بنك الخليج المتحد ش.م.ب.

United Gulf Bank B.S.C.

Basel II, Pillar 3

Risk Management and Capital Adequacy Disclosures

31st December 2014

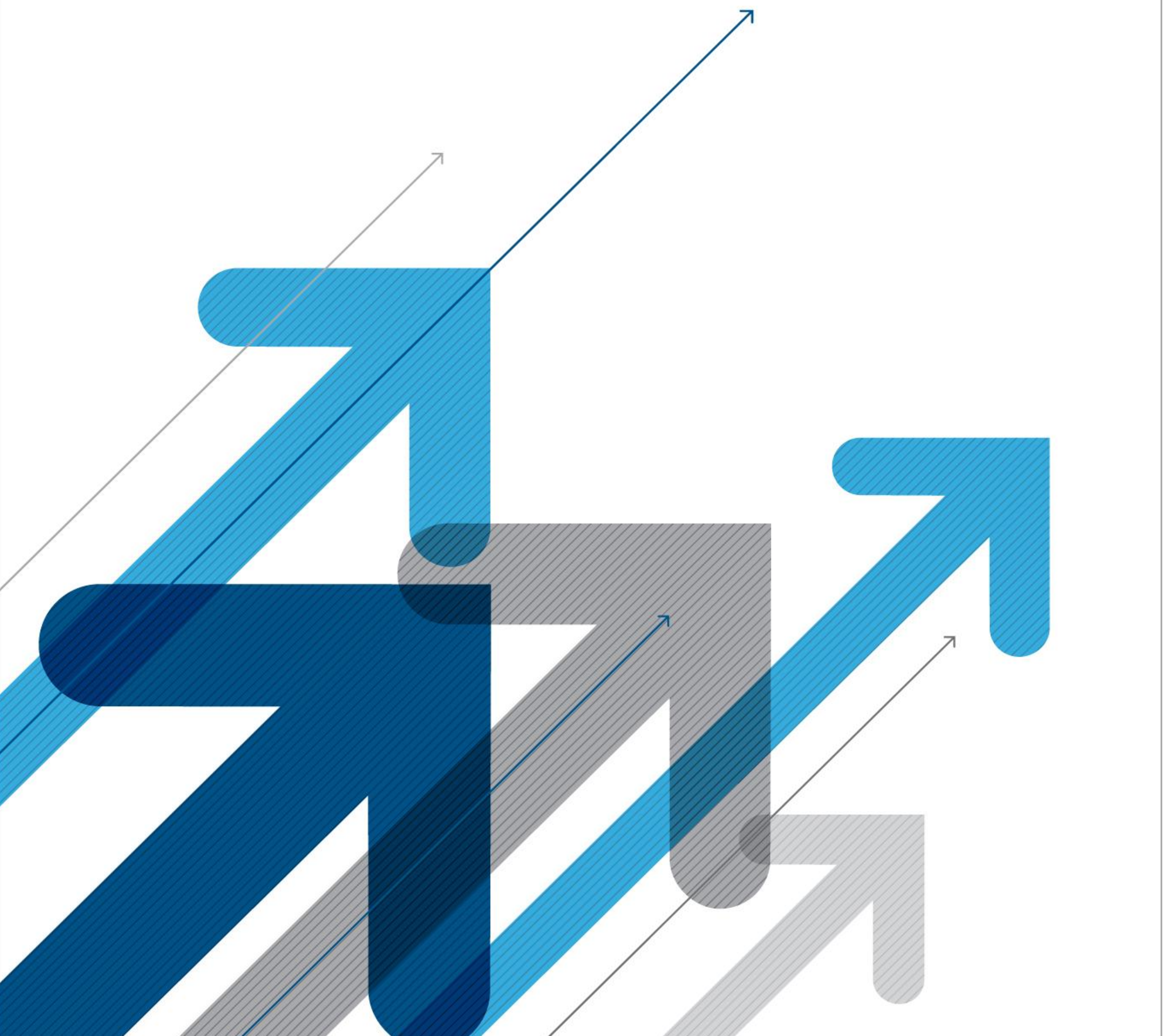


Table of Contents

EXECUTIVE SUMMARY

As a bank incorporated in the Kingdom of Bahrain, United Gulf Bank B.S.C. ("UGB" or "the Bank") has complied with the Basel II Capital Adequacy Framework effective 1 January 2008. This is in accordance with the Central Bank of Bahrain's ("the CBB") Basel II guidelines.

The Risk Management and Capital Adequacy Disclosures fulfill the Pillar 3 requirements of the Basel II Accord. The objective of implementing Pillar 3 is to improve market discipline through effective public disclosure and to complement the reporting templates under Pillar 1 and Pillar 2. The spirit of market discipline can be summed up in the phrase 'accountability through transparency'. Accountability is based on the premise that the Bank's management acts in the best interests of all its stakeholders – including the current and prospective holders of its equity and debt. Transparency is evident when the Bank discloses sufficient information so as to allow the stakeholders to make informed judgments as to whether the bank is acting in their best interests.

The disclosures have been provided in accordance with the Public Disclosures ("PD") module of the CBB's Rulebook volume I. They meet the requirements of Basel II (Pillar 3) and International Financial Reporting Standard ("IFRS") 7. The PD module sets out required disclosures to allow market participants to assess key pieces of information on the scope of application, capital structure, risk exposures, risk assessment processes, and the capital adequacy of the financial institution. The information provided in this document, is also in line with UGB's Disclosure Policy that was approved by the Board of Directors in 2008 and updated in 2011.

The Tier 1 and Total consolidated capital adequacy ratios of UGB as at 31st December 2014 are over the CBB's threshold of 12% with an additional 0.5% as a prudent measure. UGB's consolidated capital adequacy ratio for the year ended December 31, 2014 was 15.36% (31 December 2013: 17.48%), with total risk weighted assets being US$ 2,724 million. This comprises 90% for credit risk 7% for market risk and 3% for operational risk.

All figures in this report are as at 31st December 2014 (unless otherwise stated), and have been reported using IFRS, that are applicable at the consolidated level of UGB and its subsidiaries. Agreed upon procedures have been performed on the Public Disclosures by Ernst & Young (UGB's external auditors) in accordance with PD module issued by the CBB.

Figures contained in these disclosures are subject to rounding adjustments and in certain instances, the sum of the numbers in a column or a row in tables contained in this document may not conform exactly to the total figure given for that column/row or cross referred with numbers in financial statements or annual report.

BACKGROUND

United Gulf Bank B.S.C. is a joint stock company incorporated in the Kingdom of Bahrain in 1980, under Commercial Registration (CR) number 10550. It is listed on the Bahrain Bourse. The Bank's registered office is UGB Tower, Diplomatic Area, P.O. Box 5964, Manama, Kingdom of Bahrain.

The Bank operates in Bahrain under a Wholesale Banking License issued by the CBB. The principal activities of the Bank and its subsidiaries ('the Group') comprise asset and fund management, merchant banking, private equity, and corporate finance. Other financial business activities include commercial banking, proprietary investments, treasury, brokerage, and savings and pensions. Through its non-financial associate companies, the Bank holds substantial investments in the real estate, industrial and communications sectors. During 2012 the Bank also obtained approvals from CBB for conducting Islamic Banking window operations. Commercial banking includes extending loans and other credit facilities; accepting deposits and current accounts from corporate and institutional customers.

The Bank's parent and ultimate holding company is Kuwait Projects Company (Holding) K.S.C. ("KIPCO"), a company incorporated in the State of Kuwait and listed on the Kuwait Stock Exchange. The KIPCO Group is one of the biggest diversified holding companies in the Middle East and North Africa, with assets worth around US$ 31.6 billion. The Group has substantial ownership interests in a portfolio of over 60 companies operating across 24 countries. KIPCO's main sector focus is financial services, media, real estate and manufacturing. Through its core companies, subsidiaries and affiliates, KIPCO also has interests in education and medical sectors.

The ownership of the Bank as at 31st December 2014 can be summarized as follows:

	No. of shares	Percentage
Kuwait Projects (Holding) KSC	797,733,832	95.6%
Directors	762,700	0.1%
Management	-	0.0%
Public Shareholders	16,651,628	2.0%
Treasury shares	19,454,135	2.3%
Total	**834,602,295**	**100%**

The Group previously operated an equity-settled, share-based Employee Stock Option Plan (ESOP). Under the terms of the plan, share options were granted to permanent employees, exercisable in a future period. The Executive / Senior Management and other staff were granted 36.5 million share options under the Bank's Employee Stock Option Plan, as approved at the extra ordinary general meeting (EGM) held on 24 March 2004. The options vested at various dates and have expired now.

1. INTRODUCTION TO THE BASEL II FRAMEWORK

The new capital adequacy module of the Central Bank of Bahrain (CBB) rulebook volume 1 was introduced with effect from 1 January, 2008. Its objectives are to strengthen capital levels across banks, provide a more risk sensitive approach to the assessment of risk and the calculation of regulatory capital, and strengthen risk management practices and processes within the financial industry.

The CBB's Basel II Framework can be summarized as follows:

Pillar 1	Calculation of the capital adequacy ratio based on the charges for credit, market and operational risks stemming from its operations.
Pillar 2	The supervisory review process including the Internal Capital Adequacy Assessment Process ("ICAAP") to assess risks not covered under Pillar 1, identify capital relating to these risks and ensuring that the Bank has sufficient capital (generated from internal / external resources), to cover the relevant risks.
Pillar 3	Market discipline through public disclosures that are designed to provide transparent information on capital structures, risk exposures, risk mitigation and the risk assessment process.

The three pillars are designed to be mutually reinforcing and are meant to ensure a capital base that corresponds to the overall risk profile of the Bank.

1.1 Pillar 1 – Minimum Capital Requirements

Pillar 1 of the Basel II Accord published by the Bank of International Settlements, covers the minimum regulatory capital requirement that a bank is expected to maintain to cover credit, market and operational risks stemming from its operations. It sets out the basis for the consolidation of entities for capital adequacy reporting requirements, the definition and calculations of risk weighted assets and the various options given to banks to calculate these risk weighted assets.

The following table summarizes the approaches available for calculating risk weighted assets for each risk type, in accordance with the CBB's Basel II capital adequacy framework.

1 INTRODUCTION TO THE BASEL II FRAMEWORK (continued)

Methodologies available for determining regulatory capital requirements

Credit Risk	Market Risk	Operational Risk
Standardized approach	Standardized Approach	Basic Indicator Approach
Foundation Internal Ratings Based Approach (FIRB)	Internal Models Approach	Standardized Approach / Alternative Standardized Approach
Advanced Internal Ratings Based Approach (AIRB)		Advanced Measurement Approach

On a group-wide basis, UGB's capital management framework is intended to ensure that there is sufficient capital to support the underlying risks of the Bank's business activities, and to maintain a "well-capitalized" status under the CBB's regulatory requirements. The minimum consolidated capital adequacy ratio ("CAR") for banks incorporated in Bahrain is 12% compared to the Basel Committee's minimum ratio of 8%. There is also a requirement for banks to maintain a buffer of 0.5% above the minimum threshold. In the event that the capital adequacy ratio falls below 12.5%, 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, has to be submitted to the CBB. The CAR needs to be reported on a regular basis, until such time as the ratio exceeds the threshold.

UGB assesses its capital adequacy relative to the risks underlying its business activities and takes proactive measures to ensure that it operates above these. The approach adopted by the Bank for each type of risk is as follows:

i) **Credit Risk** – UGB uses the standardized approach for determining the charge for credit risk. The standardized approach incorporates the use of external ratings to determine risk factors. Financial collaterals are used wherever applicable in order to mitigate the underlying risk. The risk weighted assets are determined by multiplying the credit exposure (less specific provisions) by a risk weight factor (determined in accordance with CBB regulations), that is a function of the type of counterparty, and the counterparty's external rating. A risk weight factor of 100% is used for all unrated exposures.

ii) **Market Risk** – For regulatory reporting purposes, UGB uses the standardized approach. This incorporates a charge for general risk and specific risk on its equities, funds, and foreign exchange exposures.

iii) **Operational Risk** – Under the CBB's Basel II framework, it is mandated that all banks incorporated in Bahrain, use the basic indicator approach for operational risk. The only exception is when specific approval is granted by the CBB to use the standardized or alternative standardized approach. UGB determines its capital charge for operational risk, by applying an alpha coefficient of 15% to the average gross income for the preceding three financial years. Figures for any year in which annual gross income is negative or zero is excluded from both the numerator and denominator when calculating the average.

1 INTRODUCTION TO THE BASEL II FRAMEWORK (continued)

1.2 Pillar 2 – Supervisory Review Process ("SRP")

The second pillar of Basel II is aimed at encouraging financial institutions to develop self-control processes that enable them to:

- Identify any risks not previously considered in Pillar 1;
- Identify capital relating to these risks; and
- Ensure that the business has sufficient capital (generated from internal / external resources), to cover the relevant risks.

Pillar 2 encompasses two processes – namely, the ICAAP and a Supervisory Review and Evaluation Process. The ICAAP involves appropriate identification, assessment and measurement of residual risks, and ensures that the Bank has sufficient capital resources available to meet regulatory and internal capital requirements, even during periods of intensive economic or financial stress. Considerable work has been done by UGB to fulfill the requirements under Pillar 2.

1.3 Pillar 3 – Market Discipline

Pillar 3 of the Basel II Accord, imposes certain disclosure requirements which are extremely comprehensive. The objective of this is to ensure that there is greater transparency on the transactions and the risk strategy of a bank. It is assumed that the reactions of market participants (shareholders, creditors, counterparties and external rating agencies amongst others) will have a disciplining effect in terms of their assessment about the bank's risk profile and the level of capitalization. Under the current regulations, qualitative and quantitative analysis, need to be presented to comply with the prudential disclosure guidelines.

2 GROUP STRUCTURE AND OVERALL RISK MANAGEMENT PROCESSES

The objective of this section is to set out the consolidation principles and the capital base of UGB for the purpose of disclosure with the Pillar 1 guidelines. It also describes the policies and the corporate governance processes that are applicable in the management and control of risk and capital.

2.1 Group Structure

The full legal name of the top corporate entity to which the disclosure requirements apply is United Gulf Bank B.S.C. The Group produces consolidated financial statements. These are prepared and published on a full consolidation basis, with all principal subsidiaries being consolidated in accordance with IFRS. The bank maintains an up to date checklist of all applicable IFRS and disclosure requirements. For capital adequacy purposes, all subsidiaries are included within the Group structure. However, the CBB's capital adequacy methodology accommodates both normal and aggregation forms of consolidation.

As mentioned in Note 3 to the Group's consolidated financial statements for the year ended 31st December 2014, the principal subsidiaries for capital adequacy purposes are as follows:

Name of the subsidiary	Country of incorporation	Effective ownership at 31 December 2014	2013	Year of incorporation
Held directly				
FIMBank Group [FIMBank]	Malta	**61%**	-	1994
KAMCO Investment Company K.S.C.P. [KAMCO]	Kuwait	**86%**	86%	1998
Hatoon Real Estate Company	Kuwait	**98%**	98%	2008
Syria Gulf Investment Company	Syria	**99%**	99%	2007
Takaud Saving & Pensions Company	Bahrain	**50%**	-	2011
United Gulf Financial Services Company-North Africa	Tunisia	**85%**	85%	2008
Held through KAMCO				
Al Dhiyafa United Real Estate Company W.L.L.	Kuwait	**100%**	100%	2007
Al Janah Holding Company K.S.C. (Closed)	Kuwait	**99%**	60%	2005
Al Rawabi International Real Estate Co. W.L.L.	Kuwait	**96%**	96%	2009
Al Raya Real Estate Projects Company W.L.L.	Kuwait	**100%**	100%	2007
Al Zad Real Estate W.L.L.	Kuwait	**100%**	100%	2007
Kamco GCC Opportunistic Fund	Kuwait	**100%**	-	2013
KAMCO Real Estate Company S.P.C.	Bahrain	**100%**	100%	2005
Kuwait Private Equity Opportunity Fund	Kuwait	**71%**	66%	2004
North Africa Real Estate Co.	Kuwait	**100%**	-	2014
Orange Real Estate Co. W.L.L.	Kuwait	**100%**	100%	2005
Held through FIMBank				
India Factoring and Finance Solutions Private Limited	India	**79%**	-	2010
CIS Factors Holdings B.V.	Russia	**80%**	-	2009
FIM Holdings (Chile) S.p.a.	Chile	**100%**	-	2014
First Factors S.A.	Chile	**51%**	-	2014
London Forfaiting Company Limited	United Kingdom	**100%**	-	2009
London Forfaiting International Limited	United Kingdom	**100%**	-	2009
London Forfaiting Americas Inc.	United States of America	**100%**	-	2009
London Forfaiting do Brasil Ltd.	Brazil	**100%**	-	2009
FIM Factors B.V.	Netherlands	**100%**	-	2009
Menafactors Limited	United Arab Emirates	**100%**	-	2009
FIM Business Solutions Limited	Malta	**100%**	-	2009
FIM Property Investment Limited	Malta	**100%**	-	2010

2 GROUP STRUCTURE AND OVERALL RISK MANAGEMENT PROCESSES (continued)

2.1 Group Structure (continued)

The investments in significant minority investments in banking, securities and other financial entities that are deducted from the Group's regulatory capital are as follows:

- Manafae Investment Company – Kuwait;
- Royal Capital PJSC – U.A.E;
- Syria Gulf Bank – Syria;
- The Egyptian Company for Factoring S.A.E.
- Brasilfactors, and;
- KIPCO bond.

The total amount of deductions resulting from the above was US$ 32.0 million.

In addition to above following investments in commercial entities also attract deductions:

- North Africa Holding company
- United Real Estate Company

The total amount of deductions resulting from the above was US$ 96.9 million.

2.2 Risk Management Structure and Processes

UGB's risk management framework and governance structure are intended to provide comprehensive controls and ongoing management of the major risks inherent in the Bank's business activities. Its philosophy is based on the principles that reiterate:

- A sound knowledge base, experience and judgment of Senior Management and Risk Management staff, are the cornerstone of a successful risk mitigation program;
- Vigilance, discipline and attention to detail are mandatory; and
- Policies and procedures must be clear, well communicated, understood and implemented in letter and spirit.

The Board of Directors (Board) of UGB is the ultimate authority for setting overall strategy, risk parameters, limits, capital adequacy ratios and tolerances, within which the Bank operates. The Board reviews the Bank's overall risk profile, significant risk exposures as well as the policies, procedures and controls that have been incorporated in accordance with the regulations. The Board has delegated day to day decision making to the Executive Committee (EC) that comprises four directors. The EC meets in between Board meetings to approve all proposals that exceed the threshold of the Investment Committee. The Board Audit Committee assists the Board in carrying out its responsibilities regarding internal controls, internal and external audit, compliance with laws, financial reporting practices, accounting policies, corporate governance and the review of UGB's strategy and business plans.

The Investment Committee comprising the Chief Executive Officer and the Chief Financial Officer, is responsible for approving or recommending approval to the EC, limits for individual exposures, investments and concentrations towards banks, countries, industries, risk rating classes or other special risk asset categories. The Head of Credit and Risk Management is the Secretary of this Committee and participates in meetings as a non-voting member.

Apart from the above, the Bank has a Risk and Compliance Committee that is responsible for the monitoring and assessment of risks facing the Bank, the review of compliance with internal and external guidelines, the review of risk frameworks and methodologies, and the assessment of the impact on the Bank from new regulatory requirements.

2 GROUP STRUCTURE AND OVERALL RISK MANAGEMENT PROCESSES (continued)

2.2 Risk Management Structure and Processes (continued)

The Assets and Liabilities Committee (ALCO) provides a forum for the review of assets and liabilities on UGB's statement of financial position. It monitors the tenor and cost / yield profiles of the various components, and evaluates the Bank's statement of financial position both from interest rate sensitivity and liquidity points of view. Corrective adjustments based on perceived trends and market conditions, liquidity and foreign exchange exposures and positions are recommended.

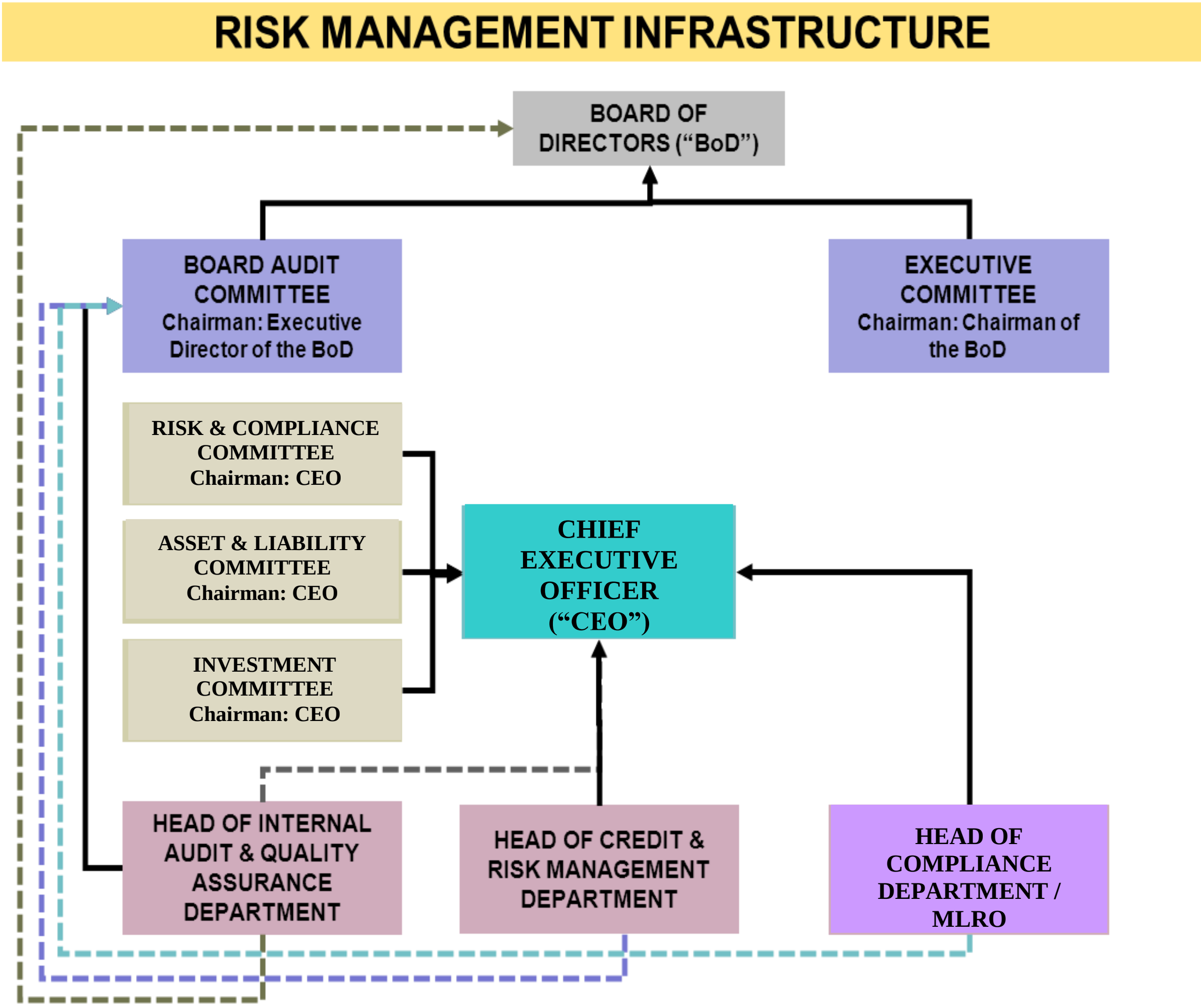
The Internal Audit and Quality Assurance Department provides the Board Audit Committee and Senior Management with an ongoing process of independent and objective assessment and assurance on effectiveness and quality of controls.

With the introduction of the Key Persons Policy by the Bahrain Bourse, the Insider Trading Committee of the Board of Directors was disbanded effective October 2010.

On 15 March 2010, the Ministry of Commerce and Industry of the Kingdom of Bahrain introduced a Corporate Governance Code (the Code) applicable to the Group. The Code is based upon nine core Principles of Corporate Governance that adhere to international best practices. The Code includes recommendations to apply the Principles, as well as recommendations which support the implementation of good corporate governance. The Code is issued in a "comply or explain" framework, which means companies should comply with the recommendations, or give an explanation in the case of non-compliance. A detailed Corporate Governance report has been prepared by the Bank and is available on the Bank's website www.ugbbah.com.

2 GROUP STRUCTURE AND OVERALL RISK MANAGEMENT PROCESSES (continued)

The governance structure for risk management can be depicted as follows:



2.3 Types of Risk

The major types of risk that UGB is primarily exposed to include credit, market, operational, liquidity, funding and interest rate risks, concentration and legal/reputational risks. The first three comprise part of the Pillar 1 assessment, while the latter four are considered under Pillar 2.

2 GROUP STRUCTURE AND OVERALL RISK MANAGEMENT PROCESSES (continued)

2.4 Risks under Pillar 1

i) Credit Risk is defined as the risk that UGB's clients or counterparties will be unable or unwilling to pay interest, repay the principal or other dues to fulfill their contractual obligations under loan agreements or other credit facilities. UGB adopts the standardized approach for calculating credit risk weighted assets. These are determined by multiplying the exposure by a risk weight factor that is a function of the counterparty's external rating issued by accredited external credit rating agencies approved by the CBB. The overall credit exposures as at 31st December 2014 can be summarized as follows:

	Gross *Exposures* *US$ 000*	**Risk Weighted** *Exposures* *US$ 000*
Demand and call deposits with banks	284,048	56,810
Placements with banks	142,481	28,496
Non-trading investments	1,368	684
Loans and receivables	990,164	1,485,246
Other assets	108,789	108,789
Letters of credit	65,834	65,834
Letters of guarantee	49,524	49,524
Derivative financial assets	3,684	3,684
	1,645,892	1,799,067

The period-end position of gross credit exposure is representative of the average gross credit exposure of the Group for the year ended 31st December 2014.

Assigning risk ratings to an individual risk exposure is a subjective process. The factors that are considered while determining the rating are:

- Risk category / Issuer rating
- Investment size (per name or risk category)
- Industry sector
- Asset class (liquid-illiquid)
- Country / region
- Maturity / expected maturity
- Yield / Interest rate (fixed / floating, coupon / non-coupon bearing)

Although some of these criteria are more important than others, each is an integral part of the decision-making process for asset allocation.

A brief analysis of each category relative to UGB's Risk Asset Portfolio is as follows:

2 GROUP STRUCTURE AND OVERALL RISK MANAGEMENT PROCESSES (continued)

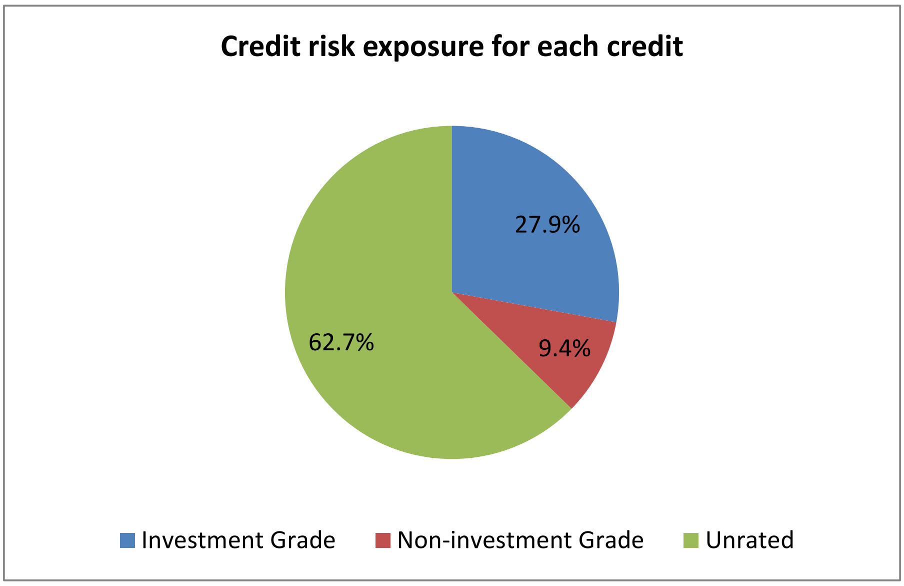
2.4 Risks under Pillar 1 (continued)

Risk Category/Issuer Rating

Whenever available, UGB uses ratings assigned by the CBB accredited rating which mainly include Moody's, Standard and Poor's and Fitch. For unrated exposures, an internal rating is assigned based on subjective evaluation by the originating department, in consultation with Credit and Risk Management. However, internally assigned ratings are indicative and are not considered for capital adequacy purposes.

The rating system classifies ratings BBB- or greater as "Investment Grade", i.e. higher quality credits with AAA being of undoubted credit worthiness. Ratings ranging from BB+ to B / CCC/ D are designated as "Non-Investment Grade", with D representing a default investment. The individual rating influences the approval matrix, portfolio mix and diversification, the capital allocation to the business groups (ensuring the proper risk-return balance) and the investment review cycle.

Breakdown of the Risk Asset Portfolio by rating as at 31st December 2014 is presented below:



2 GROUP STRUCTURE AND OVERALL RISK MANAGEMENT PROCESSES (continued)

2.4 Risks under Pillar 1 (continued)

Investment Size

The absolute exposure per issuer is determined by the CBB's guidelines on maximum exposure limits that stipulate that aggregate outstanding to an individual counterparty or a group of closely related counterparties, should not exceed 15% of the bank's consolidated capital base. In accordance with the CBB rules, the Bank has a Large Exposure policy (approved by the Board), which stipulates guidelines for monitoring all existing large exposures. Further details on large exposures are disclosed in Section 8.3.

Industry Sector

UGB's risk policies and procedures define twelve industry groups that have been established for classifying its portfolio. These twelve categories represent a distillation of the Moody's standard industry classification guide. The emphasis on industry diversification is to ensure that UGB avoids undue concentration in any one or more industry groups that could be vulnerable to an economic downturn or a structural shift – "cyclical" industry sectors. The Bank's strategy also aims at achieving a wide balance across the industry category spectrum, based on the premise that more industries are better than a few. The Bank also avoids certain sectors that are historically known for a greater extent of volatility (e.g. airlines, shipbuilding, early stage high technology and venture capital—unless on a diversified fund basis). This is primarily because these industries are exposed to structural difficulties, an absence of industry comparisons, or cannot be adequately analyzed in terms of resident analytical expertise. Investments in sensitive industries like gambling and armaments are not permissible under the Bank's risk policy.

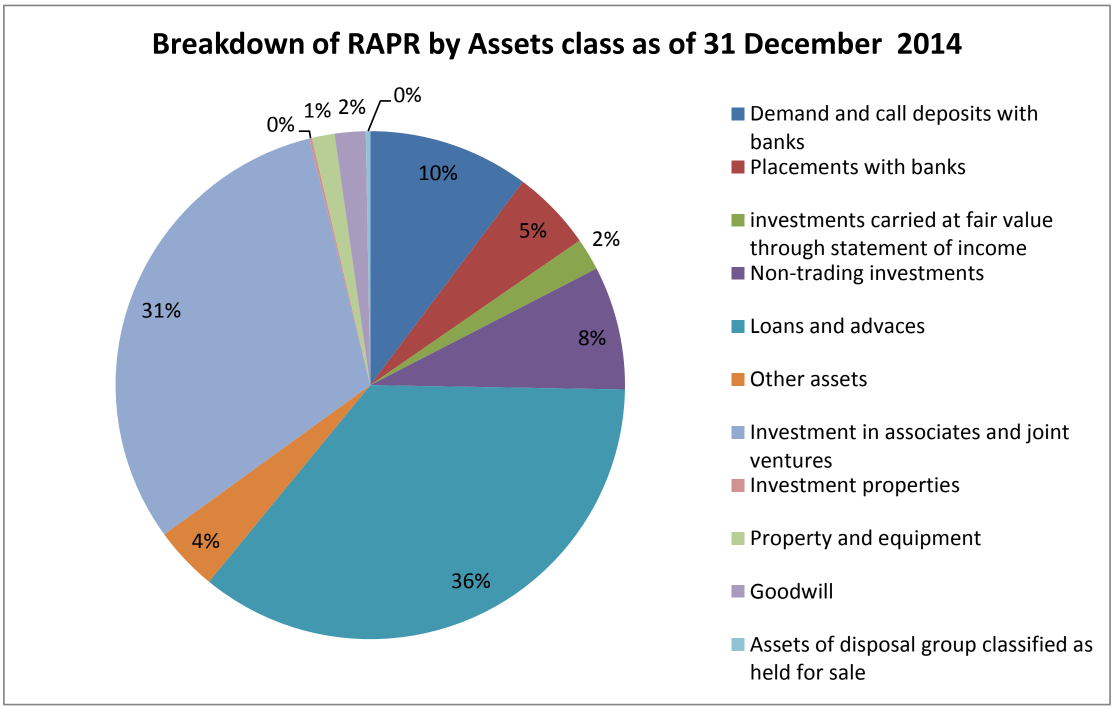
Asset Class

The asset class of the investment is usually determined by its ability to be sold or traded i.e. the extent of liquidity. If pricing is identical for the same risk but offered in a variety of asset classes, UGB's risk policy recommends its investment in a tradable security as opposed to a loan, for which an imperfect secondary market usually exists. In further defining this criterion, risk assets are categorized in terms of "liquid / marketable" and "illiquid". Liquid / marketable assets normally comprise publicly quoted debt securities and quoted equities that have the ability to be sold promptly at minimal or no price discount within 48 hours. A further sub-category of liquid / marketable is defined as "highly liquid". These assets comprise US Treasury bills and certain AAA Corporate bonds that can be sold "on the wire" i.e. instantly with little / no price discount risk. All other risk assets such as commercial customer loans, private subordinated debt, unquoted equities, private equity funds & direct investments and real estate are defined as illiquid. These assets are not readily traded or marketable other than over a long period of time and at a potential discount.

2 GROUP STRUCTURE AND OVERALL RISK MANAGEMENT PROCESSES (continued)

2.4 Risks under Pillar 1 (continued)

The following graph illustrates the breakdown of the Risk Asset Portfolio Report (RAPR) by assets as at 31st December 2014.



Where appropriate, UGB seeks to minimize its credit risk using a variety of techniques including, but not limited to:

- Operating under a sound credit and investment approval process;
- Maintaining appropriate credit administration, measurement and monitoring;
- Ensuring adequate controls over the credit risk process;
- Seeking third party guarantees of the counterparty's obligations;
- Procuring collateral against the investment or facility; and
- Entering into netting agreements.

UGB actively manages and monitors credit risk in accordance with well-defined policies and procedures that have been approved by the Board. Limits are set on the amount of risk that the Bank is willing to accept against individual counterparties, related parties and geographical and industry concentrations.

2 GROUP STRUCTURE AND OVERALL RISK MANAGEMENT PROCESSES (continued)

2.4 Risks under Pillar 1 (continued)

Continuous monitoring of the Bank's assets through various reports and reviews is key to timely and accurate identification of any impairment. A monthly risk asset review report is produced by the Credit and Risk Management Department in which all assets are assessed based on rating, industry, and geographic exposure in addition to a number of other parameters. The purpose of this report is also to ensure compliance with both external regulatory requirements and internal risk policy guidelines. Additionally, a semiannual review of all assets is prepared detailing performance and outlining recent developments and future outlook.

Detailed information on the Bank's credit risk exposures including geographical distribution, industry/sector allocation, details of collateral and other credit enhancements and bifurcation based on internal ratings has been provided in Note 4 of this Disclosure.

ii) Market Risk

Market risk is defined as the loss of the value of a financial instrument or a portfolio of financial instruments due to an adverse change in market prices or rates. Market Risk within UGB arises from the trading of equities and investment activities.

The categories of market risk to which UGB is exposed to are as follows:

- Equity risk that arises from exposures to changes in the price and volatility of individual equities or funds. UGB's equity risk principally arises from its trading activities which are largely focused on the Kuwait and the U.S. equity markets.

- Foreign exchange risks those results from exposure to change in the price and volatility of currency spot and forward rates.

UGB's policy guidelines for market risk have been vetted by the Board in compliance with the rules and guidelines provided by the CBB. The Bank seeks to manage the market risks it faces, through diversification of exposures across dissimilar markets, industries and products. In order to effectively manage market risk exposures in addition to the exercise of business judgment and management experience, the Bank utilizes limit structures including those relating to asset classes, capital markets and industry sectors.

iii) Operational Risk

Operational Risk is defined as the risk of loss arising from inadequate or failed internal processes, people, systems or external events. It is an inherent risk faced by all banks and covers various incidents including business interruption and systems failures, internal and external fraud, transaction execution and process management, employment practices and workplace safety, customer and business practices and damage to physical assets.

2 GROUP STRUCTURE AND OVERALL RISK MANAGEMENT PROCESSES (continued)

2.4 Risks under Pillar 1 (continued)

In a bid to mitigate operational risk, UGB has introduced internal controls and processes based on the principle of checks and balances and segregation of duties. The intention is to minimize the risk by ensuring that there is a culture of strong control throughout the organization. The management of operational risk in the Bank is the responsibility of every employee.

2.5 Risks under Pillar 2

In accordance with the ICAAP process, UGB assesses risks that are not part of the calculation of the regulatory capital adequacy ratio. Chief among these are:

i) Liquidity Risk

Liquidity risk stems from the inability to procure sufficient cash flow to meet UGB's financial obligations as and when they fall due. The risk arises due to the timing differences between the maturity profile of the Bank's assets and liabilities. In the wake of the global crises, liquidity risk has been of concern to regulators and financial institutions. This is evident when entities are forced to sell assets much below their intrinsic value/market price, their inability to raise deposits and their requirement to borrow funds at excessively high rates.

In order to ensure that the Bank can meet its financial obligations as they fall due, there is a close monitoring of UGB's assets and liabilities position. Besides other functions, an ALCO evaluates the statement of financial position from a structural, liquidity and sensitivity point of view. The whole process is aimed at ensuring availability of sufficient liquidity to fund the Bank's ongoing business activities, effectively managing maturity mismatches between assets and liabilities, managing market sensitivities, and ensuring that the Bank has the capacity to fund its obligations as they fall due. Daily, weekly and monthly reports are generated to monitor key liquidity ratios and to ensure the maintenance of a diversified funding base in terms of individual loans, and maturities.

UGB has established a funding strategy that provides effective diversification in the sources and the tenor of funding. It maintains an ongoing presence in its chosen funding markets. Strong relationships are also maintained with funds providers to promote the effective diversification of funding resources. As at 31st December 2014, the liquidity ratio of the Bank was 39.48 percent. This is strictly monitored to ensure that it remains above the regulatory level of 25 percent at all times.

2 GROUP STRUCTURE AND OVERALL RISK MANAGEMENT PROCESSES (continued)

2.5 Risks under Pillar 2 (continued)

ii) Interest Rate Risk in the Banking Book

Interest rate risk on the banking book arises as a result of mismatches in the re-pricing or maturity of interest rate sensitive financial assets and liabilities. This is also known as re-pricing risk. Additionally, UGB is exposed to basis value risk which results from a change in the relationship between the yields/yield curves of long and short positions with the same maturity in different financial instruments. This in effect means that the long and short positions no longer fully hedge each other.

UGB identifies the sources of interest rate risk and the interest rate risk sensitive products and activities. It proactively measures and monitors the interest rate risk in the banking book. The Bank also periodically carries out stress testing to assess the effect of extreme movements in interest rates that could expose the Bank to high risks. A conscious effort is also made to match the amount of floating rate assets with floating rate liabilities in the banking book. UGB also enters into certain transactions in order to hedge exposures arising from day-to-day banking and investment activities. These hedge transactions may be instruments such as interest rate swaps (IRS) and floating rate notes (FRN), to convert a floating rate asset/liability into a fixed rate one or vice-versa. The Bank continuously monitors the effectiveness of the hedges.

iii) Concentration Risk

Concentration of exposures in credit portfolios is an important aspect of credit risk that is monitored separately by UGB. This risk can be considered from either a micro (idiosyncratic) perspective or a macro (systemic) perspective. The first type - name concentration, relates to imperfect diversification of risk in the portfolio either because of its small size or because of large exposures to specific individual obligors. The second type - sector concentration, relates to imperfect diversification across systemic components of risk, namely industry sectorial factors.

Concentration risk is captured in UGB’s framework through the use of internal and external regulations that cap the maximum exposure to any single obligor. There are established limits in place that set thresholds for aggregate industry, asset classes and geography. The actual levels of exposure are monitored against approved limits and regularly reviewed by Senior Management and the Board.

2 GROUP STRUCTURE AND OVERALL RISK MANAGEMENT PROCESSES (continued)

2.5 Risks under Pillar 2 (continued)

iv) Legal Risk

Legal risk is defined as the loss that may arise as a result of the inability to enforce contracts and agreements that the Bank has entered into with its counterparties. In order to mitigate this risk, UGB uses industry standard master agreements whenever available. Expert legal advice is sought on legal structures and arrangements to which the Bank is a party. Proper execution and completion of all legal contracts is ensured prior to committing funds to the transactions. All legal documents are reviewed on a periodic basis to ensure their ongoing enforceability. These are also maintained under dual custody.

2.6 Monitoring and Reporting

The monitoring and reporting of risk is conducted on a timely basis. The regular forums, in which risk related issues are highlighted and discussed, are the weekly Management meetings, the quarterly Risk and Compliance Committee Meetings and the semi-annual investment reviews.

3. CAPITAL ADEQUACY

UGB's overall capital requirements under Pillar 1, is calculated by aggregating:

- the credit risk charge using the standardized approach;
- the market risk charge using the standardized approach; and
- the operational risk charge using the basic indicator approach.

The following table shows the Bank's (and its main subsidiaries) overall minimum capital requirement and capital adequacy position under Pillar 1 as of 31st December 2014.

Total Minimum Capital Requirement

	Consolidated US$ 000	KAMCO US$ 000	FIMBank US$ 000
Credit Risk (Standarized)	293,408	34,530	125,493
Operational Risk (Basic Indicator)	10,291	4,820	11,361
Market Risk (Standarized)	23,160	22,491	8,328
Total required Capital	326,859	61,841	145,182
Total Available Capital	**418,305**	**110,479**	**187,974**
Excess Capital Over Minimum Capital Requirement	**91,446**	**48,638**	**42,791**

3. CAPITAL ADEQUACY (continued)

3.1 Capital Structure and capital adequacy

The Bank maintains an actively managed capital base to cover risks inherent in the business. The adequacy of the Bank's capital is monitored using the rules and ratios established by the Basel Committee on Banking Supervision ("BCBS rules/ratios") and adopted by the CBB.

The primary objectives of the Group's capital management are to ensure that the Group complies with capital requirements of the CBB and that the Group maintains strong credit ratings and healthy capital ratios in order to support its business and to maximize shareholders' value. In order to maintain or adjust the capital structure, the Bank may adjust the amount of dividend payment to shareholders, or issue capital securities.

The total eligible capital (Tier 1 and 2) calculated in accordance with the CBB guidelines are as follows:

	Tier 1 Capital US$ 000	Tier 2 Capital US$ 000	Total US$ 000
Issued and fully paid ordinary shares and perpetual non-cumulative preference shares	190,520	-	190,520
Disclosed reserves:			
General reserves	79,251	-	79,251
Legal / statutory reserves	98,766	-	98,766
Share premium	11,460	-	11,460
Others	14,248	-	14,248
Retained profit brought forward	42,279	-	42,279
Current interim profits (reviewed by external auditors)	-	18,840	18,840
Unrealized gains arising from fair valuing equities (45% only)	-	16,781	16,781
Subordinated term debt	-	18,654	18,654
Minority interest in consolidated subsidiaries	117,485	-	117,485
Collective Impairment Loss	-	9,754	9,754
Less:			
Goodwill	54,509	-	54,509
Unrealized gross losses arising from fair valuing equity securities	16,256	-	16,256
Reciprocal cross-holdings of bank capital	-	-	-
	483,244	**64,029**	**547,273**
Deductions:			
Unconsolidated majority-owned or -controlled banking, securities, financial, or other entities	-	-	-
Significant minority investments in banking, securities and other financial entities unless pro-rata consolidated	16,026	16,026	32,052
Excess amount over materiality thresholds in case of investment in commercial entities	48,458	48,458	96,916
Additional deduction from Tier 1 to absorb deficiency in Tier 2	455		455
Other deductions	-	-	-
Net Available Capital	**418,305**	**-**	**418,305**

In accordance with the CBB's Basel II capital adequacy framework, certain assets are required to be deducted from regulatory capital. As at 31st December 2014, US$ 129.4 million was deducted from regulatory capital in relation to significant minority interests in banking, securities and other financial entities and excess amount over maximum permitted large exposure limit for commercial entities.

3. CAPITAL ADEQUACY (continued)

3.1 Capital Structure and capital adequacy

There are no impediments on the transfer of funds or regulatory capital between UGB and its subsidiaries, other than restrictions over transfers to ensure minimum regulatory capital requirements that are necessitated for subsidiary companies.

3.2 Capital adequacy ratio of consolidated group

UGB'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 capital structure may be adjusted through the dividend payout, the issue of new equity, subordinated term finance, and Tier 1 capital securities.

The capital adequacy ratios of UGB as at 31st December 2014 were as follows:

Capital Adequacy Ratio

	Consolidated US$ 000	KAMCO	FIMBank
Total Eligible Capital Base	**418,305**	**110,479**	**187,974**
Credit Risk Weighted Exposure	2,445,069	287,753	1,045,777
Operational Risk Weighted Exposure	85,759	40,163	94,671
Market Risk Weighted Exposure	193,000	187,423	69,402
Total Risk Weighted Exposure	**2,723,828**	**515,339**	**1,209,851**
Total Capital Adequacy Ratio	**15.36%**	**21.44%**	**15.54%**
Tier 1 Ratio	**15.36%**	**21.44%**	**15.54%**

The CBB's current minimum total capital adequacy ratio for banks incorporated in Bahrain is set at a consolidated level of 12% with a buffer of 0.5%.

3.3 Capital requirements for credit risk

For regulatory reporting purposes, UGB calculates the capital requirements for credit risk based on the standardized approach. Under the standardized approach, on and off statement of financial position 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 II capital adequacy framework as 'standard portfolios'. The primary standard portfolios are claims on sovereigns, claims on banks and claims on corporate. Under the standardized 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 various eligible external rating agencies approved by the CBB.

3. CAPITAL ADEQUACY (continued)

3.3 Capital requirements for credit risk (continued)

An overview of the exposures, Risk Weighted Assets (RWAs) and capital requirements for credit risk analyzed by the standardized approach is presented in the table below:

	Total exposure US$ 000	Risk Mitigant US$ 000	Exposure after risk mitigant US$ 000	RWA US$ 000	Capital requirement US$ 000
Total Claims on Sovereigns	62,347	-	62,347	41,636	4,996
Total Claims on Banks	175,661	-	175,661	82,131	9,856
Total Claims on PSEs	705,490	98,262	607,228	314,401	37,728
Claims on Corporates including Insurance Companies & Category 3 Investment Firms	759,288	18,162	741,126	652,105	78,253
Regulatory Retail Portfolios	1,892	-	1,892	1,419	170
Past Due Exposure	460	-	460	690	83
Equity Investments			-		
Listed	550,030	-	550,030	550,030	66,004
Unlisted	211,927	-	211,927	317,891	38,147
Holding of Real Estate	214,197	-	214,197	393,001	47,160
Underwriting of Non-Trading Book Items	15,961	-	15,961	15,961	1,915
Other Assets and Holding of Securitization Tranches	75,806	-	75,806	75,806	9,097
Total	**2,773,059**	**116,424**	**2,656,635**	**2,445,069**	**293,408**

3.4 Capital requirements for market risk

The Bank uses the standardized approach to calculate the regulatory capital requirements relating to general and specific market risk. The resultant measure of market risk is multiplied by 12.5, to determine the market risk-weighted exposure on a basis that is consistent with credit risk-weighted exposure.

The RWAs and capital requirements for market risk are presented in the table below:

Capital Requirement for Market Risk

	RWA US$ '000	Capital Requirement US$ '000
Equity Position Risk	89,575	10,749
Foreign Exchange Risk	103,425	12,411
Total	193,000	23,160

3. CAPITAL ADEQUACY (continued)

3.4 Capital requirements for Market Risk (continued)

The minimum and maximum values of capital requirements for equity position risk and foreign exchange risk over the last one year are as follows:

	Equity Position Risk US$ '000	Foreign Exchange Risk US$ '000
Minimum Values	9,398	1,514
Maximum Values	11,211	12,411

3.5 Capital requirements for operational risk

For regulatory reporting purposes, the capital requirement for operational risk is calculated according to the basic indicator approach. Under this approach, the Group's average gross income over the preceding three financial years is multiplied by a fixed alpha coefficient. The alpha coefficient has been set at 15 per cent in the CBB's Basel II capital adequacy framework. The capital requirement for operational risk as at 31st December 2014 amounted to US$ 10.3 million.

4. CREDIT RISK – PILLAR 3 DISCLOSURES

This section provides detailed disclosures on credit risk in accordance with the CBB's Basel II framework in relation to Pillar 3 requirements:

4.1 Categories of exposure classes

UGB's credit exposures are categorized as per the Basel II capital adequacy framework for the standardized approach for credit risk. The appropriate risk weights are used to derive the risk weighted assets.

Total Claims on PSEs

Public Sector Entities were risk weighted at 100% as none of these were rated.

Total Claims on Banks

The exposure under claims on banks is risk weighted based on their external credit rating agencies.

Total Claims on Corporates

Claims on corporates are risk weighted according to their external credit ratings. A 100% risk weightage is assigned to all exposure pertaining to unrated corporates.

Total Claims on Investment Firms

The exposure under claims on investment firms, are risk weighted based on their external credit ratings.

Past Due Exposures

The Bank defines non-performing facilities as the facilities that are overdue for a period of 90 days or more. These exposures are placed on a non-accrual status with income being recognized to the extent that it is actually received. It is the Bank's policy that when an exposure is overdue for a period of 90 days or more, the whole financing facility extended is considered as past due, not only the overdue installments/payments.

All past due loan exposures are assigned a risk weighting of either 100% or 150%, depending on the level of provisions maintained against them. The weightage is on the outstanding loan amount, net of provisions and interest in suspense.

Equity Investments

In accordance with CBB Basel II guidelines, all equity exposures are categorized into listed and unlisted categories, with corresponding risk weights of 100% or 150% for the purposes of determining the capital charge.

4. CREDIT RISK – PILLAR 3 DISCLOSURES (continued)

4.1 Categories of exposure classes (continued)

Holding of Real Estate

All real estate related exposures are risk weighted at 200% for the purposes of calculating the capital charge. These include direct or indirect exposures to real estate/real estate related development and management companies.

Other Assets

Other assets are risk weighted at 100% as per Basel II and the CBB norms.

4.2 Categories of exposure by industry

The breakdown of the overall credit exposure by industry before taking into account collaterals held or other credit enhancements was as follows:

Gross credit exposure by industry

	Trading and Manufacturing US$ 000	*Banks & Other Financial Institutions US$ 000*	*Construction and real estate US$ 000*	*Others US$ 000*	*Total US$ 000*
Demand and call deposits with banks	-	284,048	-	-	**284,048**
Placements with banks	-	142,481	-	-	**142,481**
Non-trading investments	-	1,368	-	-	**1,368**
Loans and receivables	401,130	415,048	50,001	123,985	**990,164**
Other assets	130	40,828	4,622	63,209	**108,789**
Off balance sheet items	8,595	100,124	8,504	1,819	**119,042**
Total	**409,855**	**983,897**	**63,127**	**189,013**	**1,645,892**

4. CREDIT RISK – PILLAR 3 DISCLOSURES (continued)

4.3 Categories of exposure by geography and region

Given the Bank's track record, geographical exposures of UGB are limited to a strong focus on assets issued/incorporated in the GCC (in particular Kuwait) , Middle East and North Africa and a small exposure to European Union Countries. The breakdown of the overall credit exposure by geography before taking into account collaterals held or other credit enhancements was as follows:

	Gulf Co-operation Council countries (G.C.C.) US$ 000	Middle East and North Africa (excluding G.C.C.) US$ 000	Europe US$ 000	Americas US$ 000	Asia US$ 000	Others * US$ 000	Total US$ 000
Bank demand and call deposits	53,984	5,864	187,205	35,031	1,702	262	284,048
Placements with banks	119,951	15,505	7,025	-	-	-	142,481
Non-trading investments	1,368	-	-	-	-	-	1,368
Loans and advance	121,414	23,751	321,140	135,041	120,441	268,377	990,164
Other assets	52,946	2,219	18,397	1,892	22,730	10,605	108,789
Off balance sheet items	35,998	6,131	18,070	2,617	12,627	43,599	119,042
Total	385,661	53,470	551,837	174,581	157,500	322,843	1,645,892

* Others mainly comprise US$ 231,108 thousand (2013: nil) of exposures in Africa (excluding North Africa).

4.4 Categories of exposure by maturity

The Bank strives to construct a portfolio that is well-balanced in terms of anticipated cash flows originating from redemptions, maturities and exits. A disproportionate number of redemptions in any given fiscal year are discouraged in a view to avoid reinvestment risk (i.e. cash flows being reinvested in a different interest rate environment) and price volatility risk. The latter increases with a longer-term portfolio, as the longer the term of a security the more volatile the price. The Bank also tracks expected maturities vs. actual maturities as part of its normal risk management strategies.

Gross credit exposure by maturity	*Up to 3 months US$ 000*	*3 months to 1 year US$ 000*	*1 to 5 years US$ 000*	*5 to 10 years US$ 000*	*10 to 20 years US$ 000*	*Total US$ 000*
Demand and call deposits with banks	283,730	-	-	-	318	**284,048**
Placements with banks	142,481	-	-	-	-	**142,481**
Non-trading investments	-	-	1,368	-	-	**1,368**
Loans and receivables	744,662	100,447	145,055	-	-	**990,164**
Other assets	47,676	61,113	-	-	-	**108,789**
Letters of credit	-	47,871	17,963	-	-	**65,834**
Letters of guarantee	-	49,524	-	-	-	**49,524**
Derivative financial assets	-	3,684	-	-	-	**3,684**
Total	**1,218,549**	**262,639**	**164,386**	-	**318**	**1,645,892**

4. CREDIT RISK – PILLAR 3 DISCLOSURES (continued)

4.5 Categories of exposure by related parties

The related party exposures including off statement of financial position items are transacted at commercial terms on an arm's length basis.

Gross credit exposure by related party breakdown

	Parent *US$ 000*	*Associates and joint ventures* *US$ 000*	*Other related parties* *US$ 000*	*Total* *US$ 000*
Demand and call deposits with banks	-	421	589	1,010
Placements with banks	-	30,000	15,505	45,505
Investments, carried at fair value through statement of income	425	1,317	942	2,684
Investments, carried at fair value through statement of income, in funds managed by related party	-	-	9,962	9,962
Non-trading investments	173	-	19,510	19,683
Loans and receivables	-	62,885	2,228	65,113
Other assets	794	43,959	5,710	50,463
Letters of guarantee	-	27,367	-	27,367

4.6 Specific and general provisions

The movement in provisions for losses of loans, non-trading investments (available for sale investments), and other assets and off balance sheet items and collective impairment provision is as follows:

	Loans *US$ 000*	*Investments* *US$ 000*	*Other Assets and off-Balance Sheet* *US$ 000*	*Collective impairment provision* *US$ 000*
At beginning of the year	-	39,112	2,334	1,006
Amounts written off	-	13,826	5,222	-
Write backs / cancellation due to improvement	-	-	665	-
Additional provisions made	18,747	2,272	2,000	2,465
Exchange adjustment and other movements	50,171	-	1,664	6,283
Balance at reporting date	68,918	27,558	111	9,754

4. CREDIT RISK – PILLAR 3 DISCLOSURES (continued)

4.7 Restructured loans

Where possible, the Group seeks to restructure loans rather than to take possession of collateral. This may involve extending the payment arrangements and the agreement of new loan conditions. Once the terms have been renegotiated, the loan is no longer considered past due. The carrying amounts of the loans, whose terms have been renegotiated as at 31st December 2014, were almost USD 53.6 million of restructured loans.

4.8 Past due or impaired loans

The past due or impaired loans as of 31st December 2014 amounted to USD 27.7 million (31 December 2013: Nil). A collective provision of USD 9.8 million (31 December 2013: USD 1 million) remains against the total loan portfolio.

	Past Due or Impaired Loans US$ 000	Maturity 90-365 days US$ 000	 1-3 years US$ 000	 3 years or more US$ 000	 Total US$ 000
Trading & Manufacturing	12,604	10,179	1,992	433	12,604
Banks & other Financial Institutions	11,494	11,447	-	47	11,494
Constructions and Real Estate	1,832	1,832	-	-	1,832
Others	1,789	1,780	9	-	1,789
	27,719	25,238	2,001	480	27,719

Past due or impaired loans for geographical area

	Past Due or Impaired Loans US$ 000	Maturity 90-365 days US$ 000	 1-3 years US$ 000	 3 years or more US$ 000	Collective provision US$ 000	Specific provision US$ 000
GULF	1,553	1,553	-	-		3,761
MENA	170	170	-	-		102
EU	5,064	4,860	-	204		17,969
North America	-	-	-	-		192
Others *	20,932	18,655	2,001	276		46,894
	27,719	25,238	2,001	480		68,918

Others mainly comprises of past due or impaired exposures in India.

4. CREDIT RISK – PILLAR 3 DISCLOSURES (continued)

4.9 Exposure over the individual obligor limits

Under the CBB's rules governing maximum single exposure, banks incorporated in Bahrain are required to obtain the regulator's approval for any planned exposure to a single counterparty or group of connected counterparties that exceed 15% of the regulatory capital base.

4.10 Disclosure requirement for equity position in banking book

UGB's business model is focused on offering investment banking and commercial banking services through a network of financial services entities spread across the Middle East North Africa (MENA) region. These entities are treated as strategic assets of the Bank held with long term perspective, and contribute significantly towards the Bank's bottom line.

These strategic assets if treated as an associate are initially recognized at cost and adjusted thereafter for the post acquisition change in the Group's share of net assets of the investee, using the equity method. The Group recognizes in the consolidated statement of income, its share of the total recognized profit or loss of the associate from the date that influence or ownership effectively commences, until the date that it effectively ceases. Distributions received from an associate reduce the carrying amount of the investment. Adjustments to the carrying amount may also be necessary for changes in the Group's share in the associate arising from changes in its equity that have not been recognized in the associate's profit or loss. The Group's share of those changes is recognized directly in equity. Unrealized gains on transactions with an associate are eliminated to the extent of the Group's share in the associate.

An assessment of an associate is performed when there is an indication that the asset has been impaired, or that impairment losses recognized in prior years no longer exist. Whenever the impairment requirements of IAS 36 indicate that investment in an associate may be impaired, the entire carrying amount of investment is tested by comparing its recoverable amount with its carrying value. The recoverable amount of an asset or a cash–generating unit is the higher of its fair value less costs to sell and its value in use. Goodwill is included in the carrying amount of an investment in associate and is therefore not separately tested for impairment.

4.10 Disclosure requirement for equity position in banking book (continued)

The reporting dates of the associate and the Group are identical and the associate's accounting policies conform to those used by the Group for like transactions and events in similar circumstances.
Additionally, the Bank also has a portfolio of opportunistic direct investments held in the banking book. These investments are held for medium to short term and mostly include private equity and fund of hedge funds. For accounting purposes these are classified as investments available for sale and investments held to maturity.

The Group classifies investments as held to maturity if the requirements of IAS 39 are met and in particular the Group has the intention and ability to hold these investments to maturity. After initial recognition, investments held to maturity are carried at amortized cost using the effective interest rate method, less impairment losses, if any.

4. CREDIT RISK – PILLAR 3 DISCLOSURES (continued)

4.10 Disclosure requirement for equity position in banking book (continued)

Investments available for sale are those non–derivative financial assets that are designated as available for sale or are not classified as investment at fair value through the consolidated statement of income; investments held to maturity; or loans and advances. After initial recognition, investments available for sale are measured at fair value with gains and losses being recognized as a separate component of equity, until the investment is derecognized or until the investment is determined to be impaired at which time the cumulative gain or losses previously reported in equity is recognized in the consolidated statement of income. Investments whose fair value cannot be reliably measured are carried at cost less impairment losses, if any.

The breakdown of the Bank's equity, mutual funds and debt position in the banking book are as follows:

Equity Position in Banking Book	**Banking Book US$ '000**	**Trading Book US$ '000**
Debt Securities	**1,368**	**-**
Listed	-	-
Unlisted	1,368	-
Equity Securities and Mutual Funds	**47,825**	**44,786**
Listed	5,590	44,786
Unlisted	42,235	-
Managed Funds	**155,842**	**-**
Listed	9,962	-
Unlisted	145,880	-
Total Investments in Financial Instruments	**205,035**	**44,786**
Investment Properties		
Cost	4,774	
Market Value	4,774	
Interest in Unconsolidated Subsidiaries and Associated Companies	-	
Interest in Consolidated Subsidiaries and Associated Companies	368,689	

4. CREDIT RISK – PILLAR 3 DISCLOSURES (continued)

4.10 Disclosure requirement for equity position in banking book (continued)

Movements in fair value of non-trading investments are as follows:

	Available for sale US$ 000
At beginning of the year	(17,090)
Exchange adjustment and other movements	28,334
Net unrealized gains / (losses)	11,244
Transfer to income statement:	
Impairment	2,272
Realized	1,344
Balance at reporting date	7,628

	US$ 000
Net profit on trading investments	2,745

4.11 Collateral

The amount and type of collateral required depends on an assessment of the credit risk of the counterparty. Guidelines are implemented regarding the acceptability of types of collateral and valuation parameters.

The main types of collateral obtained comprise of cash margins, charges over real estate properties, inventory, trade receivables, and bank guarantees.

The Group also obtains guarantees from companies for loans to their subsidiaries. The Bank monitors the market value of collateral and requests additional collateral in accordance with the underlying agreement, during its review of the adequacy of the allowance of impairment losses.

Counterparty credit risk exposure

	Net Credit Exposures		
	Gross Credit Exposure US$ 000	Provision US$ 000	Collateral US$ 000
Demand and call deposits with banks	284,048	-	-
Placements with banks	142,481	-	-
Non-trading investments	1,368	-	-
Loans and receivables	990,164	68,918	91,438
Interest receivable and other assets	108,789	-	-
Letters of credit	65,834	-	19,679
Letters of guarantee	49,524	-	5,307
Derivative financial assets	3,684	-	-
	1,645,892	**68,918**	**116,424**

The following table summarizes the counterparty credit risk exposure covered by collateral:

`

	31 December 2014	
	Credit Exposure US$ 000	Collateral US$ 000
Claims on sovereigns	62,347	-
Claims on banks	175,661	-
Claims on PSEs	705,490	98,262
Claims on corporates including Category 3 investment firms and insurance companies	759,288	18,162
Regulatory Retail Portfolios	1,892	-
Past Due Exposure	460	-
Investment in securities	761,957	-
Holding of real estate	214,197	-
Underwriting of Non-Trading Book Items	15,961	-
Other Assets and Holding of Securitization Tranches	75,806	-
	2,773,059	**116,424**

5. MARKET RISK – PILLAR 3 DISCLOSURES

Market risk is defined as the loss of the value of a financial instrument or a portfolio of financial instruments due to an adverse change in market prices or rates. This has the impact of a potential reduction in net income, or decrease in the value of UGB's financial statement. The Bank's trading activities principally comprise trading equity securities, and foreign exchange. There are limits in place to monitor positions, volumes, concentrations, maturities and allowable losses.

As mentioned in Section 3.4, the Bank uses the standardized approach to determine the charge for market risk.

6. OPERATIONAL RISK – PILLAR 3 DISCLOSURES

UGB's Operational Risk Framework incorporates suitable risk management policies and procedures to enable the Bank to identify, assess, monitor and control/mitigate operational risk. It transcends from best industry practices and Basel II regulatory requirements, and provides a means to develop key risk indicators (KRIs) and includes mapping of processes into lines of business. The Policy also provides procedures and sets responsibilities for day to day tracking and monitoring of operational risks, and outlines minimum reporting and analysis requirements.

UGB has automated its Operational Risk Framework through the implementation of a robust system. This system consists of three key modules – namely the operational loss database, risk and control self-assessments and key risk indicators. The system allows the Bank to monitor, mitigate and report its operational risk exposures on a real time basis.

7. REMUNERATION POLICY AND RELATED DISCLOSURES

During 2014, UGB introduced a new remuneration policy that was drafted with the assistance of an external consulting firm. The policy adopts regulations concerning Sound Remuneration Practices issued by the Central Bank of Bahrain, and has proposed revisions to its variable remuneration framework. The revised policy framework and incentive components have been approved by the Nominating and Remunerations Committee (NRC) and the shareholders at the Annual General Meeting to be held on 30th March 2015. The policy is effective for the 2014 annual performance incentives, and will be fully implemented for future periods.

The revised remuneration framework outlines the Bank's total compensation approach, which includes the variable remuneration policy, and sets out UGB's policy on remuneration for Directors, Senior Management, Material Risk Takers, Control Functions and other employees, outlining the procedure and determining factors for variable compensation distribution across the Bank.

The key features of the proposed remuneration framework are summarised below.

Remuneration strategy

It is UGB's basic compensation philosophy to provide a competitive level of total compensation to attract and retain qualified and competent employees. The Bank's variable remuneration policy will be driven primarily by a performance-based culture that aligns employee interests with those of the shareholders of UGB. These elements support the achievement of the Bank's objectives through balancing rewards for both short-term results and long-term sustainable performance. UGB's strategy is designed to share success, and to align employees' incentives with the Bank's risk framework and risk outcomes. The quality and long-term commitment of all employees is fundamental to UGB's success. The Bank therefore aims to attract, retain and motivate the very best people who are committed to maintaining a career with UGB, and who will perform their role in the long-term interests of the shareholders.

The Bank's reward package comprises the following key elements:

1. Fixed pay and allowances
2. Annual performance bonus
3. Long-term performance incentive plan

A robust and effective governance framework ensures that the Bank operates within clear parameters of its compensation strategy and policy. All compensation matters, and overall compliance with regulatory requirements, are overseen by the NRC currently comprising two independent Board members.

In particular, UGB's remuneration policy considers the role of each employee, and has set guidance on whether an employee is a Material Risk Taker and/or an Approved Person in a business line, control or support function. An Approved Person is an employee whose appointment requires prior regulatory approval because of the significance of the role within the Bank. An employee is considered a Material Risk Taker if he/she is the Head of a significant business line, or any individuals within their control who have a material impact on the Bank's risk profile. In order to ensure alignment between remuneration paid and risk profile of the Bank, UGB assesses individual performance against annual and long-term financial and non-financial objectives summarised in the Bank's performance management system. This assessment also takes into account adherence to UGB's values, risks and compliance measures, and above all, their contribution towards maintaining reputational risk at the lowest level. Altogether, performance is therefore judged not only on what is achieved over the short- and long-term, but importantly, but also on how it is achieved.

NRC role and focus

The NRC has oversight of all reward policies for the Bank's employees. The Committee is the supervisory and governing body for compensation policy, practices and plans. It is responsible for determining, reviewing and proposing a variable remuneration policy for approval by the Board. It is also responsible for setting the principles and governance framework for all compensation decisions. The NRC ensures that all persons must be remunerated fairly and responsibly. The remuneration policy is reviewed on a periodic basis to reflect changes in market practices, the business plan, and the risk profile of the Bank.

The responsibilities of the NRC with regard to the Bank's variable remuneration policy, as stated in its mandate, include but are not limited to, the following:

- Formulates, approve, monitor and review the remuneration system to ensure that it operates as intended.
- Approve the remuneration policy and total variable remuneration to be distributed, taking account of total remuneration.

- Ensure remuneration is adjusted for all types of risks, and that the remuneration system takes into consideration employees who generate the same short-run profit but take different amounts of risk on behalf of the Bank.
- Review the stress testing and back testing results before approving the total variable remuneration to be distributed, including salaries, fees, expenses, bonuses and other employee benefits.
- Recommend Board Member remuneration based on their attendance and performance, and in compliance with Article 188 of the Bahrain Commercial Companies Law, 2001.
- Ensure appropriate compliance mechanisms are in place to ensure that employees commit themselves not to use personal hedging strategies or remuneration and liability-related insurance to undermine the risk alignment effects embedded in their remuneration arrangements.

Board remuneration

The Bank's Board remuneration is determined in line with the provisions of Article 188 of the Bahrain Commercial Companies Law, 2001 and is subject to approval of the shareholders at the Annual General Meeting. Remuneration of Directors does not include performance-related elements such as grants of shares, share options or other deferred stock-related incentive schemes, bonuses or pension benefits.

Variable remuneration for staff

Variable remuneration is performance-related, and consists primarily of the annual performance bonus award. As a part of UGB employees' variable remuneration, the annual bonus rewards delivery of operational and financial targets set each year; the individual performance of the employees in achieving those targets; and their contribution to delivering the Bank's strategic objectives.

The Bank has adopted a framework to develop a transparent link between variable remuneration and performance. The framework is designed on the basis of meeting both satisfactory financial performance and the achievement of other non-financial factors; and which will deliver a target bonus pool for staff, prior to consideration of any allocation to business lines and individual employees. Key corporate performance metrics include a combination of short-term and long-term measures, and include profitability, solvency and liquidity.

In determining the amount of variable remuneration, the NRC starts by setting specific targets and other qualitative performance at a Bank-wide level that result in a target bonus pool. The bonus pool is then adjusted to take account of risk by the use of risk-adjusted measures.

The NRC carefully evaluates practices by which remuneration is paid for potential future revenues whose timing and likelihood remain uncertain. The Committee demonstrates that its decisions are consistent with an assessment of the Bank's financial condition and future prospects. UGB uses a formalised and transparent process to adjust the bonus pool for quality of earnings. It is the Bank's objective to pay bonuses out of realised and sustainable profits. If the quality of earnings is not strong, the profit base could be adjusted based on the discretion of the NRC.

For the Bank to have sufficient funding for distribution of a bonus pool, threshold financial targets have to be achieved. The performance measures ensure that total variable remuneration is considerably contracted where subdued or negative financial performance of the Bank occurs. Furthermore, the target bonus pool as determined above is subject to risk adjustments in line with the risk assessment framework.

Remuneration of control functions

The remuneration level of staff in control and support functions enables the Bank to employ qualified and experienced personnel in these areas. The Bank ensures that the mix of fixed and variable remuneration for control and support function personnel should be weighted in favour of fixed remuneration. The variable remuneration of control functions is to be based on function-specific objectives, and is not determined by the financial performance of the business areas they monitor.

The Bank's performance management system plays a major role in deciding the performance of the support and control units on the basis of the objectives set for them. Such objectives are more focused on non-financial targets that include risk, control, compliance and ethical considerations; together with the market and regulatory environment, apart from value-adding tasks which are specific to each unit. This process ensures the independence of remuneration for staff in risk management, internal audit, operations, financial controls, AML and compliance functions.

Variable compensation for business units

The variable remuneration of the business units is primarily determined by key performance objectives set through the performance management system of the Bank. Such objectives contain financial and non-financial targets, including risk control, compliance and ethical considerations, as well as market and regulatory requirements. The consideration of risk assessments in the performance evaluation of individuals ensures that any two employees who generate the same short-run profit, but take different amounts of risk on behalf of the Bank, are treated differently by the remuneration system.

Risk assessment framework

The purpose of risk adjustments is to align variable remuneration to the risk profile of the Bank. In this respect, UGB considers both quantitative and qualitative measures in the risk assessment process. Both quantitative measures and human judgment play a role in determining any risk adjustments. The risk assessment process encompasses the need to ensure that the remuneration policy reduces employees' incentive to take excessive and undue risks; is symmetrical with risk outcomes; and delivers an appropriate mix of remuneration that is risk-aligned. The NRC considers whether the variable remuneration policy is in line with UGB's risk profile; and ensures that through the Bank's ex-ante and ex-post risk assessment framework and processes, remuneration practices where potential future revenues whose timing and likelihood remain uncertain, are carefully evaluated.

Risk adjustments take into account major risks such capital adequacy targets and liquidity profile parameters. UGB undertakes risk assessments to review financial and operational performance against business strategy and risk performance prior to distribution of the annual bonus. The Bank ensures that total variable remuneration does not limit its ability to strengthen its capital base.

The bonus pool takes into account the performance of the Bank, which is considered within the context of its risk management framework. This ensures that the variable pay pool is shaped by risk considerations and Bank-wide notable events.

Risk adjustments

UGB has an ex-post risk assessment framework which is a qualitative assessment to back-test actual performance against prior risk assumptions.

In years where the Bank suffers material losses in its financial performance, the risk adjustment framework will work as follows:

- There will be considerable contraction of the Bank's total variable remuneration.
- At an individual level, poor performance by the Bank will mean individual KPIs are not met, and hence employee performance ratings will be lower and therefore eligible for lower variable pay.
- Reduction in the value of deferred shares or awards.
- Possible changes in vesting periods and additional deferral applied to unvested rewards.
- If the qualitative and quantitative impact of a loss incident is considered significant, a malus or clawback (see below) of previous variable awards may be considered.

The NRC, with the Board's approval, can rationalise and make the any discretionary decisions which may result in increase/reduce the ex-post adjustment or decide to shrink or withdraw the bonus pool if the performance does not meet objectives.

Malus and Clawback framework

The Bank's malus and clawback provisions allow the NRC to determine that, if appropriate, unvested portions under the deferred bonus plan can be forfeited/adjusted, or the delivered variable remuneration recovered in certain situations. The intention is to allow UGB to respond appropriately if the performance factors on which reward decisions were based turn out not to reflect the corresponding performance in the longer-term. All deferred compensation awards contain provisions that enable the Bank to reduce or cancel the awards of employees whose individual behaviour has had a materially detrimental impact on UGB during the concerned performance year.

Any decision to take back an individual's award can only be made by the NRC. The Bank's malus and clawback provisions allow the Committee to determine that, if appropriate, vested/unvested elements under the deferred bonus plan can be adjusted/cancelled in certain situations. Clawback can be used if the malus adjustment on the unvested portion is insufficient given the nature and magnitude of the issue.

Components of variable remuneration

Variable remuneration has following main components:

Upfront cash	The portion of the variable compensation that is awarded and paid out in cash on conclusion of the performance evaluation process for each year.
Deferred Cash	The portion of variable compensation that is awarded and paid in cash on a pro-rata basis over a period of 3 years.
Upfront Phantom share awards	The portion of variable compensation that is awarded and issued in the form of phantom shares on conclusion of the performance evaluation process for each year.
Deferred phantom shares	The portion of variable compensation that is awarded and paid in the form of phantom shares on a pro-rata basis over a period of 3 years.

8. OFF BALANCE SHEET STATEMENT OF FINANCIAL POSITION EXPOSURE

UGB's non-funded exposure for the purposes of determining credit risk weighted assets for the Basle II framework comprises:

- Credit related contingent items: These are mainly guarantees, letters of credit and undrawn commitments to investments. For credit related contingent items, the nominal value is converted into an exposure at default using the appropriate credit conversion factor (CCF). The CCF factors range from 50% to 100% depending on the type of contingent item and its maturity. The objective is to convert off statement financial position notional amounts into an equivalent on statement of financial position exposure, in order to capture risks relating to counterparty credit and/or liquidity.

- Derivative and foreign exchange instruments: These include forward contracts and interest rate swaps which have been used to hedge UGB's underlying positions.

Further information on off statement of financial position items is disclosed in Notes 29 of the financial statements.

9. PILLAR 2 RISKS

9.1 Liquidity Risk

Liquidity risk stems from the inability to procure sufficient cash flow to meet UGB's financial obligations as and when they fall due. The risk arises due to the timing differences between the maturity profile of the Bank's assets and liabilities. Positions are monitored on a daily basis and proactive measures are taken to ensure that there is adequate liquidity at all times. Further details on the maturity profile of assets are included in section 4.4.

The following table demonstrates the sensitivity to a reasonable possible change in interest rates, with all other variables held constant, of the Group's consolidated statement of income based on the consolidated statement of financial position as of 31st December 2014.

9.2 Interest Rate Risk in the Banking Book

Currency	***Increase in basis points 2014***	***Sensitivity of net interest income 2014***
		US$ 000
Kuwaiti Dinar	+ 200	(2,296)
United States Dollar	+ 200	(11,000)
Euro	+ 200	48
GBP	+ 200	16
Others	+ 200	(632)

The decrease in the basis points will have an opposite impact on the net interest income.

The sensitivity of the consolidated statement of income is the effect of the assumed changes in interest rates on the net interest income for one year, based on the floating rate financial assets and financial liabilities held at 31st December 2014, including the effect of hedging instruments.

There are no material interest bearing securities in non-trading investments and hence no sensitivity of equity has been disclosed.

9. PILLAR 2 RISKS (continued)

9.2 Disclosure concerning interest rate risk in the banking book

The details of interest rate sensitive assets, liabilities and off balance sheet exposures are as follows:

	Upto 3 months US$ 000	3 months to 1 year US$ 000	Over 1 year US$ 000	Non-interest rate sensitive US$ 000	Total US$ 000
Assets					
Bank demand and call deposits	283,730	-	318	-	284,048
Placements with banks	142,481	-	-	-	142,481
Securities held for trading	-	-	-	44,786	44,786
Funds held for trading	-	-	-	12,277	12,277
Non-trading investments	1,368	-	-	217,039	218,407
Investment in associated companies	-	-	-	864,991	864,991
Loans and advance	986,625	2,069	1,470	-	990,164
Investment properties	-	-	-	4,774	4,774
Interest receivable and other assets	-	-	-	113,574	113,574
Properties and equipment	-	-	-	39,926	39,926
Goodwill	-	-	-	54,509	54,509
Assets of disposal group classified as held for sale	-	-	-	7,893	7,893
Total assets	1,414,206	2,069	1,789	1,359,767	2,777,830
Liabilities:					
Due to banks and other financial institutions	712,609	-	-	6	712,615
Deposits from customers	437,466	56,131	54,820	-	548,417
Current portion of the long-term loans	-	127,355	-	-	127,355
Long term loans	97,123	307,659	249,209	-	653,991
Sub Debt	100,000	-	-	(6,731)	93,270
Interest payable and other liabilities	-	-	-	61,545	61,545
Liabilities of disposal group classified as held for sale	-	-	-	249	249
Minority Interest	-	-	-	117,485	117,485
Shareholders Equity	-	-	-	462,902	462,902
Total liabilities and shareholders' Equity	1,347,198	491,146	304,029	635,457	2,777,830
On balance sheet gap	67,008	(489,077)	(302,241)	661,357	-
Cumulative gap	67,008	(422,070)	(661,357)	-	
Off balance sheet items					
Interest rate Swaps	-	50,000	50,000	-	100,000
Forward foreign exchange contracts	1,526,194	-	-	-	1,526,194

9. PILLAR 2 RISKS (continued)

9.3 Concentration Risk

Concentration Risk is captured in UGB's framework through the use of internal and external regulations that cap the maximum exposure to any single obligor. There are established limits in place that set thresholds for aggregate industry, name lending and geography. Under the CBB's rules governing maximum single exposure, banks incorporated in Bahrain are required to obtain the regulator's approval for any planned exposure to a single counterparty or group of connected counterparties that exceed 15% of the regulatory capital base. As at 30 June 2014, the exposures that exceeded 15% of the capital base are:

	Current exposure	RWA	Percentage of regulatory capital
	US$ 000	US$ 000	
Counterparty A *	651,588	565,578	119%
Counterparty B **	160,053	320,106	29%
Counterparty C **	93,573	93,573	17%
Total	905,214	979,257	

* This exposure is in excess of the 15% individual obligor limit. However, it did not result in a deduction for capital adequacy purposes as the exposure was exempted in line with the rules outlined in the CBB rulebook.

** Aggregate deductions relating to Counterparties B and C amounted to US$ 96.9 million as of 31 December 2014.

10. INTERNAL CAPITAL ADEQUACY ASSESSMENT PROCESS

ICAAP is requirement of Pillar II norms of Basel II, and involves appropriate identification and measurement of risks, and maintaining an appropriate level of internal capital in alignment with the Bank's overall risk profile and business plan. The objective of the Bank's ICAAP is to ensure that adequate capital is retained at all times to support the risks the Bank undertakes in the course of its business.

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

10. INTERNAL CAPITAL ADEQUACY ASSESSMENT PROCESS (continued)

The Bank seeks to achieve the following goals by implementing an effective capital management framework:

- Meet the regulatory capital adequacy requirement and maintain a prudent buffer;
- Generate sufficient capital to support overall business strategy;
- Integrate capital allocation decisions with the strategic and financial planning process;
- Enhance Board and Senior Management's ability to understand how much capital flexibility exists to support the overall business strategy;
- Enhance the Bank's understanding on capital requirements under different stress scenarios; and
- Build and support the link between risks and capital and tie performance to both of them.

11. PENALTIES

We confirm to the best of our knowledge and belief, that no violation of Bahrain Commercial Companies Law, nor Central Bank of Bahrain and Financial Institutions Law and the Central Bank of Bahrain directives, nor of the Memorandum and Articles of Association of the Bank have occurred during the period ended 31st December 2014. Accordingly, the Bank has complied with all the terms of its banking license and no penalties have been levied by any of regulatory authorities during 2014.

In addition, we also confirm to the best of our knowledge and belief, that there are no material pending legal cases outstanding as at 31st December 2014.

12. CONCLUSION

The Risk Management and Capital Adequacy Disclosures focus solely on the Pillar 3 requirements of the Basel II Accord. Further information on the Bank and its salient subsidiaries and associates, is available in the Annual Report and the Corporate Governance Report for the year ended 31st December 2014. Both documents are available in the Financial Section of the Bank's website www.ugbbah.com

*** END ***