# SECURITIES AND INVESTMENT COMPANY BSC (c)

# CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 30 September 2016

Comprehensive investment services for the Bahrain and GCC securities market

Commercial registration

: 33469

**Board of Directors** 

: Abdulla bin Khalifa Al Khalifa,

Chairman of the Board and Chairman of the Investment

Committee

Hussain Al Hussaini,

Vice Chairman of the Board & Member of the Investment

Committee

Prakash Mohan

Member of the Investment Committee

Mohammed Abdulla

Vice Chairman of Nominations, Remuneration &

Corporate Governance Committee

Mahmoud Zewam

Member of Nominations, Remuneration & Corporate Governance Committee

Anwar Abdulla Ghuloom Member of Audit Committee

Fahad Murad

Chairman of Nominations, Remuneration &

Corporate Governance Committee

Yousif Saleh Khalaf

Chairman of the Audit Committee

Waleed Al Braikan

Vice Chairman of the Audit Committee

Chief Executive Officer

: Najla M. Al Shirawi

Office

: BMB Centre

PO Box 1331, Kingdom of Bahrain Telephone 17515000, Fax 17514000

Bankers

: Bank of Bahrain and Kuwait BSC

Auditors

: KPMG

# CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION for the period ended 30 September 2016

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CR No. 6220

### Independent auditors' report on review of condensed consolidated interim financial information

8 November 2016

The Board of Directors Securities and Investment Company BSC (c) PO Box 1331 Manama Kingdom of Bahrain

#### Introduction

We have reviewed the accompanying 30 September 2016 condensed consolidated interim financial information of Securities and Investment Company BSC (c) (the "Bank"), which comprises:

- the condensed consolidated statement of financial position as at 30 September 2016;
- the condensed consolidated statement of profit or loss for the three month and nine month periods ended 30 September 2016;
- the condensed consolidated statement of comprehensive income for the three month and nine month periods ended 30 September 2016;
- the condensed consolidated statement of changes in equity for the nine month period ended 30 September 2016;
- the condensed consolidated statement of cash flows for the nine month periods period ended 30 September 2016; and
- notes to the condensed consolidated interim financial information.

The Board of Directors of the Bank is responsible for the preparation and presentation of this condensed consolidated interim financial information in accordance with IAS 34, 'Interim Financial Reporting'. Our responsibility is to express a conclusion on this condensed consolidated interim financial information based on our review.

### Scope of Review

We conducted our review in accordance with the 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 30 September 2016 condensed consolidated interim financial information is not prepared, in all material respects, in accordance with IAS 34, 'Interim Financial Reporting'.

KPMG

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2016

Bahraini Dinars '000

	Note	30 September 2016	31 December 2015
		(reviewed)	(audited)
ASSETS			
Cash and cash equivalents		74,028	60,974
Treasury bills	12	5,825	750
Investments at fair value through profit or loss  Available-for-sale investments	13	15,586 19,702	14,258 30,244
Held to-maturity-investments	14	9,178	-
Fees receivable		968	1,138
Other assets		4,935	3,968
Furniture, equipment and intangibles		1,491	1,435
Total assets		131,713	112,767
LIABILITIES AND EQUITY			
Liabilities			
Short-term bank borrowings		40,832	19,777
Customer accounts		28,016	28,805
Other liabilities		3,351	2,910
Payable to other unit holders in consolidated funds		2,638	2,836
Total liabilities		74,837	54,328
Equity			
Share capital		42,849	42,849
Shares under employee share incentive scheme		(1,599)	(1,599)
Statutory reserve		6,427	6,427
General reserve  Available-for-sale investments fair value reserve		3,217 75	3,217 (567)
Retained earnings		5,907	8,112
Total equity (page 5)		56,876	58,439
Total liabilities and equity		131,713	112,767

The Board of Directors approved the condensed consolidated interim financial information on 8 November 2016 and signed on its behalf by:

Abdulla Bin Khalifa Al Khalifa Chairman Hussain Al Hussaini Vice Chairman Najla M. Al Shirawi Chief Executive Officer

The accompanying notes 1 to 18 form an integral part of these condensed consolidated financial statements.

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS For the nine months ended 30 September 2016

Bahraini Dinars '000

	Note	Nine mon 30 Sep	ths ended tember			ths ended tember
		2016	2015		2016	2015
		(reviewed)	(reviewed)		(reviewed)	(reviewed)
Net investment income Net fee and commission income Brokerage and other income	15	868 1,899 1,368	2,316 2,602 1,327		(163) 637 545	(1,294) 780 316
Interest income		865	524		333	182
Total income		5,000	6,769		1,352	(16)
Staff and related expenses Interest expense		2,786 59	3,154 44		837 33	1,043 12
Other operating expenses Impairment of AFS investments Share of loss of other unit holders in		1,259 1,102	1,298		415 692	420
consolidated funds		(143)	(25)		(140)	(254)
Total expenses		5,063	4,471		1,837	1,221
(Loss)/profit for the period		(63)	2,298		(485)	(1,237)
				_		,
Basic and diluted earnings per share (fils)		(0.15)	5.36		(1.14)	(2.89)

Abdulla Bin Khalifa Al Khalifa Chairman Hussain Al Hussaini Vice Chairman Najla M. Al Shirawi Chief Executive Officer

The accompanying notes 1 to 18 form an integral part of these condensed consolidated financial statements.

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the nine months ended 30 September 2016

Bahraini Dinars '000

	Nine mont			iths ended tember
	2016	2015	2016	2015
	(reviewed)	(reviewed)	(reviewed)	(reviewed)
	WWW.		L V	
(Loss) / Profit for the period	(63)	2,298	(485)	(1,237)
Other comprehensive income				
Items to be reclassified to profit or loss				Ĩ
in subsequent periods:				
Fair value reserve (available-for-sale				
investments):	/547	000		
- Net change in fair value	(517)	292	283	(1,460)
- Net amount transferred to profit or loss	1 150	(1.701)	737	102
on sale / impairments  Total other comprehensive income for	1,159	(1,791)	131	102
the period	642	(1,499)	1,020	(1,358)
Total comprehensive income for the		(1,100)	,,,,,,,	3.,555,
period	579	799	535	(2,595)

Securities and Investment Company BSC (c)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY For the nine months ended 30 September 2016

Bahraini Dinars '000

58,439

equity Total

2016 (reviewed)	Share	Shares under employee share incentive scheme	Statutory	General	Available-for-sale investments fair value reserve	Retained	1
Balance at 1 January 2016	42,849	(1,599)	6,427	3,217	(567)	8,112	
- Transfer to general reserve	ŧ	t	•	•	ţ	1	
Comprehensive income for the period:		I	ı	'	1	(63)	
Loss for the period	ſ	ı	i.				
Ciner comprehensive modified (available-for-sale investments):							
Net amount transferred to profit or loss on sale / impairment	•		•	1	1,159	1	
Net change in fair value	1	1	1		(217)	E .	ļ
Total other comprehensive income	•	E	•	•	642	•	
Total comprehensive income for the period	•	•	•		642	(63)	- 1
Transaction with owners recognized directly in equity:	ŀ	ı	1	•	ı	(2,142)	
- Dividends declared for 2013	42 840	(4 590)	6.427	3.217	52	5,907	

642 579

Balance at 30 September 2016

1,159

(517)

(63)

(2,142)

56,876

The accompanying notes 1 to 18 form an integral part of these condensed consolidated financial statements.

58,076

(3,856)834

Securities and Investment Company BSC (c)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY for the nine months ended 30 September 2016 (continued)

Bahraini Dinars '000

61,098

Total equity

2,298

(1,791)

327

(1,464)

2015 (reviewed)		Shares under		- AAA			
	Share capital	employee share incentive scheme	Statutory reserve	General reserve	Available-for-sale investments fair value reserve	Retained earnings	F
Ralance at 1. January 2015	42,849	(1,599)	6,142	2,642	1,118	9,946	
- Transfer to general reserve	ţ	ı	1	575	1	(575)	
Comprehensive income for the period:						o o	
Profit for the period	3	1	t	•	i .	2,290	
Other comprehensive income:							
Fair value reserve (available-for-sale investments):					701		
Net amount transferred to profit or loss on sale / impairment	ı	1	1	•	(1,61,1)	E	
Net change in fair value	I	-			327		1
Total other comprehensive income	,	1	ı		(1,464)	1	ļ
Total comprehensive income for the period	-			1	(1,464)	2,298	
Transaction with owners recognized directly in equity:	•	•	1	ŧ	1	(3,856)	
- Dividends declared for 2014				i current			1
Balance at 30 September 2015	42,849	(1,599)	6,142	3,217	(346)	7,813	

The accompanying notes 1 to 18 form an integral part of these condensed consolidated financial statements.

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the nine months ended 30 September 2016

Bahraini Dinars '000

	30 September 2016 (reviewed)	30 September 2015 (reviewed)
Operating activities		
Net interest received Sale of investments at fair value through profit or loss Purchase of investments at fair value through profit or loss Sale of available-for-sale investments Purchase of available-for-sale investments Purchase of held-to-maturity- investments Net (decrease) / increase in customer accounts Dividends received Movement in brokerage accounts and other receivables Payments for staff and related expenses Payments for other operating expenses	1,384 15,932 (17,578) 14,773 (10,070) (3,860) (789) 507 2,708 (2,737) (788)	968 37,888 (36,616) 27,804 (26,829) - 1,510 678 3,614 (3,391) (1,105)
Net cash (used in) / from operating activities	(518)	4,521
Investing activities	1.00	
Net capital expenditure on furniture and equipment	(214)	(73)
Net cash used in investing activities	(214)	(73)
Financing activities	L. C.	
Net proceeds from short-term bank borrowings Net proceeds from / (payment on) issue / (redemption) of units Dividends paid	21,055 (52) (2,142)	4,176 625 (3,856)
Net cash from financing activities	18,861	945
Net increase in cash and cash equivalents	18,129	5,393
Cash and cash equivalents at the beginning of the period	61,724	61,427
Cash and cash equivalents at the end of the period	79,853	66,820
Represented by: Cash and bank Call deposits Short-term placements with original maturities of 3 months or less Treasury Bills	14,027 2,181 57,820 5,825 <b>79,853</b>	23,646 3,507 38,670 997 66,820

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

For the nine months ended 30 September 2016

Bahraini Dinars '000

### 1. Reporting entity

This condensed financial information is the reviewed condensed consolidated interim financial information (the "condensed consolidated interim financial information") of Securities and Investment Company BSC (c) (the "Bank") and its subsidiaries (the "Group"). The Bank operates under a wholesale banking license issued by the Central Bank of Bahrain.

### 2. Basis of preparation

The condensed consolidated interim financial information has been prepared in accordance with International Accounting Standard 34 (Interim Financial Reporting), which permits the interim financial information to be in summarized form. The condensed consolidated interim financial information does not include all of the information required for full annual financial statements and should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2015. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual consolidated financial statements as at and for the year ended 31 December 2015.

### 3. Accounting policies

The condensed consolidated interim financial information has been prepared using the same accounting policies and methods of computation applied in the preparation of the Groups' audited annual financial statements for the year ended 31 December 2015 except for the adoption of new standards and interpretations effective 1 January 2016. The adoption of these standards did not have a significant impact on the condensed consolidated interim financial information

4. The condensed consolidated interim financial information is reviewed, not audited.

### 5. Estimates

The preparation of the condensed consolidated interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial information, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited consolidated financial statements for the year ended 31 December 2015.

### 6. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk.

The condensed consolidated interim financial information do not include all financial risk management information and disclosures required in the annual financial statements and they should be read in conjunction with the Group's audited annual financial statements for the year ended 31 December 2015. There have been no changes in the risk management department or in any risk management policies since 31 December 2015.

### 7. Operating segments

The Group's lines of business are brokerage, asset management, corporate finance, market making and custody business. At present, the Group's revenue is reviewed by lines of business and the expenses and results are reviewed at a Group level.

### 8. Cyclicality

Due to nature of the Bank's business, the three and nine months' results reported in this condensed consolidated interim financial information may not represent a proportionate share of the overall annual results.

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

for the nine months ended 30 September 2016

Bahraini Dinars '000

### 9. Appropriations

At the shareholders Annual General Meeting for the year 2015 on 21 March 2016, the shareholders resolved to make the following appropriations of the profit for the year ended 31 December 2015 which were effected during the period. These include cash dividend of BD 2,142 representing 5% of paid up capital and transfer of BD 285 to statutory reserve.

### 10. Shares under employee share incentive scheme

The Group operates Employee Share Incentive Scheme ("the Scheme") through a Trust. The Trust has been set up by the transfer of shares of the Bank allotted to the employees under the Scheme. The shares under the Scheme are treated as Treasury Shares and deducted from equity. Under the Scheme, employees are entitled to receive a portion if their performance bonus and compensation in the form of share based awards ("awards"). The fair value of the awards is determined based on the net book value at the grant date. For accounting purposes and in accordance with IFRS 2 "Share Based Payments", the Scheme is treated as a cash-settled share based payment as the employees eventually receive a cash settlement on resignation or retirement, subject to service conditions adjustment of the scheme.

### 11. Contingent and memorandum accounts

Assets under custody Assets under management Commitments

As at 30	
September	- 1
2016	
1,747,094	
366,417	
106	

As at 31 December 2015 1,696,650 332,339 106

### 12. Investments at fair value through profit or loss

### Equity securities - quoted (listed)

- Consolidated funds
- Parent

# Funds – quoted

### **Debts securities**

- Parent (quoted)
- Consolidated funds (quoted)
- Consolidated funds (unquoted)

As at 30 September 2016	As at 31 December 2015
2,545	3,050
2,030	2,201
-	286
7,276	5,299
3,265	3,189
470	233
15,586	14,258

### 13. Available-for-sale investments

## **Equity securities**

- Quoted (listed)
- Unquoted

### **Funds**

- Quoted
- Unquoted

### **Debt securities**

- -Quoted
- -Unquoted

As at 30	As at 31
September	December
2016	2015
4,115	5,356 322
4,115	5,678
3,553	7,417
7,855	4,632
11,408	12,049
2,056	11,357
2,123	1,160
4,179	12,517
19,702	30,244

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

for the nine months ended 30 September 2016

Bahraini Dinars '000

### 14. Reclassifications out of available-for-sale investment securities

Effective from 1 Jan 2016, the Bank has reclassified certain available-for-sale investments in debt securities to the held to maturity investments category. The Bank identified financial assets that would have met the definition of held-to-maturity investments (if they had not been designated as available-for-sale) for which at the date of reclassification it had the intention and ability to hold them until maturity. On the date of reclassification, the fair value of these investments was BD 5,217. In addition, during the period, the Company purchased BD 3,860 in held to maturity security. Held-to-maturity investments had a fair value of BD 9,256 as at 30 September 2016.

#### 15. Investment income

(Loss) from investments at fair value through profit or loss (Loss) / Gain on sale of available-for-sale investments Interest Income from debt instruments
Dividend income on investments carried at fair value through profit or loss
Dividend income on available-for-sale investments

Nine mont	ths ended
30 September 2016	30 September 2015
(344) (57) 762	(819) 1,791 666
132	275
375	403
868	2,316

Gain from investments at fair value through profit or loss comprises the following:

Realized (loss) / gain Unrealized gain / (loss)

Nine mont	hs ended
30 September	30 September
2016	2015
(371)	59
27	(878)
(344)	(819)

The realized gain from investments at fair value through profit or loss represents the difference between the carrying amount of investments at the beginning of the reporting period, or the transaction price if it was purchased in the current reporting period, and its sale or settlement price.

The unrealized gain represents the difference between the carrying amount of investments at the beginning of the period, or the transaction price if it was purchased in the current reporting period, and its carrying amount at the end of the period.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

for the nine months ended 30 September 2016

Bahraini Dinars '000

### 16. Related parties

The following are the significant related party transactions during the period. All these transactions are in the ordinary course of business and on normal commercial terms.

Transactions with funds owned by the Subsidiary Companies namely SICO Funds Company BSC (c), SICO Funds Company III BSC (c), SICO Funds Company IV BSC (c), SICO Funds Company VII BSC (c), SICO Funds Company VIII BSC (c) and SICO Ventures Company SPC.

Nine months ended		
30 September 2016	30 September 2015	
241	423	

Fee income

Fee receivable Assets under management Investments in own funds

As at 30	As at 31
September	December
2016	2015
144	120
62,003	28,621
931	1.150

### Transactions with shareholders

Fee income

Fee receivable
Assets under management

Nine months ended		
30 September 2016	30 September 2015	
297	398	

As at 30	As at 31
September	December
2016	2015
89	105
50,542	55,361

The Group has banking relationships, makes deposits and placements and has unutilized credit facilities with certain of its shareholders that are local banks.

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION For the nine months ended 30 September 2016 Bahraini Dinars '000

### 17. Fair value

(i) Set out below is a comparison of the carrying amounts and fair values of financial instruments as at 30 September 2016:

•	30 Septem	ber 2016	31 December 2015	
Assets	Carrying amount	Fair value	Carrying amount	Fair value
Held-to-maturity investments Investments at fair value through	9,178	9,256	7	-
profit or loss	15,586	15,586	14,258	14,258
Available-for-sale investments	19,702	19,702	30,244	30,244
Total assets	44,466	44,544	44,502	44,502
Liabilities				
Short-term bank borrowings	40,832	40,832	19,777	19,777
Payable to unit holders	2,638	2,638	2,836	2,836
Total liabilities	43,470	43,470	22,613	22,613

All available-for-sale investments, investments at fair value through profit or loss are carried at fair value. Held to maturity investments are carried at amortized cost.

### (ii) Fair value hierarchy

The Group measures fair values of financial instruments using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Valuation techniques based on observable inputs, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly observable from market data.

Level 3: Valuation techniques using significant unobservable inputs. This category includes instruments where the valuation technique includes inputs not based on market observable data.

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION For the nine months ended 30 September 2016 Bahraini Dinars '000

## 17. Fair value (continued)

The table below analyses financial assets and liabilities carried at fair value, by the level in the fair value hierarchy into which the fair value measurement is categorized.

	Level 1	Level 2	Level 3	Total
As at 30 September 2016				
Assets				
Available-for-sale investments:				
- Funds	6,830	3,428	1,150	11,408
- Equities	4,115	-	-	4,115
<ul> <li>Debt securities</li> </ul>	2,056	2,123	-	4,179
At fair value through profit or loss:				
- Funds	<b>-</b> 1	-	-	-
- Equities	4,575	-	_	4,575
- Debt securities	10,541	470	-	11,011
Liabilities				
<ul> <li>Payable to unit holders</li> </ul>	(2,638)	-		(2,638)
Total	25,479	6,021	1,150	32,650

The following table analyses the movement in Level 3 financial assets during the period:

	Level 3 30 September 2016
At 1 January 2016	575
Total gain:	
- in income statement	57
- in other comprehensive income	129
Purchases	765
Settlements	(376)
Transfers into / (out) of level 3	
At 30 September 2016	1,150

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

For the nine months ended 30 September 2016

Bahraini Dinars '000

## 17. Fair value (continued)

	Level 1	Level 2	Level 3	Total	
As at 31 December 2015					
Assets					
Available-for-sale investments					
- Funds	10,635	1,162	252	12,049	
- Equities	5,356	-	322	5,678	
- Debt securities	8,270	4,247	_	12,517	
Fair value through profit or loss:					
- Funds	286	-	-	286	
- Equity	5,251	- '	-	5,251	ĺ
- Debt securities	8,721	-	-	8,721	
Liabilities				!	
<ul> <li>Payable to unit holders in</li> </ul>					l
consolidated funds	(2,836)	-	_	(2,836)	
	35.683	5,409	574	41,666	l

The following table analyses the movement in Level 3 financial assets during the period:

At 1 January 2015

Total gain:

- in income statement
- in other comprehensive income

Purchases

Settlements

Transfers into / (out) of level 3

At 30 September 2015

Level 3 30 September 2015 515	
- 62	
577	

# 18. Comparatives

Certain comparatives have been regrouped where necessary to conform to the current period's presentation. The regrouping did not affect previously reported comprehensive income for the period or total equity of the Group.