# Seera Investment Bank B.S.C. (c)

# INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

31 MARCH 2014



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# REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF SEERA INVESTMENT BANK B.S.C. (c)

### Introduction

We have reviewed the accompanying interim condensed consolidated financial statements of Seera Investment Bank B.S.C. (c) (the "Bank") and its subsidiary (the "Group") as at 31 March 2014, comprising of the interim consolidated statement of financial position as at 31 March 2014 and the related interim consolidated statements of income, cash flows and changes in owners' equity for the three month period then ended and explanatory notes. The Board of Directors is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with the accounting policies disclosed in note 2. Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

### Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with the accounting policies disclosed in note 2.

14 May 2014

Manama, Kingdom of Bahrain

Ernst + Young

# INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION At 31 March 2014 (Unaudited)

ASSETS	(Unaudited) 31 March 2014 otes US\$ '000	(Audited) 31 December 2013 US\$ '000
Cash and balances with banks Due from banks and financial institutions Financing contracts Non-trading investments Investment in ijarah assets Net assets of disposal group classified as held for sale Investment in real estate Other assets Property and equipment	11,736 20,302 3 30,262 4 15,595 5 156,844 15,554 10,476 4,756 5,956	23,502 30,233 15,463 200,398 15,611 10,476 4,996
TOTAL ASSETS	271,481	310,627
LIABILITIES Term financing Other liabilities TOTAL LIABILITIES	6 77,814 15,894 93,708	13,702
OWNERS' EQUITY Share capital Reserves Retained earnings	145,643 11,798 7,827	11,723
Equity attributable to shareholders of the parent	165,268	189,156
Non-controlling interest	12,505	16,369
TOTAL OWNERS' EQUITY	177,773	205,525
TOTAL LIABILITIES AND OWNERS' EQUITY	271,481	310,627

Sulaiman Al Sahli Chairman

> Abdulla Janahi Chief Executive Officer

# INTERIM CONSOLIDATED STATEMENT OF INCOME

For the three month period ended 31 March 2014 (Unaudited)

		Three mont	hs ended
		31 March	31 March
		2014	2013
	Notes	US\$ '000	US\$ '000
Rental income from investment in ijarah assets		3,559	7,599
Depreciation on investment in ijarah assets	5	(3,516)	(4,001 <b>)</b>
Management fees relating to ijarah assets Financing cost relating to term financing		(170)	(226)
obtained to purchase ijarah assets		(499)	(1,487)
Loss on disposal of ijarah asset, net	7	(11,061)	-
Other operating expenses relating to ijarah assets		(671)	(621)
Net (loss) income from investment in ijarah assets		(12,358)	1,264
Profit on amounts due from banks and financial institutions		17	42
Profit on financing contracts		101	131
Net funding income		118	173
Fee and other income		120	222
Foreign exchange		18	(407)
TOTAL (LOSS) INCOME		(12,102)	1,252
Expenses			
Staff expenses		956	960
General and administration expenses		292	276
Depreciation on property and equipment		64	149
TOTAL EXPENSES		1,312	1,385
NET LOSS FOR THE PERIOD BEFORE PROVISIONS		(13,414)	(133)
Provisions	5	(14,413)	(295)
NET (LOSS) FOR THE PERIOD		(27,827)	(428)
Attributable to:			
Shareholders of the parent		(23,963)	(588)
Non-controlling interest		(3,864)	160
		(27,827)	(428)

Sulaiman Al Sahli Chairman

> Abdulla Janahi Chief Executive Officer

Mubarak Al Heme Board Member

# Seera Investment Bank B.S.C. (c)

# INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

For the three month period ended 31 March 2014 (Unaudited)

		31 March 2014	31 March 2013
OPERATING ACTIVITIES	Notes	US\$ '000	US\$ '000
Net loss for the period Adjustments for:		(27,827)	(428)
Depreciation on investment in ijarah assets Depreciation on property and equipment	5	3,516	4,001
Loss on disposal of ijarah asset, net	7	64 11,061	149
Gain on disposal of equipment Provisions		14,413	(10) 295
		1,227	4,007
Changes in operating assets and liabilities: Financing contracts		(29)	(22,683)
Other assets		240	445
Other liabilities		2,192	1,266
Net cash from (used in) operating activities		3,630	(16,965)
INVESTING ACTIVITIES Proceeds from disposal of ijarah assets		14,064	-
Purchase of equipment Proceeds from disposal of equipment		-	(114)
rioceeds from disposal of equipment			10
Net cash from (used in) investing activities		14,064	(104)
FINANCING ACTIVITY Repayment and early settlement of term financing		(13,086)	(4,839)
Net cash used in financing activity		(13,086)	(4,839)
NET MOVEMENT IN CASH AND CASH EQUIVALENTS		4,608	(21.009)
Cash and cash equivalents at the beginning of the period			(21,908)
		27,430	53,497
CASH AND CASH EQUIVALENTS AT THE END OF THE PER	RIOD	32,038	31,589
Cash and cash equivalents comprise:  Cash and balances with banks		11,736	10,185
Due from banks and financial institutions with original maturity of ninety days or less		20,302	21,404
		32,038	31,589

Seera Investment Bank B.S.C. (c)

# INTERIM CONSOLIDATED STATEMENT OF CHANGES IN OWNERS' EQUITY

For the three month period ended 31 March 2014 (Unaudited)

	Edn	ity attributable	Equity attributable to shareholders of the parent	ers of the pan	ent			
			Investment				Non-	Total
	Share	Statutory	fair value	Retained	Proposed		controlling	owners'
	capital	reserve	reserve	earnings	dividend	Total	interest	ednity
	US\$ '000	000, \$SN	000, \$SN	000, \$SN	000, \$SN	000, \$SN	000, \$SN	000, \$SN
Balance at 1 January 2014	145,643	609'6	2,114	31,790	1	189,156	16,369	205,525
Net loss for the period	1	ı	1	(23,963)	1	(23,963)	(3,864)	(27,827)
Unrealised gain on remeasurement to fair value, net	1	r	75	ı	1	75	•	75
Balance at 31 March 2014	145,643	609'6	2,189	7,827	1	165,268	12,505	177,773
Balance at 1 January 2013	145,643	9,140	768	27,571	4,275	187,397	16,957	204,354
Net loss for the period	*	1	5	(588)	ı	(588)	160	(428)
Unrealised loss on remeasurement to fair value, net	•	1 0	(361)	ı	1	(361)	1	(361)
Dividends paid	ı	t	1 =	1	(4,275)	(4,275)	•	(4,275)
Balance at 31 March 2013	145,643	9,140	407	26,983	1	182,173	17,117	199,290

At 31 March 2014 (Unaudited)

# 1 INCORPORATION AND ACTIVITIES

Seera Investment Bank B.S.C. (c) (the "Bank") was incorporated on 5 August 2006, under commercial registration number 62003 as a Bahrain Joint Stock Company (closed). The Bank's registered office is Building 2431, Road 2831, Block 428, Seef, Kingdom of Bahrain.

The Bank operates under an Islamic Wholesale Banking License issued by the Central Bank of Bahrain (the "CBB"). The Bank and its subsidiary (the "Group") provide investment banking products and services that are compliant with Shari'a principles.

The interim condensed consolidated financial statements were authorised for issue in accordance with a resolution of the Board of Directors on 14 May 2014.

# 2 ACCOUNTING POLICIES

### 2.1 Basis of preparation

These interim condensed consolidated financial statements for the three month period ended 31 March 2014 have been prepared in accordance with the guidance given by International Accounting Standard 34 "Interim Financial Reporting". The interim condensed consolidated financial statements do not contain all information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the annual consolidated financial statements as at 31 December 2013. In addition, results for the three month period ended 31 March 2014 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2014.

### 2.2 Accounting convention

The interim condensed consolidated financial statements have been prepared on a historical cost basis, except for investment in real estate and investments classified as "non-trading investments" that have been measured at fair value.

The interim condensed consolidated financial statements have been presented in United States Dollars ("US\$"), being the functional and presentation currency of the Group. All values are rounded to the nearest thousand (US\$ '000) except when indicated otherwise.

# 2.3 Significant accounting policies

The accounting policies adopted in preparation of the interim condensed consolidated financial statements are consistent with those used in the preparation of the annual consolidated financial statements for the year ended 31 December 2013, which were prepared in accordance with Financial Accounting Standards ("FAS") issued by the Accounting and Auditing Organisation for Islamic Financial Institutions ("AAOIFI"), the Shari'a Rules and Principles as determined by the Shari'a Supervisory Board of the Group, the Bahrain Commercial Companies Law and Central Bank of Bahrain and Financial Institutions Law. In accordance with the requirements of AAOIFI, for matters for which no AAOIFI standards exist, including "Interim Financial Reporting", the Group uses the relevant International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

### 3 FINANCING CONTRACTS

	Notes	(Unaudited) 31 March 2014 US\$ '000	(Audited) 31 December 2013 US\$ '000
Murabaha receivables Tawarrug	3.1 3.2	4,179 26,083	4,150 26,083
	5.2	30,262	30,233

At 31 March 2014 (Unaudited)

# 3 FINANCING CONTRACTS (continued)

# 3.1 Murabaha receivables

	(Unaudited) 31 March 2014 US\$ '000	(Audited) 31 December 2013 US\$ '000
Gross murabaha receivables Deferred income	4,213 (34)	•
Net murabaha receivables	4,179	4,150

Murabaha receivables represent a 2.5 year shari'a compliant facility provided to ADGL (Guernsey), which matures on 2 February 2015. Profit is receivable on a quarterly basis. As at 31 March 2014, murabaha receivables were neither past due nor impaired (31 December 2013: nil).

# 3.2 Tawarruq

During 2013, the Bank entered into tawarruq facilities with a special purpose vehicle ("SPV") established by Novus (the lead aviation partner of the Bank in Falak Aviation Investment Fund). The Bank granted the SPV tawarruq facilities amounting to US\$ 26,083 thousand for the purpose of settling certain financing, obtained by the subsidiary of the Bank to purchase ijarah assets.

# 4 NON-TRADING INVESTMENTS

	(Unaudited)	(Audited)
	31 March	31 December
	2014	2013
	US\$ '000	US\$ '000
Quoted investment designated at fair value through equity	1,837	1,679
Unquoted investments designated at fair value through equity	13,758	13,784
	15,595	15,463
The movement of non-trading investments is as follows:		
	(Unaudited)	(Audited)
	31 March	31 December
	2014	2013
	US\$ '000	US\$ '000
At 1 January	15,463	17,573
Fair value changes	132	677
Provisions	-	(2,787)
	15,595	15,463
	37	

At 31 March 2014 (Unaudited)

# 5 INVESTMENT IN IJARAH ASSETS

Investment in ijarah assets represent aircraft indirectly acquired through an equity investment in Falak Aviation Fund B.S.C.(c), a Collective Investment Unit regulated by the Central Bank of Bahrain (the "CBB").

		Accumulated			(Unaudited)	(Audited)
	Cost at	Depreciation			Net book	Net book
	1 January	1 January	Depreciation		value at	value at
	2014	2014	· ·	Diamondo	31 March	31 December
			charge	Disposals	2014	2013
	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000
Falak Fin One Limited	39,739	4,452	371	(1,000)	33,916	35,287
Falak Fin Two Limited	40,042	4,211	351		35,480	35, <b>8</b> 31
Falak Fin Three Limited	41,965	5,244	175		36,546	36,721
Falak Fin Four Limited	36,599	4,857	381	(31,361)	-	31,742
Falak Fin Seven Limited	43,666	6,540	545	-	36,581	37,126
Falak Fin Eight Limited	34,269	9,231	769		24,269	25,038
Falak Fin Nine Limited	5,046	4,893	153	-	-	153
Falak Fin Ten Limited	5,526	4,315	415		796	1,211
Falak Fin Eleven Limited	37,752	4,278	356		33,118	33,474
	284,604	48,021	3,516	(32,361)	200,706	236,583
Provisions			*		•	
1 104/3/01/3					(43,862)	(36,185)
					156,844	200,398
The movement in provision	ns is as follow	vs:				
					(Unaudited)	(Audited)
					•	(Audited) 31 December
					2014	2013
				Note	US\$ '000	US\$ '000
					000	σοφ σοσ
At 1 January					36,185	8,000
Charge during the period /	year				14,413	28,185
Release of provision upon	disposal of ij	arah asset		7	(6,736)	_
C TERM CIMANOING					43,862	36,185
6 TERM FINANCING	j					
					(Unaudited)	(Audited)
					•	31 December
					2014	2013
					US\$ '000	US\$ '000
Falak Fin Two Limited					40 705	40 705
Falak Fin Three Limited					10,725	10,725
Falak Fin Four Limited					14,280	14,280
Falak Fin Seven Limited					40.050	11,615
Falak Fin Eight Limited					18,353	18,884
Falak Fin Ten Limited					15,742	16,464
Falak Fin Eleven Limited					1,753	1,888
III Elovoii Liitiiteu					16,961	17,544
					77,814	91,400

At 31 March 2014 (Unaudited)

# 6 TERM FINANCING (continued)

The movement in term financing is as follows:

		(Audited) 31 December
	2014 US\$ '000	2013 US\$ '000
At 1 January Repayments and early settlement	91,400 (13,586)	•
	77,814	91,400

The above financing has been obtained by the Bank's subsidiary to purchase ijarah assets. The financing carries profit rates between 3.3% and 6.8% and mature between 2013 and 2015. There is no recourse to the Bank on these financings.

# 7 LOSS ON DISPOSAL OF IJARAH ASSET, NET

	Note	(Unaudited) 31 March 2014 US\$ '000	(Audited) 31 December 2013 US\$ '000
Loss on disposal of ijarah asset Release of provision upon disposal of ijarah asset Income from settlement of term financing upon disposal of ijarah as	5 set	(18,297) 6,736 500	
		(11,061)	-

### 8 RELATED PARTIES

Related parties comprise shareholders of the Group, Directors of the Group, Shari'a Supervisory Board members, entities owned or controlled, jointly controlled or significantly influenced by them and companies affiliated by virtue of shareholdings in common with that of the Group. These transactions have been carried out on an arm's length basis in a manner similar to transactions with a third party. For the period ended 31 March 2014, the Group has not made any provision related to amounts owed by related parties (31 December 2013: Nil).

The balances and transactions with related parties included in the interim consolidated statement of financial position and interim consolidated statement of income are as follows:

### Interim consolidated statement of financial position

	31	March 2014	(Unaudited)		(Audited) 31 December
	Shareholders US\$'000	Directors US\$'000	Others US\$'000	Total US\$'000	2013 US\$ '000
<b>Asset</b> Other assets	717			717	682

At 31 March 2014 (Unaudited)

# 8 RELATED PARTIES (continued)

# Interim consolidated statement of income

	3:	1 March 2014	(Unaudited)		(Unaudited) 31 March
	Shareholders (US\$'000)	Directors (US\$'000)	Others (US\$'000)	Total (US\$'000)	2013 US\$ '000
Income					
Fee income	35	-	-	35	40
Expenses Board of Directors and Board committees					
attendance allowance Shari'a Supervisory	•	31	-	31	29
attendance allowance	-	-	26	26	27

Key management personnel are those that possess significant decision making and direction setting responsibilities within the Bank. Staff costs attributable to key management personnel of the Bank are as follows:

	·	(Unaudited) Three months ended	
	31 March 2014 US\$ '000	31 March 2013 US\$ '000	
Short term employee expenses Termination expenses	310 50	305 53	
	360	358	

# 9 ACCOUNTING CLASSIFICATION OF FINANCIAL INSTRUMENTS

Set out below is an overview of financial instruments, other than cash and cash equivalents, held by the Group as at 31 March 2014:

			Fair value
		Amortised	through
		Cost	equity
:		US\$ '000	US\$ '000
Financial assets:			
Financing contracts		30,262	
Non-trading investments		-	15,595
Other assets (excluding prepay	rments)	4,231	
		34,493	15,595
Financial liabilities:			
Term financing		77,814	-
Other liabilities		15,894	-
		93,708	-
		_	

At 31 March 2014 (Unaudited)

# 10 FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the value representing the estimate of the amount of cash or cash equivalent that would be received for an asset sold or the amount of cash or cash equivalent paid for a liability extinguished or transferred in an orderly transaction between a willing buyer and a willing seller at the measurement date.

Fair values of quoted securities are derived from quoted market prices in active markets, if available. For unquoted securities, fair value is estimated using appropriate valuation techniques. Such techniques may include recent arm's length market transactions; discounted cash flow analysis or other valuation models.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly; and

**Level 3:** techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy:

		31 March 2014 (unaudited)				
	Level 1 US\$ '000	Level 2 US\$ '000	Level 3 US\$ '000	Total US\$ '000		
Non-trading investments	1,837	-	2,162	3,999		
		31 December 20	013 (audited)			
	Level 1	Level 2	Level 3	Total		
	US\$ '000	US\$ '000	US\$ '000	US\$ '000		
Non-trading investments	1,679	P -	2,145	3,824		

An investment with a carrying value of US\$ 11,596 thousand (31 December 2013: US\$ 11,639 thousand) is carried at cost less impairment.

The fair values of financial instruments carried at amortised cost are not materially different from their carrying values as at the statement of financial position date.

# Transfers between Level 1, Level 2 and Level 3

During the three month period ended 31 March 2014 there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurement.

# Seera Investment Bank B.S.C. (c) NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL **STATEMENTS**

At 31 March 2014 (Unaudited)

### 11 **SEGMENTAL INFORMATION**

### a) Geographic sector

The geographical distribution of the Group's assets and liabilities as of 31 March 2014 is as follows:

(Unaudited)	Bahrain	Europe	Others	Total
Assets	US\$'000	US\$'000	US\$'000	US\$'000
Cash and balances with banks Due from banks and financial institutions Financing contracts Non-trading investments Investment in ijarah assets	376	9,974	1,386	11,736
	13,802	-	6,500	20,302
	-	4,179	26,083	30,262
	-	2,163	13,432	15,595
	62,876	36,581	57,387	156,844
Net assets of disposal group classified as held for sale Investment in real estate Other assets Property and equipment	-	15,554	-	15,554
	10,476	-	-	10,476
	521	786	3,449	4,756
	5,956	-	-	5,956
Total assets	94,007	69,237	108,237	271,481
Liabilities Term financing Other liabilities Total liabilities	26,758	18,353	32,703	77,814
	4,714	4,551	6,629	15,894
	31,472	22,904	39,332	93,708

The geographical distribution of the Group's assets and liabilities as of 31 December 2013 is as follows:

(Audited) Assets	Bahrain US\$'000	Europe US\$'000	Others US\$'000	Total US\$'000
Cash and balances with banks Due from banks and financial institutions Financing contracts Non-trading investments Investment in ijarah assets	701 14,602 - - 78,974	2,265 4,150 2,145 62,411	962 8,900 26,083 13,318 59,013	3,928 23,502 30,233 15,463 200,398
Net assets of disposal group classified as held for sale Investment in real estate Other assets Property and equipment	10,476 612 6,020	15,611 - 768	- - 3,616	15,611 10,476 4,996 6,020
Total assets	111,385	87,350	111,892	310,627
Liabilities Term financing Other liabilities	3,734	91,400 4,220	5,748	91,400 13,702
Total liabilities	3,734	95,620	5,748	105,102

At 31 March 2014 (Unaudited)

# 11 SEGMENTAL INFORMATION (continued)

# b) Industry sector

The industrial distribution of the Group's assets and liabilities as of 31 March 2014 is as follows:

	Banking and financial					
// In a control of the control of th	institutions	Aviation	Real estate	Manufacturing	Others	Total
(Unaudited)	US\$'000	US\$'000	US\$'000	U\$\$'000	US\$'000	US\$'000
Assets						
Cash and balances						
with banks	11,736	-	-	-	-	11,736
Due from banks and						
financial institutions	20,302	-	-	-	-	20,302
Financing contracts	-	26,083	4,179	-	•	30,262
Non-trading investments	•	-	11,596	1,837	2,162	15,595
Investment in ijarah assets	-	156,844	•		-	156,844
Net assets of disposal group classified as						
held for sale	-	-	-	15,554	-	15,554
Investment in real estate	-	-	10,476	-		10,476
Other assets	612	394	18	1,561	2,171	4,756
Property and equipment		·		-"	5,956	5,956
Total assets	32,650	183,321	26,269	18,952	10,289	271,481
Liabilities						
Term financing	77,814	_	<u> </u>			77 044
Other liabilities	-	9,612		-	6,282	77,814 15,894
Total liabilities	77,814	9,612	-	-	6,282	93,708

The industrial distribution of the Group's assets and liabilities as of 31 December 2013 is as follows:

	Banking and financial					
	institutions	Aviation	Real estate	Manufacturing	Others	Total
(Audited)	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Assets					•	
Cash and balances						
with banks	3,928	-	-	-	-	3,928
Due from banks and						-
financial institutions	23,502	-	_		-	23,502
Financing contracts		26,083	4,150	-	-	30,233
Non-trading investments	-	-	11,639	1,679	2,145	15,463
Investment in ijarah assets	-	200,398	-		-	200,398
Net assets of disposal group classified as						
held for sale	-	-	-	15,611	-	15,611
Investment in real estate	-	-	10,476	-		10,476
Other assets	654	462	-	1,499	2,381	4,996
Property and equipment		-		-	6,020	6,020
Total assets	28,084	226,943	26,265	18,789	10,546	310,627
Liabilities						
Term financing	91,400	-	-			91,400
Other liabilities		7,112	-	-	6,590	13,702
Total liabilities	91,400	7,112	_	_	6,590	105,102

The Group's revenue and expenses are reviewed at a Group level and therefore no separate operating segment results and other disclosures are provided in these interim condensed consolidated financial statements.