First Gulf Bank PJSC

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

30 SEPTEMBER 2014 (UNAUDITED)



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REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS TO THE BOARD OF DIRECTORS OF FIRST GULF BANK PJSC

Introduction

We have reviewed the accompanying interim consolidated statement of financial position of First Gulf Bank PJSC and its Subsidiaries (the "Bank") as at 30 September 2014 and the related interim consolidated statement of income and consolidated statement of comprehensive income for the three-month and nine-month periods then ended and the consolidated statement of cash flows and consolidated statement of changes in equity for the nine-month period then ended and explanatory notes. Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with International Accounting Standard IAS 34 Interim Financial Reporting ("IAS 34"). Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

Scope of review

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

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

Signed by

Andre Kasparian

Partner

Ernst & Young

Registration No. 365

Ernst & Young

27 October 2014 Abu Dhabi

Chairman

INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION As at 30 September 2014 (Unaudited)

	Notes	Unaudited 30 September 2014 AED 000	Audited 31 December 2013 AED 000
Assets			
Cash and balances with Central Banks	17	18,761,912	15,944,554
Due from banks and financial institutions	5	22,539,721	22,864,465
Loans and advances		132,686,772	125,594,434
Investments	6	16,505,065	17,113,420
Investment in associates		151,041	147,145
Investment properties	7	8,231,824	8,044,163
Other assets		8,167,778	7,692,123
Property and equipment		934,223	809,997
Total assets		207,978,336	198,210,301
Liabilities			
Due to banks		7,219,480	5,204,642
Customers' deposits	8	144,607,572	137,953,532
Term loans	9	12,332,044	11,729,095
Sukuk financing instruments	10	4,223,950	4,223,950
Other liabilities		6,638,333	7,328,611
Total liabilities		175,021,379	166,439,830
Equity			
Equity attributable to equity holders of the Bank			
Share capital	11	3,900,000	3,000,000
Capital notes	12	4,000,000	4,000,000
Legal reserve		8,780,110	8,780,110
Special reserve		1,500,000	1,500,000
General reserve		120,000	120,000
Revaluation reserve	10	87,554	87,554
Proposed bonus shares	13	5	900,000
Proposed cash dividends	13	12 511 920	3,000,000
Retained earnings		13,511,830	9,592,434
Cumulative changes in fair values		512,770	263,999
Foreign currency translation reserve		<u>(6,873)</u>	(13,149)
		32,405,391	31,230,948
Non-controlling interests		551,566	539,523
Total equity		32,956,957	31,770,471
Total equity and liabilities		207,978,336	198,210,301
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INTERIM CONSOLIDATED STATEMENT OF INCOME

30 September 2014 (Unaudited)

		Three month ended 30 September		Nine month ended 30 September		
	Notes	2014 AED 000	2013 AED 000	2014 AED 000	2013 AED 000	
Interest income and income from Islamic financing		2,059,868	1,957,443	6,237,583	5,805,301	
Interest expense and Islamic financing expense		(463,552)	(431,999)	(<u>1,393,861</u>)	(1,430,437)	
NET INTEREST INCOME AND INCOME FROM ISLAMIC FINANCING	М	1,596,316	1,525,444	4,843,722	4,374,864	
Share of profits of associates		758	13,218	3,896	26,216	
Other operating income	14	731,479	513,789	2,019,942	1,544,254	
OPERATING INCOME		2,328,553	2,052,451	6,867,560	5,945,334	
General and administrative expenses		(520,893)	(430,877)	(<u>1,527,621</u>)	(<u>1,233,365</u>)	
PROFIT FROM OPERATIONS BEFORE IMPAIRED ASSETS CHARGE		1,807,660	1,621,574	5,339,939	4,711,969	
Provision for impairment of loans and advances Impairment of available for sale investments		(356,562) (11,000)	(422,617)	(1,184,856) (11,000)	(1,274,195)	
PROFIT FOR THE PERIOD BEFORE TAXATIO	ON	1,440,098	1,198,957	4,144,083	3,437,774	
Income taxes		(7,222)	(5,323)	(18,462)	(23,539)	
PROFIT FOR THE PERIOD		<u>1,432,876</u>	1,193,634	4,125,621	<u>3,414,235</u>	
Profit attributable to: Equity holders of the Bank Non-controlling interests		1,425,045 7,831	1,189,611 4,023	4,105,425 20,196	3,402,240 11,995	
		<u>1,432,876</u>	<u>1,193,634</u>	<u>4,125,621</u>	<u>3,414,235</u>	
Basic and diluted earnings per share (AED)	16	<u>0.36</u>	0.29	<u> 1.01</u>	0.83	

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INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 30 September 2014 (Unaudited)

	Three month ended 30 September		Nine month ended 30 September		
	2014 AED 000	2013 AED 000	2014 AED 000	2013 AED 000	
PROFIT FOR THE PERIOD	1,432,876	1,193,634	4,125,621	3,414,235	
OTHER COMPREHENSIVE (LOSS) INCOME:					
Items that may be reclassified subsequently to the consolidated statement of income					
(Loss) gain on available for sale investments, net	(5,385)	21,420	253,965	(177,886)	
Net unrealised gains (losses) on cash flow hedges	502	(958)	(5,194)	(45,270)	
Foreign exchange translation	23,183	7,862	(1,877)	(2,997)	
Other comprehensive income (loss) for the period	18,300	28,324	246,894	(226,153)	
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	<u>1,451,176</u>	<u>1,221,958</u>	<u>4,372,515</u>	<u>3,188,082</u>	
Total comprehensive income attributable to:					
Equity holders of the Bank Non-controlling interests	1,432,298 18,878	1,220,456 1,502	4,360,472 12,043	3,183,432 4,650	
	<u>1,451,176</u>	1,221,958	4,372,515	<u>3,188,082</u>	

INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

30 September 2014 (Unaudited)

		30 S	month ended September	
	Notes	2014 AED 000	2013 AED 000	
OPERATING ACTIVITIES				
Profit for the period before taxation		4,144,083	3,437,774	
Adjustments for:		55 500	42.070	
Depreciation		57,723	43,970	
Provision for impairment of loans and advances and available for sale investments		1,195,856	1,274,195	
Gain on sale of investment properties	14	(119,137)	(4,738)	
Gain on disposal of property and equipment	14	(135)	(2)	
Gain from investments		(149,306)	(84,401)	
Share of results of associates		(3,896)	(26,216)	
Gain on bargain purchase arising on business combination		-	(628)	
Gain on exchange of investment property			(35,659)	
Operating profit before changes in operating assets and liabilities		5,125,188	4,604,295	
Deposits with banks		(995,311)	2,190,072	
Loans and advances Mandatory each reserve with HAE Central Bonk		(8,293,388)	(12,658,228)	
Mandatory cash reserve with UAE Central Bank Other assets		(1,127,111) (475,655)	(164,776) 1,821,834	
Due to banks		2,014,838	4,436,161	
Customers' deposits		6,654,040	12,983,839	
Other liabilities		<u>(746,461)</u>	(1,226,350)	
Net cash from operating activities		2,156,140	<u>11,986,847</u>	
INVESTING ACTIVITIES				
Purchase of investments		(6,010,871)	(4,848,343)	
Proceeds from redemption and sale of investments		7,022,498	5,407,054	
Purchase of property and equipment		(192,381)	(209,865)	
Proceeds from sale of property and equipment		10,567	23	
Deposits with Central Banks Additions to investment properties	7	(4,541,044) (414,427)	(122,564)	
Capital injected in a subsidiary	,	(414,427)	(300,000)	
Acquisition of subsidiary, net of cash acquired		-	(366,553)	
Proceeds from sale of investment properties		345,903	28,189	
NI (1 11 1 2 2 2 2 2 2		(2.550.55)	(412.050)	
Net cash used in investing activities		(3,779,755)	(412,059)	
FINANCING ACTIVITIES	13	(2.062.290)	(2.465.272)	
Dividends paid Interest on capital notes	12	(2,962,280) (186,029)	(2,465,372) (240,000)	
Movement in term loans	12	602,949	(3,596,286)	
Net cash used in financing activities		(2,545,360)		
-			<u>(6,301,658)</u>	
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		(4,168,975)	5,273,130	
Cash and cash equivalents at the beginning of the period Net changes in foreign currency translation reserve		23,903,638 (1,877)	17,320,401 (2,997)	
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	17	<u>19,732,786</u>	22,590,534	
Operating cash flows from interest and Islamic financing				
Interest and Islamic financing income received Interest and Islamic financing expense paid		6,173,148 1,456,909	5,737,250 1,527,893	

First Gulf Bank PJSC

INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

30 September 2014 (Unaudited)

Attributable to equity holders of the Bank

	Attroductive to equity noticers of the bank													
	Share capital AED 000	Capital notes AED 000	Legal reserve AED 000	Special reserve AED 000	General reserve AED 000	Revaluation reserve AED 000	Proposed bonus shares AED 000	Proposed cash dividends AED 000	Retained earnings AED 000	Cumulative changes in fair values AED 000	Foreign currency translation reserve AED 000	Total AED 000	Non- controlling interests AED 000	Total equity AED 000
At 1 January 2013	3,000,000	4,000,000	8,780,110	1,262,083	120,000	87,554	-	2,500,000	9,227,477	393,239	(22,253)	29,348,210	514,880	29,863,090
Total comprehensive income for the period	-	-	=	=	-	=	-	-	3,402,240	(223,156)	4,348	3,183,432	4,650	3,188,082
Transfer to dividends payable	-	-	-	-	-	-	-	(2,500,000)	-	-	-	(2,500,000)	-	(2,500,000)
Interest on capital notes (note 12)									_(240,000)			(240,000)		(240,000)
As of 30 September 2013	3,000,000	4,000,000	8,780,110	1,262,083	120,000	<u>87,554</u>			12,389,717	170,083	(<u>17,905</u>)	29,791,642	<u>519,530</u>	30,311,172
At 1 January 2014	3,000,000	4,000,000	8,780,110	1,500,000	120,000	87,554	900,000	3,000,000	9,592,434	263,999	(13,149)	31,230,948	539,523	31,770,471
Total comprehensive income for the period	-	-	-	-	-	-	-	-	4,105,425	248,771	6,276	4,360,472	12,043	4,372,515
Transfer to dividends payable	-	-	-	-	-	-	-	(3,000,000)	-	-	-	(3,000,000)	-	(3,000,000)
Proposed bonus shares converted to shares (note 13)	900,000	-	-	-	-	-	(900,000)	-	-	-	-	-	-	-
Interest on capital notes (note 12)									_(186,029)			(186,029)		_(186,029)
As of 30 September 2014	3,900,000	4,000,000	8,780,110	1,500,000	120,000	<u>87,554</u>			13,511,830	512,770	(6,873)	32,405,391	551,566	32,956,957

30 September 2014 (Unaudited)

1 ACTIVITIES

First Gulf Bank PJSC is a public joint stock company with limited liability incorporated in Abu Dhabi in accordance with U.A.E. Federal Law No. (8) of 1984 (as amended). First Gulf Bank PJSC, its branches and subsidiaries (the "Bank") carry on commercial and retail banking, investment and real estate activities in Abu Dhabi, Dubai, Ajman, Sharjah, Fujairah, Al Ain and Ras Al Khaimah. The representative office of the Bank in Singapore has commenced operations from September 2007 and was upgraded to a wholesale bank in August 2009. The Bank has established a representative office in India in September 2009 and in Qatar in November 2009. The representative office in Qatar was upgraded to a branch in May 2011. In December 2012, the Bank established a representative office in Hong Kong. In April and June 2014, the Bank established representative offices in South Korea and United Kingdom respectively.

The registered head office of the Bank is at PO Box 6316, Abu Dhabi, United Arab Emirates (U.A.E.). The principal activities of the Bank are described in note 4.

The interim condensed consolidated financial statements of First Gulf Bank PJSC (the "Bank") were authorised for issue by the Board of Directors on 27 October 2014.

2.1 BASIS OF PREPARATION AND ACCOUNTING POLICIES

Basis of preparation

The interim condensed consolidated financial statements of the Bank are prepared in accordance with International Accounting Standard 34, Interim Financial Reporting.

The interim condensed consolidated financial statements do not contain all information and disclosures required for full financial statements prepared in accordance with International Financial Reporting Standards and should be read in conjunction with the Bank's annual consolidated financial statements as at 31 December 2013. In addition, results for the nine-month period ended 30 September 2014 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2014.

Significant accounting policies

The accounting policies used in the preparation of the interim condensed consolidated financial statements are consistent with those used in the preparation of the annual financial statements for the year ended 31 December 2013, except for the adoption of the following amendments to standards and new standards as of 1 January 2014:

- Investment Entities Amendments to IFRS 10, IFRS 12 and IAS 27
- Offsetting Financial Assets and Financial Liabilities Amendments to IAS 32
- Novation of Derivatives and Continuation of Hedge Accounting Amendments to IAS 39
- Recoverable Amount Disclosures for Non-Financial Assets Amendments to IAS 36
- IFRIC 21 Levies

The new standards and amendments to standards listed above had no significant impact on the Bank's financial position or performance or disclosures.

During the period ended 30 September 2014, the Bank changed its policy in respect of accounting for (i) acceptances issued to clients from disclosing those as part of commitments and contingencies to recognizing them within other assets and other liabilities and (ii) discounted acceptances from classifying them under loans and advances to including them under other assets. As a result of the change in accounting policy, the comparative figures as at 31 December 2013 for other assets, other liabilities and loans and advances were adjusted for consistency purposes and accordingly, other assets and other liabilities were increased by AED 4,525,016 thousand and AED 3,177,931 thousand, respectively, and loans and advances were decreased by AED 1,347,085 thousand.

30 September 2014 (Unaudited)

2.2 BASIS OF CONSOLIDATION

The interim condensed consolidated financial statements comprise the financial statements of the Bank and those of its following subsidiaries:

		Country of	Percentage o	of holding
	Activity	incorporation	2014	2013
Mismak Properties Co. LLC (Mismak)	Real estate investments	United Arab Emirates	100%	100%
Radman Properties Co. LLC (subsidiary of Mismak)	Real estate investments	United Arab Emirates	80%	80%
First Merchant International LLC	Merchant banking services	United Arab Emirates	100%	100%
FGB Sukuk Company Limited	Special purpose vehicle	Cayman Islands	100%	100%
FGB Sukuk Company II Limited	Special purpose vehicle	Cayman Islands	100%	100%
First Gulf Libyan Bank*	Banking services	Libya	50%	50%
First Gulf Properties LLC	Management and brokerage	-		
•	of real estate properties	United Arab Emirates	100%	100%
Aseel Finance PJSC	Islamic finance	United Arab Emirates	100%	100%
Dubai First PJSC	Credit card finance	United Arab Emirates	100%	100%
First Gulf Information Technologies LLC	Information technology services	United Arab Emirates	100%	-

^{*}Although the Bank owns 50% of the outstanding shares of First Gulf Libyan Bank, the investment has been classified as a subsidiary as the Bank exercises control over the investee because it casts the majority of the votes on the board of directors.

The financial statements of the subsidiaries are prepared for the same reporting period as the Bank, using consistent accounting policies. All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions that are recognised in assets, are eliminated in full.

Subsidiaries are fully consolidated from the date on which control is transferred to the Bank. The Bank exercises control over all of the subsidiaries listed above.

Control is achieved when the Bank is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Bank controls an investee if and only if the Bank has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When the Bank has less than a majority of the voting or similar rights of an investee, the Bank considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Bank's voting rights and potential voting rights.

3 OFF-BALANCE SHEET ITEMS

Commitments and contingent liabilities

The Bank has the following commitments and contingent liabilities:

	Unaudited 30 September 2014 AED'000	Audited 31 December 2013 AED'000
Contingent liabilities: Letters of credit Guarantees	29,921,925 46,698,454 76,620,379	29,468,971 50,010,780 79,479,751
Commitments: Commitments to extend credit maturing within one year Commitments for future capital expenditure Commitments for future private equity investments	6,435,603 1,331,288 647,123	5,875,627 1,538,662 775,172
Total commitments and contingent liabilities	8,414,014 85,034,393	<u>8,189,461</u> <u>87,669,212</u>

Derivatives

The notional amounts of the Bank's outstanding derivative financial instruments are as follows:

	Unaudited	Audited
	30 September	31 December
	2014	2013
	AED'000	AED'000
Derivatives held for trading:		
Forward foreign exchange contracts	52,245,015	39,939,567
Interest rate swaps, caps and collars	19,651,965	13,137,725
Credit default swaps	430,427	-
Commodity linked swap	734,600	734,600
Equity swaps	155,630	160,132
Swaptions	1,469,200	1,469,200
Options	14,998,436	9,314,711
Futures	132,955	38,347
	89,818,228	64,794,282
Derivatives held for hedging:		
Interest rate swaps	3,261,702	3,363,951
Cross currency swaps	5,061,680	3,206,570
	8,323,382	6,570,521
Total	<u>98,141,610</u>	71,364,803

The notional amount is the amount of a derivative's underlying asset, reference rate or index and is the basis upon which changes in the value of derivatives are measured. The notional amounts indicate the volume of transactions outstanding at period end and are neither indicative of the market risk nor credit risk.

4

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 September 2014 (Unaudited)

SEGMENTAL INFORMATION

A segment represents a distinguishable component of the Bank that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment

(geographical segment), which is subject to risks and rewards that are different from those of other segments.

Operating segment information

For management purposes the Bank is organised into five major business segments:

Wholesale Banking Group ("WBG") – Covering corporate and institutional clients, as well as high net worth individuals, through dedicated client segments. WBG offers credit facilities, Global Transaction Services, Debt Markets (loan, bond, structured finance), Islamic Finance, Treasury and Global Markets products to both UAE and international clients.

Treasury and Global Markets, including investment operations - Principally providing money market, trading and treasury services, as well as the management of the Bank's funding operations by use of government securities and placements and deposits with other banks.

Consumer banking - Principally handling individual customers' deposits, and providing consumer type loans, overdrafts, credit cards facilities and funds transfer facilities.

Real estate activities – Principally the acquisition, leasing, brokerage, management and resale of properties carried out through its subsidiaries and associate companies.

Other operations comprising mainly the Head Office including unallocated costs, subsidiaries and associates other than above categories.

As of and for the nine-month period ended 30 September 2014:

	Wholesale Banking Group						
	UAE Operations	International banking	Treasury &Global markets	Consumer banking	Real estate	Other operations	Total
	AED 000	AED 000	AED 000	AED 000	AED 000	AED 000	AED 000
Assets	67,448,474	<u>17,049,960</u>	<u>53,283,837</u>	49,365,428	<u>9,648,878</u>	11,181,759	207,978,336
Liabilities	119,313,458	7,848,409	4,800,232	36,356,689	<u>1,467,459</u>	5,235,132	<u>175,021,379</u>
Operating income							
excluding associates	2,226,140	<u>373,203</u>	969,162	2,627,820	<u>253,512</u>	413,826	6,863,663
Net interest income and income from Islamic financing	1,457,948	228,530	<u>657,808</u>	2,106,283		<u>393,153</u>	4,843,722
Share of profit from associates		-	-		2,678	1,218	3,896
Provision for impairment of loans and advances and available for sale investments	<u>(468,000</u>)	<u>(59,950</u>)	<u>(11,000</u>)	<u>(487,780</u>)		<u>(169,126</u>)	<u>(1,195,856)</u>
Profit attributable to equity holders of the Bank	<u>1,468,679</u>	<u>202,140</u>	882,486	<u>1,481,103</u>	225,395	_(154,378)	4,105,425
Other segment information							
Investment in associates					<u>127,483</u>	23,558	<u>151,041</u>
Capital expenditure					415,485	<u>191,323</u>	606,808
Depreciation	<u> </u>				694	<u>57,029</u>	<u>57,723</u>
As of 31 December 2013: Assets	68,556,042	12,387,080	<u>52,368,689</u>	46,660,838	<u>9,873,699</u>	8,363,953	<u>198,210,301</u>
Liabilities	114,577,711	6,283,282	4,182,216	33,696,653	1,332,461	6,367,507	166,439,830

4 SEGMENTAL INFORMATION continued

As of and for the nine-month period ended 30 September 2013:

Wholesale Banking Group							
	UAE Operations	International banking	Treasury &Global markets	Consumer banking	Real estate	Other operations	Total
	AED 000	AED 000	AED 000	AED 000	AED 000	AED 000	AED 000
Assets	<u>74,483,024</u>	10,836,864	<u>47,606,097</u>	<u>45,107,941</u>	9,471,203	4,238,503	191,743,632
Liabilities	110,034,263	6,020,129	7,463,027	33,733,279	1,428,473	2,753,289	161,432,460
Operating income							
excluding associates	2,108,446	<u>349,304</u>	<u>770,550</u>	2,497,903	146,397	46,518	5,919,118
Net interest income and income from Islamic financing	1,450,458	<u>153,440</u>	564,785	2,055,799		150,382	4,374,864
Share of profit from associates			<u> </u>		12,815	13,401	26,216
Provision for impairment of loans and advances and available for sale investments	<u>(419,432</u>)	(28,108)		(529,502)	-	<u>(297,153</u>)	(1,274,195)
Profit attributable to equity holders of the Bank	<u>1,426,401</u>	<u>264,830</u>	<u>711,265</u>	1,333,221	<u>129,618</u>	<u>(463,095</u>)	<u>3,402,240</u>
Other segment information							
Investment in associates		=====			140,566	33,250	<u>173,816</u>
Capital expenditure					124,358	208,071	332,429
Depreciation	======				1,554	42,416	43,970

5 DUE FROM BANKS AND FINANCIAL INSTITUTIONS

Geographic analysis of due from banks and financial institutions is as follows:

	Unaudited 30 September 2014 AED 000	Audited 31 December 2013 AED 000
Within U.A.E Outside U.A.E	6,000,475 16,539,246	7,036,582 15,827,883
	<u>22,539,721</u>	22,864,465

6 INVESTMENTS

	Unaudited 30 September 2014 AED 000	Audited 31 December 2013 AED 000
Carried at fair value through income statement Investments in managed funds Investments in equities - Quoted - Unquoted Debt securities	201,335 280,722 20,198 95,726	184,520 112,369 20,198 7,165
Available for sale investments Investments in equities -Quoted -Unquoted Investments in private equity funds Debt securities - Quoted - Unquoted Structured debt notes - Unquoted	21,089 139,620 1,342,011 9,265,156 382,696	26,184 79,148 1,372,356 7,296,614 347,197 550,950
Held to maturity investments Debt securities - Quoted - Unquoted	3,749,870 1,006,642 4,756,512	9,672,449 6,098,535 1,018,184 7,116,719
Total Geographic analysis of investments is as follows:	<u>16,505,065</u>	17,113,420
Within U.A.E. Outside U.A.E.	6,954,752 9,550,313 16,505,065	7,969,591 9,143,829 17,113,420

Debt securities represent bonds with maturities ranging up to 10 years from the balance sheet date. Of the debt securities at 30 September 2014, 49% (31 December 2013: 53%) comprise bonds which are either guaranteed by governments or issued by entities owned by governments.

The fair value of held to maturity investments at 30 September 2014 amounted to AED 4,992,878 thousand (31 December 2013: AED 7,370,168 thousand).

7 INVESTMENT PROPERTIES

	Unaudited 30 September 2014 AED 000	Audited 31 December 2013 AED 000
Balance at 1 January	8,044,163	7,771,812
Acquired in business combination	-	97,986
Additions	414,427	122,564
Properties disposed off as part of property exchange	-	(71,941)
Other disposals	(226,766)	(23,451)
Properties acquired as part of property exchange	_	107,600
Balance at 30 September	8,231,824	8,004,570
Additions		127,345
Disposals		(202,765)
Gain from fair value adjustment		125,192
Transfer to other assets		(10,179)
At 31 December		8,044,163

Investment properties are stated at fair value, which represents the amount at which the assets could be exchanged between a knowledgeable, willing buyer and a knowledgeable, willing seller in an arm's length transaction at the date of valuation.

All investment properties are located in the U.A.E.

8 CUSTOMERS' DEPOSITS

In December 2006, the Bank entered into an arrangement with the Government of Abu Dhabi (the "Government") to fund an interest-free housing loans scheme for UAE Nationals. The scheme is being administered by the Bank based on various terms and conditions agreed with the Government. As of 30 September 2014, the Government time deposit amounted to AED 16,853 million (31 December 2013: AED 15,067 million) and housing loans amounting to AED 16,724 million (31 December 2013: AED 14,864 million) were disbursed by the Bank. Interest is payable on this Government deposit at market rates based on the principal amount net of loan disbursements made.

9 TERM LOANS

	Unaudited 30 September 2014	Audited 31 December 2013
	AED 000	AED 000
Syndicated loan	3,305,700	3,305,700
Bank loans	734,600	1,469,200
Euro Medium Term Notes	5,703,478	4,846,298
Medium term bonds	2,330,422	1,648,405
Repurchase agreements	<u>257,844</u>	459,492
	12,332,044	11,729,095

30 September 2014 (Unaudited)

9 TERM LOANS continued

Syndicated Loan:

On 6 December 2012, the Bank obtained a loan of US\$ 900 million (equivalent to AED 3,306 million) from a syndicate comprising of several foreign and local banks. The loan is repayable in full in December 2015. The loan accrues interest at the rate of LIBOR plus a margin of 1.30% per annum plus a mandatory cost, if any, calculated by the facility agent as the weighted average of the lenders' additional cost rates. The loan is subject to various terms, covenants and conditions. Specifically, the Bank should ensure that its capital adequacy ratio shall not at any time be less than the Basel II minimum capital requirements as implemented in the U.A.E. under the guidelines of the Central Bank.

Bank Loans:

Bank loans comprise of several borrowings obtained from other commercial banks as follows:

Loan no.	Year obtained	Loan amount US\$ 000	Loan amount AED 000	Maturity	Interest
1	2013	150,000	550,950	December 2014	Libor + 100 bps
2	2013	50,000	183,650	March 2016	Libor + 130 bps
		200,000	734,600		

Euro Medium Term Notes:

During 2007, the Bank established a US\$ 3.5 billion, Euro Medium Term Notes Programme (the "Programme"). The Bank subsequently issued the following notes under the Programme:

- (i) During 2009, the Bank issued a 3 year Euro Medium Term Note (EMTN) of US\$ 500 million (equivalent to AED 1,837 million). The notes have been repaid in full on 26 November 2012.
- (ii) On 9 October 2012, the Bank issued a Euro Medium Term Note (EMTN) of US\$ 650 million (equivalent to AED 2,387 million) under the same EMTN programme. The notes are due in October 2017 and carry a coupon rate of 2.862% per annum payable semi-annually in arrears.
- (iii) On 8 August 2013, the Bank issued a Euro Medium Term Note (EMTN) of HKD 400 million (equivalent to AED 189 million). The notes are due in August 2023 and carry a coupon rate of 4.18% per annum payable annually in arrears.
- (iv) On 15 August 2013, the Bank issued a Euro Medium Term Note (EMTN) of HKD 400 million (equivalent to AED 189 million). The notes are due in August 2023 and carry a coupon rate of 4.18% per annum payable annually in arrears.
- (v) On 19 September 2013, the Bank issued a Euro Medium Term Note (EMTN) of JPY 4,700 million (equivalent to AED 157 million). The notes are due in September 2016 and carry a coupon rate of 1.00% per annum payable semi-annually in arrears.
- (vi) On 14 November 2013, the Bank issued a Euro Medium Term Note (EMTN) of US\$ 500 million (equivalent to AED 1,826 million). The notes are due in January 2019 and carry a coupon rate of 3.250% per annum payable semi-annually in arrears.
- (vii) On 12 December 2013, the Bank issued a Euro Medium Term Note (EMTN) of US\$ 25 million (equivalent to AED 92 million). The notes are due in December 2016 and carry a coupon of 3 months USD LIBOR plus a margin of 1.23% per annum payable quarterly in arrears.

30 September 2014 (Unaudited)

9 TERM LOANS continued

Euro Medium Term Notes: continued

- (viii) On 1 July 2014, the Bank issued a Euro Medium Term Note (EMTN) of EUR 100 million (equivalent to AED 464 million). The notes are due in July 2025 and carry a coupon rate of 3.00% per annum payable annually in arrears.
- (ix) On 2 July 2014, the Bank issued a Euro Medium Term Note (EMTN) of JPY 10 billion (equivalent to AED 335 million). The notes are due in July 2019 and carry a coupon rate of 0.863% per annum payable semi-annually in arrears.
- (x) On 22 July 2014, the Bank issued a Euro Medium Term Note (EMTN) of AUD 20 million (equivalent to AED 64 million). The notes are due in July 2019 and carry a coupon at the rate of 3 months AUD BBSW plus a margin of 1.42% per annum payable quarterly in arrears.

Subsequent to 30 September 2014, the Bank has issued the following note:

- Euro Medium Term Note (EMTN) of USD 30 million (equivalent to AED 110 million). The notes are due in October 2019 and carry a coupon of 3 months USD LIBOR plus a margin of 0.91% per annum payable quarterly in arrears.

Medium Term Bonds:

On 16 February 2011, the Bank issued 5 year bonds of CHF 200 million (equivalent of AED 768 million). The bonds are due in February 2016 and carry a coupon rate of 3% per annum payable annually in arrears.

On 27 November 2012, the Bank issued CHF 100 million bonds (equivalent of AED 384 million). The bonds are due in January 2016 and carry a coupon at the rate of 3 months CHF LIBOR plus a margin of 1.15% per annum payable quarterly in arrears.

On 23 April 2013, the Bank issued CHF 100 million bonds (equivalent of AED 384 million). The bonds are due in April 2015 and carry a coupon at the rate of 3 months CHF LIBOR plus a margin of 0.60% per annum payable quarterly in arrears.

On 1 April 2014, the Bank issued AUD 250 million bonds (equivalent of AED 794 million). The bonds are due in April 2019 and carry a coupon at the rate of 5.0% per annum payable semi-annually in arrears.

Repurchase Agreements:

During 2010, the Bank entered into several transactions with a foreign bank to obtain financing against the sale of debt securities with arrangements to repurchase them at a fixed future date. As at 30 September 2014, the carrying value of debt securities sold under these arrangements amounted to AED 288,525 thousand (2013: 503,453 thousand). The amount and maturity of outstanding transactions are as follows:

	20.	14	20	013	
No.	Amount	Amount	Amount	Amount	
	US\$ 000	AED 000	US\$ 000	AED 000	Maturity
1	-	-	54,900	201,648	8-April-2014
2	13,500	49,585	13,500	49,585	8-October-2014
3	40,500	148,756	40,500	148,756	25-October-2017
4	7,200	26,446	7,200	26,446	1-August-2018
5	<u>9,000</u>	33,057	9,000	33,057	8-April-2019
	70,200	257,844	125,100	459,492	

The Bank has not had any defaults of principal, interest or other breaches with regard to all borrowings during the nine-month period ended 30 September 2014 and year ended 31 December 2013.

30 September 2014 (Unaudited)

10 SUKUK FINANCING INSTRUMENTS

In August 2011, the Bank raised financing by way of a sukuk issued by FGB Sukuk Company Limited (a special purpose vehicle) amounting to US\$ 650 million (equivalent to AED 2,387 million) and maturing in August 2016 (the "Sukuk"). The Sukuk carries a fixed profit rate of 3.797 percent per annum payable semi annually and is listed on the London Stock Exchange. The Sukuk was the inaugural issuance under the US\$ 3.5 billion trust certificate issuance programme. Pursuant to the sukuk structure, FGB Sukuk Company Limited (as Rab-ul-Maal and Trustee) will receive certain payments from the Bank (as mudareb of certain mudaraba assets and wakeel of certain wakala assets). FGB Sukuk Company Limited will use such amounts received from the Bank to discharge its payment obligations under the Sukuk. Such payment obligations of the Bank rank parri passu with all other senior unsecured obligations of the Bank.

On 18 January 2012, the Bank issued its second tranche of trust certificates amounting to US\$ 500 million (equivalent to AED 1,836 million) due in January 2017 under the same trust certificate issuance program. The Sukuk carries a fixed profit rate of 4.046 percent per annum payable semi-annually and is listed on the London Stock Exchange.

11 SHARE CAPITAL

Unaudited Audited
30 September 31 December
2014 2013
AED 000 AED 000

Ordinary shares of AED 1 each 3,900,000 3,000,000

In its meeting held on 29 January 2014, the Board of Directors of the Bank proposed to distribute 900 million shares amounting to AED 900 million to shareholders of the Bank as bonus shares. The resolution was approved by the shareholders of the Bank in the Annual General Meeting held on 26 February 2014.

12 CAPITAL NOTES

Following approval of the Extraordinary General Assembly meeting held on 25 February 2009, the Board of Directors resolved on 26 February 2009 to issue capital notes (the "Notes") to the Department of Finance, Government of Abu Dhabi amounting to AED 4 billion. The Notes are subject amongst other terms, to the following:

- The Notes have a par value of AED 10 million each;
- The Notes are perpetual securities in respect of which there is no fixed redemption date;
- The Notes constitute direct, unsecured and subordinated obligations of the Bank;
- The Notes holder is entitled to a semi-annual fixed interest coupon at the rate of 6% per annum until February 2014 and floating interest rate of EIBOR plus 2.3% per annum thereafter. The Bank may at its sole discretion elect not to make an interest coupon payment. Any interest payment made will be reflected in the statement of changes in equity. During the period, interest payments amounted to AED 186 million (period ended 30 September 2013: AED 240 million).

13 DIVIDENDS

	30 September	
	Unaudited 2014 AED 000	Unaudited 2013 AED 000
Dividends on ordinary shares declared during the nine-month period: Final cash dividend for 2013: AED 1 (2012: Declared AED 83 fils)	3,000,000	<u>2,500,000</u>
Bonus shares issued in respect of 2013: AED 0.3 (2012: Declared nil)	900,000	
Dividends on ordinary shares paid during the nine-month period: Final cash dividend	<u>2,962,280</u>	<u>2,465,372</u>

14 OTHER OPERATING INCOME

	Three month ended 30 September		Nine month end 30 September	
	2014	2013	2014 201	
	AED 000	AED 000	AED 000	AED 000
Investment income:				
Gains on disposal of available for sale investments	32,435	352	108,225	64,306
Gain on disposal of investments	52,150	332	100,220	01,500
carried at fair value through income statement	10,388	11,629	46,782	24,362
Changes in fair value of investments carried	10,500	11,02)	40,702	24,302
at fair value through income statement	3,759	21,325	5,300	732
Dividend income	6,584	(4,272)	15,768	6,518
Dividend income	0,504	<u>(4,272</u>)	15,700	0,310
Total investment income	53,166	29,034	176,075	95,918
Commission income	141,893	131,500	417,440	391,118
Fee income	226,875	126,316	572,068	492,399
Fees and commission on credit cards	148,021	105,836	424,590	285,999
Brokerage and fund management fee income	6,770	454	11,351	7,018
Foreign exchange income	20,683	18,323	67,295	64,647
Derivative income	31,685	20,181	71,662	51,347
Gain on sale of investment properties	40,739	2,748	119,137	4,738
Gain on exchange of investment properties (note 7)	-	35,659	_	35,659
Rental income	27,540	29,016	81,547	67,265
Gain on disposal of property and equipment	113	2	135	2
Management fees on leasing properties	15,036	14,671	41,301	38,858
Other income	18,958	49	37,341	9,286
Total	<u>731,479</u>	513,789	<u>2,019,942</u>	1,544,254

15 SEASONALITY OF RESULTS

Income of a seasonal nature comprises dividend income amounting to AED 15,768 thousand (30 September 2013: AED 6,518 thousand) recorded in the consolidated statement of income for the nine-month period ended 30 September 2014.

30 September 2014 (Unaudited)

16 BASIC AND DILUTED EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing profit for the period attributable to ordinary equity holders of the Bank by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share amounts are calculated by dividing the profit attributable to ordinary shareholders of the Bank by the weighted average number of ordinary shares outstanding during the period, adjusted for the effects of dilutive instruments.

The following reflects the income and shares data used in the earnings per share computations:

	Three month ended 30 September		Nine month ended 30 September	
	Unaudited 2014	Unaudited 2013	Unaudited 2014	Unaudited 2013
Profit for the period attributable to ordinary equity holders (AED 000)	1,425,045	1,189,611	4,105,425	3,402,240
Deduct: Interest on capital notes (AED 000)	(20,794)	(60,409)	<u>(169,764</u>)	(180,324)
Profit attributable to ordinary equity holders (AED 000)	1,404,251	<u>1,129,202</u>	<u>3,935,661</u>	<u>3,221,916</u>
Weighted average number of ordinary shares in issue (000's)	<u>3,900,000</u>	<u>3,900,000</u>	<u>3,900,000</u>	<u>3,900,000</u>
Basic and diluted earnings per share (AED)	0.36	0.29	<u> 1.01</u>	0.83

17 CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the interim consolidated statement of cash flows comprise the following balance sheet amounts:

	Unaudited 30 September 2014 AED 000	Audited 31 December 2013 AED 000
Cash and balances with Central Banks	18,761,912	15,944,554
Due from banks and financial institutions	22,539,721	22,864,465
	41,301,633	38,809,019
Less: balances with Central Banks maturing after three		
months of placement	11,541,044	7,000,000
Less: mandatory cash reserve with U.A.E. Central Bank	5,509,824	4,382,713
Less: due from banks and financial institutions maturing after		
three months of placement	4,517,979	3,522,668
Cash and cash equivalents	<u>19,732,786</u>	23,903,638

18 FAIR VALUE OF FINANCIAL INSTRUMENTS

While the Bank prepares its interim condensed consolidated financial statements under the historical cost convention modified for measurement to fair value of investment securities (other than held to maturity investments and certain unquoted investments), investment properties and derivative financial instruments, in the opinion of management, the estimated carrying values and fair values of those financial assets and liabilities, other than the Government deposit referred to in note 8, that are not carried at fair value in the interim condensed consolidated financial statements are not materially different, since assets and liabilities are either short term in nature or in the case of deposits and performing loans and advances, frequently re-priced. For impaired loans and advances, expected cash flows, including anticipated realisation of collateral, were discounted using the original interest rates, considering the time of collection and a provision for the uncertainty of the cash flows.

18 FAIR VALUE OF FINANCIAL INSTRUMENTS continued

The carrying value of unquoted investments stated at cost and fair value of held to maturity investments are disclosed in note 6. The fair value of the Government deposit cannot be reliably estimated as this is dependent on the amounts and timing of future loan disbursement under the housing loans scheme. Details of the Government deposit are disclosed in note 8.

The following table shows the analysis of financial instruments recorded at fair value by level of the fair value hierarchy as at 30 September 2014:

	Level 1 AED 000	Level 2 AED 000	Level 3 AED 000	Total AED 000
FINANCIAL ASSETS INVESTMENTS				
Carried at fair value through income statement Investments in managed funds Investments in equities- Quoted - Unquoted Debt securities	280,722 - 95,726	201,335	20,198	201,335 280,722 20,198 95,726
Available for sale investments Investments in equities – Quoted	21,089 - 9,265,156 - 9,662,693	2,240 - 382,696 	137,380 1,342,011 - - - 1,499,589	21,089 139,620 1,342,011 9,265,156 382,696
DERIVATIVES – Positive fair value				
Derivatives held for trading Forward foreign exchange contracts Interest rate swaps, caps and collars Swaptions Credit default swaps Options Futures	938	278,274 250,088 4,448 2,320 199,888		278,274 250,088 4,448 2,320 199,888 938
Derivatives held as fair value hedge Interest rate swaps Cross currency swaps		16,916 61,737 813,671		16,916 61,737 <u>814,609</u>
DERIVATIVES – Negative fair value				
Derivatives held for trading Forward foreign exchange contracts Interest rate swaps, caps and collars Swaptions Credit default swaps Options Commodity linked swaps	- - - - -	382,703 280,282 4,448 1,528 197,349 3,987	: : :	382,703 280,282 4,448 1,528 197,349 3,987
Derivatives held as fair value hedge Interest rate swaps Cross currency swaps		37,791 188,050 1,096,138	<u> </u>	37,791
	<u>===</u>	1,070,130		1,070,130

18 FAIR VALUE OF FINANCIAL INSTRUMENTS continued

The following table shows the analysis of financial instruments recorded at fair value by level of the fair value hierarchy as at 31 December 2013:

	Level 1 AED 000	Level 2 AED 000	Level 3 AED 000	Total AED 000
FINANCIAL ASSETS INVESTMENTS				
Carried at fair value through income statement Investments in managed funds Investments in equities- Quoted - Unquoted Debt securities	- 112,369 - 7,165	184,520 - - -	20,198	184,520 112,369 20,198 7,165
Available for sale investments Investments in equities – Quoted	26,184 - - 7,296,614 -	2,256 - 347,197 550,950	76,892 1,372,356 - -	26,184 79,148 1,372,356 7,296,614 347,197
	<u>7,442,332</u>	<u>1,084,923</u>	<u>1,469.446</u>	9,996,701
DERIVATIVES – Positive fair value				
Derivatives held for trading Forward foreign exchange contracts Interest rate swaps, caps and collars Swaptions Options Futures	- - - - 1,410	174,461 248,953 2,810 39,028	- - - -	174,461 248,953 2,810 39,028 1,410
Derivatives held as fair value hedge Interest rate swaps Cross currency swaps		34,896 126,660 <u>626,808</u>		34,896 126,660 628,218
DERIVATIVES – Negative fair value				
Derivatives held for trading Forward foreign exchange contracts Interest rate swaps, caps and collars Swaptions Options Futures Commodity linked swaps	793	211,312 308,981 2,810 38,831	- - - - -	211,312 308,981 2,810 38,831 793 16,120
Derivatives held as fair value hedge Interest rate swaps Cross currency swaps		28,384 101,594	<u>-</u>	28,384 101,594
	<u>793</u>	<u>708,032</u>		<u>708,825</u>

19 SUBSEQUENT EVENTS

Subsequent to 30 September 2014, the Bank entered into a sale and purchase agreement in respect of its investment in First Gulf Financial Services LLC (classified within Investment in Associates as at 31 December 2013 and 30 September 2014) to a third party for a total consideration of AED 38,250 thousands.