuneration of directors

Corporate Governance Committee

The role of the committee is to assist the Board in shaping and monitoring the corporate governance policies Its responsibilities include -

- Overseeing the development of corporate governance policies
- Monitoring the Bank s compliance with regulatory requirements relating to corporate governance
- Review mandates and performance evaluations of the Board and its committees, and recommend to the Board any improvements deemed necessary or desirable to the mandates
- Review classification of individual directors and declaration of directors and members of senior management regarding their outside activities and interest to determine whether any conflict of interest exists and take appropriate steps in that regard
- Overseeing the Bank s public reporting on corporate governance matters

Evaluation of the Board of Directors

The mandates of the Corporate Governance and the Nomination & Remuneration committees as well as the Board Charter, reflect the requirement that the Board must conduct an evaluation of its performance and the performance of each committee and of each individual director at least annually The Board reviewed independent performance reports from each of its committees as well as a report on its own performance by evaluating the major activities undertaken during the year in comparison with the respective mandates The evaluation of individual directors included measurable rating scales, self-evaluations and the Chairman s input A report on the evaluations conducted each year is also provided to shareholders at each Annual General Meeting

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Corporate governance statement (continued)

Induction and the continuing education of directors

During 2012, new and re-appointed directors received, together with their written appointment agreements an induction manual containing GIB s Agreement of Establishment and Articles of Association the Board Charter and mandates of the Board committees the GIB Code of conduct (Code on conduct, ethics and Avoiding conflicts of interest) the GIB Policy on insider trading, chinese walls & personal account dealing and the CBB Principles of Business

In 2013 the Board was provided with a presentation on the U S Foreign Account Tax Compliance Act (FATCA) Furthermore the Board committees regularly receive updates on key developments in the regulatory and other areas that fall under their responsibilities (such as the update on the International Accounting Standard (IAS19) and the Basel Committee paper on the internal audit function in banks)

The Board also stresses the importance of providing training and development opportunities for the directors In 2009 the Board passed a resolution to encourage directors to seek any training they deem necessary (with the Bank bearing the expenses of such training), and the directors are frequently briefed on the availability of training opportunities

Management

The senior management team is responsible for the day-to-day management of the Bank entrusted to it by the Board It is headed by the CEO, who is assisted by the Chief Financial Officer, the Chief Risk Officer, the Head of Wholesale Banking the Head of Retail Banking, the Chief Investment and Treasury Officer the Chief Information Officer and the Chief Human Resources Officer The biographies of members of the senior management team are set out on page 34 of this Annual Report

Eight committees assist the CEO in the management of the Bank which are -

- Management Committee
- Strategy Steering Committee
- Group Risk Committee
- Assets and Liabilities Committee (ALCO)
- Human Resources Committee
- Information Technology Steering Committee
- Information Security Management Committee
- Operational Risk Committee

These committees derive their authorities from the CEO based on the authorities and limits delegated by the Board of Directors

In fulfilling its principal responsibility for the day-to-day management of the Bank, the senior management team is required to implement Board-approved policies and effective controls, within the strategy and objectives set by the Board

Letters of appointment are issued to members of the senior management team setting out their specific responsibilities and accountabilities that include assisting with and contributing to the following -

- Formulation of the Bank s strategic objectives and direction
- Formulation of the Bank s annual budget and business plan
- Ensuring that high-level policies are in place for all areas and that such policies are fully applied
- The setting and management of risk / return targets in line with the Bank s overall risk appetite
- Determining the Bank s overall risk-based performance measurement standards
- Reviewing business units performance and initiating appropriate action
- Ensuring that the Bank operates to the highest ethical standards and complies with both the letter and spirit of the law, applicable regulations and codes of conduct
- Ensuring that the Bank is an exemplar of good business practice and customer service

Their attention is also drawn to the fact that these obligations are in addition to their specific functional responsibilities and objectives and those set out in the Bank s Corporate Policy Manual

Compensation

The Bank remunerates its directors and officers fairly and responsibly As per the Nomination & Remuneration Committee mandate as well as the Board Charter, the remuneration of directors and officers must be sufficient to attract, retain and motivate persons of the quality needed to run the Bank successfully, and the Bank must avoid paying more than is necessary for that purpose Upon the recommendation of the Board, the shareholders have approved a remuneration policy which includes a policy on performance-based incentive plans

Staff compensation

GIB has established a comprehensive staff compensation policy based on total compensation that is in line with industry best practice This was done in consultation with external independent remuneration consultants

The scheme consists of the following for all staff except the CEO -

- A fixed component representing basic pay allowances and benefits, which are reviewed and compared annually with market levels based on an independent market survey and adjusted as appropriate
- A variable component representing a performance related award linked to the performance of the Bank, the contribution of the relevant unit and the individual s personal performance The scheme is based on defined financial as well as non-financial measures
- Based on established criteria, the performance bonus of senior management is recommended by the CEO for review and endorsement by the Nomination & Remuneration Committee, subject to Board approval

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CEO compensation

- The CEO is appointed by the Board of Directors for a term of three years Renewal is considered prior to the expiration of each term
- The fixed compensation components are agreed at the time of renewal with assistance and input from independent external compensation evaluation experts
- The performance bonus of the CEO is recommended by the Nomination & Remuneration Committee, and approved by the Board

Board of Directors compensation

To assist with establishing the appropriate structure and level of compensation, independent external consultants advise on market practice and provide suggestions on Board compensation The compensation is linked to actual attendance of meetings The structure and level of the compensation for the members of the Board of Directors are approved by the AGM and consist of the following -

- Attendance fees payable to members attending different Board-related committees meetings
- Allowance to cover travelling accommodation and subsistence, while attending Board and related committees meetings
- A pre-defined fixed amount representing an annual remuneration fee

In 2013, the aggregate remuneration paid to Board members and senior management was US$8 9 million of which US$2 4 million was paid to the Board members

Corporate communications

The Bank has in place a Corporate communications policy which ensures that the disclosures made by GIB are fair, transparent, comprehensive and timely and reflect the character of the Bank and the nature complexity and risks inherent in its business activities Main communications channels include the Annual Report, corporate brochures staff newsletters and announcements in the appropriate media

This transparency is also reflected in the Bank s website (www gib com) that provides substantial information on the Bank, including its profile and milestones, vision, mission, values, strategy and objectives its financial statements, and its press releases

Code of conduct

The Bank s website also contains the Board-approved Code of conduct that contains rules on conduct, ethics and on avoiding conflicts of interest, applicable to all the employees and directors of the Bank The Code of conduct is designed to guide all employees and directors through best practices to fulfil their responsibilities and obligations towards the Bank s stakeholders (shareholders, clients, staff, regulators, suppliers, the public, the host countries in which the Bank conducts business etc) in compliance with all applicable laws and regulations

The Code addresses such issues as upholding the law and following best practices acting responsibly, honestly fairly and ethically avoiding conflicts of interest, protecting Bank property and data, protecting client confidential information and safeguarding the information of others complying with inside information rules and with the prohibition on insider trading preventing money laundering and terrorism financing rejecting bribery and corruption avoiding compromising gifts, as well as speaking up and whistle blowing

All employees and directors of the Bank are reminded every year of their obligations under the Code of conduct by means of an email from the Bank that includes a copy of the Code of conduct (in English and Arabic) and everyone is required to sign an Acknowledgment and Declaration confirming that they have received and read the Code of conduct, understand its requirements, have followed and will continue to follow these requirements and agree that if they have any concern about any possible misconduct or breach of the Code of conduct they will raise the concern with the appropriate persons within the Bank as per the Code

In addition all employees of the Bank must sign an annual Declaration on outside employment and other activities to ensure that no conflicts of interest exist These declarations are addressed to the Bank s Human Resources department Similarly all directors and members of the management Committee must complete and sign a similar annual Declaration addressed to the Corporate Governance Committee of the Board

Disclosures

The Bank s website also provides access to GIB s Annual Reports and all the information contained in these reports is therefore accessible globally That information includes management discussion on the business activities of the Bank, as well as discussion and analysis of the financial statements and risk management The financial information reflects the latest international accounting standards requirements including the revised employee benefits standard issued under International Accounting Standard No 19 as well as increased level of disclosure resulting from the adoption of International Financial Reporting Standard No 13 - Fair Value Measurement

The Board-approved Disclosure policy is in accordance with the requirements of Basel 2 Pillar 3 in compliance with CBB rules The objective of this policy is to ensure transparency in the disclosure of the financial and risk profiles of the Bank to all interested parties

Policy on connected counterparties

The Board-approved policy on connected counterparties governs GIB s dealings with such parties The policy defines which parties are considered to be connected with GIB within the criteria set by the CBB and imposes not only the limitations placed by the CBB but also additional criteria imposed by GIB The policy sets out the internal responsibilities for reporting GIB s connected counterparties exposures to the CBB and the disclosures to be made in GIB s financial statements and Annual Reports in line with applicable disclosure requirements

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Corporate governance statement (continued)

Policy on related party transactions

GIB has a Board-approved policy for the approval of related party transactions The Bank s dealings with its shareholders are conducted on an arms-length basis in respect of its exposure to and deposits received from them If loans are extended to related parties, these are approved on the basis of authorities delegated by the Board of Directors to the CEO If the loans exceed these authorities, then further approval from the Executive Committee or the Board is requested The Bank will not deal with any of its directors in a lending capacity It should be noted that Article 16 of the Articles of Association prevents directors of the Bank from having any interest, directly or indirectly, in any contract with the Bank

All loans to senior management members (including the CEO and his direct reports) as well as staff of GIB, are governed by the policies applicable to staff These policies are reviewed by the Nomination & Remuneration Committee of the Board at least annually No deposits are accepted from senior management All dealings with companies associated with a GIB director or member of the senior management are referred to the Board of Directors for approval

Material transactions that require Board approval

The Bank has delegated credit authority to the CEO based on a risk-rating matrix When considering transactions any exposure to an entity that exceeds the CEO s limit will require the approval of the Board Executive Committee or the Board of Directors

Compliance

The Compliance framework adopted by the Board reflects the principles for promoting sound compliance practices at GIB It also demonstrates the Bank s adherence to applicable legal and regulatory requirements and to high professional standards The role of the Compliance function is to assist senior management to ensure that the activities of GIB and its staff are conducted in conformity with applicable laws and regulations, and generally with sound practices pertinent to those activities The Head of Compliance (Bahrain) who reports directly to the CEO, also has access to the Board of Directors through the Audit Committee, if required

In ensuring that the tone emanates from the top the CEO issues a yearly message to all of GIB employees reminding everyone of the importance of complying with all laws and regulations applicable to GIB s operations, good compliance behaviour is also rewarded by making it a mandatory measurement item in staff evaluations

Anti-money laundering

The Bank s current anti-money laundering and combating the financing of terrorism (AML / CFT) procedures and guidelines in place at GIB conform to the legal and regulatory requirements of the Kingdom of Bahrain These legal and regulatory requirements largely reflect the FATF recommendations on Money Laundering and special recommendations on terrorism financing The GIB AML / CFT procedures and guidelines apply to all of the Bank s offices branches and subsidiaries wherever located In addition the GIB entities located outside Bahrain are subject to the laws and requirements of the jurisdictions where they operate and if local standards differ, the higher standards apply

Systems are in place to ensure that business relationships are commenced with clients whose identity and activities can reasonably be established to be legitimate, to collect and record all relevant client information to monitor and report suspicious transactions to provide periodic AML / CFT training to employees and to review with external auditors the effectiveness of the AML / CFT procedures and controls The GIB AML / CFT procedures prohibit dealing with shell banks A proactive structure of officers is in place to ensure group-wide compliance with AML / CFT procedures, and the timely update of the same to reflect the changes in regulatory requirements This structure consists of the Head of Compliance (Bahrain) and the Group Money Laundering Reporting Officer, MLROs and Deputy MLROs

Corporate governance framework – audit review

The Internal Audit review of the Bank s Corporate Governance framework is conducted annually as a separate project since the introduction of the corporate governance rules in 2010 Accordingly the latest audit review was undertaken in June 2013 The purpose of the audit was to provide a level of assurance over the processes of corporate governance within the Bank The scope of the audit included reviewing the existing policies procedures and current practices followed by GIB in light of the CBB rules contained in the HC Module of the CBB Rulebook

The overall conclusion of the audit review was that the Corporate Governance framework of GIB appears to be operating effectively and is providing a sound framework to control the risks inherent in GIB s current business activities

Status of compliance with the CBB rules (Module HC)

GIB is in compliance with the CBB rules on Corporate Governance outlined in Module HC of the CBB Rulebook, and instances of non-compliance in 2013 are explained as follows -

Under Article 2 of GIB s agreement of establishment approved by Decree Law No (30) for the year 1975 (as amended from time to time) (the Agreement of Establishment), GIB is subject to the Agreement of Establishment and its AoA (together the GIB Constitutional Documents) and in the event of any conflict between the GIB Constitutional Documents and the internal law of the Kingdom of Bahrain, the terms of the Constitutional Documents shall prevail As a result, certain Corporate Governance requirements under HC-1 and HC-4 that are in conflict with the AoA such as the nomination of directors, the attendance requirements for directors and the prohibition against proxies at Board meetings, have not been adopted

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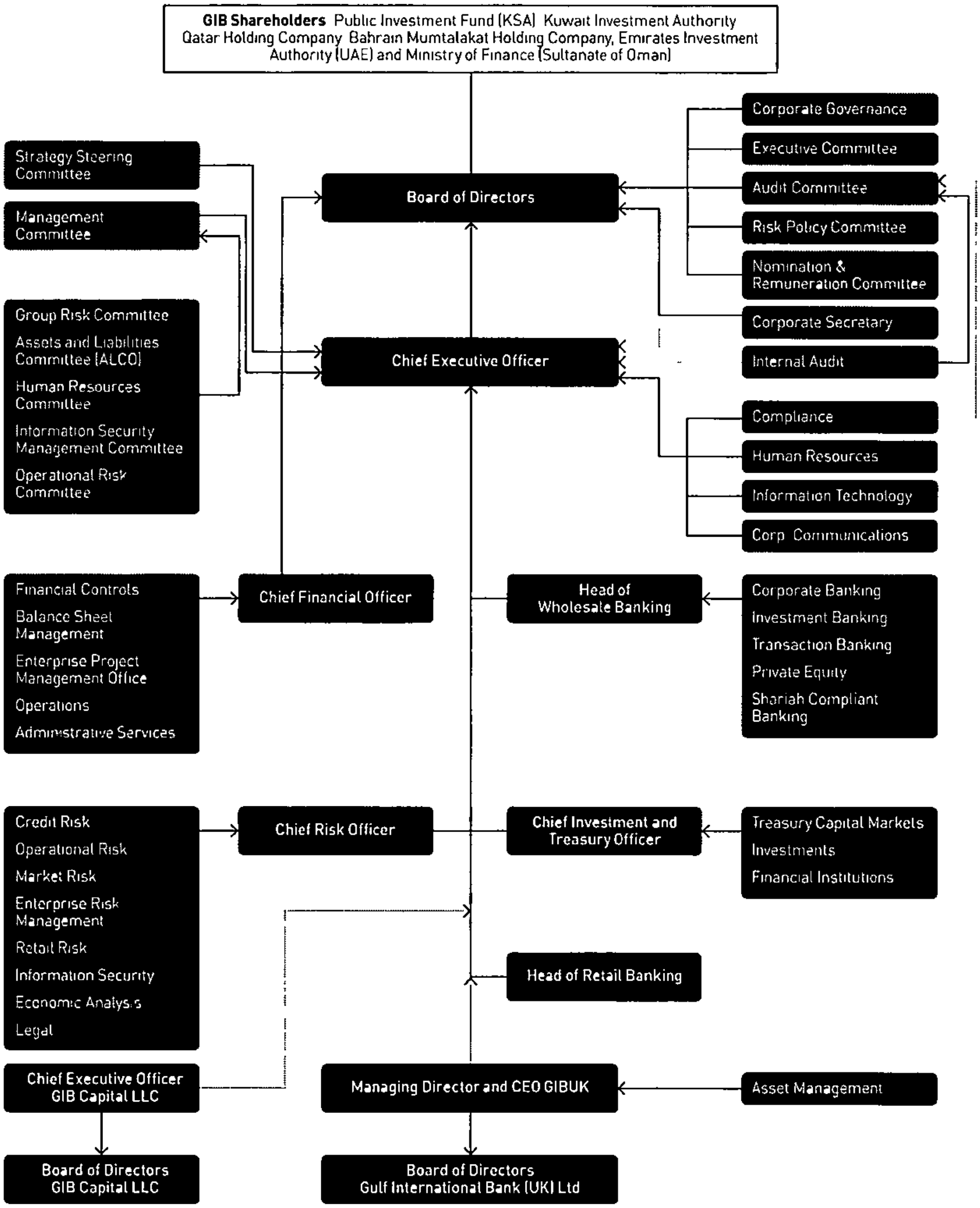
Organisation and corporate governance chart



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Biographies of the Board of Directors

H E Jammaz bin Abdullah Al-Suhaimi (1)
Chairman

H E Al-Suhaimi joined GIB as Chairman of the Board of Directors in 2008 and was re-elected in 2009 and in 2012 for three years Prior to that, he served between 2004 and 2006 as Chairman and Chief Executive of the Saudi Arabia Capital Market Authority the regulatory body for the capital market in the Kingdom of Saudi Arabia During the period 1989 to 2004, he was Deputy Governor of the Saudi Arabian Monetary Agency He initially joined SAMA as Director-General for Banking Control He also served as Deputy Director General of the Saudi Industrial Development Fund from 1982 to 1984 In November 2009, he was appointed Vice Chairman and member of the Board of Directors of the Saudi Arabian Investment Company (Sanabil Investments) He has also held board memberships in many leading public and private organisations including the Saudi Arabian General Investment Authority the General Petroleum and Minerals Organisation the National Company for Cooperative Insurance and the London-based Saudi International Bank (which merged with GIB in 1999) H E Al-Suhaimi holds a Bachelor s degree in Electrical Engineering from the University of Washington in Seattle USA

H E Dr Hamad bin Sulaiman Al-Bazai (1) (3)
Vice Chairman

H E Dr Al-Bazai was appointed to GIB s Board of Directors in 1999 He is currently the Vice Minister of Finance for the Kingdom of Saudi Arabia Prior to that he served as Deputy Minister of Finance for Economic Affairs Dr Al-Bazai is a Board member of the Southern Region Cement Company and Tatweer Education Holding Company He holds a BA in Administrative Sciences from King Saud University in Saudi Arabia and an MS and a PhD in Economics from Colorado State University, USA

Professor Abdullah bin Hassan Alabdulgader (1) (2) (5)

Professor Alabdulgader joined GIB s Board of Directors in 2009 He was Professor of Management Information Systems at King Fahd University of Petroleum and Minerals from 1981 to 2012 From 2004 to 2009 he served as Commissioner at the Saudi Arabia Capital Market Authority (CMA) During his tenure he led corporate governance code development As a founding executive director of the GCC Board Directors Institute, he continues promoting corporate governance in the region He currently serves on a number of boards of directors and audit committees of public companies, including the Saudi Company for Development and Technology Investment, Riyad Bank Ma aden and Allianz Saudi Fransi Cooperative Insurance Company He contributes to the accounting / auditing profession through the Saudi Arabia Organization of Certified Public Accountants He holds a BSc degree in Business Administration, an MBA from King Fahd University of Petroleum and Minerals, and a PhD in Business Administration from the University of Colorado, USA

Mr Sulaiman bin Abdullah Al-Hamdan (1) (4)

Mr Al-Hamdan joined GIB s Board of Directors in 2009 Mr Al-Hamdan is the Group Chief Executive Officer of National Air Services Group (NAS Holding) in Saudi Arabia since November 2008 Prior to that he held various positions at the Saudi British Bank, including that of Deputy Managing Director and General Manager Personal Banking He worked at the Saudi Fund for Development between 1979 and 1985 Mr Al-Hamdan is a Board member of NAS Holding and a member of the Board of Trustees at Al-Yamamah University Mr Al-Hamdan had previously served as Board member and Chairman of Saudi Hollandi Capital and Board member of Middle East Specialized Cables Company (MESC) and Ahlia Cooperative Insurance Company Mr Al-Hamdan holds a Bachelor of Arts in Administrative Science from King Saud University (1979) and an MBA from the University of New Haven, USA (1985)

Mr Abdulla bin Mohammed Al Zamil (3) (4) (5)

Mr Al Zamil joined GIB s Board of Directors in 2009 He is the Chief Executive Officer and Board member of Zamil Industrial Investment Company "Joint Stock Company" He was the company s Chief Operating Officer from 2004 to 2009 Prior to that he was Senior Vice President at Zamil Air Conditioners He started his career at Zamil Air Conditioners in 1987 as an industrial engineer Mr Al Zamil is a board member of many companies including Gulf Insulation Group (GIG) and Ranco-Zamil Concrete Industries He is also Chairman of the Board of GIB Capital Chairman of the Board of Saudi Global Ports (joint venture between the KSA Public Investment Fund and Singapore Ports Authority) in addition to his Board membership of the Eastern Province Chamber of Commerce He holds a BA in Industrial Engineering from the University of Washington in USA (1987) and an MBA in Financial and Business Administration from King Fahd University of Petroleum and Minerals (1992)

Mr Khaled bin Saleh Al-Mudaifer (2) (4) (5)

Mr Al-Mudaifer joined GIB s Board of Directors in 2009 He is the President and CEO of Ma aden He joined Ma aden in March 2006 as Vice President for Industrial Affairs In 2007, he became Vice President for Phosphate and New Business Development Prior to that he was the Managing Director of Qassim Cement Company (1993-2006) Between 1987 and 1993 he held various positions in Eastern Petrochemical Company (Sharq - a SABIC affiliate) last of which as Vice President-Finance Currently he is Board and Executive Committee Member of Ma aden Khaled in the past was a Board member of Qassim Cement Company and Saudi Arabian Railway Company Mr Al-Mudaifer holds a BSc in Engineering (1984) and MBA (1987) from King Fahd University of Petroleum and Minerals

CONTENTS

Mr Omar Hadir Al-Farisi (2) (3)

Mr Al-Farisi joined GIB s Board of Directors in November 2012 He is Managing Member of Diyala Advisors LLC in New York (since 2003) and an advisor to the Public Investment Fund of Saudi Arabia Previously, Mr Al-Farisi was an investment banker at Credit Suisse First Boston in New York (2000–2003) where he focused on energy sector financings mergers and acquisitions and related transactions Prior to his career in banking, Mr Al-Farisi was an attorney at the law firm of White & Case in New York (1994–2000) where he was a member of its Corporate and Financial Services Department Mr Al-Farisi earned his BA in Economics from the University of Notre Dame and a JD from Columbia University School of Law

(1) Executive Committee member
(2) Audit Committee member
(3) Risk Policy Committee member
(4) Nomination & Remuneration Committee member
(5) Corporate Governance Committee member

Biographies of senior management

Dr Yahya A Alyahya
Chief Executive Officer – Gulf International Bank
Chairman – Gulf International Bank (UK) Limited

Mr Alyahya served on the Board of The World Bank Group as Executive Director representing Saudi Arabia from 1999 to 2006 During that period he served in many capacities, most notably as Dean of Executive Directors and Chairman of the Board Steering Committee (2003-2006) Chairman of the Personnel Committee and member of the Budget Committee (2002-2003) Vice Chairman of the Audit Committee and member of the Governance Committee (2000-2002) Prior to that Mr Alyahya served as Advisor to the Governor Saudi Arabian Monetary Agency (1999), General Manager of E A Juffali & Bros in Riyadh (1994-1999), Founder and Director General, The Institute of Banking SAMA in Riyadh (1989-1994) Professor of Industrial and Systems Engineering at King Saud University Riyadh (1986-1989) and the University of Michigan USA (1983-1986) Lecturer on Matching Problems and Algorithms at the Indian Statistical Institute Bangalore India (1982) and a Project Analyst at the Saudi Industrial Development Fund, Riyadh (1975) Mr Alyahya has also served on the boards and board committees of many organisations most notably the Group of Twenty (G-20) High Level Panel on Infrastructure Investment (HLPII) (2011), Sanabil Strategy Steering Group (2010), Oger Telecom (2006-2011), Saudi Re (first reinsurer in SA) (2007-2008), Gulf Investment Corporation (GIC) (2006-2008), National Commercial Bank (NCB) (2008), Gulf International Bank (GIB) (1999-2001) Saudi Engineering Society (1979-1999) Audit Committee of AlBank AlSaudi AlFransi (1997-1999) and Saudi Agricultural Bank (1992-1995) Mr Alyahya holds a PhD in Industrial and Systems Engineering from the University of Michigan, Ann Arbor (1983) and is a Graduate of the UPM (1975) Currently Mr Alyahya is Chief Executive Officer of Gulf International Bank (GIB) since January 2009 He also chairs the Board of Shuaibah Water and Electricity Company (first IWPP in SA) and Shuaibah Expansion Project Company (SA) He is also a Board Director (2013) and a member of the Emerging Markets Advisory Council of the Institute of International Finance (IIF) and member of World Bank s International Centre for Settlement of Investment Disputes (ICSID) Panels of Conciliators and of Arbitrators (2013)

Stephen Williams
Managing Director – Chief Financial Officer

Chartered Accountant member of the Institute of Chartered Accountants in England and Wales (ICAEW) BSc Economics University College Cardiff United Kingdom Mr Williams joined GIB in 1987 He was appointed Group Financial Controller in 2000 and Chief Financial Officer in 2008 He is directly responsible for Group-wide statutory, regulatory and management reporting, financial and balance sheet planning, capital management and GIB s Operations, Administrative Services, and Enterprise Project Management Office (EPMO) Mr Williams is responsible for GIB s Basel 3 implementation project and is a member of the Institute of International Finance s (IIF) Working Group on Capital Adequacy and Working Group on Liquidity Mr Williams is the Vice Chairman of GIBs Management Committee a member of the Enjaz 2015 Steering Committee Group Risk Committee and Operational Risk Committee, and is the Chairman of the Bank Assets and Liabilities Committee Prior to joining GIB Mr Williams worked for KPMG in London and the Middle East

Mr Jose Maria Marigomen
Managing Director – Wholesale Banking

After a successful tenure as Chief Risk Officer, Mr Marigomen assumed his current position in July 2012 with overall responsibilities over the entire Wholesale Banking business covering corporate banking, investment banking and private equity He concurrently serves in the Boards of Directors of GIB Capital LLC and Gulf International Bank (UK) Limited and is a member of GIBs Management Committee and Enjaz 2015 Steering Committee Mr Marigomen is an experienced banker with over 30 years of diverse international exposure including senior postings in the Middle East Asia and Latin America During most of his professional career, he was a Citibank / Citigroup expatriate staff (1984-2004) with assignments in Saudi Arabia (Samba Financial Group), Turkey South Korea and Mexico, both in the relationship and risk management areas He also worked as Chief Risk Officer for two large Indonesian banks (2005-2008) and was actively involved in the banks transformation process Immediately prior to joining GIB in February 2011 he was the Chief Risk Officer at Alinma Bank, a Shariah-compliant bank in Saudi Arabia, where he was a key member of the senior management team which successfully launched the bank in 2008 let the establishment of the Alinma Tokio Marine Company and was a member of the Board of Directors of Alinma Investment Company

CONTENTS

Mr Sakhr Almulhem
Executive Vice President – Acting Head of Retail Banking

Mr Almulhem joined GIB in 2011 as Senior Vice President-Head of Proposition in Retail Banking and in 2013 he was appointed Acting Head of Retail Banking Mr Almulhem is a management professional with more than 18 years of experience spent in increasingly accountable positions in countries across North and Central America, the UK and the Middle East He has a demonstrated track record in managing retail business, combining leadership with sound business practices to position business for long-term growth and profitability His banking career started in SABB where he held different roles including Relationship Management Branch Management, Head of Quality Management and Senior Manager of Consumer Finance Working for the National Commercial Bank, he held the position of VP Regional Manager and VP Head of Sales Development, before taking on the role of SVP Division Head of Retail Customer Management Mr Almulhem is a member of GIB s Management Committee and the Enjaz 2015 Steering Committee Mr Almulhem holds a BA in Business Administration in Marketing and a Master of Business Administration

Mr Abdullah Al-Zahrani
Executive Vice President – Chief Investment and Treasury Officer

Mr Al-Zahrani joined GIB as Executive Vice President – Chief Investment and Treasury Officer in August 2011 His responsibilities cover Treasury, Investments Department and Financial Institutions Group Prior to joining GIB Mr Al-Zahrani was with Riyad Bank (2005–2011) where he was Senior Vice President and Assistant Treasurer His banking career kicked off in 1993, when he joined Saudi Arabian Monetary Agency s Investment Department Furthermore his previous professional experience includes Senior Trader at National Commercial Bank Jeddah (1998–2002) and then subsequently, he joined Arab National Bank as Assistant General Manager and Head of Portfolio Management (2002–2005) where he was responsible for setting strategy allocating assets and managing the different proprietary portfolios for the bank Mr Al-Zahrani is a member of GIB s Management Committee Assets and Liabilities Committee Provisioning Committee and the Enjaz 2015 Steering Committee

Mr Masood Zafar
Managing Director – Chief Risk Officer

Chartered Accountant Fellow of the Institute of Chartered Accountants in England and Wales Mr Zafar joined GIB in 1982 in Internal Audit He was appointed Chief Internal Auditor in 1987 In 2004 he was appointed Chief Credit Officer reporting to the Chief Operating Officer and Head of Risk In 2012 he was appointed Chief Risk Officer Mr Zafar is a member of GIB s Management Committee, Group Risk Committee Assets and Liabilities Committee and Operational Risk Committee Prior to joining GIB Mr Zafar worked for Ernst & Young in London and for KPMG in Bahrain

Financial statements

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Independent auditors' report to the shareholders

Report on the consolidated financial statements
We have audited the accompanying consolidated financial statements of Gulf International Bank B S C (the Bank) and its subsidiaries (together the Group), which comprise the consolidated statement of financial position as at 31 December 2013, the consolidated statements of income comprehensive income, changes in equity and cash flows for the year then ended, and notes comprising a summary of significant accounting policies and other explanatory information

Responsibility of the Board of Directors for the consolidated financial statements
The Board of Directors of the Bank is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and for such internal control as the Board of Directors determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error

Auditors' responsibility
Our responsibility is to express an opinion on these consolidated financial statements based on our audit We conducted our audit in accordance with International Standards on Auditing Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the consolidated financial statements whether due to fraud or error In making those risk assessments we consider internal control relevant to the entity s preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity s internal control An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements

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

Opinion
In our opinion the consolidated financial statements present fairly, in all material respects the consolidated financial position of the Group as at 31 December 2013, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards

Report on other regulatory requirements
As required by the Bahrain Commercial Companies Law and the Central Bank of Bahrain (CBB) Rule Book (Volume 1), we report that the Bank has maintained proper accounting records and the consolidated financial statements are in agreement therewith, the financial information contained in the chairman s statement is consistent with the consolidated financial statements, we are not aware of any violations of the Bahrain Commercial Companies Law, the Central Bank of Bahrain and Financial Institutions Law the CBB Rule Book (Volume 1 and applicable provisions of Volume 6) CBB directives or the terms of the Bank s memorandum and articles of association having occurred during the year that might have had a material adverse effect on the business of the Bank or on its financial position, and satisfactory explanations and information have been provided to us by the management in response to all our requests

KPMG

KPMG
Public Accountants
Manama, Kingdom of Bahrain
15th February 2014

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Consolidated statement of financial position

	Note	31 12 13 US$ millions	31 12 12 US$ millions
ASSETS			
Cash and other liquid assets	5	**1,659 4**	1 107 4
Securities purchased under agreements to resell	6	**1,742 7**	1 010 8
Placements	7	**5,264 6**	4 479 7
Trading securities	8	**50 9**	100 5
Investment securities	9	**3,725 8**	3 560 1
Loans and advances	10	**8,317 2**	7 110 3
Other assets	11	**396 3**	336 0
Total assets		**21,156 9**	17 704 8
LIABILITIES			
Deposits from banks	13	**1,446 3**	2,222 4
Deposits from customers	13	**13,451 3**	9 471 9
Securities sold under agreements to repurchase	14	**785 2**	597 7
Other liabilities	15	**399 4**	372 1
Senior term financing	16	**2,332 9**	2 432 7
Subordinated term financing	17	**477 8**	477 8
Total liabilities		**18,892 9**	15 574 6
EQUITY			
Share capital	18	**2,500 0**	2 500 0
Reserves	19	**374 3**	328 2
Retained earnings		**(610 3)**	(698 0)
Total equity		**2,264 0**	2,130 2
Total liabilities & equity		**21,156 9**	17,704 8

The consolidated financial statements were approved by the Board of Directors on 15th February 2014 and signed on its behalf by -

Jammaz bin Abdullah Al-Suhaimi
Chairman

Abdullah bin Hassan Alabdulgader
Chairman of the Board Audit Committee

Yahya bin Abdullah Alyahya
Chief Executive Officer

The notes on pages 43 to 91 form part of these consolidated financial statements

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Consolidated statement of income

	Note	**Year ended 31 12 13 US$ millions**	Year ended 31 12 12 US$ millions
Interest income	*21*	**305.3**	289 0
Interest expense	*21*	**142 2**	139 6
Net interest income		**163 1**	149 4
Fee and commission income	*22*	**62 0**	56 7
Foreign exchange income	*23*	**17.4**	21 3
Trading income	*24*	**9 3**	14 3
Other income	*25*	**26 5**	13 3
Total income		**278.3**	255 0
Staff expenses		**101 3**	91 0
Premises expenses		**13 9**	10 8
Other operating expenses		**36 4**	34 3
Total operating expenses		**151 6**	136 1
Net income before provisions and tax		**126.7**	118 9
Provision release for investment securities	*9*	**-**	11 3
Provision charge for loans and advances	*10*	**(4.2)**	(9 0)
Net income before tax		**122 5**	121 2
Taxation charge on overseas activities		**(1 0)**	(3 3)
Net income		**121 5**	117 9
Earnings per share	*38*	***US$0 05***	*US$0 05*

Jammaz bin Abdullah Al-Suhaimi
Chairman

Abdullah bin Hassan Alabdulgader
Chairman of the Board Audit Committee

Yahya bin Abdullah Alyahya
Chief Executive Officer

The notes on pages 43 to 91 form part of these consolidated financial statements

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Consolidated statement of comprehensive income

	Year ended 31 12 13 US$ millions	Year ended 31 12 12 US$ millions
Net income	**121 5**	117 9
Other comprehensive income -		
Items that may subsequently be reclassified to consolidated statement of income -		
Cash flow hedges -		
- net changes in fair value	-	0 4
- net amount transferred to consolidated statement of income	**(1 4)**	(2 5)
	(1 4)	(2 1)
Items that will not be reclassified to consolidated statement of income -		
Investment securities -		
- net changes in fair value of equity investments classified as fair value through other comprehensive income (FVTOCI)	**27 7**	(11 9)
- realised gains / (losses) on equity investments classified as fair value through other comprehensive income	**3 4**	(0 1)
Remeasurement of defined benefit pension fund	**5 1**	-
	36 2	(12 0)
Total other comprehensive income	**34 8**	(14 1)
Total comprehensive income	**156 3**	103 8

The notes on pages 43 to 91 form part of these consolidated financial statements

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Consolidated statement of changes in equity

	Note	**Share capital** US$ millions	**Reserves** US$ millions	**Retained earnings** US$ millions	**Total** US$ millions
At 1st January 2013		**2,500 0**	**328 2**	**(698 0)**	**2,130 2**
Transition adjustment on adoption of IAS 19R	2	-	-	(22 5)	(22 5)
At 1st January 2013 - restated		**2,500 0**	**328 2**	**(720 5)**	**2,107 7**
Net income for the year		-	-	121 5	121 5
Other comprehensive income for the year		-	26 3	8 5	34 8
Total comprehensive income for the year		-	26 3	130 0	156 3
Transfer from retained earnings		-	19 8	(19 8)	-
At 31st December 2013		**2,500 0**	**374 3**	**(610 3)**	**2,264 0**
At 1st January 2012		2 500 0	324 4	(798 0)	2 026 4
Net income for the year		-	-	117 9	117 9
Other comprehensive income for the year		-	(14 0)	(0 1)	(14 1)
Total comprehensive income for the year		-	(14 0)	117 8	103 8
Transfer from retained earnings		-	17 8	(17 8)	-
At 31st December 2012		2,500 0	328 2	(698 0)	2,130 2

The notes on pages 43 to 91 form part of these consolidated financial statements

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Consolidated statement of cash flows

	Note	Year ended 31 12 13 US$ millions	Year ended 31 12 12 US$ millions
OPERATING ACTIVITIES			
Net income		**121 5**	117 9
Adjustments to reconcile net income to net cash inflow from operating activities -			
Provisions for investment securities		**-**	(11 3)
Provisions for loans and advances		**4 2**	9 0
Realised profits on debt investment securities		**(1 1)**	(0 4)
Amortisation of investment securities		**19 1**	21 1
Amortisation of senior term financing		**0 2**	-
Net increase in statutory deposits with central banks		**(66 9)**	(32 2)
Net increase in securities purchased under agreements to resell		**(731 9)**	(730 8)
Net (increase) / decrease in placements		**(784 9)**	914 3
Net decrease / (increase) in trading securities		**49 6**	(16 8)
Net increase in loans and advances		**(1,211 1)**	(367 5)
Decrease / (increase) in accrued interest receivable		**6 2**	(10 6)
Increase in accrued interest payable		**1 7**	1 9
Net (increase) / decrease in other net assets		**(25 7)**	2 3
Net (decrease) / increase in deposits from banks		**(776 1)**	673 1
Net increase in deposits from customers		**3,979 4**	951 6
Net cash inflow from operating activities		**584 2**	1 521 6
INVESTING ACTIVITIES			
Purchase of investment securities		**(804 3)**	(1 341 8)
Sale and maturity of investment securities		**617 7**	979 9
Net cash outflow from investing activities		**(186 6)**	(361 9)
FINANCING ACTIVITIES			
Net increase in securities sold under agreements to repurchase		**187 5**	314 4
Net decrease in senior term financing		**(100 0)**	(1 257 6)
Net cash inflow / (outflow) from financing activities		**87 5**	(943 2)
Increase in cash and cash equivalents		**485 1**	216 5
Cash and cash equivalents at 1st January		**1,030 7**	814 2
Cash and cash equivalents at 31st December	5	**1,515 8**	1 030 7

The notes on pages 43 to 91 form part of these consolidated financial statements

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Risk management and capital adequacy report (continued)
31st December 2013

10 Glossary of abbreviations

ALCO	Assets and Liabilities Committee
AMA	Advanced Measurement Approach
Basel Committee	Basel Committee for Banking Supervision
CBB	Central Bank of Bahrain
CCF	Credit Conversion Factor
CDO	Collateralised Debt Obligation
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CRO	Chief Risk Officer
EAD	Exposure at Default
FCA	Financial Conduct Authority (of the United Kingdom)
FIRB Approach	Foundation Internal Ratings Based Approach
FVTOCI	Fair Value through Other Comprehensive Income
GCC	Gulf Cooperation Council
GIB	Gulf International Bank B S C
GIBUK	Gulf International Bank (U K) Limited
The Group	Gulf International Bank B S C and subsidiaries
ICAAP	Internal Capital Adequacy Assessment Process
IFRS	International Financial Reporting Standards
LGD	Loss Given Default
MENA	Middle East and North Africa
ORMF	Operational Risk Management Framework
OTC	Over-The-Counter
PD	Probability of Default
PRA	Prudential Regulation Authority (of the United Kingdom)
PSE	Public Sector Entity
RAROC	Risk-adjusted Return on Capital
RWA	Risk-weighted Amount
VaR	Value-at-Risk

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Corporate directory

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Notes to the consolidated financial statements

For the year ended 31st December 2013

1 Incorporation and registration

The parent company of the Group Gulf International Bank B S C (the Bank), is a Bahraini Shareholding Company incorporated in the Kingdom of Bahrain by Amiri Decree Law No 30 dated 24th November 1975 and is registered as a conventional wholesale bank with the Central Bank of Bahrain The registered office of the Bank is located at Al-Dowali Building 3 Palace Avenue Manama Kingdom of Bahrain

The Bank and its subsidiaries (the Group), is principally engaged in the provision of wholesale commercial asset management and investment banking services The Group operates through subsidiaries, branch offices and representative offices located in six countries worldwide The total number of staff employed by the Group at the end of the financial year was 741

2 Accounting policies

The principal accounting policies adopted in the preparation of the consolidated financial statements are set out below -

2 1 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and in conformity with the Bahrain Commercial Companies Law and the Central Bank of Bahrain and Financial Institutions Law The consolidated financial statements have been prepared under the historical cost convention as modified by the revaluation of trading securities equity investment securities and derivative financial instruments as explained in more detail in the following accounting policies Recognised assets and liabilities that are hedged by derivative financial instruments are also stated at fair value in respect of the risk that is being hedged The accounting policies have been consistently applied by the Bank and its subsidiaries and are consistent with those of the previous year except for the adoption of applicable new accounting standards with effect from 1st January 2013 as referred to below

IAS 19R - Employee Benefits (revised)

The Group adopted the revisions to IAS 19 on 1st January 2013 The most significant amendment relates to the accounting for changes in defined benefit pension plan obligations and assets IAS 19 (revised) or IAS 19R requires the recognition of changes in defined benefit pension plan obligations and in the fair value of plan assets when they occur, and hence eliminates the corridor approach permitted previously and accelerates the recognition of past service costs All actuarial gains and losses are recognised immediately through other comprehensive income in order for the net pension plan asset or liability to reflect the full value of the plan surplus or deficit

The new accounting policy has been applied to the opening balances of the current year The transition impact of adopting IAS 19R on the opening balances at 1st January 2013 was to reduce the pension plan deferred asset by US$19 2 million and to recognise an expected future obligation to the pension plan of US$3 3 million resulting in an overall reduction in retained earnings of US$22 5 million

The revisions to IAS 19 have an immaterial impact on the comparative numbers presented in the Group s consolidated financial statements and have therefore not been applied retrospectively to prior periods

IFRS 10 - Consolidated Financial Statements

IFRS 10 introduces a single control model to determine whether an investee should be consolidated IFRS 10 has been applied retrospectively and has had no impact on the Group s consolidated financial statements

IFRS 12 - Disclosure of Interests in Other Entities

IFRS 12 brings together into a single standard all the disclosure requirements relating to an entity s interests in subsidiaries and other entities IFRS 12 has been applied prospectively and has resulted in some enhanced disclosures in the Group s consolidated financial statements

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

2. Accounting policies (continued)

2.1 Basis of preparation (continued)

IFRS 13 - Fair Value Measurement

IFRS 13 provides a single source of guidance on how fair value is measured. The adoption of IFRS 13 has resulted in the Group providing fair value disclosures for its financial instruments measured at fair value in the Group's consolidated financial statements. The required disclosures have been included in note 37.

2.2 Consolidation principles

The consolidated financial statements include the accounts of Gulf International Bank B.S.C. and its subsidiaries. Subsidiary undertakings are companies and other entities, including special purpose entities, which the Bank controls. The Bank controls an entity when it 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. The subsidiary's accounts are derecognised from the consolidated financial statements from the point when the control ceases. All intercompany balances and transactions, including unrealised gains and losses on transactions between Group companies, have been eliminated.

2.3 Foreign currencies

Items included in the consolidated financial statements of the Bank and its subsidiaries are measured based on the currency of the primary environment in which the entity operates (the functional currency). The consolidated financial statements are presented in US Dollars, representing the Group's functional and presentation currency. Transactions in foreign currencies are converted to US Dollars at the rate of exchange prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into US Dollars at market rates of exchange prevailing at the balance sheet date.

2.4 Financial assets and liabilities

Financial assets and liabilities comprise all assets and liabilities reflected in the statement of financial position, although excluding investments in subsidiaries, associated companies and joint ventures, employee benefit plans, property and equipment, deferred taxation and taxation payable.

a) Initial recognition and measurement

The Group recognises financial assets and liabilities in the consolidated statement of financial position when, and only when, the Group becomes party to the contractual provisions of the instrument.

Financial instruments are classified at inception into one of the following categories, which then determine the subsequent measurement methodology:-

Financial assets are classified into one of the following three categories:-

- financial assets at amortised cost
- financial assets at fair value through other comprehensive income (FVTOCI)
- financial assets at fair value through the profit or loss (FVTPL)

Financial liabilities are classified into one of the following two categories:-

- financial liabilities at amortised cost
- financial liabilities at fair value through the profit or loss (FVTPL)

Financial assets are initially recognised at fair value, including transaction costs that are directly attributable to the acquisition of the financial asset.

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

2 Accounting policies (continued)

2 4 Financial assets and liabilities (continued)

a) Initial recognition and measurement (continued)

Financial liabilities are initially recognised at fair value, representing the proceeds received net of premiums, discounts and transaction costs that are directly attributable to the financial liability

All regular way purchases and sales of financial assets and liabilities classified as FVTPL are recognised on the trade date, i e the date on which the Group commits to purchase or sell the financial asset or liability All regular way purchases and sales of other financial assets and liabilities are recognised on the settlement date, i e the date on which the asset or liability is received from or delivered to the counterparty Regular way purchases or sales are purchases or sales of financial assets that require delivery within the time frame generally established by regulation or convention in the market place

b) Subsequent measurement

Subsequent to initial measurement financial assets and liabilities are measured at either amortised cost or fair value The classification and the basis for measurement are subject to the Group s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets as detailed below -

Financial assets at amortised cost

Financial assets are measured at amortised cost using the effective interest rate method if -

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows, and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

If either of these two criteria is not met the financial assets are classified and measured at fair value, either through the profit or loss (FVTPL) or through other comprehensive income (FVTOCI)

Additionally even if a financial asset meets the amortised cost criteria the entity may choose to designate the financial asset at FVTPL Such an election is irrevocable and applicable only if the FVTPL classification significantly reduces a measurement or recognition inconsistency

Financial assets at fair value through other comprehensive income (FVTOCI)

At initial recognition the Group can make an irrevocable election to classify an equity investment that is not held for trading as FVTOCI

For this purpose, a financial asset is deemed to be held for trading if the equity investment meets any of the following conditions -

- it has been acquired principally for the purpose of selling in the near term
- on initial recognition, it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profitability, or
- it is a derivative and not designated and effective as a hedging instrument or a financial guarantee

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Notes to the consolidated financial statements (continued)
For the year ended 31st December 2013

2 Accounting policies (continued)

2 4 Financial assets and liabilities (continued)

b) Subsequent measurement (continued)
The irrevocable election is on an instrument-by-instrument basis If an equity investment is designated as FVTOCI all gains and losses except for dividend income are recognised in other comprehensive income and are not subsequently included in the consolidated statement of income

Financial assets at fair value through the profit or loss (FVTPL)
Financial assets not otherwise classified above are classified and measured as FVTPL

Financial liabilities at amortised cost
All financial liabilities, other than those classified as financial liabilities at FVTPL are classified as financial liabilities at amortised cost and are measured at amortised cost using the effective interest rate method as described in note 2 7(a)

Financial liabilities at fair value through the profit or loss
Financial liabilities not otherwise classified above are classified as financial liabilities at FVTPL This classification includes derivatives that are liabilities measured at fair value

c) Derecognition of financial assets and liabilities
Financial assets are derecognised and removed from the consolidated statement of financial position when the right to receive cash flows from the assets has expired, the Group has transferred its contractual right to receive the cash flows from the assets and substantially all the risks and rewards of ownership or where control is not retained Financial liabilities are derecognised and removed from the consolidated statement of financial position when the obligation is discharged, cancelled, or expires

2.5 Impairment of financial assets
Only financial assets that are measured at amortised cost are tested for impairment A provision for impairment is established where there is objective evidence that the Group will not collect all amounts due including both principal and interest in accordance with the contractual terms of the credit facility Objective evidence that a financial asset is impaired may include a breach of contract, such as default or delinquency in interest or principal payments the granting of a concession that for economic or legal reasons relating to the borrower s financial difficulties would not otherwise be considered, indications that it is probable that the borrower will enter bankruptcy or other financial reorganisation, the disappearance of an active market or other observable data relating to a group of assets such as adverse changes in the payment status of borrowers or issuers in the group, or economic conditions that correlate with defaults in the group

Provisions for impairment are determined based on the difference between the net carrying amount and the recoverable amount of the financial asset The recoverable amount is measured as the present value of expected future cash flows including amounts recoverable from guarantees and collateral discounted based on the interest rate at the inception of the credit facility or, for debt instruments, at the current market rate of interest for a similar financial asset

Provisions for impairment are also measured and recognised on a collective basis in respect of impairments that exist at the balance sheet date but which will only be individually identified in the future Future cash flows for financial assets that are collectively assessed for impairment are estimated based on contractual cash flows and historical loss experiences for assets with similar credit risk characteristics Historical loss experience is adjusted based on current observable data, to reflect the effects of current conditions that did not affect the period on which the historical loss experience is based

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

2 Accounting policies (continued)

2 5 Impairment of financial assets (continued)

Provisions for impairment are recognised in the consolidated statement of income and are reflected in an allowance account against loans and advances and investment securities

Financial assets are written off after all restructuring and collection activities have taken place and the possibility of further recovery is considered to be remote Subsequent recoveries are included in other income

Provisions for impairment are released and transferred to the consolidated statement of income where a subsequent increase in the recoverable amount is related objectively to an event occurring after the provision for impairment was established

Financial assets which have been renegotiated are no longer considered to be past due and are replaced on performing status when all principal and interest payments are up to date and future payments are reasonably assured Financial assets subject to individual impairment assessment and whose terms have been renegotiated are subject to on-going review to determine whether they remain impaired or should be considered past due

2 6 Offsetting financial assets and liabilities

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

2 7 Revenue recognition

a) Interest income and interest expense

Interest income and interest expense for all interest-bearing financial assets and liabilities except those classified as FVTPL are recognised using the effective interest rate method The effective interest rate method is a method of calculating the amortised cost of a financial asset or liability and of allocating the interest income or interest expense over the expected life of the asset or liability The effective interest rate is the rate that exactly discounts estimated future cash flows through the expected life of the financial asset or liability or, where appropriate, a shorter period, to the net carrying amount of the financial asset or liability The application of the effective interest rate method has the effect of recognising interest income and interest expense evenly in proportion to the amount outstanding over the period to maturity or repayment In calculating the effective interest rate cash flows are estimated taking into consideration all contractual terms of the financial asset or liability but excluding future credit losses Fees, including loan origination fees and early redemption fees are included in the calculation of the effective interest rate to the extent that they are considered to be an integral part of the effective interest rate

Interest income is suspended when either interest or principal on a credit facility is overdue by more than 90 days whereupon all unpaid and accrued interest is reversed from income Interest on non-accrual facilities is included in income only when received Credit facilities are restored to accrual status only after all delinquent interest and principal payments have been brought current and future payments are reasonably assured

b) Fees and commissions

Fees and commissions that are integral to the effective interest rate of a financial asset or liability are included in the calculation of the effective interest rate

Other fees and commissions are recognised as the related services are performed or received and are included in fee and commission income

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

2 Accounting policies (continued)

2 7 Revenue recognition (continued)

c) Trading and foreign exchange income

Trading and foreign exchange income arise from earnings generated from customer business and market making and from changes in fair value resulting from movements in interest and exchange rates, equity prices and other market variables Changes in fair value and gains and losses arising on the purchase and sale of trading instruments are included in trading income together with the related interest income interest expense and dividend income

d) Dividend income

Dividend income is recognised as follows -

- dividends from equity instruments classified as FVTPL are recognised when the right to receive the dividend is established and are included in trading income
- dividends from equity instruments classified as FVTOCI are recognised when the right to receive the dividend is established and are included in other income

2 8 Securities financing arrangements

Securities purchased under agreements to resell (reverse repurchase agreements) and securities sold under agreements to repurchase (repurchase agreements) are treated as collateralised lending and borrowing transactions and are recorded in the consolidated statement of financial position at the amounts the securities were initially acquired or sold Interest earned on reverse repurchase agreements and interest incurred on repurchase agreements are included in interest income and interest expense respectively

2 9 Premises and equipment

Land is stated at cost Other premises and equipment are stated at cost less accumulated depreciation The residual values and useful lives of premises and equipment are reviewed at each balance sheet date and adjusted where appropriate Depreciation is calculated using the straight-line method over various periods Where the carrying amount of premises or equipment is greater than the estimated recoverable amount, the carrying amount is reduced to the recoverable amount

Generally, costs associated with the maintenance of existing computer software are recognised as an expense when incurred However, expenditure that enhances and extends the benefits of computer software programs beyond their original specifications and lives is recognised as a capital improvement and capitalised as part of the original cost of the software

2 10 Other provisions

Other provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation

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Notes to the consolidated financial statements (continued)
For the year ended 31st December 2013

2 Accounting policies (continued)

2.11 Derivative financial instruments and hedge accounting

Derivative financial instruments are contracts, the value of which is derived from one or more underlying financial instruments or indices, and include futures, forwards swaps and options in the interest rate foreign exchange equity and credit markets

Derivative financial instruments are recognised in the consolidated statement of financial position at fair value Fair values are derived from prevailing market prices discounted cash flow models or option pricing models as appropriate In the consolidated statement of financial position, derivative financial instruments with positive fair values (unrealised gains) are included in other assets and derivative financial instruments with negative fair values (unrealised losses) are included in other liabilities

The changes in the fair values of derivative financial instruments entered into for trading purposes or to hedge other trading positions are included in trading income

The recognition of changes in the fair values of derivative financial instruments entered into for hedging purposes is determined by the nature of the hedging relationship For the purposes of hedge accounting, derivative financial instruments are designated as a hedge of either (i) the fair value of a recognised asset or liability (fair value hedge), or (ii) the future cash flows attributable to a recognised asset or liability or a firm commitment (cash flow hedge)

The Group s criteria for a derivative financial instrument to be accounted for as a hedge include -

- the hedging instrument, the related hedged item the nature of the risk being hedged and the risk management objective and strategy must be formally documented at the inception of the hedge
- it must be clearly demonstrated that the hedge is expected to be highly effective in offsetting the changes in fair values or cash flows attributable to the hedged risk in the hedged item
- the effectiveness of the hedge must be capable of being reliably measured, and
- the hedge must be assessed on an on-going basis and determined to have actually been highly effective throughout the financial reporting period

Changes in the fair values of derivative financial instruments that are designated and qualify, as fair value hedges and that prove to be highly effective in relation to the hedged risk are included in trading income together with the corresponding change in the fair value of the hedged asset or liability that is attributable to the risk that is being hedged Unrealised gains and losses arising on hedged assets or liabilities which are attributable to the hedged risk are adjusted against the carrying amounts of the hedged assets or liabilities in the consolidated statement of financial position If the hedge no longer meets the criteria for hedge accounting, any adjustment to the carrying amount of a hedged interest-bearing financial instrument is amortised to income over the remaining period to maturity

Changes in the fair values of derivative financial instruments that are designated and qualify, as cash flow hedges and that prove to be highly effective in relation to the hedged risk are recognised in other comprehensive income Unrealised gains or losses recognised in other comprehensive income are transferred to the consolidated statement of income at the same time that the income or expense of the corresponding hedged item is recognised in the consolidated statement of income and are included in the same income or expense category as the hedged item Unrealised gains or losses on any ineffective portion of cash flow hedging transactions are included in trading income

The interest component of derivatives that are designated and qualify as fair value or cash flow hedges is included in interest income or interest expense relating to the hedged item over the life of the derivative instrument

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

2 Accounting policies (continued)

2 11 Derivative financial instruments and hedge accounting (continued)

Hedge accounting is discontinued when the derivative hedging instrument either expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting Gains and losses arising on the termination of derivatives designated as cash flow hedges are recognised in interest income or interest expense over the original tenor of the terminated hedge transaction

Some hybrid instruments contain both a derivative and non-derivative component In such cases the derivative is categorised as an embedded derivative If the host contract is accounted for under IFRS 9 then the hybrid financial instrument is holistically assessed as to whether it should be measured at amortised cost or as fair value If the host contract is not accounted for under IFRS 9 and the economic characteristics and risks of the embedded derivative are not closely related to those of the host contract and the overall contract itself is not carried at fair value the embedded derivative is bifurcated and measured at fair value If it is not practically possible to bifurcate the embedded derivative, the entire hybrid instrument is categorised as a financial asset at FVTPL and measured at fair value Changes in fair value are included in trading income

2 12 Financial guarantees

Financial guarantees are contracts that require the Group to make specified payments to reimburse the holder for a loss it incurs because a specific debtor fails to make payment when due in accordance with the terms of a debt instrument Financial guarantees are issued to financial institutions and other counterparties on behalf of customers to secure loans overdrafts and other banking facilities and to other parties in relation to the performance of customers under obligations related to contracts, advance payments made by other parties, tenders and retentions

Financial guarantees are initially recognised at fair value on the date the guarantee is issued The guarantee liability is subsequently measured at the higher of the initial measurement, less amortisation to recognise the fee income earned over the period or the present value of any expected financial obligation arising as a result of an anticipated non-recoverable payment under a guarantee Any increase in a liability relating to guarantees is recognised in the consolidated statement of income In the consolidated statement of financial position, financial guarantees are included in other liabilities

2 13 Post retirement benefits

The majority of the Group s employees are eligible for post retirement benefits under either defined benefit or defined contribution pension plans which are provided through separate trustee-administered funds or insurance plans The Group also pays contributions to Government defined contribution pension plans in accordance with the legal requirements in each location

The Group s contributions to defined contribution pension plans are expensed in the year to which they relate

The calculation of obligations in respect of the defined benefit pension plan is performed by a qualified actuary using the projected unit credit method The Group s net obligation is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of the plan assets When the calculation results in a potential asset for the Group the recognised asset is limited to a ceiling so that it does not exceed the economic benefits available in the form of refunds from the plan or reductions in future contributions

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

2 Accounting policies (continued)

2 13 Post retirement benefits (continued)

Remeasurements of the net defined benefit liability or asset which comprises actuarial gains and losses the return of plan assets (excluding interest) and the effect of the asset ceiling, are recognised immediately in the consolidated statement of other comprehensive income The Group determines the net interest expense or income on the net defined benefit liability or asset for the year by applying the discount rate used to measure the defined benefit obligation at the beginning of the year to the opening net defined benefit liability or asset Net interest expense and other expenses related to the defined benefit plan are recognised in the consolidated statement of income

When the benefits of a plan are changed or when a plan is curtailed the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the consolidated statement of income The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs

2.14 Taxation

a) Current tax

Current taxation is the expected tax payable on the taxable income for the year using tax rates enacted at the balance sheet date and includes any adjustments to tax payable in respect of previous years

b) Deferred tax

Deferred tax is provided, using the liability method for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes A deferred tax asset is recognised only to the extent that it is probable that future taxable income will be available against which the unutilised tax losses and credits can be utilised Currently enacted tax rates are used to determine deferred taxes

2.15 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents comprise cash and other liquid assets excluding statutory deposits with central banks

2.16 Segment reporting

An operating segment is a distinguishable component of the Group that is engaged in business activities from which revenues are earned and expenses are incurred including revenues and expenses that relate to transactions with any of the Group s other operating segments All segments have discrete financial information which is regularly reviewed by the Group s Management Committee, being the Group s chief operating decision maker, to make decisions about resources allocated to the segment and to assess its performance The Group s Management Committee assesses the segments based on net interest income which accounts for the majority of the Group s revenues

2 17 Fiduciary activities

The Group administers and manages assets owned by clients which are not reflected in the consolidated financial statements Asset management fees are earned for providing investment management services and for managing mutual fund products Asset administration fees are earned for providing custodial services Fees are recognised as the services are provided and are included in fee and commission income

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

2 Accounting policies (continued)

2 18 Dividends

Dividends on issued shares are recognised as a liability and deducted from equity when they are approved by the Bank s shareholders

2 19 Shariah compliant banking

The Group offers various Shariah compliant products to its customers The Shariah compliant activities are conducted in accordance with Shariah principals and are subject to the supervision and approval of the Group s Shariah Supervisory Board The disclosures set out in the consolidated financial statements in relation to these activities are prepared in accordance with Financial Accounting Standard 18 issued by the Accounting and Auditing Organisation for Islamic Financial Institutions (AAOIFI)

2 20 Comparatives

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year

2 21 Future accounting developments

The International Accounting Standards Board (IASB) have issued a number of new standards amendments to standards, and interpretations that are not yet effective and have not been applied in the preparation of the consolidated financial statements for the year ended 31st December 2013 The relevant new standards amendments to standards and interpretations, are as follows -

- IAS 19 - Employee Benefits (amendments to IAS 19R) applies to contributions from employees or third parties to defined benefit plans The objective of the amendments is to simplify the accounting for contributions in certain circumstances The amendments are effective for annual periods beginning on or after 1st January 2014 The Group is not expecting a significant impact from the adoption of this amendment

- IFRS 9 (2013) – Financial Instruments Hedge Accounting (and amendments to IFRS 9 IFRS 7 and IAS 39) was published in November 2013 The new standard amends some existing paragraphs of IFRS 9 and adds a new chapter on hedge accounting to replace the hedge accounting requirements in IAS 39 The new hedge accounting requirements in IFRS 9 (2013) align hedge accounting more closely with risk management practices resulting in more useful information The requirements also establish a more principle-based approach to hedge accounting The Group is currently evaluating the potential effect of this standard and determining a date of initial application

3 Accounting estimates and assumptions

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of certain financial assets, liabilities, income and expenses

The use of estimates and assumptions is principally limited to the determination of provisions for impairment, the valuation of financial instruments, the valuation of the Group s defined benefit pension plan and in determining control relationships over investees as explained in more detail below -

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

3 Accounting estimates and assumptions (continued)

3 1 Provisions for impairment

Financial assets are evaluated for impairment on the basis set out in note 2 5

In determining provisions for impairment judgement is required in the estimation of the amount and timing of future cash flows

In addition to provisions for impairment against specific assets the Group also maintains provisions that are measured and recognised on a collective basis Key assumptions included in the measurement of the portfolio provisions include data on the probability of default and the eventual recovery amount in the event of a forced sale or write off These assumptions are based on observed historical data and updated as considered appropriate to reflect current conditions The accuracy of the portfolio provisions would therefore be affected by unexpected changes in these assumptions

3.2 Fair value of financial assets and liabilities

Where the fair value of financial assets and liabilities cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of mathematical models The input to these models is derived from observable markets where available but where this is not feasible, a degree of judgement is required in determining assumptions used in the models Changes in assumptions used in the models could affect the reported fair value of financial assets and liabilities

3 3 Retirement benefit obligations

Management in coordination with an independent qualified actuary, are required to make assumptions regarding the defined benefit pension plan The principal actuarial assumptions for the defined benefit pension plan are set out in note 12 and include assumptions on the discount rate, return on pension plan assets mortality, future salary increases and inflation Changes in the assumptions could affect the reported asset, service cost and return on pension plan assets

3 4 Determination of control over investees

The Group acts as fund manager to a number of investment funds The determination of whether the Group controls an investment fund is based on an assessment of the aggregate economic interests of the Group in the fund and includes an assessment of any carried interests expected management fees, and the investors rights to remove the Group as fund manager

Management are required to conclude whether the Group acts as an agent for the investors in the fund, or if the underlying fund is controlled by the Group

The principal investment funds are set out in note 35

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

4. Classification of assets and liabilities

The classification of assets and liabilities by accounting categorisation was as follows -

	Financial assets at amortised cost US$ millions	Financial assets & liabilities at FVTPL US$ millions	Financial assets at FVTOCI US$ millions	Financial liabilities at amortised cost US$ millions	Non-financial assets & liabilities US$ millions	Total US$ millions
At 31st December 2013						
Cash and other liquid assets	1 659 4	-	-	-	-	1 659 4
Securities purchased under agreements to resell	1,742 7	-	-	-	-	1,742 7
Placements	5 264 6	-	-	-	-	5 264 6
Trading securities	-	50 9	-	-	-	50 9
Investment securities	3,417 4	-	308 4	-	-	3,725 8
Loans and advances	8 317 2	-	-	-	-	8 317 2
Other assets	132 9	174 9	-	-	88 5	396 3
Total assets	**20,534 2**	**225 8**	**308 4**	**-**	**88 5**	**21,156 9**
Deposits from banks	-	-	-	1,446 3	-	1 446 3
Deposits from customers	-	-	-	13 451 3	-	13 451 3
Securities sold under agreements to repurchase	-	-	-	785 2	-	785 2
Other liabilities	-	192 4	-	142 9	64 1	399 4
Senior term financing	-	-	-	2 332 9	-	2 332 9
Subordinated term financing	-	-	-	477 8	-	477 8
Equity	-	-	-	-	2,264 0	2,264 0
Total liabilities & equity	**-**	**192 4**	**-**	**18,636 4**	**2,328 1**	**21,156 9**
At 31st December 2012						
Cash and other liquid assets	1 107 4	-	-	-	-	1 107 4
Securities purchased under agreements to resell	1 010 8	-	-	-	-	1 010 8
Placements	4 479 7	-	-	-	-	4 479 7
Trading securities	-	100 5	-	-	-	100 5
Investment securities	3 269 9	-	290 2	-	-	3,560 1
Loans and advances	7 110 3	-	-	-	-	7 110 3
Other assets	143 3	122 9	-	-	69 8	336 0
Total assets	17 121 4	223 4	290 2	-	69 8	17 704 8
Deposits from banks	-	-	-	2 222 4	-	2 222 4
Deposits from customers	-	-	-	9 471 9	-	9 471 9
Securities sold under agreements to repurchase	-	-	-	597 7	-	597 7
Other liabilities	-	181 4	-	121 7	69 0	372 1
Senior term financing	-	-	-	2,432 7	-	2 432 7
Subordinated term financing	-	-	-	477 8	-	477 8
Equity	-	-	-	-	2 130 2	2 130 2
Total liabilities & equity	-	181 4	-	15 324 2	2 199 2	17 704 8

The other assets and other liabilities classified as financial assets and liabilities at FVTPL comprise the fair values of derivatives designated as fair value and cash flow hedges

The fair value analysis of derivative financial instruments is set out in note 31 4

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Notes to the consolidated financial statements (continued)
For the year ended 31st December 2013

5 Cash and other liquid assets

	31 12.13 US$ millions	31 12 12 US$ millions
Cash and balances with banks	**213 8**	502 3
Certificates of deposit	**51 0**	301 9
Government bills	**1,251 0**	226 5
Cash and cash equivalents	**1,515 8**	1,030 7
Statutory deposits with central banks	**143 6**	76 7
Cash and other liquid assets	**1,659 4**	1 107 4

Statutory deposits with central banks are subject to local regulations which provide for restrictions on the deployment of these funds

6 Securities purchased under agreements to resell
The Group enters into collateralised lending transactions (reverse repurchase agreements) in the ordinary course of its operating activities The collateral is in the form of highly rated debt securities The collateralised lending transactions are conducted under standardised terms that are usual and customary for such transactions

7 Placements
Placements at 31st December 2013 included placements with central banks amounting to US$891 4 million (2012 US$318 4 million) The placements with central banks represented the placement of surplus liquid funds

8 Trading securities

	31 12 13 US$ millions	31 12 12 US$ millions
Managed funds	**50 9**	38 8
Debt securities	**-**	61 7
	50 9	100 5

Debt securities comprised investments in debt securities issued by emerging market governments quasi-government entities and government-owned entities

Managed funds comprised funds placed for investment with specialist managers

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

9 Investment securities

9 1 Composition

The credit rating profile of investment securities, based on the lowest rating assigned by the major international rating agencies was as follows -

	31 12 13 US$ millions	31 12 13 %	31 12 12 US$ millions	31 12 12 %
AAA to A- / Aaa to A3	**3,048 9**	**89 2**	2 901 3	88 7
BBB+ to BBB- / Baa1 to Baa3	**368 5**	**10 8**	349 3	10 7
Other debt securities	**-**	**-**	19 3	0 6
Total debt securities	**3,417 4**	**100 0**	3,269 9	100 0
Equity investments	**308 4**		290 2	
	3,725 8		3,560 1	

Investment securities principally comprised investment-grade rated debt securities issued by major international financial institutions and government-related entities

Debt securities are classified as investment securities at amortised cost and equity investments are classified as FVTOCI

9.2 Provisions for impairment

The movements in the provisions for the impairment of investment securities were as follows -

	2013 US$ millions	2012 US$ millions
At 1st January	**7 7**	19 0
Release for the year	**-**	(11 3)
At 31st December	**7 7**	7 7

At 31st December 2013, the provisions for the impairment of investment securities entirely comprised non-specific provisions for debt investment securities determined on a collective basis

10. Loans and advances

10.1 Composition

	31 12 13 US$ millions	31 12 12 US$ millions
Gross loans and advances	**8,908 5**	7,736 0
Provisions for impairment	**(591 3)**	(625 7)
Net loans and advances	**8,317 2**	7,110 3

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

10 Loans and advances (continued)

10 2 Industrial classification

	31 12 13 US$ millions	31 12 12 US$ millions
Energy, oil and petrochemical	**2,334 3**	2 339 3
Trading and services	**1,791 0**	1 348 4
Financial	**1,333 9**	1 424 9
Transportation	**1,048 4**	885 5
Manufacturing	**919 5**	649 5
Construction	**686 1**	466 5
Communication	**299 9**	301 3
Real estate	**275 1**	143 8
Government	**8 5**	5 0
Other	**211 8**	171 8
	8,908 5	7,736 0
Provisions for impairment	**(591.3)**	(625 7)
	8,317 2	7,110 3

The classification of loans and advances by industry reflects the Groups historical strategic focus on project and structured finance in the Gulf Cooperation Council (GCC) states

Gross loans at 31st December 2013 included Shariah-compliant transactions amounting to US$2,407 0 million (2012 US$1,865 0 million)

10 3 Provisions for impairment

The movements in the provisions for the impairment of loans and advances were as follows -

	Specific US$ millions	Non-specific US$ millions	2013 Total US$ millions	Specific US$ millions	Non-specific US$ millions	2012 Total US$ millions
At 1st January	**436 7**	**189 0**	**625 7**	409 2	210 0	619 2
Exchange rate movements	**0 3**	**-**	**0 3**	0 2	-	0 2
Amounts utilised	**(38 9)**	**-**	**(38 9)**	(2 7)	-	(2 7)
Amounts reallocated	**21 0**	**(21 0)**	**-**	21 0	(21 0)	-
Charge for the year	**4 2**	**-**	**4 2**	9 0	-	9 0
At 31st December	**423 3**	**168 0**	**591 3**	436 7	189 0	625 7

The level of non-specific loan provisions reflect the application of stressed probabilities of default in the calculation of provisions for impairment measured on a collective basis Stressed probabilities of default are anticipated to result from the impact of the global recession on the regional economic environment The probabilities of default applied in the calculation of the collective provisions of impairment equate to a speculative-grade mean default rate of 13 9 per cent exceeding the previous historical high corporate default levels witnessed in July 1991

Non-specific provisions at 31st December 2013 represented 2 0 per cent of non-specifically provisioned loans (2012 2 7 per cent)

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

10 Loans and advances (continued)

10 3 Provisions for impairment (continued)

The gross amount of specifically provisioned loans at 31st December 2013 was US$453 4 million (2012 US$718 9 million) Total specific provisions at 31st December 2013 represented 93 4 per cent of loans against which a specific provision had been made (2012 60 7 per cent)

Amounts utilised during the years ended 31st December 2013 and 31st December 2012 represented provisions utilised on the settlement or sale of the related loans No incremental losses arose on the settlement or sale of the loans

Provision releases during the years ended 31st December 2013 and 31st December 2012 arose on the repayment of the related loans

10 4 Past due loans

The gross and carrying amounts of loans for which either principal or interest was over 90 days past due were as follows -

	31.12 13		31 12 12	
	Gross US$ millions	**Carrying Amount** US$ millions	Gross US$ millions	Carrying Amount US$ millions
Corporates	**336 4**	**49 7**	293 7	127 5
Financial institutions	**139 5**	**11 7**	169 2	32 3
	475 9	**61 4**	462 9	159 8

Corporates include loans extended for investment purposes

The overdue status of gross past due loans based on original contractual maturities was as follows -

	31.12 13		31 12 12	
	Past due but not impaired US$ millions	**Past due and impaired** US$ millions	Past due but not impaired US$ millions	Past due and impaired US$ millions
Less than 1 year	**4 2**	**54 4**	17 3	-
Years 2 to 5	**62 7**	**354 6**	100 3	345 3
	66 9	**409 0**	117 6	345 3

At 31st December 2013 interest-in-suspense on past due loans amounted to US$135 0 million (2012 US$98 3 million)

10 5 Restructured loans

There were no restructured loans during the years ended 31st December 2013 and 31st December 2012 Restructured loans are loans on which the Group has agreed concessions that would not ordinarily have been accepted, due to the financial position of a customer

10 6 Collateral

The Group did not take possession of any collateral during the years ended 31st December 2013 and 31st December 2012

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Notes to the consolidated financial statements (continued)
For the year ended 31st December 2013

11 Other assets

	31 12 13 US$ millions	31 12 12 US$ millions
Derivative financial instruments	**174 9**	122 9
Accrued interest fees and commissions	**90 0**	96 2
Prepayments	**54.0**	16 3
Premises and equipment	**28 3**	31 2
Deferred items	**3 5**	3 1
Prepaid pension cost	**2 7**	19 2
Other including accounts receivable	**42 9**	47 1
	396 3	336 0

Derivative financial instruments represent the positive fair values of derivative financial instruments entered into for trading purposes, or designated as fair value or cash flow hedges An analysis of the fair value of derivative financial instruments is set out in note 31 4

An analysis of the prepaid pension cost is set out in note 12

12 Post retirement benefits
The Group contributes to defined benefit and defined contribution pension plans which cover substantially all of its employees

The Bank maintains defined contribution pension plans for the majority of its employees Contributions are based on a percentage of salary The amounts to be paid as retirement benefits are determined by reference to the amounts of the contributions and investment earnings thereon The total cost of contributions to defined contribution pension plans for the year ended 31st December 2013 amounted to US$5 6 million (2012 US$5 7 million)

The Bank s principal subsidiary, Gulf International Bank (UK) Limited (GIBUK) maintains a defined benefit final salary pension plan for a number of its employees The assets of the plan are held independently of the subsidiary s assets in a separate trustee administered fund The fund is subject to the UK regulatory framework for pensions

The fund exposes the Group to the risk of paying unanticipated contributions in times of adverse experience Such events could be members living for longer than expected higher than expected inflation or salary growth, and the risk that increases in the fund s obligations are not met by a corresponding improvement in the value of the fund s assets

As explained in note 2 1 the Group adopted IAS 19R on 1st January 2013 The revised standard requires additional disclosure which has been presented below from the period since adoption The comparatives have not been restated and are presented in accordance with the original IAS 19 The transition impact of adopting IAS 19R was to reduce net assets by US$22 5 million as shown in notes 12 1 and 12 4 below

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

12 Post retirement benefits (continued)

12.1 The amount recognised in the consolidated statement of financial position is analysed as follows -

	31 12 13 **US$ millions**	31 12 12 US$ millions
Fair value of plan assets	**201 0**	176 8
Present value of fund obligations	**198 3**	180 1
Net asset / (liability)	**2 7**	(3 3)
Unrecognised actuarial loss (eliminated on adoption of IAS 19R)	**-**	22 5
Net asset in the consolidated statement of financial position	**2 7**	19 2

The net asset of US$2 7 million is recognisable on the basis that future economic benefit is available to the Group in the form of a reduction in future contributions

12 2 The movements in the fair value of plan assets were as follows:-

	2013 **US$ millions**	2012 US$ millions
At 1st January	**176 8**	157 1
Included in the consolidated statement of income -		
- Interest income on the plan assets	**7 9**	-
Included in the consolidated statement of other comprehensive income -		
- Remeasurements -		
- Return on plan assets excluding interest income	**13 3**	-
Other movements -		
- Exchange rate movements	**5 0**	7 6
- Contributions paid by the Group	**1 4**	1 5
- Benefits paid by the plan	**(3 4)**	(3 2)
- Prior year actuarial gains and expected return on plan asset	**-**	13 8
At 31st December	**201 0**	176 8

The plan assets at 31st December 2013 comprised exposure to equities multi-asset funds, and debt and hedging funds in equal proportion and have a quoted price in an active market The hedging funds are designed to hedge the majority of inflation and interest rate risk

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For the year ended 31st December 2013

12. Post retirement benefits (continued)

12 3 The movements in the present value of fund obligations were as follows -

	2013 **US$ millions**	2012 US$ millions
At 1st January	**180 1**	151 5
Included in the consolidated statement of income -		
- Current service cost	**0 7**	0 9
- Interest cost on the fund obligations	**7 9**	7 8
Included in the consolidated statement of other comprehensive income -		
- Remeasurements due to changed actuarial assumptions -		
- Demographic assumptions	**(7 4)**	-
- Financial assumptions	**7 2**	-
- Experience	**8 4**	-
Other movements -		
- Exchange rate movements	**4 8**	7 7
- Benefits paid by the plan	**(3 4)**	(3 2)
- Prior year actuarial losses	**-**	15 4
At 31st December	**198 3**	180 1

12.4 The movements in the net asset recognised in the consolidated statement of financial position were as follows -

	2013 **US$ millions**	2012 US$ millions
At 1st January	**19 2**	17 9
Transition adjustment on adoption of IAS 19R	**(22 5)**	-
At 1st January - restated	**(3 3)**	17 9
Net expense included in consolidated statement of income	**(0 7)**	(0 4)
Remeasurement included in consolidated statement of comprehensive income	**5 1**	-
Contributions paid by the Group	**1 4**	1 5
Exchange rate movements	**0 2**	0 2
At 31st December	**2 7**	19 2

The Group paid US$1 4 million in contributions to the plan during 2013 and expects to pay US$0 6 million during 2014

12 5 The principal actuarial assumptions used for accounting purposes were as follows -

	2013	2012
Discount rate	**4 4%**	4 6%
Retail price inflation	**3 4%**	3 3%
Consumer price inflation	**2 4%**	2 6%
Pension increase rate	**3 3%**	3 2%
Salary growth rate	**3 0%**	4 3%
Average life expectancy (years)	**89**	89

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For the year ended 31st December 2013

12 Post retirement benefits (continued)

12 6 Sensitivity information

The present value of the fund s obligations which has a weighted average duration of 22 years was calculated based on certain actuarial assumptions Should any one of the key assumptions change by an amount that is probable whilst holding the other assumptions constant the present value of the fund s obligations would increase or decrease as follows -

	2013 US$ millions
Life expectancy increased by 1 year	5 9
Discount rate increased by 0 1%	(4 3)
Consumer price inflation increased by 0 1%	3 8
Retail price inflation increased by 0 1%	3 8
Salary growth rate increased by 0 1%	0 2

13. Deposits

The geographical composition of total deposits was as follows -

	31 12 13 US$ millions	31 12 12 US$ millions
GCC countries	10,224 8	8,124 3
Other Middle East and North Africa countries	610 1	524 1
Other countries	4,062 7	3,045 9
	14,897 6	11,694 3

GCC deposits comprise deposits from GCC country governments and central banks and other institutions headquartered in the GCC states

At 31st December 2013 GCC deposits represented 68 6 per cent of total deposits (2012 69 5 per cent)

The increase in deposits from other countries during the year ended 31st December 2013 reflected a higher level of deposit activity by the Group s London-based subsidiary, Gulf International Bank (UK) Limited

Total deposits at 31st December 2013 included Shariah-compliant transactions amounting to US$2 897 7 million (2012 US$1 791 5 million) Shariah-compliant transactions comprise murabaha contracts The increase in Shariah-compliant deposits during the year ended 31st December 2013 reflected a generally higher funding requirement associated with higher Shariah-compliant loan volumes

14 Securities sold under agreements to repurchase

The Group enters into collateralised borrowing transactions (repurchase agreements) in the ordinary course of its financing activities Collateral is provided in the form of securities held within the investment securities portfolio At 31st December 2013, the fair value of investment securities that had been pledged as collateral under repurchase agreements was US$847 7 million (2012 US$640 8 million) The collateralised borrowing transactions are conducted under standardised terms that are usual and customary for such transactions

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For the year ended 31st December 2013

15 Other liabilities

	31 12 13 US$ millions	31 12 12 US$ millions
Derivative financial instruments	**192 4**	181 4
Deferred items	**64.1**	69 0
Accrued interest	**60 5**	58 8
Other including accounts payable and accrued expenses	**82 4**	62 9
	399 4	372 1

Derivative financial instruments represent the negative fair values of derivative financial instruments entered into for trading purposes or designated as fair value or cash flow hedges An analysis of the fair value of derivative financial instruments is set out in note 31 4

16 Senior term financing

	Maturity	**31 12 13** US$ millions	31 12 12 US$ millions
Murabaha term facility	2014	**300 0**	300 0
Floating rate repurchase agreements	2014	**64 9**	64 9
Floating rate note	2015	**933 2**	933 2
Floating rate repurchase agreements	2015	**35 4**	35 4
Floating rate loan	2016	**500 0**	500 0
Floating rate note	2017	**499 4**	499 2
Murabaha term facility	2013	-	100 0
		2,332 9	2 432 7

The US$500 0 million floating rate loan maturing in 2016 was provided by the Group s majority shareholder the Public Investment Fund The loan was based on market rates and standardised terms that are usual and customary for such transactions

At 31st December 2013, the fair value of investment securities that had been pledged as collateral under term repurchase agreements was US$137 7 million (2012 US$143 5 million)

17 Subordinated term financing

	Maturity	**31 12 13** US$ millions	31 12 12 US$ millions
Floating rate note	2015	**327 8**	327 8
Floating rate loans	2016	**150 0**	150 0
		477 8	477 8

The subordinated term financing facilities represent unsecured obligations of the Group and are subordinated in right of payment to the claims of depositors and other creditors of the Group that are not also subordinated The subordinated financing facilities have been approved for inclusion in tier 2 capital for capital adequacy purposes by the Bank s regulator, the Central Bank of Bahrain

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

18 Share capital

The authorised share capital at 31st December 2013 comprised 3 0 billion shares of US$1 each (2012 3 0 billion shares of US$1 each) The issued share capital at 31st December 2013 comprised 2 5 billion shares of US$1 each (2012 2 5 billion shares of US$1 each) All issued shares are fully paid

19 Reserves

	Share premium US$ millions	Compulsory reserve US$ millions	Voluntary reserve US$ millions	Cash flow hedge reserve US$ millions	Investment securities revaluation reserve US$ millions	Total US$ millions
At 1st January 2013	**7 6**	**196 8**	**134 3**	**1 4**	**(11 9)**	**328 2**
Net fair value gains on cash flow hedges	-	-	-	-	-	-
Net fair value gains on equity investments classified as FVTOCI	-	-	-	-	27 7	27 7
Transfers to consolidated statement of income	-	-	-	(1 4)	-	(1 4)
Net (decrease) / increase	-	-	-	(1 4)	27 7	26 3
Transfers from retained earnings	-	9 9	9 9	-	-	19 8
At 31st December 2013	**7 6**	**206 7**	**144 2**	**-**	**15 8**	**374 3**
At 1st January 2012	7 6	187 9	125 4	3 5	-	324 4
Net fair value gains on cash flow hedges	-	-	-	0 4	-	0 4
Net fair value losses on equity investments classified as FVTOCI	-	-	-	-	(11 9)	(11 9)
Transfers to consolidated statement of income	-	-	-	(2 5)	-	(2 5)
Net decrease	-	-	-	(2 1)	(11 9)	(14 0)
Transfers from retained earnings	-	8 9	8 9	-	-	17 8
At 31st December 2012	7 6	196 8	134 3	1 4	(11 9)	328 2

In accordance with the Bank s articles of association, 10 per cent of the Bank s net profit for the year is required to be transferred to each of the compulsory and voluntary reserves Transfers to the non-distributable compulsory reserve are required until such time as this reserve represents 50 per cent of the issued share capital of the Bank The voluntary reserve may be utilised at the discretion of the Board of Directors

The investment securities revaluation reserve entirely comprised unrealised fair value gains and losses on equity investments arising since the adoption of IFRS 9 on 1st January 2012

20. Dividends

No dividend is proposed in respect of the financial year ended 31st December 2013

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

21. Net interest income

	Year ended 31 12 13 US$ millions	Year ended 31 12 12 US$ millions
Interest income		
Placements and other liquid assets	**31.8**	43 7
Investment securities	**58 6**	57 4
Loans and advances	**214 9**	187 9
Total interest income	**305 3**	289 0
Interest expense		
Deposits from banks and customers	**82 9**	66 9
Securities sold under agreements to repurchase	**3 3**	6 4
Term financing	**56 0**	66 3
Total interest expense	**142 2**	139 6
Net interest income	**163.1**	149 4

Interest income on loans and advances includes loan origination fees that form an integral part of the effective interest rate of the loan

Accrued interest on impaired loans included in interest income for the year ended 31st December 2013 amounted to US$1 4 million (2012 US$1 4 million) There was no accrued but uncollected interest included in interest income on past due loans or past due investment securities for either the year ended 31st December 2013 or 31st December 2012

22 Fee and commission income

	Year ended 31 12 13 US$ millions	Year ended 31 12 12 US$ millions
Fee and commission income		
Commissions on letters of credit and guarantee	**31 2**	28 9
Investment banking and management fees	**27 2**	25 2
Loan commitment fees	**2.5**	2 5
Other fee and commission income	**2 5**	1 6
Total fee and commission income	**63 4**	58 2
Fee and commission expense	**(1 4)**	(1 5)
Net fee and commission income	**62 0**	56 7

Investment banking and management fees comprise fees relating to the provision of investment management and financial services, including asset and fund management, underwriting activities and services relating to structured financing, privatisations, initial public offerings and mergers and acquisitions

Investment banking and management fees for the year ended 31st December 2013 included fee income relating to the Group s fiduciary activities amounting to US$16 0 million (2012 US$14 0 million)

Fee and commission expense principally comprises security custody fees

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

23 Foreign exchange income

Foreign exchange income principally comprises customer-initiated foreign exchange contracts which have been offset in the market with matching contracts There is no remaining market risk associated with these offset customer-related foreign exchange contracts

Foreign exchange includes spot and forward foreign exchange contracts and currency futures and options

24 Trading income

	Year ended 31 12 13 US$ millions	Year ended 31 12 12 US$ millions
Managed funds	**9 5**	3 6
Equity securities	**0 9**	-
Interest rate derivatives	**0 2**	0 8
Debt securities	**(1 3)**	9 9
	9 3	14 3

Trading income comprises gains and losses arising both on the purchase and sale, and from changes in the fair value of trading instruments together with the related interest income, interest expense and dividend income Trading income accordingly incorporates all income and expenses related to the Group s trading activities

Income on managed funds included an amount of US$5 9 million in relation to a recovery of an underlying investment in a fund managed by the Group The amount was written off in a previous year

25 Other income

	Year ended 31 12 13 US$ millions	Year ended 31 12 12 US$ millions
Recoveries on previously written off assets	**15 8**	1 5
Dividends on equity investments classified as FVTOCI	**9 6**	9 2
Net realised profits on investment debt securities	**1 1**	0 4
Recognition of dividend income arising on the adoption of IFRS 9	**-**	2 2
	26 5	13 3

Recoveries on previously written off assets principally comprised a US$15 3 million recovery arising on the liquidation of a structured investment vehicle that was written off in 2007

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

26 Segmental information

Segmental information is presented in respect of the Group s business and geographical segments The primary reporting format business segments, reflects the manner in which financial information is evaluated by the Board of Directors and the Group Management Committee

26 1 Business segments

For financial reporting purposes, the Group is organised into four main operating segments -

- Wholesale banking the provision of wholesale commercial financing and other credit facilities for corporate and institutional customers and the provision of financial advisory services relating to structured financing privatisations, initial public offerings, and mergers and acquisitions
- Treasury the provision of a broad range of treasury and capital market products and services to corporate and financial institution clients money market proprietary investment and trading activities and the management of the Group s balance sheet including funding
- Financial markets the provision of asset and fund management services
- Corporate and support units income arising on the investment of the Group s net free capital funds and expenses incurred by support units

The results reported for the business segments are based on the Group s internal financial reporting systems which report interest revenue and interest expense on a net basis The accounting policies of the segments are the same as those applied in the preparation of these consolidated financial statements and are set out in note 2 Transactions between business segments are conducted on normal commercial terms and conditions Transfer pricing between the business units is based on the market cost of funds

Segment results assets and liabilities comprise items directly attributable to the business segments Liabilities reported for corporate and support units comprise senior and subordinated term finance facilities and related accrued interest the cost of which is recharged to the relevant operating business segments

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Notes to the consolidated financial statements (continued)
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26 Segmental information (continued)

26.1 Business segments (continued)
The business segment analysis is as follows -

	Wholesale banking US$ millions	Treasury US$ millions	Financial markets US$ millions	Corporate and support units US$ millions	Total US$ millions
2013					
Net interest income	**60 6**	**61 8**	**-**	**40 7**	**163 1**
Total income	**111 1**	**96 1**	**24 5**	**46 6**	**278 3**
Segment result	**63 7**	**84 4**	**18 6**	**(44 2)**	**122 5**
Taxation charge on overseas activities					**(1 0)**
Net income after tax					**121 5**
Segment assets	**8,489 9**	**12,395 1**	**12 9**	**259 0**	**21,156 9**
Segment liabilities	**-**	**15,998 3**	**8 1**	**2,886 5**	**18,892 9**
Total equity					**2,264 0**
Total liabilities and equity					**21,156 9**
2012					
Net interest income	42 7	63 1	-	43 6	149 4
Total income	90 4	97 6	17 6	49 4	255 0
Segment result	39 2	86 9	11 2	(16 1)	121 2
Taxation charge on overseas activities					(3 3)
Net income after tax					117 9
Segment assets	7,286 2	10 159 4	14 1	245 1	17 704 8
Segment liabilities	-	12 600 2	9 8	2,964 6	15 574 6
Total equity					2 130 2
Total liabilities and equity					17 704 8

26 2 Geographical segments
Although the Group s three main business segments are managed on a worldwide basis they are considered to operate in two geographical markets the GCC and the rest of the world

The geographical composition of total income and total assets based on the location in which transactions are booked and income is recorded was as follows -

	2013 Total income US$ millions	**2013** Total assets US$ millions	2012 Total income US$ millions	2012 Total assets US$ millions
GCC	**224 5**	**15,651 7**	191 0	13 121 6
Other countries	**53 8**	**5,505 2**	64 0	4 583 2
	278 3	**21,156 9**	255 0	17 704 8

The geographical analyses of deposits and risk assets are set out in notes 13 and 28 respectively

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

27 Risk management

The principal risks associated with the Group s businesses are credit risk, market risk, liquidity risk and operational risk The Group has a comprehensive risk management framework in place for managing these risks which is constantly evolving as the business activities change in response to credit market product and other developments The risk management framework is guided by a number of overriding principles including the formal definition of risk management governance an evaluation of risk appetite expressed in terms of formal risk limits, risk oversight independent of business units disciplined risk assessment and measurement including Value-at-Risk (VaR) methodologies and portfolio stress testing and risk diversification The Board of Directors set the Group s overall risk parameters and risk tolerances and the significant risk management policies A Board Risk Policy Committee reviews and reports to the Board of Directors on the Group s risk profile and risk taking activities A Management Committee, chaired by the Group Chief Executive Officer has the primary responsibility for sanctioning risk taking activities and risk management policies within the overall risk parameters and tolerances defined by the Board of Directors A Group Risk Committee under the chairmanship of the Chief Risk Officer and comprising the Group s most senior risk professionals, provides a forum for the review and approval of risk measurement methodologies, risk control processes and the approval of new products The Group Risk Committee also reviews all risk policies and limits that require the formal approval of the Management Committee The risk management control process is based on a detailed structure of policies procedures and limits and comprehensive risk measurement and management information systems for the control, monitoring and reporting of risks Periodic reviews by internal and external auditors and regulatory authorities subject the risk management processes to additional scrutiny which help to further strengthen the risk management environment

The principal risks associated with the Group s businesses and the related risk management processes are described in detail in the Basel 2 Pillar 3 disclosure report in the Annual Report, and are summarised below together with additional quantitative analyses -

27.1 Credit risk

Credit risk is the risk that counterparties will be unable to meet their obligations to the Group Credit risk arises principally from the Group s lending and investment activities in addition to other transactions involving both on- and off-balance sheet financial instruments Disciplined processes are in place at both the business unit and corporate level that are intended to ensure that risks are accurately assessed and properly approved and monitored Formal credit limits are applied at the individual transaction, counterparty, country and portfolio levels Overall exposures are also evaluated to ensure a broad diversification of credit risk The credit management process involves the monitoring of concentrations by product industry single obligor risk grade and geography and the regular appraisal of counterparty credit quality through the analysis of qualitative and quantitative information

Credit risk is actively managed and rigorously monitored in accordance with well-defined credit policies and procedures Prior to the approval of a credit proposal a detailed credit risk assessment is carried out which includes an analysis of the obligor s financial condition, market position, business environment and quality of management The risk assessment generates an internal credit risk rating for each exposure which affects the credit approval decision and the terms and conditions of the transaction For cross border transactions an analysis of country risk is also conducted The Group bases its credit decision for an individual counterparty on the aggregate Group exposure to that counterparty and all its related entities Groupwide credit limit setting and approval authorisation requirements are conducted within Board approved guidelines and the measurement monitoring and control of credit exposures are done on a Groupwide basis in a consistent manner

The Group also mitigates its credit exposures on foreign exchange and derivative financial instruments through the use of master netting agreements and collateral arrangements

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

27 Risk management (continued)

27.1 Credit risk (continued)

a) Maximum exposure to credit risk

The gross maximum exposure to credit risk before applying collateral, guarantees and other credit enhancements was as follows -

	31 12 13 US$ millions	31 12 12 US$ millions
Balance sheet items -		
Cash and other liquid assets	**1,659 4**	1 107 4
Securities purchased under agreements to resell	**1,742 7**	1 010 8
Placements	**5,264 6**	4 479 7
Trading securities	**50 9**	100 5
Investment securities	**3,725 8**	3,560 1
Loans and advances	**8,317 2**	7,110 3
Accrued interest receivable	**90 0**	96 2
Total on-balance sheet credit exposure	**20,850 6**	17 465 0
Off-balance sheet items -		
Credit-related contingent items	**5,140 1**	4 345 1
Foreign exchange-related items	**290 5**	224 6
Derivative-related items	**48 6**	70 6
Total off-balance sheet credit exposure	**5,479 2**	4 640 3
Total gross credit exposure	**26,329 8**	22 105 3

b) Credit risk profile

The Group monitors manages and controls credit risk exposures based on an internal credit rating system that rates individual obligors based on a rating scale from 1 to 10, subject to positive (+) and negative (-) modifiers for rating grades 2 to 6 The internal credit rating is a measure of the credit-worthiness of a single obligor, based on an assessment of the credit risk relating to senior unsecured, medium-term foreign currency credit exposure The primary objectives of the internal credit rating system are the maintenance of a single uniform standard for credit quality measurement, and to serve as the primary basis for Board-approved risk parameters and delegated credit authority limits The internal credit rating system also serves as a key input into the Group s risk-adjusted return on capital (RAROC) performance measurement system Ratings are assigned to obligors, rather than facilities, and reflect a medium-term time horizon, thereby rating through an economic cycle

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For the year ended 31st December 2013

27 Risk management (continued)

27 1 Credit risk (continued)

b) Credit risk profile (continued)

The internal ratings map directly to the rating grades used by the international credit rating agencies as follows -

			External rating	
Internal rating grade	Internal classification	Historical default rate range %	Fitch and Standard & Poor's	Moody's
Investment grade				
Rating grade 1	Standard	0 00 - 0 00	AAA	Aaa
Rating grade 2	Standard	0 00 - 0 03	AA	Aa
Rating grade 3	Standard	0 06 - 0 07	A	A
Rating grade 4	Standard	0 14 - 0 35	BBB	Baa
Sub-investment grade				
Rating grade 5	Standard	0 47 - 1 21	BB	Ba
Rating grade 6	Standard	2 40 - 8 17	B	B
Rating grade 7	Standard	26 85	CCC	Caa
Classified				
Rating grade 8	Substandard	26 85	CC	Ca
Rating grade 9	Doubtful	26 85	C	C
Rating grade 10	Loss	-	D	-

The historical default rates represent the range of probability of defaults between the positive and negative modifiers for each rating grade based on Standard & Poor s one year default rates for the 32 years from 1981 to 2012 for senior unsecured obligations The default rates represent the averages over the 32 year period and therefore reflect the full range of economic conditions over that period

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For the year ended 31st December 2013

27 Risk management (continued)

27 1 Credit risk (continued)

b) Credit risk profile (continued)

The credit risk profile based on internal credit ratings, was as follows -

	31 12 13			31 12 12		
	Placements, reverse repos & other liquid assets US$ millions	**Securities US$ millions**	**Loans and advances US$ millions**	Placements, reverse repos & other liquid assets US$ millions	Securities US$ millions	Loans and advances US$ millions
Neither past due nor impaired						
Rating grades 1 to 4-	**8,591 6**	**3,417 4**	**5,056 0**	6,582 9	3 246 0	4 368 2
Rating grades 5+ to 5-	**75 1**	**-**	**2,784 0**	15 0	85 6	2,201 5
Rating grades 6+ to 6-	**-**	**-**	**362 2**	-	-	184 5
Rating grade 7	**-**	**-**	**-**	-	-	-
Equity investments	**-**	**359 3**	**-**	-	329 0	-
Carrying amount	**8,666 7**	**3,776 7**	**8,202 2**	6 597 9	3 660 6	6 754 2
Past due but not impaired						
Rating grades 1 to 7	**-**	**-**	**53 5**	-	-	73 9
Carrying amount	**-**	**-**	**53 5**	-	-	73 9
Past due and individually impaired						
Rating grade 7	**-**	**-**	**6 8**	-	-	-
Rating grade 8	**-**	**-**	**-**	-	-	2 0
Rating grade 9	**-**	**-**	**19.2**	-	-	40 2
Carrying amount	**-**	**-**	**26 0**	-	-	42 2
Individually impaired but not past due						
Rating grades 1 to 7	**-**	**-**	**-**	-	-	163 0
Rating grade 8	**-**	**-**	**35.5**	-	-	-
Rating grade 9	**-**	**-**	**-**	-	-	77 0
Carrying amount	**-**	**-**	**35 5**	-	-	240 0
	8,666 7	**3,776 7**	**8,317 2**	6,597 9	3 660 6	7 110 3

The above analysis is reported net of the following provisions for impairment -

Provisions for impairment	**-**	**(7 7)**	**(591 3)**	-	(7 7)	(625 7)

Individually impaired financial assets represent assets for which there is objective evidence that the Group will not collect all amounts due including both principal and interest in accordance with the contractual terms of the obligation

Unimpaired financial assets are stated net of allocated non-specific provisions for impairment

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Notes to the consolidated financial statements (continued)

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27 Risk management (continued)

27 1 Credit risk (continued)

b) Credit risk profile (continued)

The Group holds collateral against loans and advances in the form of physical assets, cash deposits securities and guarantees The amount and type of collateral is dependent upon the assessment of the credit risk of the counterparty The market / fair value of the collateral is actively monitored on a regular basis and requests are made for additional collateral in accordance with the terms of the underlying agreements Collateral is not usually held against securities or placements and no such collateral was held at either 31st December 2013 or 31st December 2012

An analysis of the credit risk in respect of foreign exchange and derivative financial instruments is set out in note 31 while the notional and risk-weighted exposures for off-balance sheet credit-related financial instruments are set out in note 32

c) Credit risk concentration

The Group monitors concentrations of credit risk by sector and by geographic location The industrial classification of loans and advances is set out in note 10 2 The geographical distribution of risk assets is set out in note 28 An analysis of the credit risk in respect of foreign exchange and derivative financial instruments is set out in note 31

d) Settlement risk

Settlement risk is the risk of loss due to the failure of a counterparty to honour its obligations to deliver cash securities or other assets as contractually agreed

For certain types of transactions, the Group mitigates this risk by conducting settlements through a settlement or clearing agent to ensure that a trade is settled only when both parties have fulfilled their contractual settlement obligations Settlement limits form part of the credit approval and limit monitoring process

27.2 Market risk

Market risk is the risk of loss due to adverse changes in interest rates foreign exchange rates, equity prices and market conditions such as liquidity The principal market risks to which the Group is exposed are interest rate risk foreign exchange risk and equity price risk associated with its trading, investment and asset and liability management activities The portfolio effects of holding a diversified range of instruments across a variety of businesses and geographic areas contribute to a reduction in the potential negative impact on earnings from market risk factors

a) Trading market risk

The Group s trading activities principally comprise trading in debt and equity securities foreign exchange and derivative financial instruments Derivative financial instruments include futures, forwards, swaps and options in the interest rate, foreign exchange, equity, credit and commodity markets The Group manages and controls the market risk within its trading portfolios through limit structures of both a VaR and non-VaR nature Non-VaR based constraints relate inter alia to positions volumes concentrations, allowable losses and maturities VaR is a risk measurement concept which uses statistical models to estimate, within a given level of confidence, the maximum potential negative change in the market value of a portfolio over a specified time horizon resulting from an adverse movement in rates and prices It is recognised that there are limitations to the VaR methodology These limitations include the fact that the historical data may not be the best proxy for future price movements The Group performs regular back testing exercises to compare actual profits and losses with the VaR estimates to monitor the statistical validity of the VaR model VaR is calculated based on the Group s market risk exposures at the close of the business each day Intra-day risk levels may vary from those reported at the end of the day In addition losses beyond the

Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

27. Risk management (continued)

27 2 Market risk (continued)

a) Trading market risk (continued)

specified confidence level are not captured by the VaR methodology VaR is not a measure of the absolute limit of market risk and losses in excess of the VaR amounts will on occasion, arise To manage the risk associated with extreme market movements the Group conducts stress testing which measures the impact of simulated abnormal changes in market rates and prices on the market values of the portfolios The composition of the debt and equity trading securities is set out in note 8 An analysis of derivative financial instruments, including the VaR of foreign exchange and derivative trading contracts, is set out in note 31

The VaR for the Group s trading positions as calculated in accordance with the basis set out in note 34 was as follows -

	31.12 13 US$ millions	Average US$ millions	High US$ millions	2013 Low US$ millions	31 12 12 US$ millions	Average US$ millions	High US$ millions	2012 Low US$ millions
Total VaR	1 0	1 3	2 3	0 9	0 9	1 1	1 3	0 8
Total undiversified stressed VaR	2 0	3 8	5 3	2 0	3 8	3 7	4 2	3 1

b) Non-trading market risk

Structural interest rate risk arises in the Group s core balance sheet as a result of mismatches in the repricing of interest rate sensitive financial assets and liabilities The associated interest rate risk is managed within VaR limits and through the use of models to evaluate the sensitivity of earnings to movements in interest rates The repricing profile and related interest rate sensitivity of the Group s financial assets and liabilities are set out in note 30 Movements in the fair value of equity investment securities are accounted for in other comprehensive income The Group does not maintain material foreign currency exposures In general, the Group s policy is to match financial assets and liabilities in the same currency or to mitigate currency risk through the use of currency swaps Details of significant foreign currency net open positions are set out in note 31 5

The more significant market risk-related activities of a non-trading nature undertaken by the Group the related risks associated with those activities and the types of derivative financial instruments used to manage and mitigate such risks are summarised as follows -

Activity	Risk	Risk mitigant
Management of the return on variable rate assets funded by shareholders funds	Reduced profitability due to a fall in short-term interest rates	Receive fixed interest rate swaps
Fixed rate assets funded by floating rate liabilities	Sensitivity to increases in short-term interest rates	Pay fixed interest rate swaps
Investment in foreign currency assets	Sensitivity to strengthening of US$ against other currencies	Currency swaps
Profits generated in foreign currencies	Sensitivity to strengthening of US$ against other currencies	Forward foreign exchange contracts and purchased currency options

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

27 Risk management (continued)

27 3 Liquidity risk

Liquidity risk is the risk that sufficient funds are not available to meet the Group s financial obligations on a punctual basis as they fall due

Liquidity management policies are designed to ensure that funds are available at all times to meet the funding requirements of the Group even in adverse conditions In normal conditions the objective is to ensure that there are sufficient funds available not only to meet current financial commitments but also to facilitate business expansion These objectives are met through the application of prudent liquidity controls These controls provide security of access to funds without undue exposure to increased costs from the liquidation of assets or the aggressive bidding for deposits The Group s liquidity controls ensure that over the short-term the future profile of cash flows from maturing assets is adequately matched to the maturity of liabilities Liquidity controls also provide for the maintenance of a stock of liquid and readily realisable assets and a diversified deposit base in terms of both maturities and range of depositors

The management of liquidity and funding is primarily conducted in the Group s individual geographic entities within limits set and approved by the Board of Directors The limits take account of the depth and liquidity of the market in which the entity operates It is the Group s general policy that each geographic entity should be self-sufficient in relation to funding its own operations

The Group s liquidity management policies include the following -

- the monitoring of (i) future contractual cash flows against approved limits, and (ii) the level of liquid resources available in a stress event
- the monitoring of balance sheet liquidity ratios
- the monitoring of the sources of funding in order to ensure that funding is derived from a diversified range of sources
- the monitoring of depositor concentrations in order to avoid undue reliance on individual depositors
- the maintenance of a satisfactory level of term financing
- the maintenance of appropriate standby funding arrangements and
- the maintenance of liquidity and funding contingency plans These plans identify early indicators of stress conditions and prescribe the actions to be taken in the event of systemic or other crisis while minimising adverse long-term implications for the Group s business activities

The Group has established approved limits which restrict the volume of liabilities maturing in the short-term An independent risk management function monitors the future cash flow maturity profile against approved limits on a daily basis The cash flows are monitored against limits applying to both daily and cumulative cash flows occurring over a 30 day period The liquidity limits ensure that the net cash outflows over a 30 day period do not exceed the eligible stock of available liquid resources The cash flow analysis is also monitored on a weekly basis by the Assets and Liabilities Committee (ALCO)

Customer deposits form a significant part of the Group s funding The Group places considerable importance on maintaining the stability of both its customer and interbank deposits The stability of deposits depends on maintaining confidence in the Group s financial strength and financial transparency

The maturity profile of assets and liabilities is set out in note 29 An analysis of debt investment securities by rating classification is set out in note 27 1

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

27. Risk management (continued)

27 4 Operational risk

Operational risk is the risk of unexpected losses resulting from inadequate or failed internal controls or procedures systems failures, fraud business interruption compliance breaches, human error, management failure or inadequate staffing

A framework and methodology has been developed to identify and control the various operational risks While operational risk cannot be entirely eliminated it is managed and mitigated by ensuring that the appropriate infrastructure, controls systems procedures and trained and competent people are in place throughout the Group A strong internal audit function makes regular, independent appraisals of the control environment in all identified risk areas Adequately tested contingency arrangements are also in place to support operations in the event of a range of possible disaster scenarios

27 5 Capital management

The Group s lead regulator the Central Bank of Bahrain (CBB), sets and monitors capital requirements for the Group as a whole The parent company and individual banking operations are directly supervised by their local regulators

As referred to in more detail in note 34 the Group adopted the Basel 2 capital adequacy framework with effect from 1st January 2008

In applying current capital requirements, the CBB requires the Group to maintain a prescribed minimum ratio of total regulatory capital to total risk-weighted assets The CBB s minimum risk asset ratio is 12 per cent compared to a minimum ratio of 8 per cent prescribed by the Basel Committee on Banking Supervision The Group calculates regulatory capital requirements for general market risk in its trading portfolios using a Value-at-Risk model and uses the CBB s prescribed risk-weightings under the standardised approach to determine the risk-weighted amounts for credit risk and specific market risk Operational risk is calculated in accordance with the standardised approach The regulatory capital requirement is calculated by applying the CBB s prescribed range of beta coefficients, ranging from 12 to 18 per cent to the average gross income for the preceding three financial years for each of eight predefined business lines

The Group s regulatory capital is analysed into two tiers -

- tier 1 capital, comprising issued share capital share premium retained earnings and reserves adjusted to exclude revaluation gains and losses arising on the remeasurement to fair value of derivative cash flow hedging transactions and unrealised gains on equity investment securities
- tier 2 capital, comprising qualifying subordinated term finance, collective impairment provisions and 45 per cent of unrealised gains arising on the remeasurement to fair value of equity investment securities

The CBB applies various limits to elements of the capital base The amount of innovative tier 1 securities cannot exceed 15 per cent of total tier 1 capital qualifying tier 2 capital cannot exceed tier 1 capital and qualifying subordinated term finance cannot exceed 50 per cent of tier 1 capital There are also restrictions on the amount of collective impairment provisions that may be included as part of tier 2 capital Collective impairment provisions cannot exceed 1 25 per cent of credit risk-weighted assets

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

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

27 Risk management (continued)

27 5 Capital management (continued)

The Group s policy is to maintain a strong capital base so as to maintain investor creditor and market confidence and to sustain the future development of the business The impact of the level of capital on shareholders return is also recognised as well as the need to maintain a balance between the higher returns that might be possible with greater gearing and the advantages and security afforded by a sound capital position The Group manages its capital structure and makes adjustments to the structure taking account of changes in economic conditions and strategic business plans The capital structure may be adjusted through the dividend payout and the issue of new shares

The Group complied with all externally imposed capital requirements throughout the years ended 31st December 2013 and 31st December 2012

There have been no material changes in the Group s management of capital during the years ended 31st December 2013 and 31st December 2012

The capital adequacy ratio calculation is set out in note 34

28. Geographical distribution of risk assets

	Placements, reverse repos & other liquid assets US$ millions	Securities US$ millions	Loans and advances US$ millions	Credit-related contingent items US$ millions	31 12 13 Total US$ millions	31 12 12 Total US$ millions
GCC	**3,341.0**	**1,765 6**	**7,808 3**	**4,644.2**	**17,559 1**	13 325 4
Other Middle East & North Africa	**42 5**	**2 6**	**22 3**	**0.5**	**67 9**	54 4
Europe	**3,582 4**	**1,153 3**	**331 6**	**263 4**	**5,330 7**	5 346 0
North America	**1,180.2**	**560 0**	**101 4**	**198 1**	**2,039 7**	2 073 3
Asia	**520 6**	**292 3**	**8 3**	**33.9**	**855 1**	876 9
Latin America	**-**	**2 9**	**45 3**	**-**	**48 2**	37 9
	8,666.7	**3,776 7**	**8,317 2**	**5,140 1**	**25,900 7**	21 713 9

At 31st December 2013, risk exposures to customers and counterparties in the GCC represented 67 8 per cent (2012 61 4 per cent) of total risk assets The risk asset profile reflects the Group s strategic focus on wholesale banking activities in the GCC states

Placements, reverse repos and other liquid assets exposure to Europe principally comprised exposure to financial institutions located in France Sweden, Switzerland and the United Kingdom

An analysis of derivative and foreign exchange instruments is set out in note 31

Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

29 Maturities of assets and liabilities

The maturity profile of the carrying amount of assets and liabilities, based on the contractual maturity dates was as follows -

	Within 3 months US$ millions	4 months to 1 year US$ millions	Years 2 and 3 US$ millions	Years 4 and 5 US$ millions	Over 5 years and other US$ millions	Total US$ millions
At 31st December 2013						
Cash and other liquid assets	1,295 1	364 3	-	-	-	1,659 4
Securities purchased under agreements to resell	1,580 1	162 6	-	-	-	1,742 7
Placements	4,646 7	617 9	-	-	-	5,264 6
Trading securities	-	-	-	-	50 9	50.9
Investment securities	261 5	475 4	1,626 9	923 3	438 7	3,725 8
Loans and advances	2,745 8	1,356 9	1,883.7	1,151 9	1,178 9	8,317 2
Other assets	93 4	66 8	78 8	1 5	155 8	396 3
Total assets	**10,622 6**	**3,043 9**	**3,589 4**	**2,076 7**	**1,824 3**	**21,156 9**
Deposits	11,067 3	3,825 8	-	4 5	-	14,897 6
Securities sold under agreements to repurchase	785.2	-	-	-	-	785 2
Other liabilities	136 2	62 0	76 7	1 3	123 2	399 4
Term financing	-	364 9	1,946 4	499 4	-	2,810 7
Equity	-	-	-	-	2,264 0	2,264 0
Total liabilities & equity	**11,988 7**	**4,252 7**	**2,023 1**	**505 2**	**2,387 2**	**21,156 9**

	Within 3 months US$ millions	4 months to 1 year US$ millions	Years 2 and 3 US$ millions	Years 4 and 5 US$ millions	Over 5 years and other US$ millions	Total US$ millions
At 31st December 2012						
Total assets	7,803 7	2,406 8	3 131 4	2 192 6	2 170 3	17 704 8
Total liabilities & equity	10,237 8	2,321 6	1,683 7	1 152 5	2 309 2	17 704 8

The asset and liability maturities presented in the table above are based on contractual repayment arrangements and as such do not take account of the effective maturities of deposits as indicated by the Group s deposit retention records Formal liquidity controls are nevertheless based on contractual asset and liability maturities

Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

29. Maturities of assets and liabilities (continued)

The gross cash flows payable by the Group under financial liabilities based on contractual maturity dates was as follows -

	Within 3 months US$ millions	4 months to 1 year US$ millions	Years 2 and 3 US$ millions	Years 4 and 5 US$ millions	Over 5 years and other US$ millions
At 31st December 2013					
Deposits	**11,085 2**	**3,861 6**	**4 9**	-	-
Securities sold under agreements to repurchase	**787 1**	-	-	-	-
Term financing	**9 7**	**405 5**	**2,014 1**	**523 2**	-
Derivative financial instruments					
- contractual amounts payable	**74 4**	**123 6**	**270 3**	**83 3**	**45 1**
- contractual amounts receivable	**(51 2)**	**(105 1)**	**(236 9)**	**(80 3)**	**(44 4)**
Total undiscounted financial liabilities	**11,905 2**	**4,285 6**	**2,052 4**	**526 2**	**0 7**
At 31st December 2012					
Deposits	9 748 8	1,975 9	-	-	-
Securities sold under agreements to repurchase	384 3	215 9	-	-	-
Term financing	4 9	153 3	1,753 6	1 180 2	-
Derivative financial instruments					
- contractual amounts payable	76 5	110 5	233 7	117 7	47 8
- contractual amounts receivable	(41 8)	(95 2)	(175 0)	(102 8)	(39 5)
Total undiscounted financial liabilities	10,172 7	2 360 4	1 812 3	1 195 1	8 3

Information on the contractual terms for the drawdown of gross loan commitments is set out in note 32

The figures in the table above do not agree directly to the carrying amounts in the consolidated statement of financial position as they incorporate all cash flows on an undiscounted basis, related to both principal as well as those associated with future coupon and interest payments Coupons and interest payments for periods for which the interest rate has not yet been determined have been calculated based on the relevant forward rates of interest prevailing at the balance sheet date

A maturity analysis of derivative and foreign exchange instruments based on notional amounts is set out in note 31 3

Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

30. Interest rate risk

The repricing profile of assets and liabilities categories were as follows -

	Within 3 months US$ millions	Months 4 to 6 US$ millions	Months 7 to 12 US$ millions	Over 1 year US$ millions	Non-interest bearing items US$ millions	Total US$ millions
At 31st December 2013						
Cash and other liquid assets	1,425 1	194 5	39 8	-	-	1,659 4
Securities purchased under agreements to resell	1,580 1	162 6	-	-	-	1,742 7
Placements	4,970 2	294 4	-	-	-	5,264 6
Trading securities	-	-	-	-	50 9	50 9
Investment securities						
- Fixed rate	-	261 2	88 9	881 8	-	1,231 9
- Floating rate	1,600 5	592 7	-	-	(7 7)	2,185 5
- Equities	-	-	-	-	308 4	308 4
Loans and advances	6,661 8	1,649 6	111 1	62 7	(168 0)	8,317 2
Other assets	-	-	-	-	396 3	396 3
Total assets	16,237 7	3,155 0	239 8	944 5	579 9	21,156 9
Deposits	14,039 6	692 1	165 9	-	-	14,897 6
Securities sold under agreements to repurchase	785 2	-	-	-	-	785 2
Other liabilities	-	-	-	-	399 4	399 4
Term financing	1,946 4	864 3	-	-	-	2,810 7
Equity	-	-	-	-	2,264 0	2,264 0
Total liabilities & equity	16,771 2	1,556 4	165 9	-	2,663 4	21,156 9
Interest rate sensitivity gap	(533 5)	1,598 6	73 9	944 5	(2,083.5)	-
Cumulative interest rate sensitivity gap	(533 5)	1,065 1	1,139 0	2,083 5	-	-
At 31st December 2012						
Cumulative interest rate sensitivity gap	(497 0)	443 6	749 6	2 034 0	-	-

The repricing profile is based on the remaining period to the next interest repricing date Derivative financial instruments that have been used for asset and liability management purposes to hedge exposure to interest rate risk are incorporated in the repricing profiles of the related hedged assets and liabilities The non-specific investment security and loan provisions are classified in non-interest bearing items

The substantial majority of assets and liabilities reprice within one year Accordingly there is limited exposure to interest rate risk The principal interest rate risk beyond one year as set out in the asset and liability repricing profile, represents the investment of the Group s net free capital in fixed rate government securities At 31st December 2013 the modified duration of these fixed rate securities was 2 43 Modified duration represents the approximate percentage change in the portfolio value resulting from a 100 basis point change in yield More precisely in dollar terms the price value of a basis point of the fixed rate securities was US$218,000

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

30 Interest rate risk (continued)

Based on the repricing profile at 31st December 2013 and assuming that the financial assets and liabilities were to remain until maturity or settlement with no action taken by the Group to alter the interest rate risk exposure an immediate and sustained one per cent increase in interest rates across all maturities would result in an increase in net income before tax for the following year by approximately US$1 6 million (2012 reduction of US$1 0 million) and an increase in the Group s equity by US$0 3 million (2012 US$3 8 million) The impact on the Group s equity represents the cumulative effect of the increase in interest rates over the entire duration of the mismatches in the repricing profile of the interest rate sensitive financial assets and liabilities

The Value-at-Risk by risk class for the Group s trading positions is set out in note 27 The market risk relating to derivative and foreign exchange instruments classified as FVTPL is set out in note 31

31. Derivatives and foreign exchange instruments

The Group utilises derivative and foreign exchange instruments to meet the needs of its customers to generate trading revenues and as part of its asset and liability management (ALM) activity to hedge its own exposure to market risk Derivative instruments are contracts whose value is derived from one or more financial instruments or indices They include futures, forwards, swaps and options in the interest rate foreign exchange equity credit and commodity markets Derivatives and foreign exchange are subject to the same types of credit and market risk as other financial instruments The Group has appropriate and comprehensive Board-approved policies and procedures for the control of exposure to both market and credit risk from its derivative and foreign exchange activities

In the case of derivative transactions, the notional principal typically does not change hands It is simply a quantity which is used to calculate payments While notional principal is a volume measure used in the derivative and foreign exchange markets it is neither a measure of market nor credit risk The Group s measure of credit exposure is the cost of replacing contracts at current market rates should the counterparty default prior to the settlement date Credit risk amounts represent the gross unrealised gains on non-margined transactions before taking account of any collateral held or any master netting agreements in place

The Group participates in both exchange traded and over-the-counter (OTC) derivative markets Exchange traded instruments are executed through a recognised exchange as standardised contracts and primarily comprise futures and options OTC contracts are executed between two counterparties who negotiate specific agreement terms, including the underlying instrument, notional amount maturity and where appropriate, exercise price In general, the terms and conditions of these transactions are tailored to the requirements of the Group s customers although conform to normal market practice Industry standard documentation is used most commonly in the form of a master agreement The existence of a master netting agreement is intended to provide protection to the Group in the event of a counterparty default

The Group s principal foreign exchange transactions are forward foreign exchange contracts currency swaps and currency options Forward foreign exchange contracts are agreements to buy or sell a specified quantity of foreign exchange on a specific future date at an agreed rate A currency swap 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 specified future date Currency options provide the buyer with the right but not the obligation either to purchase or sell a fixed amount of a currency at a specified exchange rate on or before a specified future date As compensation for assuming the option risk, the option seller (or writer) receives a premium at the start of the option period

Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

31 Derivatives and foreign exchange instruments (continued)

The Group s principal interest rate-related derivative transactions are interest rate swaps forward rate agreements futures and options An interest rate swap is an agreement between two parties to exchange fixed rate and floating rate interest by means of periodic payments based upon a notional principal amount and the interest rates defined in the contract Certain agreements combine interest rate and foreign currency swap transactions which may or may not include the exchange of principal amounts In a forward rate agreement two parties agree a future settlement of the difference between an agreed rate and a future interest rate, applied to a notional principal amount for an agreed period The settlement which generally occurs at the start of the contract period, is the discounted present value of the payment that would otherwise be made at the end of that period An interest rate future is an exchange traded contract for the delivery of a standardised amount of a fixed income security or time deposit at a future specified date Interest rate options, including caps floors and collars, provide the buyer with the right, but not the obligation, either to purchase or sell an interest rate financial instrument at a specified price or rate on or before a specified future date

The Group s principal equity-related derivative transactions are equity and stock index options An equity option provides the buyer with the right, but not the obligation, either to purchase or sell a specified stock or index at a specified price or level on or before a specified future date

The Group buys and sells credit protection through credit default swaps Credit default swaps provide protection against the decline in value of a referenced asset as a result of credit events such as default or bankruptcy It is similar in structure to an option whereby the purchaser pays a premium to the seller of the credit default swap in return for payment related to the deterioration in value of the referenced asset Credit default swaps purchased and sold by the Group are classified as derivative financial instruments

31 1 Product analysis

The table below summarises the aggregate notional and credit risk amounts of foreign exchange, interest rate credit and equity-related derivative contracts

		Notional amounts		Credit risk
	Trading	Hedging	Total	amounts
	US$ millions	US$ millions	US$ millions	US$ millions
At 31st December 2013				
Foreign exchange contracts -				
Unmatured spot forward and futures contracts	6,422 5	1,599 2	8,021 7	290 5
Options purchased	292 7	-	292 7	-
Options written	292 7	-	292 7	-
	7,007 9	1,599 2	8,607 1	290 5
Interest rate contracts -				
Interest rate swaps	1,131 5	7,615 5	8,747 0	48 6
Cross currency swaps	-	533 3	533 3	-
Options, caps and floors purchased	24 3	-	24 3	-
Options, caps and floors written	24 3	-	24 3	-
	1,180 1	8,148 8	9,328 9	48 6
	8,188 0	9,748 0	17,936 0	339.1
At 31st December 2012	8 468 5	8 782 2	17 250 7	295 2

There is no credit risk in respect of caps and floors written and options as they represent obligations of the Group

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

31 Derivatives and foreign exchange instruments (continued)

31 1 Product analysis (continued)

At 31st December 2013, the Value-at-Risk of the foreign exchange interest rate and credit derivative trading contracts analysed in the table above was US$0 1 million, nil and nil respectively (2012 nil nil and nil respectively) Value-at-Risk is a measure of market risk exposure and represents an estimate with a 99 per cent level of confidence of the potential loss that might arise if the positions were to be held unchanged for ten consecutive business days The estimate is based on a twelve month historical observation period of unweighted data from the DataMetrics data set

31 2 Counterparty analysis

	Banks US$ millions	Corporates US$ millions	Governments US$ millions	31.12 13 Total US$ millions	31 12 12 Total US$ millions
OECD countries	**231 5**	**66 1**	**-**	**297 6**	237 6
GCC countries	**3 2**	**26 3**	**0.7**	**30 2**	38 8
Other countries	**0 2**	**11.1**	**-**	**11 3**	18 8
	234 9	**103 5**	**0 7**	**339 1**	295 2

Credit risk is concentrated on major OECD-based banks and corporates

31 3 Maturity analysis

	Year 1 US$ millions	Years 2 and 3 US$ millions	Years 4 and 5 US$ millions	Over 5 years US$ millions	Total US$ millions
At 31st December 2013					
Foreign exchange contracts	**6,256 5**	**2,230 9**	**119 7**	**-**	**8,607 1**
Interest rate contracts	**5,107 9**	**2,037 5**	**1,876 0**	**307 5**	**9,328 9**
	11,364 4	**4,268 4**	**1,995 7**	**307 5**	**17,936 0**
At 31st December 2012	9 654 7	4,467 7	2 744 3	384 0	17 250 7

The Group s derivative and foreign exchange activities are predominantly short-term in nature Transactions with maturities over one year principally represent either fully offset trading transactions or transactions that are designated and qualify as fair value and cash flow hedges

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

31 Derivatives and foreign exchange instruments (continued)

31.4 Fair value analysis

	31.12.13 Positive fair value US$ millions	31.12.13 Negative fair value US$ millions	31.12.12 Positive fair value US$ millions	31.12.12 Negative fair value US$ millions
Derivatives classified as FVTPL -				
Forward foreign exchange contracts	**139.7**	**(136.1)**	67.4	(75.7)
Interest rate swaps and swaptions	**35.2**	**(33.9)**	55.5	(53.6)
	174.9	**(170.0)**	122.9	(129.3)
Derivatives held as cash flow hedges -				
Interest rate swaps	**-**	**-**	-	-
Derivatives held as fair value hedges -				
Interest rate swaps	**-**	**(22.4)**	-	(52.1)
Amount included in other assets / (other liabilities)	**174.9**	**(192.4)**	122.9	(181.4)

31.5 Significant net open positions

There were no significant derivative trading or foreign currency net open positions at either 31st December 2013 or at 31st December 2012.

31.6 Hedge effectiveness

Gains and losses recognised in the consolidated statement of income relating to fair value hedging relationships were as follows -

	2013 US$ millions	2012 US$ millions
Net gains / (losses) on derivatives fair value hedging instruments	**28.4**	(2.1)
Net (losses) / gains on hedged items attributable to the hedged risk	**(28.4)**	2.1

There were no ineffective portions of derivative fair value or cash flow hedging transactions recognised in the consolidated statement of income in either the year ended 31st December 2013 or 31st December 2012.

Certain derivative cash flow hedging transactions were unwound during the year ended 31st December 2009. The resultant realised profits are being recognised in the consolidated statement of income over the respective tenors of the original transactions for periods to 2014.

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32 Credit-related financial instruments

Credit-related financial instruments include commitments to extend credit standby letters of credit and guarantees which are designed to meet the financing requirements of customers The credit risk on these transactions is generally less than the contractual amount The table below sets out the notional principal amounts of outstanding credit-related contingent items and the risk-weighted exposures calculated in accordance with the CBB s Basel 2 guidelines

		31 12.13		31 12 12
	Notional principal amount	**Risk-weighted exposure**	Notional principal amount	Risk-weighted exposure
	US$ millions	**US$ millions**	US$ millions	US$ millions
Direct credit substitutes	**522 4**	**478.6**	386 1	376 7
Transaction-related contingent items	**2,482 1**	**917.0**	2,559 8	935 5
Short-term self-liquidating trade-related contingent items	**707 0**	**106.1**	591 0	55 1
Commitments, including undrawn loan commitments and underwriting commitments under note issuance and revolving facilities	**1,428 6**	**452 1**	808 2	295 9
	5,140 1	**1,953 8**	4 345 1	1 663 2

Commitments may be drawndown on demand

Direct credit substitutes at 31st December 2013 included financial guarantees amounting to US$432 3 million (2012 US$315 5 million) Financial guarantees may be called on demand

The notional principal amounts reported above are stated gross before applying credit risk mitigants such as cash collateral, guarantees and counter-indemnities At 31st December 2013 the Group held cash collateral guarantees counter-indemnities or other high quality collateral in relation to credit-related contingent items amounting to US$985 8 million (2012 US$849 6 million)

33 Contingent liabilities

The Bank and its subsidiaries are engaged in litigation in various jurisdictions The litigation involves claims by and against Group companies which have arisen in the ordinary course of business The directors of the Bank after reviewing the claims pending against Group companies and based on the advice of relevant professional legal advisors, are satisfied that the outcome of these claims will not have a material adverse effect on the financial position of the Group

34. Capital adequacy

The CBB s Basel 2 guidelines became effective on 1st January 2008 as the common framework for the implementation of the Basel Committee on Banking Supervision s (Basel Committee) Basel 2 capital adequacy framework for banks incorporated in the Kingdom of Bahrain

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

34 Capital adequacy (continued)

The risk asset ratio calculated in accordance with the CBB s Basel 2 guidelines was as follows -

	31.12 13 US$ millions	31 12 12 US$ millions
Regulatory capital base		
Tier 1 capital -		
Total equity	**2,264 0**	2 130 2
Tier 1 adjustments	**(78 2)**	(75 4)
Tier 1 capital	**2,185 8**	2,054 8
Tier 2 capital -		
Subordinated term financing	**125 6**	221 1
Non-specific provisions (subject to 1 25% credit risk-weighted exposure limit)	**152 5**	147 3
Tier 2 adjustments	**(23 0)**	(51 9)
Tier 2 capital	**255 1**	316 5
Total regulatory capital base	**2,440 9**	2 371 3

	Notional principal amount US$ millions	**Risk-weighted exposure US$ millions**	Notional principal amount US$ millions	Risk-weighted exposure US$ millions
Risk-weighted exposure				
Credit risk				
Balance sheet items -				
Cash and other liquid assets	**1,659 4**	**70 4**	1,107 4	206 2
Securities purchased under agreements to resell	**1,742 7**	**21 2**	1 010 8	7 8
Placements	**5,264 6**	**1,023 2**	4 479 7	1,018 9
Investment securities	**3,725 8**	**1,302 0**	3,560 1	1 319 0
Loans and advances	**8,317 2**	**7,507 4**	7 110 3	6 515 4
Other assets, excluding derivative-related items	**221 4**	**185 4**	213 1	193 9
		10,109 6		9 261 2
Off-balance sheet items -				
Credit-related contingent items	**5,140 1**	**1,953 8**	4 345 1	1,663 2
Foreign exchange-related items	**8,607 1**	**80 0**	9,637 0	61 6
Derivative-related items	**9,328 9**	**19 7**	7 613 7	14 1
Forward placements	**51 9**	**6 4**	68 3	13 7
Repo counterparty risk	**-**	**33 5**	-	21 7
		2,093 4		1,774 3
Credit risk-weighted exposure		**12,203 0**		11 035 5
Market risk				
General market risk		**151 0**		186 0
Specific market risk		**47 2**		87 1
Market risk-weighted exposure		**198 2**		273 1
Operational risk				
Operational risk-weighted exposure		**520 4**		472 1
Total risk-weighted exposure		**12,921 6**		11 780 7
Tier 1 risk asset ratio		**16 9%**		17 4%
Total risk asset ratio		**18 9%**		20 1%

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

34 Capital adequacy (continued)

For regulatory Basel 2 purposes the Group has initially adopted the standardised approach for credit risk In time and subject to approval by the CBB the Group plans to adopt the foundation internal ratings-based (FIRB) approach for credit risk as it is more closely aligned to the Group s internal risk and capital management methodologies For market risk the Group uses the internal models approach GIB applies the standardised approach for determining the capital requirement for operational risk

In accordance with the capital adequacy guidelines of the CBB revaluation gains and losses arising on the remeasurement to fair value of derivative cash flow hedging transactions and unrealised gains on equity investment securities are excluded from tier 1 capital In accordance with the CBB s guidelines gains arising on the remeasurement to fair value of equity investment securities are included in tier 2 capital, although limited to 45 per cent of the unrealised revaluation gain

The Group s subordinated term financing facilities have been approved for inclusion in tier 2 capital by the CBB During the last five years before maturity, a cumulative amortisation (discount) factor of 20 per cent per year is to be applied to the facilities As at 31st December 2013, the amortisation amount excluded from tier 2 capital amounted to US$352 2 million (2012 US$256 7 million)

The Group calculates the regulatory capital requirement for general market risk using a Value-at-Risk model The use of the internal model approach for the calculation of the capital requirement for general market risk has been approved by the Bank s regulator, the CBB The multiplication factor to be applied to the Value-at-Risk calculated by the internal model has been set at 3 0 (2012 3 0) by the CBB representing the regulatory minimum During 2012, the CBB implemented revisions to the market risk framework, which have become known as Basel 2 5 Consequently the inclusion of metrics such as a stressed VaR measure has been included in the calculation of the regulatory capital requirement

Value-at-Risk is calculated based on a 99 per cent confidence level, a ten-day holding period and a twelve-month historical observation period of unweighted data from the DataMetrics regulatory data set Correlations across broad risk categories are excluded Prescribed additions in respect of specific risk are made to the general market risk The resultant measure of market risk is multiplied by 12 5 the reciprocal of the 8 per cent international minimum capital ratio, to give market risk-weighted exposure on a basis consistent with credit risk-weighted exposure

The regulatory capital requirement for operational risk is calculated by the Group in accordance with the standardised approach The regulatory capital requirement is calculated based on a range of beta coefficients, ranging from 12 to 18 per cent, applied to the average gross income for the preceding three financial years for each of eight predefined business lines

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

35 Fiduciary activities

The Group conducts investment management and other fiduciary activities on behalf of clients Assets held in trust or in a fiduciary capacity are not assets of the Group and accordingly have not been included in the consolidated financial statements The aggregate amount of the funds concerned at 31st December 2013 was US$11,152 5 million (2012 US$9 185 5 million)

The Group acts as fund manager to an investment fund called the Emerging Market Opportunities Fund In its capacity as fund manager, the Group is entitled to performance and management fees The Group maintains an investment with the fund

The investors are able to vote by simple majority to remove the Group as the fund manager without cause, and the Group s aggregate economic interest is less than 20 per cent As a result the Group has concluded that it acts as agent for the investors in this case, and therefore has not consolidated the fund

The maximum exposure to loss is equal to the carrying amount of the trading securities which at 31st December 2013 amounted to US$49 1 million (2012 US$35 8 million)

36 Related party transactions

The Group is owned by the six Gulf Cooperative Council (GCC) governments, with the Public Investment Fund holding a majority (97 2 per cent) controlling stake The Public Investment Fund is an investment body of the Saudi Arabian Ministry of Finance There were no individual or collectively significant transactions with the Public Investment Fund during the years ended 31st December 2013 or 31st December 2012 other than the senior term loan referred to in note 16

The Group transacts with various entities controlled, jointly controlled or significantly influenced by the six GCC governments these transactions are conducted in the ordinary course of the Group s business on terms comparable to those with other entities that are not government-related

The Group s other related party transactions are limited to the compensation of its directors and executive officers

The compensation of key management personnel was as follows -

	2013 US$ millions	2012 US$ millions
Short-term employee benefits	**8 4**	8 7
Post-employment benefits	**0 5**	0 5
	8 9	9 2

Key management personnel comprise members of the Board of Directors the Group Chief Executive Officer and the Managing Directors of the Group

Post-employment benefits principally comprise compensation paid to personnel on retirement or resignation from the services of the Group

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

37 Fair value of financial Instruments

The Group s financial instruments are accounted for under the historical cost method with the exception of trading securities, equity investment securities and derivative financial instruments By contrast the fair value represents the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants at the measurement date Differences therefore can arise between book values under the historical cost method and fair value estimates Underlying the definition of fair value is the presumption that the Group is a going concern without any intention or requirement to curtail materially the scale of its operation or to undertake a transaction on adverse terms Generally accepted methods of determining fair value include reference to quoted prices (level 1 measurement) or to the pricing prevailing for similar financial instruments (level 2 measurement) and the use of unobservable inputs in estimation techniques such as discounted cash flow analysis (level 3 measurement)

The valuation methodologies applied are outlined below

37 1 Trading securities

The fair values (level 1) of trading securities are based on quoted prices or valuation techniques

37 2 Investment securities

The fair values (level 1) of equity investment securities are based on quoted prices or valuation techniques The fair values of debt investment securities are based on quoted market prices (level 1) and approximate the carrying values

37 3 Loans and advances

The fair values (level 2) of loans on a floating interest rate basis are principally estimated at book value less provisions for impairment The fair values (level 3) of impaired loans are estimated at the recoverable amount measured as the present value of expected future cash flows discounted based on the interest rate at the inception of the loan The fair values of fixed rate loans are estimated on a discounted cash flow basis utilising discount rates equal to prevailing market rates of interest in the respective currencies for loans of similar residual maturity and credit quality The fair values (level 2) approximate the carrying values

37.4 Term financing

The fair value of term financing is based on observable market data including quoted market prices for debt instruments issued by similarly rated financial institutions and with similar maturities, or estimated on a discounted cash flow basis utilising currently prevailing spreads for borrowings with similar maturities The fair values (level 2) of senior term financing and subordinated term financing at 31st December 2013 approximate their respective book values

37.5 Other on-balance sheet items

The fair values of foreign exchange and derivative financial instruments are based on market prices discounted cash flow techniques or option pricing models as appropriate The fair values of all other on-balance sheet financial assets and liabilities approximate their respective book values due to their short-term nature

37.6 Credit-related contingent items

There was no material fair value excess or shortfall in respect of credit-related off-balance sheet financial instruments which include commitments to extend credit standby letters of credit and guarantees, as the related future income streams reflected contractual fees and commissions actually charged at the balance sheet date for agreements of similar credit standing and maturity Specific provisions made in respect of individual transactions where a potential for loss has been identified are included in provisions for the impairment of loans and advances

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Notes to the consolidated financial statements (continued)

For the year ended 31st December 2013

37 Fair value of financial instruments (continued)

37.7 Valuation basis

The valuation basis for financial assets and financial liabilities carried at fair value was as follows -

	Quoted prices (level 1) US$ millions	Valuation based on observable market data (level 2) US$ millions	Other valuation techniques (level 3) US$ millions
At 31st December 2013			
Financial assets -			
Trading securities	**50 9**	-	-
Investment securities - equities	**175 8**	-	**132 6**
Derivative financial instruments	-	**174 9**	-
Financial liabilities -			
Derivative financial instruments	-	**192 4**	-
At 31st December 2012			
Financial assets -			
Trading securities	100 5	-	-
Investment securities - equities	160 9	-	129 3
Derivative financial instruments	-	122 9	-
Financial liabilities -			
Derivative financial instruments	-	181 4	-

Quoted prices include prices obtained from lead managers brokers and dealers Investment securities valued based on other valuation techniques comprise private equity investments that have been valued based on price / earnings and price / book ratios for similar entities, discounted cash flow techniques or other valuation methodologies

During the year ended 31st December 2013 the value of investment securities whose measurement was determined by other valuation techniques (level 3 measurement) increased by US$3 3 million (2012 US$22 3 million) The increase principally comprised changes in assigned valuations as recognised in other comprehensive income No transfers out of, or into, the level 3 measurement classification occurred during the year ended 31st December 2013 Similarly, no transfers between level 1 and level 2 measurement classifications were made during the years ended 31st December 2013 and 31st December 2012

Sensitivity of the movement in the fair value of financial instruments in the level 3 category is assessed as not significant to other comprehensive income or total equity

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Notes to the consolidated financial statements (continued)
For the year ended 31st December 2013

38 Earnings per share
Basic earnings per share are calculated by dividing the net income attributable to the shareholders by the weighted average number of shares in issue during the year

	2013	2012
Net income (US$ millions)	**121 5**	117 9
Weighted average number of shares in issue (millions)	**2,500**	2,500
Basic earnings per share (US$)	**0 05**	0 05

The diluted earnings per share is equivalent to the basic earnings per share set out above

39 Principal subsidiaries
The principal subsidiary companies were as follows -

	Principal activities	Country of incorporation
Gulf International Bank (UK) Limited	Asset management	United Kingdom
GIB Capital L L C	Investment banking	Kingdom of Saudi Arabia

The Group s ownership interest in the principal subsidiary companies was 100 per cent for the years ended 31st December 2013 and 31st December 2012

40 Average consolidated statement of financial position
The average consolidated statement of financial position was as follows -

	31 12 13 US$ millions	31 12 12 US$ millions
ASSETS		
Cash and other liquid assets	**1,476 4**	1 202 5
Securities purchased under agreements to resell	**1,514 5**	493 8
Placements	**5,519 1**	5 881 3
Trading securities	**89 6**	91 1
Investment securities	**3,727 1**	3,446 7
Loans and advances	**7,882 0**	6 536 8
Other assets	**309 5**	230 6
Total assets	**20,518 2**	17 882 8
LIABILITIES		
Deposits from banks	**1,892.4**	1,774 4
Deposits from customers	**12,532 8**	10,117 3
Securities sold under agreements to repurchase	**691 2**	349 5
Other liabilities	**324 3**	225 1
Senior term financing	**2,381 1**	2 894 6
Subordinated term financing	**477 8**	477 8
Total liabilities	**18,299 6**	15,838 7
Total equity	**2,218 6**	2 044 1
Total liabilities & equity	**20,518.2**	17 882 8

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Risk management and capital adequacy report

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Risk management and capital adequacy report

31st December 2013

Executive Summary

The Central Bank of Bahrain (CBB) Basel 2 guidelines prescribe the capital adequacy framework for banks incorporated in the Kingdom of Bahrain

This Risk Management and Capital Adequacy report encompasses the Basel 2 Pillar 3 disclosure requirements prescribed by the CBB based on the Basel Committee s Pillar 3 guidelines The report contains a description of GIB s risk management and capital adequacy policies and practices including detailed information on the capital adequacy process

Since 2006 GIB (the Group) has routinely been monitoring capital adequacy for internal capital management purposes based on both the Basel 2 standardised and the foundation internal ratings based (FIRB) approaches for credit risk the standardised approach for operational risk and the internal models approach for market risk

For regulatory purposes, GIB has adopted the standardised approach for credit risk In time and subject to the CBB permitting the use of the internal ratings based approach, GIB plans to adopt the FIRB approach for credit risk, as it is more closely aligned to the Group s internal capital management methodologies GIB uses the internal models approach for market risk and the standardised approach for determining the capital requirement for operational risk

The disclosed tier 1 and total capital adequacy ratios comply with the minimum capital requirements under the CBB s Basel 2 framework

GIB s total risk-weighted assets at 31st December 2013 amounted to US$12 921 6 million Credit risk accounted for 94 5 per cent, market risk 1 5 per cent and operational risk 4 0 per cent of the total risk-weighted assets Tier 1 and total regulatory capital were US$2 185 8 million and US$2 440 9 million respectively

At 31st December 2013, GIB s tier 1 and total capital adequacy ratios were 16 9 per cent and 18 9 per cent respectively GIB aims to maintain a tier 1 capital adequacy ratio above 8 per cent and a total capital adequacy ratio in excess of 12 per cent

GIB views the Basel 2 Pillar 3 disclosures as an important contribution to increased risk transparency within the banking industry, and particularly important during market conditions characterised by high uncertainty In this regard, GIB has provided more disclosure in this report than is required in accordance with the CBB s Pillar 3 guidelines in order to provide the level of transparency that is believed to be appropriate and relevant to the Group s various stakeholders and market participants

All figures presented in this report are as at 31st December 2013 unless otherwise stated

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Risk management and capital adequacy report (continued)
31st December 2013

1 The Basel 2 framework
The CBB s Basel 2 framework is based on three pillars consistent with the Basel 2 framework developed by the Basel Committee as follows -

- Pillar 1 the calculation of the risk-weighted amounts (RWAs) and capital requirement
- Pillar 2 the supervisory review process, including the Internal Capital Adequacy Assessment Process (ICAAP)
- Pillar 3 the disclosure of risk management and capital adequacy information

1 1 Pillar 1
Pillar 1 prescribes the basis for the calculation of the regulatory capital adequacy ratio Pillar 1 sets out the definition and calculations of the RWAs and the derivation of the regulatory capital base The capital adequacy ratio is calculated by dividing the regulatory capital base by the total RWAs

With the introduction of Pillar 2, the CBB will implement a minimum ratio threshold to be determined for each institution individually as described in more detail in the Pillar 2 section of this report As at 31st December 2013 and pending the finalisation of the CBB s Pillar 2 guidelines all banks incorporated in Bahrain are required to maintain a minimum capital adequacy ratio of 12 per cent

The CBB also requires banks incorporated in Bahrain to maintain a buffer of 0 5 per cent above the minimum capital adequacy ratio In the event that the capital adequacy ratio falls below 12 5 per cent additional prudential reporting requirements apply and a formal action plan setting out the measures to be taken to restore the ratio above the target level is to be formulated and submitted to the CBB Consequently the CBB requires GIB to maintain an effective minimum capital adequacy ratio of 12 5 per cent No separate minimum tier 1 ratio is required to be maintained under the CBB s Basel 2 capital adequacy framework However the maintenance of a strong tier 1 ratio is nevertheless a focus of GIB s internal capital adequacy assessment process as it represents the core capital of the bank

The table below summarises the approaches available for calculating RWAs for each risk type in accordance with the *CBB s Basel 2 capital adequacy framework* -

Approaches for determining regulatory capital requirements		
Credit risk	**Market risk**	**Operational risk**
Standardised approach	Standardised approach	Basic indicator approach
Foundation internal ratings based approach (FIRB)	Internal models approach	Standardised approach

The approach applied by GIB for each risk type is as follows -

a) Credit risk
For regulatory reporting purposes, GIB applies the standardised approach for credit risk

The RWAs are determined by multiplying the credit exposure by a risk weight factor dependent on the type of counterparty and the counterparty s external rating, where available

Internally GIB also calculates the capital requirement under the more risk-sensitive and complex FIRB approach, although the resultant ratio is not being used for regulatory compliance purposes at present

Risk management and capital adequacy report (continued)

31st December 2013

1. The Basel 2 framework (continued)

1 1 Pillar 1 (continued)

b) Market risk

For the regulatory market risk capital requirement GIB applies the internal models approach based on a Value-at-Risk (VaR) model The use of the internal models approach for the calculation of regulatory market risk capital has been approved by the CBB

c) Operational risk

Under the CBB s Basel 2 capital adequacy framework, all banks incorporated in Bahrain are required to apply the basic indicator approach for operational risk unless approval is granted by the CBB to use the standardised approach The CBB s Basel 2 guidelines do not currently permit the use of the advanced measurement approach (AMA) for operational risk The standardised approach for the calculation of regulatory operational risk capital has been approved by the CBB

Under the standardised approach, the regulatory capital requirement is calculated based on a range of beta coefficients, ranging from 12 to 18 per cent applied to the average gross income for the preceding three financial years for each of eight predefined business lines

1 2 Pillar 2

Pillar 2 defines the process of supervisory review of an institution s risk management framework and, ultimately its capital adequacy

Under the CBB s Pillar 2 guidelines, each bank is to be individually assessed by the CBB and an individual minimum capital adequacy ratio is to be determined for each bank The CBB is yet to undertake the assessment exercises, which will allow their setting of minimum capital ratios in excess of 8 per cent, based on the CBB s assessment of the financial strength and risk management practices of the institution Currently, pending finalisation of the assessment process all banks incorporated in Bahrain are required to maintain a 12 per cent minimum capital adequacy ratio

Pillar 2 comprises two processes -

- an Internal Capital Adequacy Assessment Process (ICAAP) and
- a supervisory review and evaluation process

The ICAAP incorporates a review and evaluation of risk management and capital relative to the risks to which the bank is exposed GIB s ICAAP has been developed around its economic capital framework which is designed to ensure that the Group has sufficient capital resources available to meet regulatory and internal capital requirements, even during periods of economic or financial stress The ICAAP addresses all components of GIB s risk management from the daily management of more material risks to the strategic capital management of the Group

The supervisory review and evaluation process represents the CBB s review of the Group s capital management and an assessment of internal controls and corporate governance The supervisory review and evaluation process is designed to ensure that institutions identify their material risks and allocate adequate capital, and employ sufficient management processes to support such risks

The supervisory review and evaluation process also encourages institutions to develop and apply enhanced risk management techniques for the measurement and monitoring of risks in addition to the credit market and operational risks addressed in the core Pillar 1 framework Other risk types which are not covered by the minimum capital requirements in Pillar 1 include liquidity risk interest rate risk in the banking book business risk and concentration risk These are covered either by capital or risk management and mitigation processes under Pillar 2

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Risk management and capital adequacy report (continued)
31st December 2013

1 The Basel 2 framework (continued)

1.3 Pillar 3
In the CBB s Basel 2 framework, the third pillar prescribes how when, and at what level information should be disclosed about an institution s risk management and capital adequacy practices

The disclosures comprise detailed qualitative and quantitative information The purpose of the Pillar 3 disclosure requirements is to complement the first two pillars and the associated supervisory review process The disclosures are designed to enable stakeholders and market participants to assess an institution s risk appetite and risk exposures and to encourage all banks via market pressures to move toward more advanced forms of risk management

Under the current regulations, partial disclosure consisting mainly of quantitative analysis is required during half year reporting, whereas fuller disclosure is required to coincide with the financial year end reporting

In this report GIB s disclosures are beyond the minimum regulatory requirements and provide disclosure of the risks to which it is exposed both on- and off-balance sheet The disclosures in this report are in addition to the disclosures set out in the consolidated financial statements presented in accordance with International Financial Reporting Standards (IFRS)

2 Group structure and overall risk and capital management
This section sets out the consolidation principles and the capital base of GIB as calculated in accordance with the Pillar 1 guidelines and describes the principles and policies applied in the management and control of risk and capital

2 1 Group structure
The Group s financial statements are prepared and published on a full consolidation basis, with all subsidiaries being consolidated in accordance with IFRS For capital adequacy purposes, all subsidiaries are included within the Gulf International Bank B S C Group structure However, the CBB s capital adequacy methodology accommodates both normal and aggregation forms of consolidation

Under the CBB capital adequacy framework subsidiaries reporting under a Basel 2 framework in other regulatory jurisdictions may at the bank s discretion, be consolidated based on that jurisdiction s Basel 2 framework rather than based on the CBB s guidelines Under this aggregation consolidation methodology the risk-weighted assets of subsidiaries are consolidated with those of the rest of the Group based on the guidelines of their respective regulator to determine the Group s total risk-weighted assets

GIB s principal subsidiary Gulf International Bank (UK) Limited (GIBUK), is regulated by the Financial Conduct Authority (FCA) and the Prudential Regulation Authority (PRA) of the United Kingdom, and has calculated its risk-weighted assets in accordance with the PRA s guidelines

The principal subsidiaries and basis of consolidation for capital adequacy purposes are as follows -

Subsidiary	Domicile	Ownership	Consolidation basis
Gulf International Bank (UK) Limited	United Kingdom	100%	Aggregation
GIB Capital LLC	Saudi Arabia	100%	Full Consolidation

No investments in subsidiaries are treated as a deduction from the Group s regulatory capital

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Risk management and capital adequacy report (continued)

31st December 2013

2 Group structure and overall risk and capital management (continued)

2 2 Risk and capital management

GIB maintains a prudent and disciplined approach to risk taking by upholding a comprehensive set of risk management policies processes and limits employing professionally qualified people with the appropriate skills, investing in technology and training and actively promoting a culture of sound risk management at all levels A key tenet of this culture is the clear segregation of duties and reporting lines between personnel transacting business and personnel processing that business The Group s risk management is underpinned by its ability to identify measure, aggregate and manage the different types of risk it faces

The Board of Directors has created from among its members a Board Risk Policy Committee to review the Group s risk taking activities and report to the Board in this regard The Board has the ultimate responsibility for setting the overall risk parameters and tolerances within which the Group conducts its activities including responsibility for setting the capital ratio targets The Board reviews the Group s overall risk profile and significant risk exposures as well as the Group s major risk policies processes and controls

The Management Committee, chaired by the Chief Executive Officer (CEO), has the primary responsibility for sanctioning risk taking policies and activities within the tolerances defined by the Board The Group Risk Committee assists the Management Committee in performing its risk related functions

The Group Risk Committee, under the chairmanship of the Chief Risk Officer (CRO) and comprising the Group s most senior risk professionals, provides a forum for the review and approval of new products risk measurement methodologies and risk control processes The Group Risk Committee also reviews all risk policies and limits that require approval by the Management Committee The Assets and Liabilities Committee (ALCO) chaired by the Chief Financial Officer (CFO), provides a forum for the review of asset and liability activities within GIB It co-ordinates the asset and liability functions and serves as a link between the funding sources and usage in the different business areas

From a control perspective the process of risk management is facilitated through a set of independent functions which report directly to senior management These functions include Credit Risk, Market Risk Operational Risk Financial Control and Internal Audit This multi-faceted approach aids the effective management of risk by identifying, measuring and monitoring risks from a variety of perspectives

Internal Audit is responsible for carrying out a risk-based programme of work designed to provide assurance that assets are being safeguarded This involves ensuring that controls are in place and working effectively in accordance with Group policies and procedures as well as with laws and regulations The work carried out by Internal Audit includes providing assurance on the effectiveness of the risk management functions, as well as that of controls operated by the business units The Board Audit Committee approves the annual audit plan and also receives regular reports of the results of audit work

The Group s policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future business development The Group manages its capital structure and makes adjustments to the structure taking account of changes in economic conditions and strategic business plans The capital structure may be adjusted through the dividend payout or the issue of new shares

The CFO is responsible for the capital planning process Capital planning includes capital adequacy reporting economic capital and parameter estimation i e probability of default (PD) and loss given default (LGD) estimates, used for the calculation of economic capital The CFO is also responsible for the balance sheet management framework

Risk management and capital adequacy report (continued)

31st December 2013

2 Group structure and overall risk and capital management (continued)

2 2 Risk and capital management (continued)

The governance structure for risk and capital management is set out in the table below -

	Board of Directors	
Board Audit Committee		**Board Risk Policy Committee**
	Chief Executive Officer	
Management Committee (Chairman CEO)	**Group Risk Committee (Chairman CRO)**	**Assets and Liabilities Committee (Chairman. CFO)**

The risk, liquidity and capital management responsibilities are set out in the table below -

	Chief Executive Officer	
Chief Financial Officer (CFO)		**Chief Risk Officer (CRO)**
Balance sheet management framework Capital management framework		Risk management framework and policies Group credit control Credit risk Market risk Operational risk Liquidity risk

2.3 Risk types

The major risks associated with the Group s business activities are credit, market, operational and liquidity risk These risks together with a commentary on the way in which the risks are managed and controlled are set out in the following sections based on the Basel 2 pillar in which the risks are addressed

2.4 Risk in Pillar 1

Pillar 1, which forms the basis for the calculation of the regulatory capital requirement, addresses three specific risk types credit market and operational risk

a) Credit risk

Credit risk is the risk that a customer, counterparty or an issuer of securities or other financial instruments fails to perform under its contractual payment obligations thus causing the Group to suffer a loss in terms of cash flow or market value Credit risk is the predominant risk type faced by the Group in its banking investment and treasury activities both on- and off-balance sheet Where appropriate the Group seeks to minimise its credit exposure using a variety of techniques including but not limited to the following -

- entering netting agreements with counterparties that permit the offsetting of receivables and payables
- obtaining collateral
- seeking third party guarantees of the counterparty s obligations
- imposing restrictions and covenants on borrowers

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Risk management and capital adequacy report (continued)

31st December 2013

2 Group structure and overall risk and capital management (continued)

2 4 Risk in Pillar 1 (continued)

a) Credit risk (continued)

Credit risk is actively managed and rigorously monitored in accordance with well-defined credit policies and procedures Prior to the approval of a credit proposal, a detailed credit risk assessment is undertaken which includes an analysis of the obligor s financial condition, market position, business environment and quality of management The risk assessment generates an internal credit risk rating for each counterparty which affects the credit approval decision and the terms and conditions of the transaction For cross-border transactions, an analysis of country risk is also conducted The credit decision for an individual counterparty is based on the aggregate Group exposure to that counterparty and all its related entities Groupwide credit limit setting and approval authorisation requirements are conducted within Board approved guidelines and the measurement, monitoring and control of credit exposures are done on a Groupwide basis in a consistent manner Overall exposures are evaluated to ensure broad diversification of credit risk Potential concentration risks by product, industry, single obligor credit risk rating and geography are regularly assessed with a view to improving overall portfolio diversification Established limits and actual levels of exposure are regularly reviewed by the Chief Risk Officer Chief Credit Officer and other members of senior management All credit exposures are reviewed at least once a year Credit policies and procedures are designed to identify at an early stage exposures which require more detailed monitoring and review The credit risk associated with foreign exchange and derivative instruments is assessed in a manner similar to that associated with on-balance sheet activities The Group principally utilises derivative transactions to facilitate customer transactions and for the management of interest and foreign exchange risks associated with the Group s longer-term lending borrowing and investment activities Unlike on-balance sheet products, where the principal amount and interest generally represent the maximum credit exposure, the notional amount relating to a foreign exchange or derivative transaction typically exceeds the credit exposure by a substantial margin The measure of credit exposure for foreign exchange and derivative instruments is therefore more appropriately considered to be the replacement cost at current market rates plus an add-on amount commensurate with the position s size volatility and remaining life Derivative contracts may also carry legal risk the Group seeks to minimise these risks by the use of standard contract agreements

b) Market risk

Market risk is the risk of loss of value of a financial instrument or a portfolio of financial instruments as a result of adverse changes in market prices and rates and market conditions such as liquidity Market risk arises from the Group s trading asset and liability management, and investment activities

The categories of market risk to which the Group is exposed are as follows -

Interest rate risk results from exposure to changes in the level slope curvature and volatility of interest rates and credit spreads The credit spread risk is the risk that the interest yield for a security will increase with a reduction in the security price, relative to benchmark yields as a result of the general market movements for that rating and class of security Interest rate risk is the principal market risk faced by the Group and arises from the Group s investment activities in debt securities, asset and liability management and the trading of debt and off-balance sheet derivative instruments

Foreign exchange risk results from exposure to changes in the price and volatility of currency spot and forward rates The principal foreign exchange risk arises from the Group s foreign exchange forward and derivative trading activities

Risk management and capital adequacy report (continued)

31st December 2013

2 Group structure and overall risk and capital management (continued)

2.4 Risk in Pillar 1 (continued)

b) Market risk (continued)

Equity risk arises from exposures to changes in the price and volatility of individual equities or equity indices

The Group seeks to manage exposure to market risk through the diversification of exposures across dissimilar markets and the establishment of hedges in related securities or off-balance sheet derivative instruments To manage the Group s exposures, in addition to the exercise of business judgement and management experience the Group utilises limit structures including those relating to positions portfolios maturities and maximum allowable losses

A key element in the Group s market risk management framework is the estimation of potential future losses that may arise from adverse market movements The Group utilises Value-at-Risk (VaR) to estimate such losses The VaR is derived from quantitative models that use statistical and simulation methods that take account of all market rates and prices that may cause a change in a position s value These include interest rates, foreign exchange rates and equity prices their respective volatilities and the correlations between these variables The Group s VaR is calculated on a Monte Carlo simulation basis using historical volatilities and correlations to generate a profit and loss distribution from several thousand scenarios

The VaR takes account of potential diversification benefits of different positions both within and across different portfolios Consistent with general market practice VaR is computed for all financial instruments for which there are readily available daily prices or suitable proxies VaR is viewed as an effective risk management tool and a valuable addition to the non-statistically based limit structure It permits a consistent and uniform measurement of market risk across all applicable products and activities Exposures are monitored against a range of limits both by risk category and portfolio and are regularly reported to and reviewed by senior management and the Board of Directors

An inherent limitation of VaR is that past market movements may not provide an accurate prediction of future market losses Historic analyses of market movements have shown that extreme market movements (i e beyond the 99 per cent confidence level) occur more frequently than VaR models predict Stress tests are regularly conducted to estimate the potential economic losses in such abnormal markets Stress testing combined with VaR provides a more comprehensive picture of market risk The Group regularly performs stress tests that are constructed around changes in market rates and prices resulting from pre-defined market stress scenarios including both historical and hypothetical market events Historical scenarios include the 1997 Asian crisis, the 1998 Russian crisis the events of 9/11 and the 2008 credit crisis In addition, the Group performs stress testing based on internally developed hypothetical market stress scenarios Stress testing is performed for all material market risk portfolios

c) Operational risk

Operational risk is the risk of loss arising from inadequate or failed internal processes, people and systems or from external events whether intentional, unintentional or natural It is an inherent risk faced by all businesses and covers a large number of potential operational risk events including business interruption and systems failures, internal and external fraud employment practices and workplace safety customer and business practices, transaction execution and process management, and damage to physical assets

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Risk management and capital adequacy report (continued)
31st December 2013

2. Group structure and overall risk and capital management (continued)

2 4 Risk in Pillar 1 (continued)

c) Operational risk (continued)

Whilst operational risk cannot be eliminated in its entirety the Group endeavours to minimise the risk by ensuring that a strong control infrastructure is in place throughout the organisation The various procedures and processes used to manage operational risk include effective staff training, appropriate controls to safeguard assets and records, regular reconciliation of accounts and transactions close monitoring of risk limits, segregation of duties and financial management and reporting In addition other control strategies including business continuity planning and insurance are in place to complement the control processes as applicable

The Group has an independent operational risk function As part of the Groups Operational Risk Management Framework (ORMF), comprehensive risk assessments are conducted which identify operational risks inherent in the Group s activities processes and systems The controls in place to mitigate these risks are also reviewed, and enhanced if necessary

2 5 Risk in Pillar 2

Other risk types are measured and assessed in Pillar 2 GIB measures and manages these risk types although they are not included in the calculation of the regulatory capital adequacy ratio Most of the Pillar 2 risks are included in GIB s calculation of internal economic capital Pillar 2 risk types include liquidity risk, interest rate risk in the banking book business risk and concentration risk

a) Liquidity risk

Liquidity risk is the risk that sufficient funds are not available to meet the Group s financial obligations on a punctual basis as they fall due The risk arises from the timing differences between the maturity profiles of the Group s assets and liabilities It includes the risk of losses arising from the following -

- forced sale of assets at below normal market prices
- raising of deposits or borrowing funds at excessive rates
- the investment of surplus funds at below market rates

Liquidity management policies are designed to ensure that funds are available at all times to meet the funding requirements of the Group even in adverse conditions In normal conditions the objective is to ensure that there are sufficient funds available not only to meet current financial commitments but also to facilitate business expansion These objectives are met through the application of prudent liquidity controls These controls provide access to funds without undue exposure to increased costs from the liquidation of assets or the aggressive bidding for deposits

The Group s liquidity controls ensure that, over the short-term, the future profile of cash flows from maturing assets is adequately matched to the maturity of liabilities Liquidity controls also provide for the maintenance of a stock of liquid and readily realisable assets and a diversified deposit base in terms of both maturities and range of depositors

The management of liquidity and funding is primarily conducted in the Group s individual geographic entities within approved limits The limits ensure that contractual net cash flows occurring over the following 30 day period do not exceed the eligible stock of available liquid resources

It is the Group s general policy that each geographic entity should be self-sufficient in relation to funding its own operations

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Risk management and capital adequacy report (continued)
31st December 2013

2. Group structure and overall risk and capital management (continued)

2 5 Risk in Pillar 2 (continued)

a) Liquidity risk (continued)

The Group s liquidity management policies include the following -

- the monitoring of (i) future contractual cash flows against approved limits and (ii) the level of liquid resources available in a stress event
- the monitoring of balance sheet liquidity ratios
- the monitoring of the sources of funding in order to ensure that funding is derived from a diversified range of sources
- the monitoring of depositor concentrations in order to avoid undue reliance on individual depositors
- the maintenance of a satisfactory level of term financing
- the maintenance of appropriate standby funding arrangements and
- the maintenance of liquidity and funding contingency plans These plans identify early indicators of stress conditions and prescribe the actions to be taken in the event of a systemic or other crisis, while minimising adverse long-term implications for the Group s business activities

b) Interest rate risk in the banking book

Structural interest rate risk arises in the Group s core balance sheet as a result of mismatches in the repricing of interest rate sensitive financial assets and liabilities The associated interest rate risk is managed within VaR limits and through the use of models to evaluate the sensitivity of earnings to movements in interest rates

c) Business risk

Business risk represents the earnings volatility inherent in all businesses due to the uncertainty of revenues and costs associated with changes in the economic and competitive environment Business risk is evaluated based on the observed volatility in historical profits and losses

d) Concentration risk

Concentration risk is the risk related to the degree of diversification in the credit portfolio i e the risk inherent in doing business with large customers or not being equally exposed across industries and regions

Concentration risk is captured in GIB s economic capital framework through the use of a credit risk portfolio model which considers single-name concentrations in the credit portfolio Economic capital add-ons are applied where counterparty exposures exceed specified thresholds

Potential concentration risks by product, industry single obligor, and geography are regularly assessed with a view to improving overall portfolio diversification Established limits and actual levels of exposure are regularly reviewed by senior management and the Board of Directors

2.6 Monitoring and reporting

The monitoring and reporting of risk is conducted on a daily basis for market and liquidity risk, and on a monthly or quarterly basis for credit and operational risk

Risk reporting is regularly made to senior management and the Board of Directors The Board of Directors receives internal risk reports covering market credit, operational and liquidity risks

Capital management including regulatory and internal economic capital ratios is reported to senior management and the Board of Directors on a monthly basis

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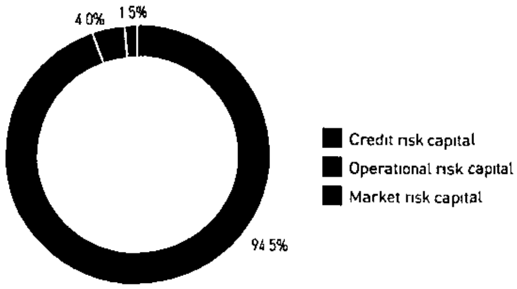
Risk management and capital adequacy report (continued)
31st December 2013

3 Regulatory capital requirements and the capital base
This section describes the Group s regulatory capital requirements and capital base

The composition of the total regulatory capital requirement was as follows -



3.1 Capital requirements for credit risk
For regulatory reporting purposes GIB calculates the capital requirements for credit risk based on the standardised approach Under the standardised approach on- and off-balance sheet credit exposures are assigned to exposure categories based on the type of counterparty or underlying exposure The exposure categories are referred to in the CBB s Basel 2 capital adequacy framework as standard portfolios The primary standard portfolios are claims on sovereigns claims on banks and claims on corporates Following the assignment of exposures to the relevant standard portfolios the RWAs are derived based on prescribed risk-weightings Under the standardised approach the risk-weightings are provided by the CBB and are determined based on the counterparty s external credit rating The external credit ratings are derived from eligible external rating agencies approved by the CBB GIB uses ratings assigned by Standard & Poor s, Moody s and Fitch

An overview of the exposures RWAs and capital requirements for credit risk analysed by standard portfolio is presented in the table below -

	Rated exposure US$ millions	Unrated exposure US$ millions	Total exposure US$ millions	Average risk weight %	RWA US$ millions	Capital requirement US$ millions
Sovereigns	4 043 3	-	4 043 3	0%	7 7	0 9
PSEs	-	3 2	3 2	100%	3 2	0 4
Banks	9 472 7	304 5	9 777 2	28%	2 711 4	325 4
Corporates	1 159 9	8 320 6	9 480 5	93%	8 841 5	1 061 0
Equities	-	310 2	310 2	123%	382 8	45 9
Past due loans	-	71 8	71 8	139%	99 5	11 9
Other assets	26 9	155 3	182 2	86%	156 9	18 8
	14,702 8	**9,165 6**	**23,868 4**	**51%**	**12,203 0**	**1,464 3**

Exposures are stated after taking account of credit risk mitigants where applicable The treatment of credit risk mitigation is explained in more detail in section 4 4(vii) of this report

The unrated exposure to banks principally represents unrated subordinated loans to rated banks

The definitions of each standard portfolio and the related RWA requirements are set out in section 4 of this report

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Rısk management and capıtal adequacy report (contınued)
31st December 2013

3 Regulatory capıtal requırements and the capıtal base (contınued)

3 2 Capital requirements for market rısk
GIB uses a Value-at-Rısk (VaR) model to calculate the regulatory capıtal requırements relatıng to general market rısk

The VaR calculated by the ınternal model ıs subject to a multıplıcatıon factor determıned by the CBB GIB s multıplıcatıon factor has been set at the regulatory mınımum of 3 0 by the CBB

Prescrıbed addıtıons ın respect of specıfıc rısk are made to general market rısk The resultant measure of market rısk ıs multıplıed by 12 5, the recıprocal of the theoretıcal 8 per cent mınımum capıtal ratıo, to gıve market rısk-weıghted exposure on a basıs consıstent wıth credıt rısk-weıghted exposure

The RWAs and capıtal requırements for market rısk are presented ın the table below -

	RWA US$ mıllıons	Capıtal requırement US$ mıllıons
Interest rate rısk	137 3	16 5
Foreıgn exchange rısk	13 7	1 6
Total general market rısk	151 0	18 1
Total specıfıc market rısk	47 2	5 7
	198 2	**23 8**

From Aprıl 2012, the general market rısk calculatıon ıncludes the addıtıon of stressed VaR ın accordance wıth CBB guıdelınes

3 3 Capıtal requırements for operatıonal rısk
For regulatory reportıng purposes the capıtal requırement for operatıonal rısk ıs calculated accordıng to the standardısed approach Under thıs approach the Group s average gross ıncome over the precedıng three fınancıal years ıs multıplıed by a range of beta coeffıcıents The beta coeffıcıents are determıned based on the busıness lıne generatıng the gross ıncome and are prescrıbed ın the CBB s Basel 2 capıtal adequacy framework and range from 12 to 18 per cent

The capıtal requırement for operatıonal rısk at 31st December 2013 amounted to US$62 4 mıllıon

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Risk management and capital adequacy report (continued)
31st December 2013

3 Regulatory capital requirements and the capital base (continued)

3 4 Capital base
The regulatory capital base is set out in the table below -

	Tier 1 US$ millions	Tier 2 US$ millions	Total US$ millions
Share capital	2,500 0	-	2 500 0
Share premium	7 6	-	7 6
Compulsory reserve	206 7	-	206 7
Voluntary reserve	144 2	-	144 2
Retained earnings	(610 3)	-	(610 3)
Unrealised (losses) / gains on fair valuing equity investments	(22 3)	17 1	(5 2)
Collective impairment provisions (subject to 1 25% credit RWA limitation)	-	152 5	152 5
Subordinated term finance	-	125 6	125 6
Regulatory capital deductions	(40 1)	(40 1)	(80 2)
Tier 1 and tier 2 capital base	**2,185 8**	**255 1**	**2,440 9**

Tier 1 capital is defined as capital of the same or close to the character of paid up capital and comprises share capital, share premium, retained earnings and eligible reserves Retained earnings after inclusion of full year profits, are included in tier 1 following the external audit Eligible reserves exclude revaluation gains and losses arising on the remeasurement to fair value of derivative cash flow hedging transactions, although include unrealised gains and losses arising on the remeasurement to fair value of equity investment securities classified as fair value through other comprehensive income (FVTOCI) Unrealised losses on equity investment securities classified as FVTOCI are included in tier 1 capital and unrealised gains are included in tier 2 capital

Tier 2 capital comprises qualifying subordinated term finance, collective impairment provisions and 45 per cent of unrealised gross gains arising on the remeasurement to fair value of equity investment securities classified as FVTOCI

The subordinated term finance facilities amounting to US$125 6 million, represent unsecured obligations of the Group and are subordinated in right of payment to the claims of depositors and other creditors of the Group that are not also subordinated The subordinated term finance has been approved for inclusion in tier 2 capital for regulatory capital adequacy purposes by the CBB During the last five years before contractual maturity, a cumulative amortisation (discount) factor of 20 per cent per year is to be applied to the facilities At 31st December 2013 the amortisation amount excluded from tier 2 capital amounted to US$352 2 million

In accordance with the CBB single obligor regulations, certain large single obligor exposures that were pre-approved by the CBB are required to be treated as regulatory capital deductions The deductions are applied 50 per cent against tier 1 and 50 per cent against tier 2 At 31st December 2013 the aggregate of the large single obligor exposures deducted from regulatory capital amounted to US$80 2 million

The CBB applies various limits to elements of the regulatory capital base The amount of innovative tier 1 securities cannot exceed 15 per cent of total tier 1 capital qualifying tier 2 capital cannot exceed tier 1 capital and qualifying subordinated term finance cannot exceed 50 per cent of tier 1 capital There are also restrictions on the amount of collective impairment provisions that may be included as part of tier 2 capital

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Risk management and capital adequacy report (continued)

31st December 2013

3 Regulatory capital requirements and the capital base (continued)

3.4 Capital base (continued)

In accordance with the CBB's Basel 2 capital adequacy framework, securitisation exposures that are rated below BB- or that are unrated are to be deducted from regulatory capital rather than included in RWAs. At 31st December 2013, the Group had no exposure to securitisations.

There are no impediments on the transfer of funds or regulatory capital within the Group other than restrictions over transfers of statutory deposits with central banks and safeguards to ensure minimum regulatory capital requirements are met for subsidiary companies.

4 Credit risk – Pillar 3 disclosures

This section describes the Group's exposure to credit risk and provides detailed disclosures on credit risk in accordance with the CBB's Basel 2 framework in relation to Pillar 3 disclosure requirements.

4.1 Definition of exposure classes

GIB has a diversified on- and off-balance sheet credit portfolio, the exposures of which are divided into the counterparty exposure classes defined by the CBB's Basel 2 capital adequacy framework for the standardised approach for credit risk. A high-level description of the counterparty exposure classes, referred to as standard portfolios in the CBB's Basel 2 capital adequacy framework, and the generic treatments, i.e. the risk weights to be used to derive the RWAs, are as follows:-

Sovereigns portfolio

The sovereigns portfolio comprises exposures to governments and their respective central banks. The risk weights are 0 per cent for exposures in the relevant domestic currency, or in any currency for exposures to GCC governments. Foreign currency claims on other sovereigns are risk-weighted based on their external credit ratings.

Certain multilateral development banks as determined by the CBB may be included in the sovereigns portfolio and treated as exposures with a 0 per cent risk-weighting.

PSE portfolio

Public sector entities (PSEs) are risk-weighted according to their external ratings with the exception of Bahrain PSEs and domestic currency claims on other PSEs which are assigned a 0 per cent risk weight by their respective country regulator.

Banks portfolio

Claims on banks are risk-weighted based on their external credit ratings. A preferential risk weight treatment is available for qualifying short-term exposures. Short-term exposures are defined as exposures with an original tenor of three months or less.

The Banks portfolio also includes claims on investment firms, which are risk-weighted based on their external credit ratings although without any option for preferential treatment for short-term exposures.

Corporates portfolio

Claims on corporates are risk-weighted based on their external credit ratings. A 100 per cent risk weight is assigned to unrated corporate exposures. A preferential risk weight treatment is available for certain corporates owned by the Government of Bahrain, as determined by the CBB, which are assigned a 0 per cent risk weight.

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Risk management and capital adequacy report (continued)
31st December 2013

4 Credit risk - Pillar 3 disclosures (continued)

4 1 Definition of exposure classes (continued)

Equities portfolio
The equities portfolio comprises equity investments in the banking book, i e in the investment securities portfolio and non-qualifying equities and funds in the trading portfolio The credit (specific) risk for qualifying equities in the trading book is included in market risk RWAs for regulatory capital adequacy calculation purposes

A 100 per cent risk weight is assigned to listed equities and funds Unlisted equities and funds are risk-weighted at 150 per cent Investments in rated funds are risk-weighted according to their external credit rating Equity investments in securitisations are deducted from the regulatory capital base

In addition to the standard portfolios other exposures are assigned to the following exposure classes -

Past due exposures
All past due loan exposures, irrespective of the categorisation of the exposure if it were performing, are classified separately under the past due exposures asset class A risk-weighting of either 100 per cent or 150 per cent is applied depending on the level of provision maintained against the loan

Other assets and holdings of securitisation tranches
Other assets are risk-weighted at 100 per cent

Securitisation tranches are risk-weighted based on their external credit ratings and tenor Risk-weightings range from 20 per cent to 650 per cent Exposures to securitisation tranches that are rated below BB- or are unrated are deducted from regulatory capital rather than being subject to a risk weight

4 2 External rating agencies
GIB uses ratings issued by Standard & Poor s, Moody s and Fitch to derive the risk-weightings under the CBB s Basel 2 capital adequacy framework Where ratings vary between rating agencies, the highest rating from the lowest two ratings is used to derive the risk-weightings for regulatory capital adequacy purposes

4 3 Credit risk presentation under Basel 2
The credit risk exposures presented in this report may differ from the credit risk exposures reported in the consolidated financial statements Differences arise due to the application of different methodologies as illustrated below -

- Under the CBB s Basel 2 framework off-balance sheet exposures are converted into credit exposure equivalents by applying a credit conversion factor (CCF) The off-balance sheet exposure is multiplied by the relevant CCF applicable to the off-balance sheet exposure category Subsequently the exposure is treated in accordance with the standard portfolios referred to in section 4 1 of this report in the same manner as on-balance sheet exposures

- Credit risk exposure reporting under Pillar 3 is frequently reported by standard portfolios based on the type of counterparty The financial statement presentation is based on asset class rather than the relevant counterparty For example a loan to a bank would be classified in the Banks standard portfolio under the capital adequacy framework although is classified in loans and advances in the consolidated financial statements

- Certain eligible collateral is applied to reduce exposure under the Basel 2 capital adequacy framework whereas no such collateral netting is applicable in the consolidated financial statements

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Risk management and capital adequacy report (continued)
31st December 2013

4 Credit risk – Pillar 3 disclosures (continued)

4 3 Credit risk presentation under Basel 2 (continued)

- Based on the CBB s Basel 2 guidelines certain exposures are either included in or deducted from regulatory capital rather than treated as an asset as in the consolidated financial statements

- Under the CBB s Basel 2 capital adequacy framework external rating agency ratings are based on the highest rating from the lowest two ratings while for internal credit risk management purposes the Group uses the lowest rating

4 4 Credit exposure

a) Gross credit exposure

The gross and average gross exposure to credit risk before applying collateral guarantees and other credit enhancements was as follows -

	Gross credit exposure US$ millions	Average gross credit exposure US$ millions
Balance sheet items -		
Cash and other liquid assets	1 659 4	1,476 4
Securities purchased under agreements to resell	1 742 7	1 514 5
Placements	5 264 6	5,519 1
Trading securities	50 9	89 6
Investment securities	3,725 8	3,727 1
Loans and advances	8,317 2	7,882 0
Accrued interest receivable	90 0	92 2
Total on-balance sheet credit exposure	**20,850 6**	**20,300 9**
Off-balance sheet items -		
Credit-related contingent items	5,140 1	4 587 2
Derivative and foreign exchange instruments	339 1	328 0
Total off-balance sheet credit exposure	**5,479 2**	**4,915 2**
Total gross credit exposure	**26,329 8**	**25,216 1**

The average gross credit exposure is based on daily averages during the year ended 31st December 2013

The gross credit exposure for derivative and foreign exchange instruments is the replacement cost (current exposure) representing the cost of replacing the contracts at current market rates should the counterparty default prior to the settlement date The gross credit exposure reported in the table above does not include potential future exposure Further details on the counterparty credit risk relating to off-balance sheet exposures are set out in section 7 3(i) of this report

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Risk management and capital adequacy report (continued)

31st December 2013

4 Credit risk – Pillar 3 disclosures (continued)

4.4 Credit exposure (continued)

b) Credit exposure by geography

The classification of credit exposure by geography, based on the location of the counterparty, was as follows -

	Placements, reverse repos & other liquid assets US$ millions	Securities US$ millions	Loans and advances US$ millions	Accrued interest receivable US$ millions	Off-balance sheet items US$ millions	Total US$ millions
GCC	3 341 0	1 765 6	7,808 3	50 1	4,684 9	17 649 9
Other MENA	42 5	2 6	22 3	0 1	0 7	68 2
Europe	3 582 4	1,153 3	331 6	27 9	449 6	5 544 8
North America	1 180 2	560 0	101 4	7 8	261 0	2 110 4
Asia	520 6	292 3	8 3	3 9	83 0	908 1
Latin America	-	2 9	45 3	0 2	-	48 4
	8,666 7	**3,776 7**	**8,317 2**	**90 0**	**5,479 2**	**26,329 8**

The MENA region comprises the Middle East and North Africa

c) Credit exposure by industrial sector

The classification of credit exposure by industrial sector was as follows -

	Placements, reverse repos & other liquid assets US$ millions	Securities US$ millions	Loans and advances US$ millions	Accrued interest receivable US$ millions	Off-balance sheet items US$ millions	Total US$ millions
Financial services	6 537 2	1,934 0	1 173 7	44 3	376 4	10 065 6
Construction	-	-	628 0	3 6	3 463 1	4 094 7
Government	2,129 5	1 098 8	8 3	13 6	132 3	3 382 5
Energy, oil and petrochemical	-	285 4	2 254 3	8 0	585 7	3 133 4
Trading and services	-	-	1 556 8	6 0	345 7	1,908 5
Transportation	-	49 7	1 027 7	1 9	94 5	1,173 8
Manufacturing	-	-	900 8	4 2	204 1	1,109 1
Communication	-	42 6	293 9	1 5	43 1	381 1
Equity investments	-	359 3	-	-	3 3	362 6
Real estate	-	6 9	269 6	1 5	30 2	308 2
Other	-	-	204 1	5 4	200 8	410 3
	8,666 7	**3,776 7**	**8,317 2**	**90 0**	**5,479 2**	**26,329 8**

Risk management and capital adequacy report (continued)

31st December 2013

4 Credit risk – Pillar 3 disclosures (continued)

4 4 Credit exposure (continued)

d) Credit exposure by internal rating

The credit risk profile based on internal credit ratings was as follows -

	Placements, reverse repos & other liquid assets US$ millions	Securities US$ millions	Loans and advances US$ millions	Accrued interest receivable US$ millions	Off-balance sheet items US$ millions	Total US$ millions
Neither past due nor impaired						
Rating grades 1 to 4-	8,591 6	3,417 4	5 056 0	75 1	1 767 1	18,907 2
Rating grades 5+ to 5-	75 1	-	2 784 0	13 5	3 652 0	6,524 6
Rating grades 6+ to 6-	-	-	362 2	1 1	51 6	414 9
Rating grade 7	-	-	-	0 3	5 2	5 5
Equity investments	-	359 3	-	-	3 3	362 6
Carrying amount	8 666 7	3,776 7	8 202 2	90 0	5 479 2	26 214 8
Past due but not impaired						
Rating grades 1 to 7	-	-	53 5	-	-	53 5
Carrying amount	-	-	53 5	-	-	53 5
Past due and individually impaired						
Rating grade 7	-	-	6 8	-	-	6 8
Rating grade 9	-	-	19 2	-	-	19 2
Carrying amount	-	-	26 0	-	-	26 0
Individually impaired but not past due						
Rating grade 8	-	-	35 5	-	-	35 5
Carrying amount	-	-	35 5	-	-	35 5
	8,666 7	**3,776 7**	**8,317 2**	**90 0**	**5,479 2**	**26,329 8**

The analysis is presented prior to the application of credit risk mitigation techniques

The Group s internal credit rating system is commented on in more detail in section 8 1 of this report

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Risk management and capital adequacy report (continued)
31st December 2013

4 Credit risk - Pillar 3 disclosures (continued)

4 4 Credit exposure (continued)

e) Credit exposure by maturity
The maturity profile of funded credit exposures based on contractual maturity dates was as follows -

	Placements, reverse repos & other liquid assets US$ millions	Securities US$ millions	Loans and advances US$ millions	Accrued interest receivable US$ millions	Total US$ millions
Within 3 months	7,521 9	261 5	2 745 8	65 0	10 594 2
4 months to 1 year	1 144 8	475 4	1 356 9	25 0	3 002 1
Years 2 to 5	-	2 550 2	3 035 6	-	5 585 8
Years 6 to 10	-	111 3	800 4	-	911 7
Years 11 to 20	-	26 7	328 0	-	354 7
Over 20 years and other	-	351 6	50 5	-	402 1
	8,666 7	**3,776 7**	**8,317 2**	**90 0**	**20,850 6**

An analysis of off-balance sheet exposure is set out in section 7 of this report

Securities exposure over 20 years comprises equity investments and the securities non-specific provision

f) Equities held in the banking book
Equity investments included in investment securities in the consolidated balance sheet are included in the equities standard portfolio in the Pillar 1 credit risk capital adequacy framework Such equity investment securities principally comprise listed equities received in settlement of a past due loan investments of a private equity nature, and investments in funds managed by specialist managers

At 31st December 2013 equity investment securities held in the banking book amounted to US$308 4 million of which US$164 9 million comprised listed equities received in settlement of a secured past due loan and US$26 7 million comprised managed funds

During the year ended 31st December 2013 US$3 4 million of gains were realised on equity investments At 31st December 2013 gross unrealised gains on equity investment securities amounted to US$38 0 million 45 per cent of the unrealised gains, or US$17 1 million, was included in tier 2 capital Gross unrealised losses on equity investment securities amounted to US$22 3 million and were deducted from tier 1 capital in accordance with the CBB s Basel 2 capital adequacy framework

g) Credit risk mitigation
The credit exposure information presented in section 4 of this report represents gross exposures prior to the application of any credit risk mitigants Collateral items and guarantees which can be used for credit risk mitigation under the capital adequacy framework are referred to as eligible collateral Only certain types of collateral and some issuers of guarantees are eligible for preferential risk weights for regulatory capital adequacy purposes Furthermore the collateral management process and the terms in the collateral agreements have to fulfil the CBB s prescribed minimum requirements (such as procedures for the monitoring of market values insurance and legal certainty) set out in their capital adequacy regulations

Risk management and capital adequacy report (continued)
31st December 2013

4 Credit risk – Pillar 3 disclosures (continued)

4 4 Credit exposure (continued)

g) Credit risk mitigation (continued)

The reduction of the capital requirement attributable to credit risk mitigation is calculated in different ways depending on the type of credit risk mitigation as follows -

- Adjusted exposure amount GIB uses the comprehensive method for financial collateral such as cash, bonds and shares The exposure amount is adjusted with regard to the financial collateral The size of the adjustment depends on the volatility of the collateral and the exposure GIB uses volatility adjustments specified by the CBB known as supervisory haircuts, to reduce the benefit of collateral and to increase the magnitude of the exposure

- Substitution of counterparty The substitution method is used for guarantees, whereby the rating of the counterparty is substituted with the rating of the guarantor This means that the credit risk in respect of the counterparty is substituted by the credit risk of the guarantor and the capital requirement is thereby reduced Hence a fully guaranteed exposure will be assigned the same capital treatment as if the exposure was to the guarantor rather than to the counterparty

Description of the main types of credit risk mitigation

GIB uses a variety of credit risk mitigation techniques in several different markets which contribute to risk diversification and credit protection The different credit risk mitigation techniques such as collateral, guarantees credit derivatives netting agreements and covenants are used to reduce credit risk All credit risk mitigation activities are not necessarily recognised for capital adequacy purposes as they are not defined as eligible under the CBB s Basel 2 capital adequacy framework e g covenants and non-eligible tangible collateral such as unquoted equities

Exposures secured by eligible financial collateral, guarantees and credit derivatives, presented by standard portfolio were as follows -

	Exposure before credit risk mitigation US$ millions	Eligible collateral US$ millions	Of which secured by Eligible guarantees or credit derivatives US$ millions
Sovereigns	313 2	-	313 2
Banks	3 779 6	2,435 1	1 158 7
Corporates	233 1	112 9	-

Guarantees and credit derivatives

Only eligible providers of guarantees and credit derivatives may be recognised in the standardised approach for credit risk Guarantees issued by corporate entities may only be taken into account if their rating corresponds to A- or higher The guaranteed exposures receive the risk weight of the guarantor

GIB uses credit derivatives as credit risk protection only to a limited extent as the credit portfolio is considered to be well diversified

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Rısk management and capıtal adequacy report (contınued)

31st December 2013

4 Credıt rısk – Pıllar 3 dısclosures (contınued)

4 4 Credıt exposure (contınued)

g) Credıt rısk mıtıgatıon (contınued)

Collateral and valuatıon prıncıples

The amount and type of collateral ıs dependent upon the assessment of the credıt rısk of the counterparty The market / faır value of the collateral ıs actıvely monıtored on a regular basıs and requests are made for addıtıonal collateral ın accordance wıth the terms of the facılıty agreements In general lendıng ıs based on the customer s repayment capacıty rather than the collateral value However collateral ıs consıdered the secondary alternatıve ıf the repayment capacıty proves ınadequate Collateral ıs not usually held agaınst securıtıes or placements

Types of elıgıble collateral commonly accepted

The Group holds collateral agaınst loans and advances ın the form of physıcal assets cash deposıts, securıtıes and guarantees

4 5 Impaired credıt facilities and provisions for impairment

Indıvıdually ımpaıred fınancıal assets represent assets for whıch there ıs objectıve evıdence that the Group wıll not collect all amounts due ıncludıng both prıncıpal and ınterest ın accordance wıth the contractual terms of the oblıgatıon Objectıve evıdence that a fınancıal asset ıs ımpaıred may ınclude a breach of contract, such as default or delınquency ın ınterest or prıncıpal payments, the grantıng of a concessıon that for economıc or legal reasons relatıng to the borrower s fınancıal dıffıcultıes, would not otherwıse be consıdered ındıcatıons that ıt ıs probable that the borrower wıll enter bankruptcy or other fınancıal re-organısatıon the dısappearance of an actıve market, or other observable data relatıng to a group of assets such as adverse changes ın the payment status of borrowers or ıssuers ın the group or economıc condıtıons that correlate wıth defaults ın the group

Provısıons for ımpaırment are determıned based on the dıfference between the net carryıng amount and the recoverable amount of a fınancıal asset The recoverable amount ıs measured as the present value of expected future cash flows ıncludıng amounts recoverable from guarantees and collateral

Provısıons for ımpaırment are also measured and recognısed on a collectıve basıs ın respect of ımpaırments that exıst at the reportıng date but whıch wıll only be ındıvıdually ıdentıfıed ın the future Future cash flows for fınancıal assets that are collectıvely assessed for ımpaırment are estımated based on contractual cash flows and hıstorıcal loss experıences for assets wıth sımılar credıt rısk characterıstıcs Hıstorıcal loss experıence ıs adjusted based on current observable data, to reflect the effects of current condıtıons that dıd not affect the perıod on whıch the hıstorıcal loss experıence ıs based Provısıons for ımpaırment are recognısed ın the consolıdated statement of ıncome and are reflected ın an allowance account agaınst loans and advances and ınvestment securıtıes

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Risk management and capital adequacy report (continued)

31st December 2013

4 Credit risk – Pillar 3 disclosures (continued)

4 5 Impaired credit facilities and provisions for impairment (continued)

a) Impaired loan facilities and related provisions for impairment

Impaired loan facilities and the related provisions for impairment were as follows -

	Gross exposure US$ millions	Impairment provisions US$ millions	Net exposure US$ millions
Corporates	281 3	255 3	26 0
Financial institutions	172 1	168 0	4 1
	453 4	**423 3**	**30 1**

Impaired loan facilities of US$453 4 million include loans amounting to US$44 3 million that were not past due but for which specific provisions had been established as a matter of prudency 9 8 per cent of impaired loan facilities were therefore current in terms of both principal and interest Total specific provisions represented 93 4 per cent of loans against which a specific provision had been made

The impaired loan facilities were principally to counterparties in the GCC

b) Provisions for impairment – loans and advances

The movements in the provisions for the impairment of loans and advances were as follows -

	Specific provisions				
	Corporates US$ millions	Financial institutions US$ millions	Total US$ millions	Collective provisions US$ millions	Total provisions US$ millions
At 1st January 2013	243 6	193 1	436 7	189 0	625 7
Exchange rate movements	-	0 3	0 3	-	0 3
Amounts utilised	-	(38 9)	(38 9)	-	(38 9)
Amounts reallocated	21 0	-	21 0	(21 0)	-
(Release) / charge for the year	(9 3)	13 5	4 2	-	4 2
At 31st December 2013	**255 3**	**168 0**	**423 3**	**168 0**	**591 3**

Stressed probabilities of default are anticipated to result from the impact of the global recession on the regional economic environment The probabilities of default applied in the calculation of the collective provisions of impairment equated to a speculative-grade mean default rate of 13 9 per cent exceeding the previous historical high corporate default levels witnessed in July 1991

c) Impaired investment securities and related provisions for impairment

There were no impaired debt investment securities at 31st December 2013

d) Provisions for impairment – investment securities

There were no movements in the collective provision for the impairment of investment securities during the year ended 31st December 2013 The collective provision at 31st December 2013 was US$7 7 million

Risk management and capital adequacy report (continued)

31st December 2013

4. Credit risk – Pillar 3 disclosures (continued)

4 6 Past due facilities

In accordance with guidelines issued by the CBB, credit facilities are placed on non-accrual status and interest income suspended when either principal or interest is overdue by 90 days whereupon unpaid and accrued interest is reversed from income Interest on non-accrual facilities is included in income only when received Credit facilities classified as past due are assessed for impairment in accordance with the IFRS guidelines as set out in section 4 5 of this report A specific provision is established only where there is objective evidence that a credit facility is impaired

a) Loans

The gross and carrying amount of loans for which either principal or interest was over 90 days past due were as follows -

	Gross US$ millions	Carrying amount US$ millions
Corporates	336 4	49 7
Financial Institutions	139 5	11 7
	475 9	**61 4**

The past due loan facilities were principally to counterparties in the GCC

Non-specific loan provisions of US$168 0 million represented 2 7 times the net carrying amount of past due loans

The overdue status of gross past due loans based on original contractual maturities were as follows -

	Less than 1 year US$ millions	Years 2 and 3 US$ millions	Over 3 years US$ millions	Total US$ millions
Corporates	58 6	93 0	184 8	336 4
Financial Institutions	-	11 7	127 8	139 5
	58 6	**104 7**	**312 6**	**475 9**

b) Investment securities

There were no debt investment securities for which either principal or interest was over 90 days past due

5 Market risk – Pillar 3 disclosures

5.1 Market risk

Market risk is the risk of loss due to adverse changes in interest rates foreign exchange rates equity prices and market conditions such as liquidity The principal market risks to which the Group is exposed are interest rate risk and foreign exchange risk associated with its trading investment and asset and liability management activities The portfolio effects of holding a diversified range of instruments across a variety of businesses and geographic areas contribute to a reduction in the potential negative impact on earnings from market risk factors

The Group s trading and foreign exchange activities principally comprise trading in debt securities foreign exchange and derivative financial instruments Derivative financial instruments include futures, forwards swaps and options in the interest rate and foreign exchange markets The Group manages and controls the market risk within its trading portfolios through limit structures of both a VaR and non-VaR nature Non-VaR based constraints relate, inter alia, to positions volumes, concentrations allowable losses and maturities

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Risk management and capital adequacy report (continued)

31st December 2013

5 Market risk – Pillar 3 disclosures (continued)

5 2 VaR model

A key element in the Group s market risk management framework is the estimation of potential future losses that may arise from adverse market movements Exposure to general market risk is calculated utilising a VaR model The use of the internal model approach for the calculation of the capital requirement for general market risk has been approved by the CBB The multiplication factor to be applied to the VaR calculated by the internal model has been set at the regulatory minimum of 3 0 by the CBB

An inherent limitation of VaR is that past market movements may not provide an accurate prediction of future market losses Historic analyses of market movements have shown that extreme market movements (i e beyond the 99 per cent confidence level) occur more frequently than VaR models predict Stress tests are therefore regularly conducted to estimate the potential economic losses in such abnormal markets Stress testing combined with VaR provides a more comprehensive picture of market risk The Group regularly performs stress tests that are constructed around changes in market rates and prices resulting from pre-defined market stress scenarios including both historical and hypothetical market events Historical scenarios include the 1997 Asian crisis the 1998 Russian crisis the events of 9/11 and the 2008 credit crisis In addition, the Group performs stress testing based on internally developed hypothetical market stress scenarios Stress testing is performed for all material market risk portfolios

From April 2012 the CBB has required that the VaR used for regulatory capital adequacy purposes incorporate a stressed VaR measure This measure is intended to replicate the VaR for the Group s market risk exposures during periods of stress The stressed VaR is increased by the multiplication factor and then added to the actual VaR to determine the regulatory capital requirement for market risk

A key objective of asset and liability management is the maximisation of net interest income through the proactive management of the asset and liability repricing profile based on anticipated movements in interest rates VaR-based limits are utilised to manage the risk associated with fluctuations in interest earnings resulting from changes in interest rates The asset and liability repricing profile of the various asset and liability categories is set out in section 8 2(iii) of this report

For internal risk management purposes, the Group measures losses that are anticipated to occur within a 95 per cent confidence level Internally the Group measures VaR utilising a one-month assumed holding period for both trading and banking book positions For regulatory capital adequacy purposes, the figures are calculated using the regulatory VaR basis at a 99 per cent confidence level (2 33 standard deviations) and a ten-day holding period using one-year unweighted historical daily movements in market rates and prices Correlations across broad risk categories are excluded for regulatory capital adequacy purposes

The VaR for the Group s trading positions as calculated in accordance with the regulatory parameters set out above was as follows -

	31 12 13 US$ millions	Average US$ millions	High US$ millions	Low US$ millions
Total VaR	1 0	1 3	2 3	0 9
Total undiversified stressed VaR	2 0	3 8	5 3	2 0

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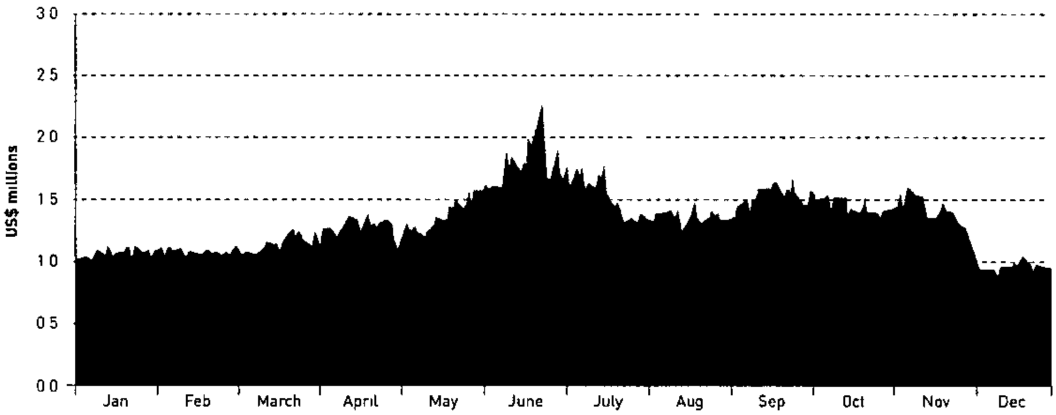
Risk management and capital adequacy report (continued)
31st December 2013

5 Market risk – Pillar 3 disclosure (continued)

5 2 VaR model (continued)

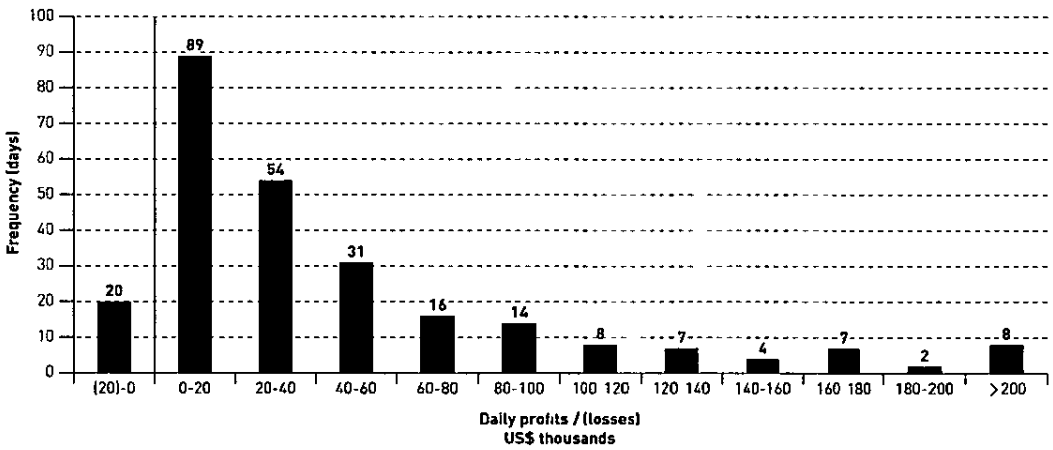
The graph below sets out the total VaR for all the Group s trading activities at the close of each business day throughout the year ended 31st December 2013 -

Trading Value-at-Risk daily development



The daily trading profits and losses during the year ended 31st December 2013 are summarised as follows -

Histogram of daily trading profits & losses



Risk management and capital adequacy report (continued)

31st December 2013

5 Market risk – Pillar 3 disclosure (continued)

5 2 VaR model (continued)

The Group conducts daily VaR back testing both for regulatory compliance purposes and for the internal evaluation of VaR against actual trading profits and losses During the year ended 31st December 2013 there were no instances of a daily trading loss exceeding the trading VaR at the close of business on the previous business day

The five largest daily trading losses during the year ended 31st December 2013 compared to the 1-day VaR at the close of business on the previous business day were as follows -

	Daily trading losses US$ thousands	1-day VaR US$ thousands
21st June	8	31
2nd August	6	27
21st March	5	17
10th May	5	20
5th April	4	11

5.3 Sensitivity analysis

The sensitivity of the interest rate risk in the banking book to changes in interest rates is set out in section 8 2(iii) of this report

Following the adoption of IFRS 9 Financial Instruments Recognition and Measurement with effect from 1st January 2012 the Group s investment debt securities are measured at amortised cost However, the Group nevertheless monitors the impact of changes in credit spreads on the fair value of the debt securities

6. Operational risk – Pillar 3 disclosures

6.1 Operational risk

Whilst operational risk cannot be eliminated in its entirety the Group endeavours to minimise it by ensuring that a strong control infrastructure is in place throughout the organisation The various procedures and processes used to manage operational risk include effective staff training, appropriate controls to safeguard assets and records regular reconciliation of accounts and transactions, close monitoring of risk limits segregation of duties, and financial management and reporting In addition, other control strategies including business continuity planning and insurance are in place to complement the procedures, as applicable

As part of the Group s Operational Risk Management Framework (ORMF), comprehensive risk self-assessments are conducted, which identify the operational risks inherent in the Groups activities processes and systems The controls in place to mitigate these risks are also reviewed and enhanced as necessary A database of measurable operational risk events is maintained together with a record of key risk indicators which can provide an early warning of possible operational risk

The capital requirement for operational risk is calculated for regulatory purposes according to the standardised approach, in which the regulatory capital requirement is calculated based on a range of beta coefficients ranging from 12 to 18 per cent, applied to the average gross income for the preceding three financial years for each of eight predefined business lines Consequently, the operational risk capital requirement is updated only on an annual basis

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Risk management and capital adequacy report (continued)

31st December 2013

7 Off-balance sheet exposure and securitisations

Off-balance sheet exposures are divided into two exposure types in accordance with the calculation of credit risk RWAs in the CBB s Basel 2 capital adequacy framework -

- Credit-related contingent items Credit-related contingent items comprise guarantees credit commitments and unutilised approved credit facilities
- Derivative and foreign exchange instruments Derivative and foreign exchange instruments are contracts the value of which is derived from one or more underlying financial instruments or indices and include futures forwards, swaps and options in the interest rate foreign exchange equity and credit markets

In addition to counterparty credit risk measured within the Basel 2 credit risk framework derivatives also incorporate exposure to market risk and carry a potential market risk capital requirement as commented on in more detail in section 5 of this report

For the two off-balance exposure types, there are different possible values for the calculation base of the regulatory capital requirement as commented on below -

7 1 Credit-related contingent items

For credit-related contingent items the notional principal amount is converted to an exposure at default (EAD) through the application of a credit conversion factor (CCF) The CCF factor is 50 per cent or 100 per cent depending on the type of contingent item, and is intended to convert off-balance sheet notional amounts into equivalent on-balance sheet exposures

Credit commitments and unutilised approved credit facilities represent commitments that have not been drawndown or utilised The notional amount provides the calculation base to which a CCF is applied for calculating the EAD The CCF ranges between 0 per cent and 100 per cent depending on the approach, product type and whether the unutilised amounts are unconditionally cancellable or irrevocable

The table below summarises the notional principal amounts RWAs and capital requirements for each credit-related contingent category -

	Notional principal amount US$ millions	RWA US$ millions	Capital requirement US$ millions
Direct credit substitutes	522 4	478 6	57 4
Transaction-related contingent items	2 482 1	917 0	110 0
Short-term self-liquidating trade-related contingent items	707 0	106 1	12 7
Commitments	1 428 6	452 1	54 3
	5,140.1	**1,953 8**	**234 4**

Commitments include undrawn loan commitments and underwriting commitments under note issuance and revolving facilities, and may be drawndown on demand

The notional principal amounts reported above are stated gross before applying credit risk mitigants, such as cash collateral guarantees and counter-indemnities At 31st December 2013 the Group held cash collateral guarantees counter-indemnities or other high quality collateral in relation to credit-related contingent items amounting to US$985 8 million

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Risk management and capital adequacy report (continued)

31st December 2013

7 Off-balance sheet exposure and securitisations (continued)

7.2 Derivative and foreign exchange instruments

The Group utilises derivative and foreign exchange instruments to meet the needs of its customers to generate trading revenues and as part of its asset and liability management activity to hedge its own exposure to market risk Derivative and foreign exchange instruments are subject to the same types of credit and market risk as other financial instruments The Group has appropriate and comprehensive Board-approved policies and procedures for the control of exposure to both credit and market risk from its derivative and foreign exchange activities

In the case of derivative transactions, the notional principal typically does not change hands It is simply a quantity which is used to calculate payments While notional principal is a volume measure used in the derivative and foreign exchange markets it is neither a measure of market nor credit risk The Group s measure of credit exposure is the cost of replacing contracts at current market rates should the counterparty default prior to the settlement date Credit risk amounts represent the gross unrealised gains on non-margined transactions before taking account of any collateral held or any master netting agreements in place

The Group participates in both exchange traded and over-the-counter (OTC) derivative markets Exchange traded instruments are executed through a recognised exchange as standardised contracts and primarily comprise futures and options OTC contracts are executed between two counterparties who negotiate specific agreement terms including the underlying instrument, notional amount maturity and, where appropriate, exercise price In general, the terms and conditions of these transactions are tailored to the requirements of the Group s customers although conform to normal market practice Industry standard documentation is used most commonly in the form of a master agreement The existence of a master netting agreement is intended to provide protection to the Group in the event of a counterparty default

The Group s derivative and foreign exchange activities are predominantly short-term in nature Transactions with maturities over one year principally represent either fully offset trading transactions or transactions that are designated and qualify, as fair value or cash flow hedges

The aggregate notional amounts for derivative and foreign exchange instruments at 31st December 2013 were as follows -

	Trading US$ millions	**Hedging** US$ millions	**Total** US$ millions
Foreign exchange contracts -			
Unmatured spot forward and futures contracts	6,422 5	1 599 2	8 021 7
Options purchased	292 7	-	292 7
Options written	292 7	-	292 7
	7 007 9	1 599 2	8 607 1
Interest rate contracts -			
Interest rate swaps	1,131 5	7,615 5	8 747 0
Cross currency swaps	-	533 3	533 3
Options, caps and floors purchased	24 3	-	24 3
Options, caps and floors written	24 3	-	24 3
	1 180 1	8 148 8	9 328 9
	8,188 0	**9,748 0**	**17,936 0**

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Risk management and capital adequacy report (continued)

31st December 2013

7 Off-balance sheet exposure and securitisations (continued)

7 3 Counterparty credit risk

Counterparty credit risk is the risk that a counterparty to a contract in the interest rate, foreign exchange equity or credit markets defaults prior to the maturity of the contract The counterparty credit risk for derivative and foreign exchange instruments is subject to credit limits on the same basis as other credit exposures Counterparty credit risk arises in both the trading book and the banking book

a) Counterparty credit risk calculation

For regulatory capital adequacy purposes, GIB uses the current exposure method to calculate the exposure for counterparty credit risk for derivative and foreign exchange instruments in accordance with the credit risk framework in the CBB s Basel 2 capital adequacy framework Credit exposure comprises the sum of current exposure (replacement cost) and potential future exposure The potential future exposure is an estimate, which reflects possible changes in the market value of the individual contract during the remaining life of the contract and is measured as the notional principal amount multiplied by a risk weight The risk weight depends on the risk categorisation of the contract and the contract s remaining life Netting of potential future exposures on contracts within the same legally enforceable netting agreement is done as a function of the gross potential future exposure

The EAD RWAs and capital requirements for the counterparty credit risk of derivative and foreign exchange instruments analysed by standard portfolio is presented in the table below -

	Exposure at Default (EAD)				
	Current exposure US$ millions	**Future exposure** US$ millions	**Total exposure** US$ millions	**RWA** US$ millions	**Capital requirement** US$ millions
Banks	236 0	65 7	301 7	94 5	11 3
Corporates	36 0	4 3	40 3	5 0	0 6
Governments	67 1	-	67 1	-	-
	339 1	**70 0**	**409 1**	**99 5**	**11 9**

b) Mitigation of counterparty credit risk exposure

Risk mitigation techniques are widely used to reduce exposure to single counterparties The most common risk mitigation technique for derivative and foreign exchange-related exposure is the use of master netting agreements, which allow the Group to net positive and negative replacement values of contracts under the agreement in the event of default of the counterparty

The reduction of counterparty credit risk exposure for derivative and foreign exchange instruments through the use of risk mitigation techniques is demonstrated as follows -

	Current exposure US$ millions	**Effect of netting agreements** US$ millions	**Netted current exposure** US$ millions
Counterparty credit risk exposure	339 1	(6 6)	332 5

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Risk management and capital adequacy report (continued)

31st December 2013

7 Off-balance sheet exposure and securitisations (continued)

7.4 Securitisations

Securitisations are defined as structures where the cash flow from an underlying pool of exposures is used to secure at least two different stratified risk positions or tranches reflecting different degrees of credit risk. Payments to the investors depend upon the performance of the underlying exposures, as opposed to being derived from an obligation of the entity originating those exposures.

At 31st December 2013, the Group had no exposure to securitisation tranches.

The Group provides collateral management services to five collateralised debt obligations (CDOs) issued between 2002 and 2006. The CDOs are intended to extract relative value from a wide range of asset classes across a broad spectrum of credit ratings. The underlying collateral of the CDOs includes leveraged loans, residential and commercial real estate, consumer finance, lending to small and medium sized enterprises and other receivables. Each CDO holds up to 65 individual investments.

At 31st December 2013 the underlying investments in the CDOs for which the Group acted as collateral manager amounted to US$0.8 billion. At 31st December 2013, GIB did not hold any exposure to CDOs managed by the Group.

8 Internal capital including other risk types

GIB manages and measures other risk types that are not included under Pillar 1 in the CBB's Basel 2 framework. These are principally covered in the Group's internal economic capital model.

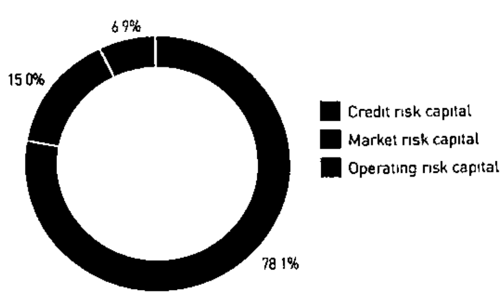
This section describes GIB's economic capital model and discusses the treatment of the other risk types that are not addressed in Pillar 1 of the CBB's Basel 2 framework.

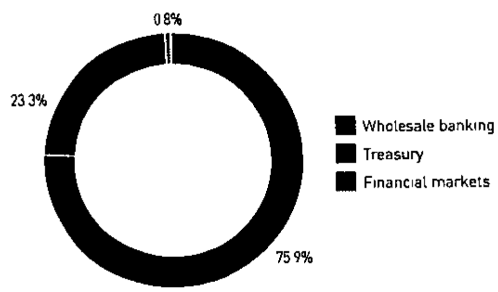
8.1 Economic capital model

For many years, GIB has applied economic capital and risk-adjusted return on capital (RAROC) methodologies which are used for both decision making purposes and performance reporting and evaluation.

GIB calculates economic capital for the following major risk types: credit, market and operating risk. Operating risk includes business risk. Additionally, the economic capital model explicitly incorporates concentration risk, interest rate risk in the banking book and business risk.

The composition of economic capital by risk type and business unit was as follows:-





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Risk management and capital adequacy report (continued)

31st December 2013

8 Internal capital including other risk types (continued)

8 1 Economic capital model (continued)

The primary differences between economic capital and regulatory capital under the CBBs Basel 2 framework are summarised as follows -

- in the economic capital methodology the confidence level for all risk types is set at 99 88 per cent, compared to 99 0 per cent in the CBB s Basel 2 framework
- credit risk is calculated using GIB s estimates of probability of default loss given default and exposures at default rather than the regulatory values in the standardised approach
- the economic capital model utilises GIB s embedded internal rating system as described in more detail later in this section of the report to rate counterparties rather than using the ratings of credit rating agencies or the application of a 100 per cent risk-weighting for unrated counterparties
- concentration risk is captured in the economic capital model through the use of an internal credit risk portfolio model and add-on factors where applicable
- the economic capital model applies a capital charge for interest rate risk in the banking book
- the economic capital model applies a business risk capital charge where applicable

Internal rating system

The economic capital model is based on an internal credit rating system The internal credit rating system is used throughout the organisation and is inherent in all business decisions relating to the extension of credit A rating is an estimate that exclusively reflects the quantification of the repayment capacity of the customer, i e the risk of customer default

The Group monitors manages and controls credit risk exposures based on an internal credit rating system that rates individual obligors based on a rating scale from 1 to 10 subject to positive (+) and negative (-) modifiers for rating grades 2 to 6 The internal credit rating is a measure of the credit-worthiness of a single obligor based on an assessment of the credit risk relating to senior unsecured medium-term foreign currency credit exposure The primary objectives of the internal credit rating system are the maintenance of a single uniform standard for credit quality measurement, and to serve as the primary basis for Board-approved risk parameters and delegated credit authority limits The internal credit rating system also serves as a key input into the Group s RAROC performance measurement system Ratings are assigned to obligors, rather than facilities, and reflect a medium-term time horizon, thereby rating through an economic cycle

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Risk management and capital adequacy report (continued)

31st December 2013

8 Internal capital including other risk types (continued)

8.1 Economic capital model (continued)

The internal ratings map directly to the rating grades used by the international credit rating agencies as illustrated below -

Internal rating grade	Internal classification	Historical default rate range %	Fitch and Standard & Poor's	Moody's
Investment grade				
Rating grade 1	Standard	0 00 - 0 00	AAA	Aaa
Rating grade 2	Standard	0 00 - 0 03	AA	Aa
Rating grade 3	Standard	0 06 - 0 07	A	A
Rating grade 4	Standard	0 14 - 0 35	BBB	Baa
Sub-investment grade				
Rating grade 5	Standard	0 47 - 1 21	BB	Ba
Rating grade 6	Standard	2 40 - 8 17	B	B
Rating grade 7	Standard	26 85	CCC	Caa
Classified				
Rating grade 8	Substandard	26 85	CC	Ca
Rating grade 9	Doubtful	26 85	C	C
Rating grade 10	Loss	-	D	-

The rating mapping does not intend to reflect that there is a fixed relationship between GIB s internal rating grades and those of the external agencies as the rating approaches differ

The historical default rates represent the range of probability of defaults (PDs) between the positive and negative modifiers for each rating grade based on Standard & Poor s one year default rates for the 32 years from 1981 to 2012 for senior unsecured obligations The default rates represent the averages over the 32 year period and therefore reflect the full range of economic conditions prevailing over that period

8 2 Other risk types

a) Liquidity risk

The Group has established approved limits which restrict the volume of liabilities maturing in the short-term An independent risk management function monitors the future cash flow maturity profile against approved limits on a daily basis The cash flows are monitored against limits applying to both daily and cumulative cash flows occurring over a 30 day period The liquidity limits ensure that the net cash outflows over a 30 day period do not exceed the eligible stock of available liquid resources The cash flow analysis is also monitored on a weekly basis by the Assets and Liabilities Committee (ALCO)

Customer deposits form a significant part of the Group s funding The Group places considerable importance on maintaining the stability of both its customer and interbank deposits The stability of deposits depends on maintaining confidence in the Group s financial strength and financial transparency

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Risk management and capital adequacy report (continued)
31st December 2013

8 Internal capital including other risk types (continued)

8 2 Other risk types (continued)

a) Liquidity risk (continued)

The funding base is enhanced through term financing, amounting to US$2,810 7 million at 31st December 2013 Access to available but uncommitted short-term funding from the Group s established Middle East and international relationships provides additional comfort In addition to the stable funding base the Group maintains a stock of liquid and marketable securities that can be readily sold or repoed

Contractual standby facilities are available to the Group providing access to US$500 0 million of collateralised funding based on pre-determined terms The facilities are available to be drawn in full or in part, at the Group s discretion up to 15th February 2014

At 31st December 2013 64 6 per cent of total assets were contracted to mature within one year With regard to deposits, retention records demonstrate that there is considerable divergence between their contractual and effective maturities

US$10 224 8 million or 68 6 per cent of the Group s deposits at 31st December 2013 were from GCC countries Historical experience has shown that GIB s deposits from counterparties in the GCC region are more stable than deposits derived from the international interbank market At 31st December 2013, placements and other liquid assets with counterparties in non-GCC countries were 1 1 times the deposits received demonstrating that the Group is a net lender of funds in the international interbank market

b) Concentration risk

Concentration risk is the credit risk stemming from not having a well diversified credit portfolio i e the risk inherent in doing business with large customers or being overexposed in particular industries or geographic regions GIB s internal economic capital methodology for credit risk addresses concentration risk through the application of a single-name concentration add-on

Under the CBB s single obligor regulations banks incorporated in Bahrain are required to obtain the CBB s approval for any planned exposure to a single counterparty or group of connected counterparties, exceeding 15 per cent of the regulatory capital base At 31st December 2013, the following single obligor exposures exceeded 15 per cent of the Group s regulatory capital base (i e exceeded US$366 1 million) -

	On-balance sheet exposure US$ millions	Off-balance sheet exposure US$ millions	Total exposure US$ millions
Counterparty A	314 4	135 5	449 9
Counterparty B	391 9	12 6	404 5
Counterparty C	154 1	231 4	385 5

These exposures had been approved by the CBB in accordance with the CBB s single obligor regulations Under the CBB s regulations single obligors include entities in which there is an ownership interest of 20 per cent or more

In accordance with the CBB single obligor regulations, certain excess exposures that were pre-approved by the CBB are required to be treated as regulatory capital deductions The deductions are to be applied 50 per cent against tier 1 and 50 per cent against tier 2

Risk management and capital adequacy report (continued)
31st December 2013

8. Internal capital including other risk types (continued)

8 2 Other risk types (continued)

c) Interest rate risk in the banking book

Structural interest rate risk arises in the Group s core balance sheet as a result of mismatches in the repricing of interest rate sensitive financial assets and liabilities The associated interest rate risk is managed within VaR limits and through the use of models to evaluate the sensitivity of earnings to movements in interest rates

The repricing profile of the Group s assets and liabilities including the trading book, are set out in the table below -

	Within 3 months US$ millions	Months 4 to 6 US$ millions	Months 7 to 12 US$ millions	Over 1 year US$ millions	Non-interest bearing items US$ millions	Total US$ millions
Cash and other liquid assets	1,425 1	194 5	39 8	-	-	1,659 4
Securities purchased under agreements to resell	1,580 1	162 6	-	-	-	1 742 7
Placements	4 970 2	294 4	-	-	-	5 264 6
Trading securities	-	-	-	-	50 9	50 9
Investment securities -						
- Fixed rate	-	261 2	88 9	881 8	-	1 231 9
- Floating rate	1 600 5	592 7	-	-	(7 7)	2 185 5
- Equities	-	-	-	-	308 4	308 4
Loans and advances	6 661 8	1 649 6	111 1	62 7	(168 0)	8 317 2
Other assets	-	-	-	-	396 3	396 3
Total assets	**16,237 7**	**3,155 0**	**239.8**	**944 5**	**579 9**	**21,156 9**
Deposits	14 039 6	692 1	165 9	-	-	14,897 6
Securities sold under agreements to repurchase	785 2	-	-	-	-	785 2
Other liabilities	-	-	-	-	399 4	399 4
Term financing	1,946 4	864 3	-	-	-	2,810 7
Equity	-	-	-	-	2 264 0	2,264 0
Total liabilities & equity	**16,771 2**	**1,556 4**	**165 9**	**-**	**2,663 4**	**21,156 9**
Interest rate sensitivity gap	**(533 5)**	**1,598 6**	**73 9**	**944 5**	**(2,083 5)**	**-**
Cumulative interest rate sensitivity gap	**(533 5)**	**1,065 1**	**1,139.0**	**2,083 5**	**-**	**-**

The repricing profile is based on the remaining period to the next interest repricing date Derivative financial instruments that have been used for asset and liability management purposes to hedge exposure to interest rate risk are incorporated in the repricing profiles of the related hedged assets and liabilities The non-specific investment security and loan provisions are classified in non-interest bearing items

The substantial majority of assets and liabilities reprice within one year

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31st December 2013

8 Internal capital including other risk types (continued)

8 2 Other risk types (continued)

c) Interest rate risk in the banking book (continued)

Interest rate exposure beyond one year amounted to only US$944 5 million or 4 5 per cent of total assets This exposure principally represented the investment of the net free capital funds in fixed rate government securities At 31st December 2013, the modified duration of these fixed rate government securities was 2 43 Modified duration represents the approximate percentage change in the portfolio value resulting from a 100 basis point change in yield More precisely in dollar terms the price value of a basis point of the fixed rate securities was US$218 000

Based on the repricing profile at 31st December 2013 and assuming that the financial assets and liabilities were to remain until maturity or settlement with no action taken by the Group to alter the interest rate risk exposure an immediate and sustained one per cent (100 basis points) increase in interest rates across all maturities would result in an increase in net income before tax for the following year and in the Group s equity by approximately US$1 6 million and US$0 3 million respectively The impact on the Group s equity represents the cumulative effect of the increase in interest rates over the entire duration of the mismatches in the repricing profile of the interest rate sensitive financial assets and liabilities

d) Foreign exchange risk

The Group does not maintain material foreign currency exposures In general, the Group s policy is to match assets and liabilities in the same currency or to mitigate currency risk through the use of currency swaps

e) Business risk

Business risk represents the earnings volatility inherent in all businesses due to the uncertainty of revenues and costs due to changes in the economic and competitive environment

For economic capital purposes business risk is calculated based on the annualised cost base of applicable business areas

9 Capital adequacy ratios and other issues

9.1 Capital adequacy ratios

The Group s policy is to maintain a strong capital base so as to preserve investor creditor and market confidence and to sustain the future development of the business The impact of the level of capital on shareholders return is also recognised as well as the need to maintain a balance between the higher returns that might be possible with greater gearing and the advantages and security afforded by a sound capital position The Group manages its capital structure and makes adjustments to the structure taking account of changes in economic conditions and strategic business plans The capital structure may be adjusted through the dividend payout or the issue of new shares

The capital adequacy ratios of GIB s principal subsidiary, GIBUK, and the Group were as follows -

	GIBUK	**Group**
Total RWAs (US$ millions)	981 1	12,921 6
Capital base (US$ millions)	265 8	2 440 9
Tier 1 capital (US$ millions)	265 8	2 185 8
Tier 1 ratio (per cent)	**27 1**	**16 9**
Total ratio (per cent)	**27 1**	**18 9**

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Risk management and capital adequacy report (continued)

31st December 2013

9. Capital adequacy ratios and other issues (continued)

9 1 Capital adequacy ratios (continued)

GIB aims to maintain a minimum tier 1 ratio in excess of 8 per cent and a total capital adequacy ratio in excess of 12 per cent The CBB s current minimum total capital adequacy ratio for banks incorporated in Bahrain is set at 12 per cent The CBB does not prescribe a minimum ratio requirement for tier 1 capital

Strategies and methods for maintaining a strong capital adequacy ratio

GIB prepares multi-year strategic projections on a rolling annual basis which include an evaluation of short-term capital requirements and a forecast of longer-term capital resources

The evaluation of the strategic planning projections have historically given rise to capital injections The capital planning process triggered the raising of additional tier 2 capital through a US$400 million subordinated debt issue in 2005 to enhance the total regulatory capital adequacy ratio and a US$500 million capital increase in March 2007 to provide additional tier 1 capital to support planned medium-term asset growth A further US$1 0 billion capital increase took place in December 2007 to enhance capital resources and compensate for the impact of provisions relating to exposures impacted by the global credit crisis

9.2 ICAAP considerations

Pillar 2 in the Basel 2 framework covers two main processes the ICAAP and the supervisory review and evaluation process The ICAAP involves an evaluation of the identification measurement, management and control of material risks in order to assess the adequacy of internal capital resources and to determine an internal capital requirement reflecting the risk appetite of the institution The purpose of the supervisory review and evaluation process is to ensure that institutions have adequate capital to support the risks to which they are exposed and to encourage institutions to develop and apply enhanced risk management techniques in the monitoring and measurement of risk

GIB s regulatory capital base exceeded the CBB s minimum requirement of 12 per cent throughout the year ended 31st December 2013 Based on the results of capital adequacy stress testing and capital forecasting GIB considers that the buffers held for regulatory capital adequacy purposes are sufficient and that GIB s internal minimum capital targets of 8 per cent for tier 1 capital and 12 per cent for total capital are adequate given its current risk profile and capital position The Group s regulatory capital adequacy ratios set out in section 9 1 of this report significantly exceeded the minimum capital targets and are high by international comparison

GIB uses its internal capital models economic capital, and capital adequacy calculations based on the CBB s FIRB approach for credit risk when considering internal capital requirements both with and without the application of market stress scenarios As a number of Pillar 2 risk types exist within GIB s economic capital framework (i e interest rate risk in the banking book concentration risk and business risk), GIB uses its existing internal capital measurements as the basis for determining additional capital buffers GIB considers the results of its capital adequacy stress testing, along with economic capital and RWA forecasts to determine its internal capital requirement and to ensure that the Group is adequately capitalised in stress scenarios reflecting GIB s risk appetite

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