

**FSDH Merchant Bank Limited**  
**Financial Statements for the year**  
**ended 31 December 2019**

# FSDH MERCHANT BANK LIMITED

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# FSDH MERCHANT BANK LIMITED

## FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### DIRECTORS REPORT

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The Directors present their annual report on the affairs of FSDH Merchant Bank Limited (“the Bank”) for the year ended 31 December 2019.

#### (a) Legal form

The Bank was incorporated on 23 June 1992 as a private limited liability company under the Companies and Allied Matters Act (CAMA). It started operations on 1 July 1992 and was granted license to carry on discount house business on 10 February 1993. It was granted an approval to convert to a merchant bank on 22 November 2012 and officially changed its name to FSDH Merchant Bank Limited from First Securities Discount House Limited on 31 December 2012. The Bank commenced banking and financial services on 15 January 2013.

#### (b) Principal activity

The Bank’s principal activity during the period was the provision of merchant banking services to its customers. The services principally involve transactional products and structuring of finance, money market activities including trading and holding of marketable securities such as treasury bills, government bonds, commercial bills and other eligible instruments.

During the year, there was a business restructuring within the FSDH Group, which resulted in the adoption of a holding company model. Thus, FSDH Holding Company Limited was set up as a non-operating legal entity domiciled in Nigeria, and regulated by the Central Bank of Nigeria as an “other financial institution”. See note (41) for detailed disclosure on the impact of the business restructuring.

#### (c) Operating results:

The following is a summary of the Bank’s operating results:

	31 December 2019 (N'000)	31 December 2018 (N'000)
<b>Profit before tax</b>	<b>5,182,829</b>	5,186,445
Income tax expense	<b>(1,572,426)</b>	(775,053)
Profit after tax	<b>3,610,403</b>	4,411,392
<b>Other comprehensive (loss)/Income for the year, net of tax</b>	<b>399,723</b>	(176,948)
Total Comprehensive Income for the year	<b>4,010,126</b>	4,234,445
<b>Profit after tax attributable to equity holder of the holding company</b>	<b>3,610,403</b>	4,411,392
<b>Total comprehensive income attributable to equity holders of the holding company</b>	<b>4,010,126</b>	4,234,445

# FSDH MERCHANT BANK LIMITED

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### DIRECTORS REPORT

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#### (d) Proposed dividend

During the 2019 financial year, the directors declared and paid an interim dividend of N1.54billion, representing N0.84 per share for the nine-month period ended September 30, 2019.

The directors recommend the payment of a final dividend of N0.34 per share (N0.63billion), bringing the total dividend for the financial year ended December 31, 2019 to N2.17billion, representing N1.18 per share (December 2018: N3.07billion).

#### (e) Directors and their interests

The following directors of the Bank held office during the year:

Mr. Olufemi Agbaje	Chairman
Mrs. Hamda Ambah	Managing Director
Ms. Olufunsho Olusanya	Executive Director
Mr. Taiwo Otiti	Executive Director
Mrs. Muhibat Abbas	Non-Executive Director (Resigned in July 2019)
Mr. Daniel Agbor	Non-Executive Director (Resigned in June 2019)
Alhaji Bello Garba	Representing KMC Investments Limited
Mr. Sobandele Sobanjo	Non-Executive Director (Resigned in July 2019)
Mr. Vincent Omoike	Independent Director
Mr. Tosayee Ogbomo	Representing KMC Investments Limited
Mr. Patrice Backer	Representing ACRF
Mr. Papa Ndiaye	Non-Executive Director (Resigned in June 2019)
Mr. Godwin Ize-Iyamu	Independent Director

All non-executive directors except the independent directors are representatives of companies which have interests in the share capital of the Bank.

The proportion of women on the board of directors of FSDH Merchant Bank Limited as at 31 December 2019 was 22.22% (December 2018: 23.08%) broken down as below:

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## DIRECTORS REPORT

December 2019	Female Directors	Total Directors	Percentage of Female Directors
Executive Directorship	2	3	66.67%
Non-executive Directorship	-	6	0.00%
<b>Total</b>	<b>2</b>	<b>9</b>	<b>22.22%</b>
<hr/>			
December 2018	Female Directors	Total Directors	Percentage of Female Directors
Executive Directorship	2	3	66.67%
Non-executive Directorship	1	10	10.00%
<b>Total</b>	<b>3</b>	<b>13</b>	<b>23.08%</b>

### (f) Directors' interests in contracts

In accordance with Section 277 of the Companies and Allied Matters Act (CAMA), none of the directors has notified the Bank of any declarable interests in contracts with the Bank.

### (g) Composition of top management

The Bank's top management is defined from the positions of Assistant General Manager (AGM) and above. As at 31 December 2019, the Bank had 13 staff members in this category (Dec 2018: 15).

The proportion of women in the Bank's top management positions as at 31 December 2019 was 38.46% (December 2018: 40%) broken down as below:

	Female	Total	Percentage of female (%)
<b>December 2019</b>			
Assistant General Manager - General Manager	3	10	30.00
Executive Director - Managing Director	2	3	66.67
<b>Total female that held top management positions</b>	<b>5</b>	<b>13</b>	<b>38.46</b>
<hr/>			
	Female	Total	Percentage of female (%)
<b>December 2018</b>			
Assistant General Manager - General Manager	4	12	33.33
Executive Director - Managing Director	2	3	66.67
<b>Total female that held top management positions</b>	<b>6</b>	<b>15</b>	<b>40.00</b>

### (h) Shareholding analysis

# FSDH MERCHANT BANK LIMITED

## FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### DIRECTORS REPORT

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The shareholding pattern of the Bank as at 31 December 2019 shows that the Bank is owned 99.99% by a company incorporated in Nigeria.

The shareholding pattern of the Bank as at 31 December 2018 was as stated below:

Share range	No of shareholders	Percentage of shareholders (%)	No. of holdings
<u>Nigerian shareholders</u>			
45,000,000 - 100,000,000	3	27.27	160,119,148
101,000,000 - 200,000,000	2	18.18	234,421,560
201,000,000 - 500,000,000	2	18.19	592,570,192
501,000,000 - 1,000,000,000	1	9.09	895,347,544
	8	72.74	1,882,458,444
<u>Foreign shareholders</u>			
50,000,000 - 100,000,000	1	9.09	87,500,000
101,000,000 - 200,000,000	1	9.09	175,000,000
501,000,000 - 1,000,000,000	1	9.09	649,835,286
	<b>11</b>	<b>100</b>	<b>2,794,793,730</b>

#### (i) Substantial interest in shares

According to the register of members as at 31 December 2019, the Bank is owned substantially by FSDH Holding Company Limited.

According to the register of members as at 31 December 2018, the following shareholders held more than 5% of the issued share capital of the Bank:

Shareholder	No. of shares held	Percentage of shareholding (%)
KMC INVESTMENTS LIMITED	895,347,544	32.04%
ATLANTIC COAST REGIONAL FUND	649,835,286	23.25%
UNITED CAPITAL ASSET MANAGEMENT LIMITED	301,875,000	10.80%
FSDH STAFF CO-OPERATIVE SOCIETY	290,695,192	10.40%
INTERNATIONAL FINANCE CORPORATION	175,000,000	6.26%
Total	2,312,753,022	82.75%

#### (j) Property, plant and equipment

Information relating to changes in the property and equipment of the Bank is disclosed in Note 26 to the financial statements. In the directors' opinion, the market value of the Bank's property, plant and equipment is not less than the value shown in the financial statements.

#### (k) Customer Complaints

It is the policy of the Bank to respond to customer complaints, disputes and issues swiftly and to take each complaint seriously. We diligently track complaint information for continuous improvement of our processes and services. An independent review of the root cause of complaints made is carried out and lessons learnt

# FSDH MERCHANT BANK LIMITED

FINANCIAL STATEMENTS FOR THE YEAR  
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## DIRECTORS REPORT

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are fed back to the relevant business units to avoid future repetition. Customer complaint metrics are analysed and reports presented to Executive Management and the Risk Management Committee. Reports on customer complaints are also sent to the Central Bank as required.

In line with the Central Bank of Nigeria circular reference FPR/DIR/CIR/GEN/01/020, the Bank received two customer complaints during the year ended 31 December 2019 (December 2018: 5).

S/N	DESCRIPTION	CURRENCY	NUMBER	AMOUNT CLAIMED (N'000)	AMOUNT REFUNDED
1	Excess bank charges and credit interest underpayment	NGN	1	178,661	Resolved. No amount was refunded.
2	Excess bank charges for client	NGN	1	126,592	No refund was made. (Investigation In Progress)

### (l) Post balance sheet events

The recent outbreak in Nigeria of the novel strain of coronavirus which surfaced in China mid-December 2019 has begun to cause some level of business disruptions and economic uncertainties. These level of uncertainties that have arisen as a result of this global pandemic coupled with other macro-economic challenges such as low production output, below budget oil price, rising inflation etc which may worsen are likely to negatively impact on the businesses of the bank in relation to its projected revenues, credit loss estimates and other impairment assessment. The national government through its agencies and monetary authorities are putting in place various intervention schemes and palliatives to minimise impact on households and real sector of the economy. The impact of all these cannot be prematurely quantified at the moment.

The financial impact on the bank's business and duration of these disruptions cannot be reasonably estimated at this point in time and the bank consider this as a non-adjusting post balance sheet event.

Aside the above events, there were no other events subsequent to the financial position date which require adjustments to, or disclosure in these financial statements.

### (m) Human resources

#### Employee consultation and training

The Bank places considerable value on the involvement of its employees and has continued its previous practice of keeping them informed on matters affecting them as employees and the various factors affecting the performance of the Bank. This is achieved through regular and informal meetings between management and staff.

The Bank places a high premium on training and development of its manpower and sponsors employees for various training courses as appropriate.

#### Health, safety and welfare at work

# FSDH MERCHANT BANK LIMITED

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## DIRECTORS REPORT

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The Bank maintains business premises designed with a view to guaranteeing the safety and healthy operating conditions of its employees and customers alike. Employees are adequately insured against occupational hazards. In addition, medical facilities are provided to employees and their immediate families at the Bank's expense.

### Equal opportunity

The Bank's policy is that the highest qualified and most experienced persons are recruited for appropriate job levels irrespective of an applicant's gender, state of origin, ethnicity, religion or physical condition. During the period, the proportion of women in the employment of the Bank was 40 out of a total staff strength of 129, which represents 31.01% (December 2018: 40 out of 132 which translates to 30.3%) of the workforce.

### Employment of physically challenged persons

The Bank continues to maintain a policy of giving fair consideration to applications for employment made by disabled persons with due regard to their abilities and aptitude. The Bank's policy prohibits discrimination of disabled persons in the recruitment, training and career development of its employees. In the event of members of staff becoming disabled, efforts will be made to ensure that, as far as possible, their employment with the Bank continues and appropriate training is arranged to ensure that they fit into the Bank's working environment. Currently, the Bank has no person on its staff list with a physical disability.

### (a) Donations

In order to identify with the aspirations of the community and the environment within which the Bank operates, a total sum of ₦14,850,000 (31 December 2018: ₦42,128,340.90) was incurred in respect of donations. Details of the donations and charitable contributions include:

	<b>Amount (N)</b>
Children Development Centre	2,500,000
Child Life Line	2,500,000
Beth Torrey	1,000,000
Nigeria Society For The Blind	3,500,000
International Women Society	500,000
Cerebral Palsy Centre	2,000,000
The Doleyi Foundation	150,000
Dominic Sisters College	2,000,000
Boys To Men Foundation	200,000
Olashore Foundation	500,000
	<hr/> <hr/> <b>14,850,000</b>

In compliance with Section 38(2) of the Companies and Allied Matters Act (CAMA), the Bank did not make any donation or gift to any political party, political association or for any political purpose during the year.

# FSDH MERCHANT BANK LIMITED

FINANCIAL STATEMENTS FOR THE YEAR  
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## DIRECTORS REPORT

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### (o) Auditors

The Auditors, Messrs PricewaterhouseCoopers, have indicated their willingness to continue in office in accordance with Section 357 (2) of the Companies and Allied Matters Act CAMA).

1-5 Odunlami Street,  
UAC House, 6<sup>th</sup> floor  
Lagos, Nigeria  
March 2020

BY ORDER OF THE BOARD,



Bolanle Meshida  
Company Secretary  
FRC/2019/002/00000020171

# FSDH MERCHANT BANK LIMITED

FINANCIAL STATEMENTS FOR THE YEAR ENDED  
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## CORPORATE GOVERNANCE REPORT

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### CORPORATE GOVERNANCE IN FSDH

Corporate governance in FSDH is based on the philosophy of building a structured organization, anchored on core values, with well-defined systems and processes that are adaptive to changes in the environment and resilient enough to cope with succession at all levels. This philosophy has been the guidepost in navigating the organization through its various phases of growth. It has ensured stability for the Bank, even as the economy as a whole and the financial services industry, in particular, went through various cycles of boom and burst.

At FSDH, corporate governance is not just about adopting national and international codes of best practices - it is rooted in shared values and a culture that aims to bring out the best in our staff members. This culture is well articulated in a “**Culture Wheel**” and well known to all members of staff. The culture wheel defines who the FSDH person is in terms of personal attributes and relationship with stakeholders, especially the customer. It is anchored on five pillars – High Performance, Customer Orientation, Learning, Collaboration, and Image Building. The interplay of these five pillars defines who we are and our way of doing business. It is reinforced by the Bank’s Code of Conduct, the policies and procedures in place in the Bank, the examples set at the top by the Board and senior management, and the reward system.

The FSDH culture serves as a powerful tool in shaping the Bank’s control and risk management environment and has continued to play an important role in improving the governance systems in the organization. It is the glue that binds all the stakeholders together and has resulted in the alignment of the external and the internal environment towards a common objective – that of meeting and exceeding the needs of our customers. Our unique ownership structure has combined with a responsive Board to produce a highly empowered management and staff, resulting in a governance structure that promotes accountability and transparency throughout the whole organization.

Over the years, we have taken deliberate steps towards improving our governance structures. We have put in place all the structures and processes stipulated in the CBN’s Code of Corporate Governance. The position of the Managing Director/Chief Executive Officer of the Bank is separate from the position of the Chairman. Both positions are occupied by different people who are not related in any way. We have two independent directors and the number of Non-Executive Directors is more than the number of Executive Directors. We have also institutionalized the processes for the performance appraisal of directors (both executive and non-executive directors) and have revised the processes for setting goals for directors.

Directors and members of staff are regularly trained and we have continued to increase capacity in the key departments involved in the governance process. The Bank’s Enterprise-wide Risk Management Framework (ERM) provides the platform for the management of risks in the organization. The ERM is regularly reviewed and updated in line with changing business and operational circumstances. In addition, the Bank has a code of professional conduct for directors and members of staff. The code of conduct specifies the Bank’s expectations from its directors and members of staff.

Furthermore, the Bank has set up a robust whistle-blowing process as an added measure to ensure that the Board and members of staff of the Bank conform to the Bank’s expectation in the performance of their duties. Whistle blowing provides a confidential channel for stakeholders to report wrong-doing, through hotlines and confidential email. Our whistle-blowing process was reviewed in 2014 to give it more teeth. This resulted in the outsourcing of the process to an independent party - KPMG Professional Services - a reputable professional services and advisory firm. Outsourcing the whistle-blowing process ensures that no member of

# FSDH MERCHANT BANK LIMITED

FINANCIAL STATEMENTS FOR THE YEAR ENDED  
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## CORPORATE GOVERNANCE REPORT

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staff in FSDH is in a position to access the whistle-blowing reports. All reports are processed by KPMG and a summary sent to FSDH for investigation. Details are contained in the Bank's website: [www.fsdhgroup.com](http://www.fsdhgroup.com).

In 2013, the Bank adopted a framework for the management of environmental and social risks as stipulated in the sustainable banking guidelines of the CBN. The aim is to ensure that FSDH carries on its banking activities in a manner that will ensure the protection of our environment, enhance social harmony and ensure sustainable development. Our sustainable banking practices are based on the principles of meeting the needs of today without compromising the needs of future generations. Our policies and processes for on-boarding of clients (customers, vendors and suppliers) are very sensitive to environmental and social issues. The results of some of the measures we have taken in this regard are evident in the bio-friendly work environment that we maintain and the positive changes from our clients' environmental and social practices. We will continue to seek every opportunity to strengthen the processes to ensure that we contribute our own quota towards ensuring sustainable banking practices in Nigeria.

### OWNERSHIP

FSDH has continued to be the result of a successful partnership between local banks and non-bank financial institutions on the one hand and offshore financial institutions on the other hand. This ownership structure makes FSDH unique in the country's financial services industry. Following the restructuring that took place during the year, FSDH Merchant Bank became a subsidiary of FSDH Holding Company Limited. While the ownership has gone through a number of changes, the quality has remained the same. The Bank intends to continue to explore the opportunity of the changing ownership structure to establish key relationships necessary for the advancement of its strategic objectives.

### THE BOARD

FSDH's Board is composed of experienced and knowledgeable professionals who have made their mark in key sectors of the economy. The Board is headed by a Chairman, who also is the Chairman of the Bank. The position of the Chairman of the Board is separate from the position of the Chief Executive Officer and therefore both positions are not occupied by the same person. At least once a year, an evaluation of the effectiveness of the Board is performed by an external consultant, in line with the requirements of the CBN's Code of Corporate Governance. KPMG Professional Services serve as our external consultants for the conduct of Board performance appraisals. The Board has continued to receive good ratings on its effectiveness in the performance of its duties.

The Board has three standing committees – the Board Audit Committee, the Board Risk Committee, and the Governance and Nominations Committee. Together with the three committees, the Board provides effective oversight over the operations of the Bank. The duties of the Board are spelt out in the Board Charter. They include:

- Determination of the Bank's strategic direction and business objectives necessary to ensure long-term growth and sustained creation of value for customers
- Ensuring the existence of plans and policies for the achievement of the Bank's strategic business objectives
- The establishment of effective risk management framework to identify, measure, and manage risks in the Bank
- The establishment of a good system of internal controls to ensure the integrity of financial reporting and compliance with laws and regulations

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## FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### CORPORATE GOVERNANCE REPORT

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- Fostering a culture of responsibility, transparency, and accountability through good corporate governance and adherence to high ethical values
- Selection, compensation and monitoring of senior management staff and ensuring the existence of a good system of succession planning
- Approval of major capital expenditure, changes to the Bank's capital structure, annual budgets, changes to accounting policies and dividend policy

#### The Board Committees

The CBN's Code of Corporate Governance (2014) requires every Bank or discount house to have at least three Standing Committees namely: the Audit Committee, the Risk Management Committee, and the Governance and Nominations Committee. FSDH has all the three Board Committees in compliance with the Code of Corporate Governance. Each Board Committee has a charter approved by the CBN.

The duties and responsibilities of the Board Committees are **summarized** below.

#### The Board Audit Committee

- Ensuring the establishment of effective systems and processes for the preparation of the Bank's financial statements.
- Ensuring the existence of good system of internal controls in the Bank
- Ensuring the existence of a good internal audit function to monitor the activities of the Bank to ensure that the Bank's governance process is working properly, that risks are properly managed and that applicable laws are being complied with.
- Reviewing and monitoring the performance of external auditors and recommending to the Board on the appointment and discharge of external auditors
- Ensuring that there is an effective system of monitoring compliance with laws and regulations and all licensing requirements and the results of management's investigation and follow-up (including disciplinary action) of any instance of non-compliance

The Audit Committee is expected to have a minimum of 3 members and meets at least once every quarter. The Internal Audit Department, which is independent of management, reports directly to the Audit Committee.

#### The Board Risk Committee

The Committee comprises a minimum of 6 members and its duties are:

- To approve and review the Enterprise Wide Risk Management Framework
- The management of market risk in the Bank covering price risk, interest rate risk in the banking book and foreign exchange risk
- The management of credit risk covering:
  - Credit risk strategy and policy formulation
  - Credit approval
  - Loan review and credit performance monitoring
  - Credit risk compliance

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### CORPORATE GOVERNANCE REPORT

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- Management of operational risk
- Management of the Internal Capital Adequacy Process
- Management of other risks which includes:
  - liquidity risk
  - reputational risk
  - regulatory compliance risk
  - concentration risk
  - downgrade risk
  - business risk

The Risk Management Department, which is independent of the operating departments, presents regular reports to the Risk Management Committee.

#### **The Governance and Nominations Committee**

The Governance and Nominations Committee is made of 4 members. The Committee's duties include:

- Regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared with its present position and make recommendations to the Board on any changes the Committee may deem necessary.
- Give full consideration to succession planning for directors and top management in the course of its work, taking into account the challenges and opportunities facing the Bank, and what skills and expertise are needed on the Board in the future.
- Be responsible, subject to the Bank's Memorandum of Association, for identifying and nominating for approval of the Board, candidates to fill Board vacancies as and when they arise.
- Make recommendations to the Board on matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Bank subject to the provisions of the law and their service contract.
- Make recommendations to the Chairman on the membership of other Board Committees, taking into consideration the skills, knowledge and experience required to function effectively in those Committees.
- Make recommendations to the Board for appointments and promotions of staff from the position of Assistant General Manager and above.
- Determine and agree with the Board the framework or broad policy for the remuneration of the Bank's Executive Directors and Chairman. (To avoid conflict of interest, the remuneration for non-executive Directors shall be determined by the Chairman and the Executive Directors).
- Determine and agree with the Board the policy for the terms of employment of the Executive Directors.
- Reviewing and approving the remuneration structure for the Bank.
- Review the ongoing appropriateness and relevance of the Bank's Remuneration policies.
- Review annually the remuneration trends across the Bank and the industry in which the Bank operates with a view to ensuring that the Bank remains competitive in order to retain and attract the right talents
- Determine and agree policy for the reimbursement of the expenses of the Chairman and the Executive Directors.

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### CORPORATE GOVERNANCE REPORT

- Ensure that the disclosures in the audited accounts regarding directors' remuneration are adequate and consistent with the requirements of the law.
- Review and approve the design and structure of all retirement benefit schemes.

The Head of the HR Department presents reports at every sitting of the Committee.

### Board and Board Committee Meetings

The record of attendance at meetings of Board and Board Committees is stated below:

BOARD MEETINGS										
S/n	Name	Directorship	5-Feb-19	21-Mar-19	29-Apr-19	25-Jul-19	29-Oct-19	18-Nov-2019	10-Dec-2019	Total Attendance
1	Mr. Femi Agbaje	Chairman	ü	ü	ü	ü	ü	ü	ü	7
2	Mrs. Hamda Ambah	MD/CEO	ü	ü	ü	ü	ü	ü	ü	7
3	Ms. Olufunsho Olusanya	Executive Director	ü	ü	ü	ü	ü	ü	ü	7
4	Mr. Taiwo Otiti	Executive Director	ü	ü	ü	ü	ü	ü	ü	7
5	Mr. Vincent Omoike	Independent Director	ü	ü	ü	ü	ü	ü	ü	7
6	Mr. Godwin Ize-Iyamu	Independent Director	ü	ü	ü	ü	ü	ü	ü	7
7	Mr. Sobandele Sobanjo	Non Executive Director	ü	ü	ü	ü	R	R	R	4
8	Mrs. Muhibat Abbas	Non Executive Director	ü	ü	ü	ü	R	R	R	4
9	Mr. Dan Agbor	Non Executive Director	ü	ü	ü	R	R	R	R	3
10	Mr. Tosa Ogbomo	Non Executive Director	ü	ü	ü	ü	ü	ü	ü	7
11	Alhaji Bello Garba	Non Executive Director	ü	ü	X	ü	ü	ü	ü	6
12	Mr. Patrice Backer	Non Executive Director	ü	ü	ü	ü	ü	ü	ü	7
13	Mr. Papa Ndiaye	Non Executive Director	ü	ü	ü	R	R	R	R	3

GOVERNANCE AND NOMINATIONS COMMITTEE						
S/N	Name	Directorship	11-Mar-19	16-Apr-19	29-Aug-19	Total Attendance
1	Mr. Dan Agbor	Chairman	ü	ü	R	2
2	Mr. David Sobanjo	Non-executive Director	ü	ü	R	2
3	Mr. Vincent Omoike	Independent Director	ü	ü	ü	3
4	Mrs. Muhibat Abbas	Non-executive Director	ü	ü	R	2
5	Mr. Patrice Backer	Chairman from July 25	N/A	N/A	ü	1
6	Alhaji Bello Garba	Non-executive Director	N/A	N/A	ü	1
7	Mr. Godwin Ize-Iyamu	Independent Director	N/A	N/A	ü	1
8	Mrs. Bukola Lanipekun-Lawal	In Attendance	ü	ü	ü	3

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BOARD RISK COMMITTEE										
S/N	Name	Directorship	22-Jan-19	14-Mar-19	5-Apr-19	18-Apr-19	25-Jun-19	03-Oct-2019	25-Nov-2019	Total Attendance
1	Alhaji Bello Garba	Chairman	ü	ü	ü	ü	ü	R	R	5
2	Mr Vincent Omoike	Non-executive Director	N/A	N/A	N/A	N/A	N/A	ü	ü	2
3	Mrs.Hamda Ambah	MD/CEO	ü	ü	ü	ü	ü	X	ü	6
4	Ms. Olufunsho Olusanya	Executive Director	ü	ü	ü	ü	ü	ü	ü	7
5	Mr.Taiwo Otiti	Executive Director	ü	ü	ü	ü	ü	ü	ü	7
6	Mrs Muhibat Abbas	Non-executive Director	ü	ü	ü	ü	ü	R	R	5
7	Mr. David Sobanjo	Non-executive Director	X	ü	ü	ü	ü	R	R	4
8	Mr.Godwin Ize - Iyamu	Chairman from July 25	ü	ü	ü	ü	ü	ü	ü	7
9	Mr. Tosa Ogbomo	Non-executive Director	ü	ü	ü	ü	ü	ü	ü	7
10	Mr. Papa Ndiaye	Non-executive Director	ü	ü	ü	ü	X	X	X	4
11	Mr. Robert Ajiamah	In Attendance	ü	ü	ü	ü	ü	X	X	5
12	Mr. Richard Osuagwu	In Attendance	ü	ü	ü	ü	ü	ü	ü	7
13	Mr. Titus Akintola	In Attendance	ü	ü	ü	ü	ü	ü	ü	7

BOARD AUDIT COMMITTEE									
S/N	NAME	DIRECTORSHIP	05-Mar-19	25-Apr-19	17-Jul-19	23-Oct-19	13-Nov-19	04-Dec-19	Total Attendance
1	Mr. Vincent Omoike	Chairman	ü	ü	ü	R	R	R	3
2	Alhaji Bello Garba	Chairman from July 25	N/A	N/A	N/A	ü	ü	ü	3
3	Mr. Dan Agbor	Non-executive Director	X	ü	R	R	R	R	1
4	Mr. Godwin Ize - Iyamu	Independent Director	ü	X	ü	R	R	R	2
5	Mr. Tosa Ogbomo	Non-executive Director	ü	ü	ü	ü	ü	ü	6
6	Mr. Patrice Backer	Non-executive Director	ü	X	ü	ü	ü	ü	5
7	Mr Dare Akinnuoye	In Attendance	N/A	ü	ü	ü	ü	ü	5
8	Mr. Richard Osuagwu	In Attendance	ü	ü	X	X	X	X	2

### Keys

ü	Present at Meeting
X	Absent
N/A	Not Yet Appointed
R	Resigned

# **FSDH MERCHANT BANK LIMITED**

**FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31 DECEMBER 2019**

## **CORPORATE GOVERNANCE REPORT**

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### **MANAGEMENT**

The management is charged with the day-to-day running of the Bank. It is headed by the Managing Director, who is also the Chief Executive Officer (CEO). He is supported by two Executive Directors and heads of departments. In addition, the Bank makes use of standing committees in the performance of certain key functions whose processes cut across different departments. The standing committees are:

#### **The Executive Committee**

The Executive Committee is made up of the Managing Director, the Executive Director and the Heads of Departments. This is the principal decision making organ of Management and the committee meets on a monthly basis.

#### **The Asset and Liability Management Committee (ALCO)**

The ALCO meets monthly and is composed of heads of departments and key officers of the Business Units, Fincon and Risk Management. The Committee makes decision on the structure and composition of the Bank's assets and liabilities and also sets the guidelines on interest rates.

#### **The Management Risk Committee**

The Management Risk Committee is responsible for identifying, quantifying and managing the risks inherent in the Bank's operations. The membership of the Committee is constituted by heads of departments and key officers in the business units. The Committee is also responsible for approving new credits and reviewing existing credits for performance and classification.

#### **The IT Steering Committee**

The IT Steering Committee is responsible for making recommendations to Executive Management on the formulation of IT strategies and the identification of systems needed to support the Bank's business. It is also in charge of implementing these systems. The Committee is constituted by the CEO and Heads of Departments.

#### **The Sustainable Banking Committee**

The Committee is charged with the responsibility of ensuring that the Bank conducts its operations in a way that will ensure protection for the environment, enhance social harmony and ensure sustainable development. The Committee ensures that social and environmental risks in all areas of the Bank's operations are identified and dimensioned; and develops policies and controls to ensure that the risks are properly managed.



**REPORT OF THE INDEPENDENT CONSULTANT TO THE BOARD OF DIRECTORS  
OF FSDH MERCHANT BANK LIMITED ON THEIR APPRAISAL FOR THE YEAR  
ENDED 31 DECEMBER 2019**

In compliance with the guidelines of Section 2.8.3 of the Central Bank of Nigeria (CBN) Revised Code of Corporate Governance for Banks in Nigeria Post Consolidation (“the CBN Code”), FSDH Merchant Bank Limited (“FSDH” or “the Bank”) engaged KPMG Advisory Services to carry out an appraisal of the Board of Directors (“the Board”) for the year ended 31 December 2019.

The CBN Code mandates an annual appraisal of the Board with specific focus on the Board’s structure and composition, responsibilities, processes and relationships, individual Director competencies and respective roles in the performance of the Board. We have performed the procedures agreed with FSDH in respect of the appraisal of the Board in accordance with the provisions of the Central Bank of Nigeria (CBN). These procedures, which are limited in scope but sufficient for the Board’s objectives in line with the CBN Code, are different in scope from an external audit. Consequently, no opinion is expressed by us on the activities reported upon.

Our approach to the appraisal of the Board involved a review of the Bank’s board papers and minutes, key corporate governance structures, policies and practices. This included the review of the corporate governance framework and representations obtained from questionnaires, one-on-one interviews with the members of the Board and senior management.

On the basis of our review, except as noted below, the Bank’s corporate governance practices are in compliance with the key provisions of the CBN Code. Specific recommendations for further improving the Bank’s governance practices have been articulated and included in our detailed report to the Board. These include recommendations in the following key areas: succession planning for executive and senior management and the performance evaluation of the Head, Internal Audit.

A handwritten signature in blue ink, appearing to read 'Tomi Adepoju', written in a cursive style.

Tomi Adepoju  
Partner, KPMG Advisory Services  
FRC/2013/ICAN/00000001185  
27 March, 2020

# FSDH MERCHANT BANK LIMITED

FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31 DECEMBER 2019

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Companies and Allied Matters Act (CAMA) and the Banks and Other Financial Institutions Act require the directors to prepare financial statements for each financial year that give a true and fair view of the state of financial affairs of the Bank at the end of the year and of its statement of comprehensive income. The responsibilities include ensuring that the Bank:

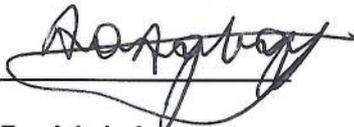
- i) keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Bank and comply with the requirements of the Companies and Allied Matters Act (CAMA) and the Banks and Other Financial Institutions Act ;
- ii) establishes adequate internal controls to safeguard its assets and to prevent and detect fraud and other irregularities; and
- iii) prepares its financial statements using suitable accounting policies supported by reasonable and prudent judgments and estimates that are consistently applied.

The directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable judgments and estimates, in conformity with,

- International Financial Reporting Standards;
- Prudential Guidelines for Licensed Banks;
- relevant circulars issued by the Central Bank of Nigeria;
- the requirements of the Banks and Other Financial Institutions Act; and
- the requirements of the Companies and Allied Matters Act (CAMA).

The directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Bank and of the financial performance and cash flows for the year. The directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of financial statements, as well as adequate systems of internal financial control.

Nothing has come to the attention of the directors to indicate that the Bank will not remain a going concern for at least twelve months from the date of this statement.



**Femi Agbaje**  
Chairman  
FRC/2014/ICAN/00000010052



**Hamda Ambah**  
Managing Director  
FRC/2013/CISN/00000001749

# **FSDH MERCHANT BANK LIMITED**

**FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31 DECEMBER 2019**

## **REPORT OF THE AUDIT COMMITTEE**

In accordance with the provisions of Section 359 (6) of the Companies and Allied Matters Act (CAMA), the members of the Audit Committee of FSDH Merchant Bank Limited hereby report as follows:

- We have exercised our statutory functions under Section 359 (6) of the Companies and Allied Matters Act (CAMA) and acknowledge the co-operation of management and staff in the conduct of these responsibilities.
- We are of the opinion that the accounting and reporting policies of the Bank is in accordance with legal requirements and agreed ethical practices and that the scope and planning of both the external and internal audits for the year ended 31 December 2019 were satisfactory and reinforce the Bank's internal control systems.
- We have deliberated with the external auditors, who have confirmed that necessary cooperation was received from management in the course of their statutory audit and we are satisfied with management's responses thereon and with the effectiveness of the Bank's system of accounting and internal control.

**Bello Garba**

Chairman, Audit Committee

10 March, 2020

Members of the Audit Committee are:

1. **Bello Garba** - **Chairman**
2. **Tosayee Ogbomo**
3. **Patrice Backer**



## *Independent auditor's report*

To the Members of FSDH Merchant Bank Limited

### *Report on the audit of the financial statements*

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#### *Our opinion*

In our opinion, FSDH Merchant Bank Limited's ("the bank's") financial statements give a true and fair view of the financial position of the bank as at 31 December 2019, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies and Allied Matters Act, the Banks and Other Financial Institutions Act and the Financial Reporting Council of Nigeria Act.

#### **What we have audited**

FSDH Merchant Bank Limited's financial statements comprise:

- the statement of comprehensive income for the year ended 31 December 2019;
- the statement of financial position as at 31 December 2019;
- the statement of changes in equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

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#### *Basis for opinion*

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

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

#### **Independence**

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards), i.e. the IESBA Code issued by the International Ethics Standards Board for Accountants. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

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*PricewaterhouseCoopers Chartered Accountants, Landmark Towers, 5B Water Corporation Road, Victoria Island, Lagos, Nigeria*



### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p><b>Impairment write back on financial assets - N400.6 million ( refer to notes 2.10, 3.6a, 8)</b></p> <p>We focused on this balance because management exercises significant judgement and uses subjective estimates and assumptions over the timing of recognition and measurement of impairment losses. The significant judgements include:</p> <ul style="list-style-type: none"> <li>the definition of default and credit impaired financial assets using qualitative and quantitative criteria identified by the Bank;</li> <li>Determination of the criteria for assessing significant increase in credit risk (SICR);</li> <li>Determination of the 12 month and Lifetime probability of default (PD) used in the expected credit loss (ECL) model;</li> <li>estimation of the Loss Given Default (LGD) by considering collateral values and haircut adjustments;</li> <li>Determination of the credit conversion factor for off balance sheet exposures and the key inputs used in determining the lifetime exposure at default (EAD); and</li> <li>Determination of the relevant macro economic factors to incorporate into impairment parameters.</li> </ul>	<p>We evaluated the design effectiveness of controls, and tested the operating effectiveness of the controls over loan loss impairment assessment.</p> <p>We assessed the reasonableness of the quantitative and qualitative thresholds set by management for definition of default, SICR and credit impaired assets in line with the recommendations of the standard and our knowledge of the industry.</p> <p>We applied a risk based target testing approach in selecting a sample of customers for detailed checking of customer information and account history, to test the identification of default and SICR.</p> <p>Using our credit modelling experts, we checked the calculation of the impairment parameters used in the ECL model. As part of our audit procedures around the ECL model, we;</p> <ul style="list-style-type: none"> <li>evaluated the appropriateness of the probability of default by reviewing the assumptions governing the PD methodology for reasonableness and re-performing the PD computation on selected samples.</li> <li>evaluated the reasonableness of the Loss Given Default (LGD) by reviewing collateral values, haircut adjustments, time to realisation and costs of recovery of collaterals. We tested the valuation of collaterals used in the ECL model by comparing the values to the results of valuation performed by management’s external valuers. We assessed the competence, experience and independence of the external valuers.</li> <li>checked that the EAD modelling for off-balance sheet exposures considered expected future draw down over the expected life of the asset based on the credit conversion factors (CCF). We evaluated the appropriateness of the CCF used in estimating future</li> </ul>



draw downs. We also checked the reasonableness of the computation of the term structure for off balance sheet exposures by re-performing the EAD computation on a select sample.

- reviewed management's statistical regression methodology for testing the relevance of the macroeconomic variables incorporated in the model and checked the output to confirm that the variables included had statistical significance. We also evaluated the reliability of the sources of the forecasts of the macro-economic information used.
- reviewed the impairment output of the model for completeness and re-performed the calculation of expected credit losses for a selected sample of facilities.

Reviewed the IFRS 9 disclosures for consistency with model output and other related information in the financial statements.

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### *Other information*

The directors are responsible for the other information. The other information obtained at the date of this auditor's report are the Directors Report, Corporate governance report, Report of the independent consultant on the appraisal of the board of directors of FSDH Merchant Bank Limited, Statement of Directors' Responsibilities, Report of the audit committee, Directors' evaluation report, Statement of Value Added and Five-Year Financial Summary, (but does not include the financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the other sections of the FSDH Merchant Bank Limited 2019 Annual Report, which are expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information and we do not and will not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other sections of the FSDH Merchant Bank Limited 2019 Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance

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### *Responsibilities of the directors and those charged with governance for the financial statements*

The directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with International Financial Reporting Standards and the requirements of the Companies and Allied Matters Act, the Financial Reporting Council of Nigeria Act, the Banks and Other Financial Institutions Act, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.



In preparing the financial statements, the directors are responsible for assessing the bank's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the bank or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the bank's financial reporting process.

### *Auditor's responsibilities for the audit of the financial statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the bank's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the bank's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the bank to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure



about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

*Report on other legal and regulatory requirements*

The Companies and Allied Matters Act and the Banks and Other Financial Institutions Act require that in carrying out our audit we consider and report to you on the following matters. We confirm that:

- i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii) the bank has kept proper books of account, so far as appears from our examination of those books and returns adequate for our audit have been received from branches not visited by us;
- iii) the bank's statement of financial position and statement of comprehensive income are in agreement with the books of account;
- iv) the information required by Central Bank of Nigeria Circular BSD/1/2004 on insider related credits is disclosed in Note 42 to the financial statements; and
- v) the bank did not pay penalties in respect of contraventions of the Banks and Other Financial Institutions Act and relevant circulars issued by the Central Bank of Nigeria during the year 31 December 2019.

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A handwritten signature in blue ink that reads 'Chidi Ojechi'.

For: **PricewaterhouseCoopers**  
Chartered Accountants  
Lagos, Nigeria

Engagement Partner: Chidi Ojechi  
FRC/2017/ICAN/00000015955



5 May 2020

## FSDH MERCHANT BANK LIMITED

### STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	31 December 2019 N '000	31 December 2018 N '000
Interest income on financial assets fair value through profit or loss	5(a)	892,370	937,520
Interest income on financial assets fair value through other comprehensive income	5(b)	6,940,266	6,822,762
Interest income on financial assets at amortised cost	5(c)	8,662,868	7,326,634
		<u>16,495,503</u>	<u>15,086,916</u>
Interest expense	6.	(11,009,079)	(10,320,248)
Net interest income		<u>5,486,424</u>	<u>4,766,668</u>
Impairment writeback for credit losses	8	400,568	1,396,641
Net interest income after impairment writeback for credit losses		<u>5,886,992</u>	<u>6,163,309</u>
Fee and commission income	7.	694,972	798,801
Net gains on financial instruments held for trading	9	595,325	650,677
Net gains on financial instruments classified as fair value through OCI	10	1,794,398	787,458
Other income	11	1,242,144	1,201,737
Operating expenses	12	(5,031,002)	(4,415,538)
<b>Profit before tax</b>		<b><u>5,182,829</u></b>	<b><u>5,186,445</u></b>
Income tax expense	13	(1,572,426)	(775,053)
<b>Profit after tax</b>		<b><u>3,610,403</u></b>	<b><u>4,411,392</u></b>
<b>Other comprehensive income:</b>			
<b>Items that may be subsequently reclassified to profit or loss</b>			
Net change in fair value on FVOCI financial assets		<u>399,723</u>	<u>(176,948)</u>
<b>Total comprehensive income for the year</b>		<b><u>4,010,126</u></b>	<b><u>4,234,445</u></b>
<b>Profit after tax attributable to:</b>			
Equity holders of the parent entity		<u>3,610,403</u>	<u>4,411,392</u>
		<b><u>3,610,403</u></b>	<b><u>4,411,392</u></b>
<b>Total comprehensive income attributable to:</b>			
Equity holders of the parent entity		<u>4,010,126</u>	<u>4,234,445</u>
		<b><u>4,010,126</u></b>	<b><u>4,234,445</u></b>
Earnings per share per profit attributable to equity holders of parent bank			
Earnings per share - basic (kobo)	43	197	158
Earnings per share - diluted (kobo)	43	197	158

**FSDH MERCHANT BANK LIMITED**

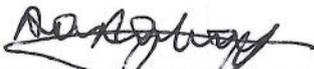
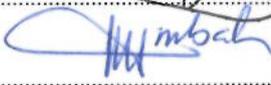
**STATEMENT OF FINANCIAL POSITION**

**FOR THE YEAR ENDED 31 DECEMBER 2019**

	Note	31 December 2019 N '000	December 2018 N '000
<b>ASSETS</b>			
Cash and bank balances	14	16,161,374	11,186,984
Loans to banks and other financial institutions	15	9,817,336	17,057,637
Financial instruments held for trading	16	2,704,105	1,473,271
Derivative financial instruments	17	414,929	607,076
Loans and advances to customers	18	45,496,340	40,536,858
Investment securities	19	43,447,218	34,026,860
Pledged assets	20	33,105,752	8,894,229
Right of use assets	21	119,964	-
Other assets	22	776,778	852,999
Investment in subsidiaries	23	-	961,377
Deferred tax asset	24	2,888,150	3,223,982
Intangible assets	25	425,629	212,588
Property and equipment	26	636,494	604,044
<b>Total assets</b>		<b>155,994,069</b>	<b>119,637,905</b>
<b>Liabilities</b>			
Due to banks and other financial institutions	27	27,684,828	4,744,992
Due to customers	28	56,340,436	46,719,361
Derivative financial instruments	17	395,283	590,903
Company income tax liability	13	461,942	241,710
Lease liabilities	21	54,509	-
Other liabilities	29	11,463,788	4,754,722
Debt securities issued	30	14,086,009	14,524,709
Other borrowed funds	31	18,737,312	18,725,951
<b>Total liabilities</b>		<b>129,224,107</b>	<b>90,302,348</b>
Share capital	32	1,833,417	2,794,794
Share premium	33	539,587	1,539,587
Retained earnings	33	17,561,796	18,950,259
Statutory reserve	33	6,833,552	6,291,991
Fair value reserve	33	1,610	(398,113)
Credit risk reserve	34	-	157,039
<b>Total equity</b>		<b>26,769,962</b>	<b>29,335,557</b>
<b>Total equity and liabilities</b>		<b>155,994,069</b>	<b>119,637,905</b>

The notes 5 to 46 are an integral part of these consolidated financial statements. The financial statements were approved and authorised for issue by the Board of Directors on 26 March 2020 and were signed on its behalf by:

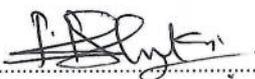
SIGNED ON BEHALF OF THE BOARD OF DIRECTORS BY:

Femi Agbaje - Chairman  
 FRC/2014/ICAN/00000010052

Hamda Ambah - Managing Director  
 FRC/2013/CISN/00000001749

Additional certification:



Precious Iluku - Ag. Chief Financial Officer  
 FRC/2019/ICAN/00000019577



**FSDH MERCHANT BANK LIMITED**  
**STATEMENT OF CASHFLOWS**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**

	Notes	31 December 2019 N '000	31 December 2018 N '000
<b>Cash flows from operating activities</b>			
Cash generated from operations	36	7,177,603	(16,243,563)
Interest received		17,928,414	13,737,480
interest paid		(7,345,506)	(11,029,874)
Income taxes paid	13	(922,258)	(619,354)
<b>Net cash from operating activities</b>		<b>16,838,254</b>	<b>(14,155,311)</b>
<b>Cash flows from investing activities</b>			
Purchase of investment securities		(94,861,519)	(29,960,099)
Redemption and proceeds from disposal of investment securities		86,611,926	47,316,416
Additions to property, plant and equipment	26	(382,426)	(334,075)
Additions to intangible assets	25	(330,354)	(111,666)
Proceeds from sale of property, plant and equipment		60,747	25,443
Capital transfer to the parent company		(1,000,000)	-
Dividends received		846,760	909,623
<b>Net cash (used in)/generated from investing activities</b>		<b>(9,054,865)</b>	<b>17,845,642</b>
<b>Cash flows from financing activities</b>			
Dividends paid to owners		(3,074,273)	(2,207,887)
Principal elements of lease payments		(119,665)	-
Repayment of long term borrowing		(1,655,760)	(3,170,315)
Proceeds from debt instrument issued		15,174,078	30,852,181
Repayment of debt instrument		(17,755,059)	(30,962,709)
<b>Net cash used in financing activities</b>		<b>(7,430,679)</b>	<b>(5,488,730)</b>
Cash and cash equivalents at start of the year		20,769,543	22,085,386
Exchange difference on cash held		(6,961,272)	525,179
Net increase/(decrease) in cash and cash equivalents		352,709	(1,841,022)
<b>Cash and cash equivalents at end of the year</b>		<b>14,160,981</b>	<b>20,769,543</b>
<b>Cash and cash equivalents</b>	37	<b>14,160,981</b>	<b>20,769,543</b>

# **FSDH MERCHANT BANK LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

### **1. General information**

FSDH Merchant Bank Limited ("the Bank") was incorporated on 23 June 1992 as a private limited liability company under the Companies and Allied Matters Act (1990). It started operations on 1 July 1992 and was granted license to carry on discount house business on 10 February 1993. The Bank commenced operations as a Merchant Bank on 15 January 2013.

During the year, there was a business restructuring within the FSDH Group, which resulted in the adoption of the holding company model. Thus, FSDH Holding Company Limited was set up as a non-operating legal entity domiciled in Nigeria, and regulated by the Central Bank of Nigeria as an "other financial institution". See note (41) for detailed disclosure on the impact of the Business restructuring.

These financial statements are the financial statements of the Bank.

The financial statements of the bank for the year ended 31 December 2019 were approved for issue by the Board of Directors on March 26, 2020.

### **2. Summary of significant accounting policies**

The accounting policies adopted are consistent with those of the previous financial year, except for the following accounting policies newly adopted as described in note 3.1.

#### **2.1 Basis of preparation**

The financial statements of the Bank have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the IASB, the requirements of the Companies and Allied Matters Act, Banks and Other Financial Institutions Act and the Financial Reporting Council of Nigeria Act. Additional information required by National regulations is included where appropriate. The financial statements have been prepared in accordance with the going concern principle under the historical cost convention as modified by the measurement of certain financial assets held at fair value. The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Bank's accounting policies. Changes in assumptions may have a significant impact on the financial statements in the period the assumptions changed. Management believes that the underlying assumptions are appropriate and that the Bank's financial statements therefore present the financial position and results fairly.

The Bank presents its statement of financial position in order of liquidity and analysis regarding recovery or settlement within 12 months after reporting date (current) and more than 12 months (non-current) is presented in the respective related notes in the financial statements. The accounting policies adopted are consistent with those of the previous financial period except for the adoption of a new Standard - IFRS 16.

#### **a. Functional and presentation currency**

These financial statements are presented in Nigerian Naira, which is the Bank's functional currency. Except where indicated, financial information presented in Naira has been rounded to the nearest thousand.

# **FSDH MERCHANT BANK LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

### **b. Basis of measurement**

These financial statements have been prepared on the historical cost basis except for the following:

- Financial assets measured at fair value through other comprehensive income (FVOCI)
- Financial assets held for trading measured at fair value through profit or loss.
- Derivative financial instruments which are measured at fair value.

### **c. Use of Estimates and Judgements**

The preparation of the financial statements in conformity with International Financial Reporting Standards (IFRS) requires the directors to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Significant estimates and judgements are in relation to the following as they affect the 2019 financial statements:

- i. Impairment of financial instruments: key assumptions used in estimating recoverable cash flows.
- ii. recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used.
- iii. recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.
- iv. determination of the fair value of financial instruments with unobservable inputs.
- v. impairment of non-financial assets

More details are provided in notes 3.0 to 3.2.

### **3. New and amended standards and interpretations adopted by the Group**

A number of new or amended standards became applicable for the year, and the Bank had to change its accounting policies as a result of adopting IFRS 16 Leases.

The impact of the adoption of the leasing standard is disclosed in note 3.2 below. The other standards did not have any impact on the bank's accounting policies.

#### **Standards and interpretations effective during the reporting period**

Amendments to the following standard(s) became effective in the annual period starting from 1st January, 2019. The new reporting requirements as a result of the amendments and/or clarifications have been evaluated and their impact or otherwise are noted below:

# **FSDH MERCHANT BANK LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

### **IFRS 16 – Leases**

The IASB issued the new standard for accounting for leases - IFRS 16 Leases in January 2016. The standard does not significantly change the accounting for leases for lessors. However it requires lessees to recognise most leases on their balance sheets as lease liabilities, with the corresponding right-of-use assets. Lessees must apply a single model for all recognised leases, but will have the option not to recognise 'short-term' leases and leases of 'low-value' assets. Generally, the profit or loss recognition pattern for recognised leases will be similar to today's finance lease accounting, with interest and depreciation expense recognised separately in the statement of profit or loss. IFRS 16 became effective 1 January 2019.

The Bank has appropriately disclosed its lease in line with the requirements of the amendment.

### **Amendments to IAS 19**

This amendment was issued 7 February 2018 and became effective 1 January 2019. It prescribes the accounting for all types of employee benefits except share-based payment, to which IFRS 2 applies. Employee benefits are all forms of consideration given by an entity in exchange for service rendered by employees or for the termination of employment. IAS 19 requires an entity to recognise:

- a liability when an employee has provided service in exchange for employee benefits to be paid in the future; and
- an expense when the entity consumes the economic benefit arising from the service provided by an employee in exchange for employee benefits.

The amendments clarify that:

- on amendment, curtailment or settlement of a defined benefit plan, a company now uses updated actuarial assumptions to determine its current service cost and net interest for the period; and the effect of the asset ceiling is disregarded when calculating the gain or loss on any settlement of the plan and is dealt with separately in other comprehensive income (OCI).

### **IFRIC 23 – Uncertainty over Income Tax Treatments**

This standard which became effective 1 January 2019, clarifies the accounting for uncertainties in income taxes. The interpretation is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over tax treatments under IAS 12. The Bank has considered the guidance included within the interpretation and concluded that the prescribed approach does not have a material impact on the Bank.

### **3.2 Impact of adoption of IFRS 16- Leases on the bank.**

The Bank primarily leases buildings for use as office space. Lease terms are negotiated on an individual basis and contain different terms and conditions, including extension and termination options. The lease terms range from 2 years to 4 years. The lease agreements do not impose any covenants - however, leased assets may not be used as security for borrowing purposes.

Contracts may contain both lease and non-lease components. The Bank has elected to separate lease and non-lease components and treat them accordingly.

# **FSDH MERCHANT BANK LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

Until the 2018 financial year, leases of property were classified as either finance or operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Bank. Each lease payment is allocated between the liability and finance cost. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

### **Lease liabilities**

At the commencement date of a lease, the Bank recognises lease liabilities at the present value of lease payments to be made over the lease term. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate
- amounts expected to be payable by the Bank under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Bank exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The lease payments are discounted using the Bank's incremental borrowing rate, being the rate that the Bank would have to pay to borrow the funds necessary to obtain an asset of similar value to the right of use asset in a similar economic environment with similar terms, security and conditions.

The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

### **Right of use assets**

Right-of-use assets are initially measured at cost, comprising of the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date, less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Bank is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### Impact of adoption of IFRS 16

The Bank adopted IFRS 16 retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance of equity on 1 January 2019. The new accounting policies are disclosed in note 21.

### Practical expedients applied

In applying IFRS 16 for the first time, the Bank has used the following practical expedients permitted by the standard:

- using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.
- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics.
- electing not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Bank relied on its assessment made applying IAS 17 and IFRIC 4 Determining whether an Arrangement contains a Lease.

### a) Adjustments recognised on adoption of IFRS 16

On adoption of IFRS 16, the Bank recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of IAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 15.97%.

	<u>N'000</u>
Operating lease commitments disclosed as at 31 December 2018	-
Add/(less): adjustments as a result of a different treatment of extension and termination options	131,097
Lease liabilities recognised as at 1 January 2019	<u>131,097</u>
Of which are	
Current lease liabilities	76,588
Non-current lease liabilities	<u>54,509</u>
	<u>131,097</u>

The associated right-of-use assets for property leases were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet as at 31 December 2018. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

The recognised right-of-use assets relate to the following types of assets:

31 Dec 2019 N'000	1 Jan 2019 N'000

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

Buildings - Office space	119,964	137,843
<b>Total Right-of-use assets</b>	<b>119,964</b>	<b>137,843</b>

The following table summarises the impact of the transition to IFRS 16 on the statement of financial position as at 1 January 2019 for each affected individual line item. Line items that were not affected by the changes have not been included. The adoption of IFRS 16 had a nil impact on opening equity as at 1 January 2019.

	<i>As at 31 December 2018</i>	<i>Impact of IFRS 16</i>		<i>As at 1 Jan 2019</i>
	<b>N'000</b>	<i>Reclassification</i>		<i>Remeasur ement</i>
	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>
<b>Assets</b>				
Right-of-use assets	-	6,746	131,097	137,843
Prepayment	6,746	(6,746)	-	-
<b>Liabilities</b>				
<b>Non-current</b>				
Lease liabilities	-	-	54,509	54,509
<b>Current</b>				
Lease liabilities	-	-	76,588	76,588

### (i) Impact on segment disclosures and earnings per share

Segment assets and segment liabilities for December 2019 increased as a result of the change in accounting policy. Lease liabilities are now included in segment liabilities. The following segments were affected by the change in policy.

	<b>Segmen t assets NGN'000</b>	<b>Segment liabilities s NGN'000</b>
Buildings - Office space	119,964	54,509

Earnings per share decreased for the 12 months to 31 December 2019 as a result of the adoption of IFRS 16

### b) The Bank's leasing activities and how these are accounted for

The Bank leases its various office spaces. Rental contracts are typically made for fixed periods of one to three years but may have extension options as described in (ii) below. Lease terms are negotiated on an individual

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Until the 2018 financial year, leases of property, plant and equipment were classified as either finance or operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Bank. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

### **Extension and termination options - determining the lease terms**

Extension and termination options are included in a number of property and equipment leases across the bank. These terms are used to maximise operational flexibility in terms of managing contracts. The majority of extension and termination options held are exercisable only by the Bank and not by the respective lessor. All the lease payments made in 2019 were optional.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### Critical judgements in determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

### Standards and interpretations issued/amended but not yet effective

The Bank has not early adopted the following new standard(s) in preparing these condensed interim financial statements as it plans to adopt these standards at their respective effective dates if applicable.

### Definition of Material –Amendments to IAS 1 and IAS 8 (effective for annual reporting periods beginning on or after 1 January 2020)

The IASB has made amendments to IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors which use a consistent definition of materiality throughout International Financial Reporting Standards and the Conceptual Framework for Financial Reporting, clarify when information is material and incorporate some of the guidance in IAS 1 about immaterial information.

In particular, the amendments clarify:

- that the reference to obscuring information addresses situations in which the effect is similar to omitting or misstating that information, and that an entity assesses materiality in the context of the financial statements as a whole, and
- the meaning of 'primary users of general purpose financial statements' to whom those financial statements are directed, by defining them as 'existing and potential investors, lenders and other creditors' that must rely on general purpose financial statements for much of the financial information they need.

These standards are not expected to have a material impact on the Bank in the current or future reporting periods and on foreseeable future transactions.

### Revised Conceptual Framework for Financial Reporting (effective for annual reporting periods beginning on or after 1 January 2020)

The IASB has issued a revised Conceptual Framework which will be used in standard-setting decisions with immediate effect. Key changes include:

- increasing the prominence of stewardship in the objective of financial reporting
- reinstating prudence as a component of neutrality
- defining a reporting entity, which may be a legal entity, or a portion of an entity
- revising the definitions of an asset and a liability
- removing the probability threshold for recognition and adding guidance on derecognition
- adding guidance on different measurement basis, and
- stating that profit or loss is the primary performance indicator and that, in principle, income and expenses in other comprehensive income should be recycled where this enhances the relevance or faithful representation of the financial statements.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

The bank will perform an assessment to show that its accounting policies are still appropriate under the revised Framework.

### 2.3 Revenue recognition

The Bank recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Bank's activities as described below. The Bank bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

It is also the Bank's policy to recognise revenue from a contract when it has been approved by both parties, rights have been clearly identified, payment terms have been defined, the contract has commercial substance, and collectability has been ascertained as probable. Revenue is recognised when control of goods or services have been transferred. Control of an asset refers to the ability to direct the use of and obtain substantially all of the remaining benefits (potential cash inflows or savings in cash outflows) associated with the asset.

The following are the income lines of the Bank and how income is recognised:

- **Credit related fees:** This includes processing, administrative and commitment fees. These are fees charged for administration and advisory services to the customer up to the customer's acceptance of the offer letter. These fees are not integral to the loan, therefore, they are not considered in determining the effective interest rate. The fees noted here are based on negotiation and as such are deemed to be point in time.

- **Commission on trade related transactions:** These are commission earned on trade-related transactions. The rates are agreed ahead and income is based on the value of the transactions and thus are satisfied at a point in time.

- **Financial advisory and issuing house activities fees:** These are agreed upfront and based on financial advisory services rendered to clients. These include capital market service related fees, brokerage and advisory fees. The fees are either earned at point in time or over time dependent on the terms of the contract.

- **Other commissions:** This includes electronic banking charges, account transaction fee, custody fees among others. The fees are earned at a point in time.

### 2.5 Sale and repurchase agreements

Securities sold under agreements to repurchase at a specified future date are not derecognised from the statement of financial position as the Bank retains substantially all of the risks and rewards of ownership. The counterparty liability received is recognised in the statement of financial position as a liability and classified as due to banks or from customers with an obligation to return it, including accrued interest. The financial assets are used as collateral on securities lent and repurchase agreement, reflecting the transaction's economic substance as a loan to the Bank. The difference between the sale and repurchase prices is treated as interest expense and is accrued over the life of the agreement using the effective interest rate. When the counterparty has the right to sell or re-pledge the securities, the Bank reclassifies those securities in its statement of financial position to 'pledged assets' as appropriate.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

Securities purchased under agreements to resell (reverse repos) are recorded as due from banks and measured at amortised cost. The securities pledged under such agreements are not included in the statement of financial position.

Securities repossessed under a reverse repo transaction are recognised in the books of the Bank. The instruments are classified in the financial statements according to their nature and purpose.

### **2.6 Financial assets and liabilities**

#### **Measurement methods**

##### ***Amortised cost and effective interest rate***

The amortised cost is the amount at which the financial asset or financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any loss allowance.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset (i.e. its amortised cost before any impairment allowance) or to the amortised cost of a financial liability. The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate, such as origination fees.

When the Bank revises the estimates of future cash flows, the carrying amount of the respective financial assets or financial liability is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognised in profit or loss.

#### **Interest Income**

Interest income is calculated by applying the effective interest rate to the gross carrying amount of financial assets, except for:

- (a) POCI financial assets, for which the original credit-adjusted effective interest rate is applied to the amortised cost of the financial asset.
- (b) Financial assets that are not 'POCI' but have subsequently become credit-impaired (or 'stage 3'), for which interest revenue is calculated by applying the effective interest rate to their amortised cost (i.e. net of the expected credit loss provision).

#### **Initial recognition and measurement**

Financial assets and financial liabilities are recognised when the Bank becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on settlement date basis.

At initial recognition, the Bank measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. Immediately after initial recognition, an expected credit loss allowance (ECL) is recognised for financial assets measured at amortised cost and investments in debt instruments measured at FVOCI, as described in note 2.10, which results in an accounting loss being recognised in the income statement when an asset is newly originated.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the Bank recognises the difference as follows:

- (a) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognised as a gain or loss.
- (b) In all other cases, the difference is deferred and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortised over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realised through settlement.

### Financial assets

#### Classification and subsequent measurement

The Bank has applied IFRS 9 and classified its financial assets in the following measurement categories:

- Fair value through profit or loss (FVPL);
- Fair value through other comprehensive income (FVOCI); or
- Amortised cost.

The classification requirements for debt and equity instruments are described below:

#### Debt instruments

Debt instruments are those instruments that meet the definition of a financial liability from the issuer's perspective, such as loans, government and corporate bonds.

Classification and subsequent measurement of debt instruments depend on:

- (i) the Bank's business model for managing the asset; and
- (ii) the cash flow characteristics of the asset.

Based on these factors, the Bank classifies its debt instruments into one of the following three measurement categories:

- a) Financial assets measured at amortised cost
- b) These represent assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest ('SPPI'), and that are not designated at FVPL. The carrying amount of these assets is adjusted by any expected credit loss allowance recognised and measured.

# **FSDH MERCHANT BANK LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

### **c) Financial assets measured at FVOCI**

Financial assets that are held for collection of contractual cash flows and for selling the assets, where the assets' cash flows represent solely payments of principal and interest, and that are not designated at FVPL, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through Other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses on the instrument's amortised cost which are recognised in the income statement.

When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in income. Interest income from these financial assets is included in 'Interest income' using the effective interest rate method.

### **Financial assets measured at FVTPL**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and presented in the income statement within 'Net gains on financial instruments held for trading' in the period in which it arises, unless it arises from debt instruments that were designated at fair value or which are not held for trading, in which case they are presented separately in income. Interest income from these financial assets is included in 'Interest income' using the effective interest rate method.

### **Business model assessment**

The Bank makes an assessment of the objective of a business model in which an asset is held at a portfolio levels because this best reflects the way the business is managed and information is provided to management. The information considered includes:

### **SPPI Test**

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Bank assesses whether the financial instruments' cash flows represent solely payments of principal and interest (the 'SPPI test'). In making this assessment, the Bank considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. The Bank reclassifies debt investments when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent and none occurred during the period.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### d) Equity Instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

The Bank subsequently measures all equity investments at fair value through profit or loss, except where management has elected, at initial recognition, to irrevocably designate an equity investment at fair value through other comprehensive income. The Bank's policy is to designate equity investments as FVOCI when those investments are held for purposes other than to generate investment returns. When this election is used, fair value gains and losses are recognised in OCI and are not subsequently reclassified to profit or loss, including on disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, when representing a return on such investments, continue to be recognised in the income statement as other income when the Bank's right to receive payments is established.

Gains and losses on equity investments at FVPL are included in the "Net gains on financial instruments held for trading" line in the income statement.

### 2.7 Derivative instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Derivative financial instruments are carried as assets when fair value is positive and as liabilities when fair value is negative.

Changes in fair values are recognised immediately in the income statement. The Bank's derivative transactions consist of foreign exchange forward transactions as at the balance sheet date.

### 2.8 Modifications of financial assets

The Bank sometimes renegotiates or otherwise modifies the contractual cash flows of loans to customers. When this happens, the Bank assesses whether or not the new terms are substantially different to the original terms. The Bank does this by considering, among others, the following factors:

- If the borrower is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower is expected to be able to pay.
- Whether any substantial new terms are introduced, such as a profit share/equity-based return that substantially affects the risk profile of the loan.
- Significant extension of the loan term when the borrower is not in financial difficulty.
- Significant change in the interest rate.
- Change in the currency the loan is denominated in.
- Insertion of collateral, other security or credit enhancements that significantly affect the credit risk associated with the loan.

If the terms are substantially different, the Bank derecognises the original financial asset and recognises a 'new' asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the

# **FSDH MERCHANT BANK LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

purpose of determining whether a significant increase in credit risk has occurred. However, the Group also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit or loss as a gain or loss on derecognition.

If the terms are not substantially different, the renegotiation or modification does not result in derecognition, and the Bank recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit or loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

### **(iv) Derecognition other than on a modification**

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either

- (i) the Bank transfers substantially all the risks and rewards of ownership, or
- (ii) the Bank neither transfers nor retains substantially all the risks and rewards of ownership and the Group has not retained control.

The Bank enters into transactions where it retains the contractual rights to receive cash flows from assets but assumes a contractual obligation to pay those cash flows to other entities and transfers substantially all of the risks and rewards. These transactions are accounted for as 'pass through' transfers that result in derecognition if the Bank:

- (i) Has no obligation to make payments unless it collects equivalent amounts from the assets;
- (ii) Is prohibited from selling or pledging the assets; and
- (iii) Has an obligation to remit any cash it collects from the assets without material delay.

Collateral furnished by the Bank under standard repurchase agreements and securities lending and borrowing transactions are not derecognised because the Bank retains substantially all the risks and rewards on the basis of the predetermined repurchase price, and the criteria for derecognition are therefore not met. This also applies to certain securitisation transactions in which the Bank retains a subordinated residual interest.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### 2.9 Financial liabilities

#### Classification and measurement

In both the current and prior period, financial liabilities are classified as subsequently measured at amortised cost, except for:

- Financial liabilities at fair value through profit or loss: this classification is applied to derivatives, financial liabilities held for trading (e.g. short positions in the trading booking) and other financial liabilities designated as such at initial recognition. Gains or losses on financial liabilities designated at fair value through profit or loss are presented partially in other comprehensive income (the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability, which is determined as the amount that is not attributable to changes in market conditions that give rise to market risk) and partially profit or loss (the remaining amount of change in the fair value of the liability). This is unless such a presentation would create, or enlarge, an accounting mismatch, in which case the gains and losses attributable to changes in the credit risk of the liability are also presented in the income statement;
- Financial liabilities arising from the transfer of financial assets which did not qualify for derecognition, whereby a financial liability is recognised for the consideration received for the transfer. In subsequent periods, the Bank recognises any expense incurred on the financial liability; and
- Financial guarantee contracts and loan commitments.

#### Derecognition of financial liabilities

Financial liabilities are derecognised when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expires). The exchange between the Bank and its original lenders of debt instruments with substantially different terms, as well as substantial modifications of the terms of existing financial liabilities, are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability.

In addition, other qualitative factors, such as the currency that the instrument is denominated in, changes in the type of interest rate, new conversion features attached to the instrument and change in covenants are also taken into consideration. If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

Category (as defined by IFRS 9)		Classes as determined by the Bank	Subclasses
Financial assets	Financial assets held for trading	Debt Securities	Treasury Bills
			Federal Government of Nigeria Bonds
		Derivative financial instruments	Foreign exchange forward contracts
			Convertible loans
		Equity Securities	Quoted Equity Securities
		Mutual funds	Listed mutual funds
	Financial assets fair valued through other comprehensive income (FVOCI)	Debt securities	Treasury Bills
			Federal Government of Nigeria Bonds
			Corporate Bonds
			Unquoted equities
	Amortised Cost	Investment Securities	Treasury bills
		Cash and bank balances	Cash
			Operating balances with Central Bank of Nigeria
			Balances with banks in Nigeria
Balances with banks outside Nigeria			
Loans and advances to Banks		Placements with banks and discount houses	
		Placements with other financial institutions	
Loans and advances to customers		Term loans, overdrafts and commercial bills	
	Margin facilities		
	Promissory notes		
Financial liabilities	Financial liabilities at fair value through profit or loss	Derivative financial instrument liabilities	Foreign exchange forward contracts
	Financial liabilities at amortised cost	Due to banks	Call borrowings
			Secured borrowings and liabilities under repurchase agreement
		Due to Customers	Liabilities under repurchase agreement
			Demand deposits
			Term deposits
			Customer accounts for foreign trade
		Other liabilities	Account Payable
			Sundry accounts
	Short term debt instruments	FSDH Commercial Papers	
Other Borrowed funds	Trade and credit lines		

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### 2.10 Impairment

The Bank assesses on a forward-looking basis the expected credit losses (ECL) associated with its debt instrument assets carried at amortised cost and fair value through other comprehensive income and with the exposure arising from loan commitments and financial guarantee contracts.

IFRS 9 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the Bank.
- If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired.
- If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3'.
- Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 or 3 have their ECL measured based on expected credit losses on a lifetime basis.
- A pervasive concept in measuring ECL in accordance with IFRS 9 is that it should consider forward-looking information.
- Purchased or originated credit-impaired financial assets are those financial assets that are credit-impaired on initial recognition. Their ECL is always measured on a lifetime basis (Stage 3).

The key judgements and assumptions adopted by the Bank in addressing the requirements of the standard are discussed below:

#### Significant increase in credit risk (SICR)

When determining whether the risk of default on a financial instrument has increased significantly since initial recognition, the Bank considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Bank's historical experience and expert credit assessment including forward-looking information. The objective of the assessment is to identify whether a significant increase in credit risk has occurred for an exposure by:

- identifying the rating classification at initial recognition i.e. investment grade or speculative grade
- comparing the initial rating as at initial recognition with the current rating
- four notches downward movement in a twenty-five notches scale is considered significant
- for loans initially recognized as investment grade, a drop to speculative grade is considered significant
- for corporate debt issue, two notches downgrade of the issuer rating is considered significant
- for all facilities an upward reclassification of rating to the rating captured at its initial recognition or higher is considered a significant reduction in credit risk and a probationary period of 30 days is triggered.

The criteria for determining whether credit risk has increased significantly vary by portfolio and include quantitative and qualitative factors. Using its expert credit judgement and where possible relevant historical experience, the Bank may determine that an exposure has undergone a significant increase in credit risk based on particular

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

qualitative indicators that it considers are indicative of such and whose effect may not otherwise be fully reflected in its quantitative analysis on a timely basis.

As a backstop, the Bank considers that a significant increase in credit risk occurs no later than when an asset is more than 30 days past due. There is a rebuttable presumption that the credit risk has increased significantly if contractual payments are more than 30 days past due; this presumption is applied unless the bank has reasonable and supportable information demonstrating that the credit risk has not increased significantly since initial recognition. The number of days past due is determined by counting the number of days since the date the full payment has not been received. Due dates are determined without considering any grace period that might be available to the borrower. The Bank monitors the effectiveness of the criteria used to identify significant increases in credit risk by regular reviews to confirm that:

- the criteria are capable of identifying significant increases in credit risk before an exposure is in default; and
- there is no unwarranted volatility in loss allowance from transfers between 12-month PD (stage 1) and lifetime PD (stage 2).

The Bank considers a financial instrument to have experienced a significant increase in credit risk when one or more of the following quantitative, qualitative or backstop criteria have been met:

### **Qualitative criteria:**

For large portfolios, if the borrower is on the Watchlist and/or the instrument meets one or more of the following criteria:

- Significant increase in credit spread
- Significant adverse changes in business, financial and/or economic conditions in which the borrower operates
- Actual or expected forbearance or restructuring
- Actual or expected significant adverse change in operating results of the borrower
- Significant change in collateral value (secured facilities only) which is expected to increase risk of default
- Early signs of cashflow/liquidity problems such as delay in servicing of trade creditors/loans

The assessment of SICR incorporates forward-looking information. In relation to corporate and treasury financial instruments, where a Watchlist is used to monitor credit risk, this assessment is performed at the counterparty level. The criteria used to identify SICR are monitored and reviewed annually for appropriateness by the Risk Management Team.

### **Backstop**

A backstop is applied and the financial instrument considered to have experienced a significant increase in credit risk if the borrower is more than 30 days past due on its contractual payments.

The Bank has not used the low credit risk exemption for any financial instruments in the year ended 31 December 2019.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### Definition of default and credit-impaired assets

The Bank defines default as the failure of counterparties to meet the financial and legal obligations including a deviation from the conditions associated with the transaction.

Credit risk default arises from the failure of an obligor of the Bank to repay principal or interest at the stipulated time or failure otherwise to perform as agreed. This risk is compounded if the assigned collateral only partly covers the claims made to the borrower, or if its valuation is exposed to frequent changes due to changing market conditions (i.e. market risk).

This definition is fully aligned with the definition of credit-impaired and is triggered when it meets one or more of the following criteria:

### Quantitative criteria

The borrower is more than 90 days past due on its contractual payments.

### Qualitative criteria

The Bank considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Bank in full, without recourse by the Bank to actions such as realizing security (if any is held); or
- the borrower is past due more than 90 days on any material credit obligation to the Bank. Overdrafts are considered as being past due once the customer has breached an advised limit or been advised of a limit smaller than the current amount outstanding. In assessing whether a borrower is in default, the Bank considers indicators that are:
  - ✓ qualitative – e.g. breaches of covenant;
  - ✓ quantitative – e.g. overdue status and non-payment on another obligation of the same issuer to the Bank; and
  - ✓ based on data developed internally and obtained from external sources. Inputs into the assessment of whether a financial instrument is in default and the significance may vary over time to reflect changes in circumstances. The definition of default largely aligns with that applied by the Bank for regulatory capital purposes.

The Bank incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. This is based on advice from the Bank's Risk Management Department.

The Bank formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. This process involves developing two more additional economic scenarios and considering the relative probabilities of each outcome.

External information includes economic data and forecasts published by governmental bodies and monetary authorities in the countries where the Bank operates, some international organizations such as the OECD and the International Monetary Fund, and selected private-sector and academic forecasters.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

The base case represents a most-likely outcome and is aligned with information used by the Bank for other purposes such as strategic planning and budgeting. The other scenarios represent more optimistic and more pessimistic outcomes. On an annual basis, the Bank carries out stress testing of more extreme shocks to calibrate its determination of these other representative scenarios.

The Bank has identified and documented key drivers of credit risk and credit losses for each portfolio of financial instruments and, using an analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses.

The factors the Bank considers are as shown below:

Stages	Applicable ECL	Criteria (Quantitative)	Criteria (Qualitative)
<b>Stage 1</b>	12 Month ECL	<ul style="list-style-type: none"> <li>Less than 30 days past due</li> </ul>	<ul style="list-style-type: none"> <li>All loans upon initial recognition</li> </ul>
<b>Stage 2</b>	Lifetime ECL - Loans that have witnessed significant increase in credit risk	<ul style="list-style-type: none"> <li>Internal / external rating downgrade of loans from investment grade to non-investment grade</li> <li>four notches downward movement in a twenty-five notches scale in rating.</li> <li>One notch internal / external rating downgrade of loans for non-investment grade loans</li> <li>Obligation with past due exceeding 30 days</li> <li>Increase of more than 300bps in yield spread over corresponding Federal Government instrument for corporate debt issue</li> <li>For corporate debt issue, three notches downgrade of the issuer rating</li> </ul>	<ul style="list-style-type: none"> <li>Forbearance by CBN</li> <li>Negative modification / restructure to the original loan agreement e.g. for easing the cash-flow burden on the obligor</li> <li>Verified poor credit risk status from the credit bureau</li> <li>Changes in regulatory, economic, or business of the borrower that results in a significant change in the borrower's ability to meet its debt obligations (e.g. a decline in the demand for the borrower's sales product because of a shift in technology)</li> <li>Overdue status and non-payment on another obligation of the same issuer to the Bank</li> </ul>
<b>Stage 3</b>	Lifetime ECL - Loans that have objective evidence of impairment or in default	<ul style="list-style-type: none"> <li>Obligation with past due exceeding 90 days</li> </ul>	<ul style="list-style-type: none"> <li>Force majeure leading to loss of borrower's primary asset</li> </ul>

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

Stages	Applicable ECL	Criteria (Quantitative)	Criteria (Qualitative)
		<ul style="list-style-type: none"><li>Internal and external rating downgrade to "C" rating</li></ul>	

The days past due default definition used by the Bank as criteria in the credit classification for loan loss provisioning is consistent with the nature and observable trends in the credit of the Bank.

Forward-looking economic information is also included in determining the 12-month and lifetime PD, EAD and LGD. These assumptions vary by product type. The assumptions underlying the ECL calculation – such as how the maturity profile of the PDs and how collateral values change etc. – are monitored and reviewed on an annual basis.

### Forward-looking information incorporated in the ECL models

The assessment of SICR and the calculation of ECL both incorporate forward-looking information. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit losses for each portfolio.

These economic variables and their associated impact on the PD, EAD and LGD vary by financial instrument. Expert judgment has also been applied in this process. Forecasts of these economic variables (the "base economic scenario") are provided by the Group's Economics team on a quarterly basis and provide the best estimate view of the economy over the next five years. After five years, to project the economic variables out for the full remaining lifetime of each instrument, a mean reversion approach has been used, which means that economic variables tend to either a long run average rate (e.g. for unemployment) or a long run average growth rate (e.g. GDP) over a period of two to five years.

The impact of these economic variables on the PD, EAD and LGD has been determined by performing statistical regression analysis to understand the impact changes in these variables have had historically on default rates and on the components of LGD and EAD.

In addition to the base economic scenario, the Group's Research team also provide other possible scenarios along with scenario weightings. The number of other scenarios used is set based on the analysis of each major product type to ensure non-linearities are captured. The number of scenarios and their attributes are reassessed at each reporting date. The scenario weightings are determined by a combination of statistical analysis and expert credit judgement, taking account of the range of possible outcomes each chosen scenario is representative of. The assessment of SICR is performed using the Lifetime PD under each of the base, and the other scenarios, multiplied by the associated scenario weighting, along with qualitative and backstop indicators. This determines whether the whole financial instrument is in Stage 1, Stage 2, or Stage 3 and hence whether 12-month or lifetime ECL should be recorded.

Following this assessment, the Group measures ECL as either a probability weighted 12 month ECL (Stage 1), or a probability weighted lifetime ECL (Stages 2 and 3). These probability-weighted ECLs are determined by running each scenario through the relevant ECL model and multiplying it by the appropriate scenario weighting

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

(as opposed to weighting the inputs).

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty and therefore the actual outcomes may be significantly different to those projected. The Group considers these forecasts to represent its best estimate of the possible outcomes and has analysed the non-linearities and asymmetries within the Group's different portfolios to establish that the chosen scenarios are appropriately representative of the range of possible scenarios.

### ESTIMATION OF MULTI-YEAR EXPOSURE AT DEFAULT

Exposure at Default (EAD) is an estimate of the Bank's exposure to its counterparty at the time of default. This estimation (EAD) relates to payment terms, tenure of exposure and the point in time at which default is expected, or actually occurs. For defaulted accounts, the Bank uses the principal amount outstanding and the accrued interest at the point of default as the EAD.

Prepayment is primarily an option to borrower to make bulk payment (full or partial) for the availed facility ahead of its scheduled time. The model has the capacity to compute prepayment rate per sector using prepayment historical data.

### EAD ESTIMATION FOR CERTAIN EXPOSURE FACILITIES

Under this category, future exposure to the facility is known, as the counterparty cannot increase its exposure beyond contractual drawdown schedule. All forms of term loans including amortizing loans, step-up/step-down loans, bullet loans fall under this category, provided there is no prepayment option.

Periodic and Daily amortization schedule are generated using both contractual and computed effective interest rate (EIR).

### ESTIMATION OF MULTI-YEAR LOSS GIVEN DEFAULT

#### Definition of LGD Parameters

Loss Given Default (LGD) parameter is defined as a percentage of exposure that the Bank expects not to collect if default occurs on the contract. It is the complement of the Recovery Rate which is the percentage of exposure that the Bank expects to recover in the event that there is a default.

**Collateral:** This is a property or other asset that a borrower offers as a way for a lender to secure the loan. Since collateral offers some security to the lender should the borrower fail to pay back the loan, loans that are secured by collateral typically have lower credit risk spreads than unsecured loans.

**Haircut:** The amount of the haircut reflects the lender's perceived risk of loss from the asset falling in value or being sold in a forced sale. Haircut is expressed as a percentage of the collateral's market value.

**DR:** Discount rate is the rate used to discount all estimated recovered cash flows from the period of collection to the period of default. The contractual interest rate is used as DR for stage 3 facilities, while the EIR is used for other stages. Effective interest rate (EIR) is defined as the rate that exactly discounts future contractual cash payments through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset or to the amortized cost of a financial liability.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### Measuring ECL – Explanation of inputs, assumptions and estimation techniques

The Expected Credit Loss (ECL) is measured on either a 12-month (12M) or Lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. Expected credit losses are the discounted product of the Probability of Default (PD), Exposure at Default (EAD), and Loss Given Default (LGD), defined as follows:

- The PD represents the likelihood of a borrower defaulting on its financial obligation (as per “Definition of default and credit-impaired” above), either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation.
- EAD is based on the amounts the Bank expects to be owed at the time of default, over the next 12 months (12M EAD) or over the remaining lifetime (Lifetime EAD). For example, for a revolving commitment, the Bank includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.
- Loss Given Default (LGD) represents the Bank’s expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support. LGD is expressed as a percentage loss per unit of exposure at the time of default (EAD). LGD is calculated on a 12-month or lifetime basis, where 12-month LGD is the percentage of loss expected to be made if the default occurs in the next 12 months and Lifetime LGD is the percentage of loss expected to be made if the default occurs over the remaining expected lifetime of the loan.

The Lifetime PD is developed by applying a maturity profile to the current 12M PD. The maturity profile looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans. The maturity profile is based on historical observed data and is assumed to be the same across all assets within a portfolio and credit grade band. This is supported by historical analysis.

The 12-month and lifetime EADs are determined based on the expected payment profile, which varies by product type.

- For amortising products and bullet repayment loans, this is based on the contractual repayments owed by the borrower over a 12month or lifetime basis. This will also be adjusted for any expected overpayments made by a borrower. Early repayment/refinance assumptions are also incorporated into the calculation.
- For revolving products, the exposure at default is predicted by taking current drawn balance and adding a “credit conversion factor” which allows for the expected drawdown of the remaining limit by the time of default. These assumptions vary by product type and current limit utilisation band, based on analysis of the Bank’s recent default data.

The 12-month and lifetime LGDs are determined based on the factors which impact the recoveries made post default. These vary by product type.

- For secured products, this is primarily based on collateral type and projected collateral values, historical discounts to market/book values due to forced sales, time to repossession and recovery costs observed.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

- For unsecured products, LGD's are typically set at product level due to the limited differentiation in recoveries achieved across different borrowers. These LGD's are influenced by collection strategies, including contracted debt sales and price.

Forward-looking economic information is also included in determining the 12-month and lifetime PD, EAD and LGD.

### Qualitative Criteria

PDs are assigned by grouping facilities based on a shared risk characteristic, i.e. homogeneous group. The FSDH internal rating of the obligor was used as the relevant shared characteristic for the purpose of this grouping.

CREDIT RATING	DESCRIPTION	INVESTMENT DECISION
AAA	Exceptional Credit Quality	Investment Grade
AA+	Very High Credit Quality	
AA		
AA-		
A+	High Credit Quality	
A		
A-		
BBB+	Good Asset Quality	
BBB		
BBB-		
BB+	Satisfactory Asset Quality	Speculative Grade
BB		
BB-		
B+	Asset Quality with limited capacity	
B		
B-		
CCC+	Asset Quality with signs of deterioration	
CCC		
CCC-		
CC+	Asset Quality with probability of partial loss	
CC		
CC-		
C+	Default	Default Grade
C		
C-		

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### The Top-Down Approach

The impact of macro-economic variables on non-performance is determined by the model and applied on ECL level. Factors considered include:

- Gross Domestic Product (GDP) growth rate
- Inflation Rate
- Foreign exchange rate

Data consideration included values from current year (2019) and forecast for 2020 and 2021.

### PROBABILITY-WEIGHTED ECL COMPUTATION

A key aspect of IFRS 9 is the introduction of forward-looking estimates into the impairment calculation.

The Bank incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. This is based on advice from the Bank's Risk Management Department and Research Department

The Bank formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. This process involves developing two more additional economic scenarios and considering the relative probabilities of each outcome.

External information includes economic data and forecasts published by governmental bodies and monetary authorities in the countries where the Bank operates, some international organizations such as the OECD and the International Monetary Fund, and selected private-sector and academic forecasters.

The base case represents a most-likely outcome and is aligned with information used by the Bank for other purposes such as strategic planning and budgeting. The other scenarios represent more optimistic and more pessimistic outcomes. On an annual basis, the Bank carries out stress testing of more extreme shocks to calibrate its determination of these other representative scenarios.

### 2.11 Financial guarantee contracts and loan commitments

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks, financial institutions and others on behalf of customers to secure loans, overdrafts and other banking facilities.

Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

- The amount of the loss allowance; and
- The premium received on initial recognition less income recognised in accordance with the principles of IFRS 15.

Loan commitments provided by the Bank are measured as the amount of the loss allowance. The Bank has not provided any commitment to provide loans at a below-market interest rate, or that can be settled net in cash or by

# **FSDH MERCHANT BANK LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

delivering or issuing another financial instrument. For loan commitments and financial guarantee contracts, the loss allowance is recognised as a provision.

However, for contracts that include both a loan and an undrawn commitment and the Bank cannot separately identify the expected credit losses on the undrawn commitment component from those on the loan component, the expected credit losses on the undrawn commitment are recognised together with the loss allowance for the loan. To the extent that the combined expected credit losses exceed the gross carrying amount of the loan, the expected credit losses are recognised as a provision.

### **2.12 Write-off**

Loans and debt securities are written off (either partially or in full) when there is no realistic prospect of recovery. This is generally the case when the Bank determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Bank's procedures for recovery of amounts due.

### **2.13 Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Bank has currently enforceable a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The financial assets and liabilities are presented on a gross basis.

Income and expenses are presented on a net basis only when permitted by accounting standards, or for gains and losses arising from a Group of similar transactions such as in the Bank's trading activity.

### **2.14 Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

### **2.15 Fees and commission income**

Fees and commissions are generally recognised on an accrual basis when the service has been provided. Loan commitment fees for loans that are likely to be drawn down are deferred (together with related direct costs) and recognised as an adjustment to the effective interest rate on the loan. Loan syndication fees are recognised as

# **FSDH MERCHANT BANK LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

revenue when the syndication has been completed and the Group has retained no part of the loan package for itself or has retained a part at the same effective interest rate as the other participants. Commission and fees arising from negotiating, or participating in the negotiation of, a transaction for a third party – such as the arrangement of the acquisition of shares or other securities, or the se or sale of businesses – are recognised on completion of the underlying transaction. Portfolio and other management advisory and service fees are recognised based on the applicable service contracts, usually on a time-apportionate basis. Asset management fees related to investment funds are recognised rateably over the period in which the service is provided. The same principle is applied for wealth management, financial planning and custody services that are continuously provided over an extended period of time. Performance-linked fees or fee components are recognised when the performance criteria are fulfilled.

### **2.16 Dividend income**

Dividend income is recognised in the consolidated statement of comprehensive income when the entity's right to receive payment is established.

### **2.17 Impairment of non-financial assets**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

### **2.18 Cash and cash equivalent**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### **2.19 Property and equipment**

#### **(i) Recognition and measurement**

Property and equipment are stated at historical cost less depreciation. Historical cost includes expenditures that are directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Bank and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

is derecognised when replaced. All other repairs and maintenance costs are charged to the income statement during the reporting period in which they are incurred.

An asset's net book value is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with net book values. These are included in the income statement.

### (iii) Depreciation

Depreciation is recognised in the statement of comprehensive income on a straight-line basis to write down the cost of each asset, to their residual values over the estimated useful lives of each part of an item of property and equipment. Leased assets under finance lease are depreciated over the shorter of the lease term and their useful lives.

Depreciation begins when an asset is available for use and ceases at the earlier of the date that the asset is derecognised or classified as held for sale in accordance with IFRS 5. A non-current asset or disposal group is not depreciated while it is classified as held for sale.

The estimated useful lives for the current and comparative periods are as follows:

Leasehold improvements over the shorter of the useful life of the item or lease term. Land is not depreciated.

-Leasehold improvements	-	25% or over the lease period
-Office equipment	-	20%
-Computer equipment	-	33%
-Office Furniture and fittings	-	12.5% - 25%
-Motor vehicles	-	25%
-Work in progress	-	0%

Depreciation methods, useful lives and residual values are reassessed at each reporting date.

### (iv) De-recognition

An item of property and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in statement of comprehensive income in the year the asset is derecognised.

## 2.20 Non-current assets held for sale

Non-current assets are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell. Assets classified as held for sale are measured at fair value, gain or loss arising from a change in the fair value of the asset held for sale is recognised in income statement for the period in which it arise.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of derecognition.

Non-current assets are not depreciated in the financial statements of the Bank.

### 2.21 Intangible assets

Costs associated with maintaining software programs are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is ready for use. The Bank chooses to use the cost model for the measurement after initial recognition. Prior to deployment for usage, such assets are classified under work in progress and are not subjected to amortization.

Amortisation is calculated over 3 years on a straight line basis.

### 2.22 Income tax

#### (a) Current income tax

Income tax payable is calculated on the basis of the tax law in Nigeria and is recognised as an expense (income) for the period except to the extent that the current tax relates to items that are charged or credited in other comprehensive income or directly to equity. In these circumstances, current tax is charged or credited to other comprehensive income or to equity (for example, current tax on equity instruments for which the entity has elected to present gains and losses in other comprehensive income).

Where tax losses can be relieved only by carry-forward against taxable profits of future periods, a deductible temporary difference arises. Those losses carried forward are set off against deferred tax liabilities carried in the consolidated statement of financial position.

The Bank does not offset current income tax liabilities and current income tax assets.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### (b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the date of the consolidated statement of financial position and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The principal temporary differences arise from depreciation of property, plant and equipment, revaluation of certain financial assets and liabilities, provisions for gratuity and carry-forwards. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss.

The tax effects of carry-forwards of unused losses, unused tax credits and other deferred tax assets are recognised when it is probable that future taxable profit will be available against which these losses and other temporary differences can be utilised.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of the asset or liability and is not discounted. Deferred tax assets are reviewed at each balance sheet date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax is provided on temporary differences arising from investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Bank and it is probable that the difference will not reverse in the foreseeable future.

Deferred tax related to fair value re-measurement of available for sale instruments, which are recognised in other comprehensive income, is also recognised in other comprehensive income and subsequently in the income statement together with the deferred gain or loss.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same tax authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis

### **2.23 Employee benefits**

The Bank in addition to its defined contribution scheme under the Pension Reform Act, also sponsors a post-employment plan under which entities within the Bank contribute a percentage of employees' basic salary to a fund manager in favour of the employees. The amount of the post-employment benefits received by the employee is determined by the amount of contributions paid by the company to the post-employment benefit plan, together with investment returns arising from the contributions. Thus, actuarial risk (that benefits will be less than expected) and investment risk fall on the employee.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### (a) Pension costs

The Company operates a defined contribution scheme in line with the subsisting Pension Act where employees are entitled to join the scheme on confirmation of their employment. The employee and the Company contribute 6% and 12% respectively of the employee's basic salary, transport and rent allowances. The Company has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

### (b) Post-employment defined contribution plan

The group in addition to its defined contribution scheme under the Pension Reform Act, also sponsors a post-employment plan under which entities within the group contribute a percentage of employees' basic salary to a fund manager in favour of the employees. The amount of the post-employment benefits received by the employee is determined by the amount of contributions paid by the company to the post-employment benefit plan, together with investment returns arising from the contributions. Thus, actuarial risk (that benefits will be less than expected) and investment risk fall on the employee.

## 2.24 Provisions, contingent liabilities and assets

Provisions are liabilities that are uncertain in amount and timing. Provisions are recognised when the Bank has a present legal or constructive obligation as a result of past events and it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Where there is a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

A contingent liability is a possible obligation that arises from a past event and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Bank or the Bank has a present obligation as a result of a past event. It is not recognised because it is not likely that an outflow of resources will be required to settle the obligation or the amount cannot be reliably estimated. Contingent liabilities normally comprise of legal claims under arbitration or court process in respect of which a liability is not likely to occur.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Bank. Contingent assets are not recognised as assets in the consolidated statement of financial position but is disclosed if they are likely to eventuate.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### 2.25 Share capital

#### (a) Share issue costs

Incremental costs directly attributable to the issue of new shares or options or to the acquisition of a business are shown in equity as a deduction, net of tax, from the proceeds.

#### (b) Dividends on ordinary shares

Dividends on ordinary shares are recognised in equity in the period in which they are approved by the Bank's shareholders. Dividends for the year that are declared after the date of the consolidated statement of financial position are dealt with in the subsequent events note. Dividends proposed by the Directors' but not yet approved by members are disclosed in the financial statements in accordance with the requirements of the Company and Allied Matters Act 1990 (CAMA).

#### (c) Treasury Shares

Where the Bank or any member of the Bank purchases the Bank's shares, the consideration paid is deducted from shareholders' equity as treasury shares until the shares are cancelled. Where such shares are subsequently sold or reissued, any consideration received is included in shareholders' equity.

#### (d) Statutory Reserve

Nigerian Banking regulations require the Bank to make an annual appropriation to a statutory reserve. As stipulated by S.16 (1) of the Banks and Other Financial Institutions Act of 1991 (Amended), an appropriation of 30% of profit after tax is made if the statutory reserve is less than paid-up share capital and 15% of profit after tax if the statutory reserve is greater than the paid up share capital.

#### (e) Credit Risk Reserve

In compliance with the Prudential Guidelines for Licensed Banks, the Bank assesses qualifying financial assets using the guidance under the Prudential Guidelines. These apply objective and subjective criteria towards providing for losses in risk assets. Assets are classified as performing or non-performing. Non-performing assets are further classed as Substandard, Doubtful or Lost with attendant provision as per the table below based on objective criteria.

<b>Classification</b>	<b>Basis</b>	<b>Percentage provided</b>
Substandard	Interest and/or principal overdue by 90 days but less than 180 days.	10%
Doubtful	Interest and/or principal overdue by more than 180 days but less than 365 days.	50%

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

Lost	Interest and/or principal overdue by more than 365 days.	100%
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A more accelerated provision may be done using the subjective criteria. A 1% provision is taken on all risk assets not specifically provisioned.

The results of the application of Prudential Guidelines and the impairment determined for these assets under IFRS 9 are compared. The IFRS 9 determined impairment charge is always included in the income statement. Where the Prudential Guidelines provision is greater, the difference is appropriated from Retained Earnings and included in a non-distributable reserve called "Credit Risk Reserve". Where the IFRS 9 impairment is greater, no appropriation is made and the amount of the IFRS 9 impairment is recognised in the Statement of Comprehensive Income.

All provisions determined under Prudential Guidelines are compared with that of IFRS in line with the CBN guidelines.

### **2.26 Earnings per share**

The Bank presents basic and diluted earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit after tax attributable to ordinary shareholders of the Bank by the weighted average number of ordinary shares outstanding during the period excluding treasury shares.

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

### **2.27 Comparatives**

Except when a standard or an interpretation permits or requires otherwise, all amounts are reported or disclosed with comparative information. Where IAS 8 applies, comparative figures have been adjusted to conform to changes in presentation in the current year.

#### **Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands of naira unless otherwise stated.

#### **Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands of naira unless otherwise stated.

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**3.0 Enterprise Risk Management Review**

Management is fully aware that every financial, operational or strategic decision made may either adversely affect or strengthen our ability to meet the Bank's organizational objectives. Management is also aware of the need to balance the contradictory pressures of greater entrepreneurialism with losses from downside risks. Thus, risk is seen as the level of exposure – opportunity, threat, and uncertainty that must be identified, understood, measured and effectively managed, as the Bank's executes its strategies to achieve its business objectives and create value.

The risks associated with the Bank's businesses include - financial risks (which consist of credit, market, and liquidity risk), operational risk, concentration risk, reputational risk, interest rate risk, downgrade risk, business risk, regulatory compliance risk and environment and social risk.

For the Bank to achieve long term success, it must manage all chosen opportunities and identified threats effectively within the Bank's risk appetite.

The risk management philosophy and culture are the set of shared beliefs, values, attitudes and practices that govern how Management considers the risks inherent in the Bank's business activities, from strategy development and implementation to day-to-day activities.

Management's risk philosophy is conservative. We believe that a sound risk management system is the foundation for building a vibrant and viable financial institution. Therefore, an enterprise-wide approach to risk management has been adopted, wherein key risks, financial and non- financial, from all areas of the business are managed within the context of the Bank's risk appetite.

Consequent upon its risk management philosophy, the Bank strives to embed the following guiding principles of its risk culture into its daily practices:

- a. The Bank insists on a robust risk management governance structure that enables it to manage all major aspects of its activities through an integrated planning and review process that includes strategic, financial, customer and risk planning.
- b. Our Board and Senior Management insists on and promotes a strong culture of adherence to limits in managing risk exposure.
- c. Risk management in the Bank is governed by formally documented and defined policies and procedures, which are clearly communicated to all.
- d. The Bank avoids products, businesses and markets that it does not fully understand or for which management cannot reasonably and objectively measure and manage the associated risks.
- e. The Bank strives to maintain a balance between risk/opportunity and revenue consideration with its risk appetite. Thus, risk-related issues are considered in all our business decisions.
- f. The Bank creates and evaluates business units and enterprise risk profiles to consider what is best for its individual business units and the Bank as a whole.

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- g. The Bank's risk officers are empowered to perform their duties professionally and independently within clearly defined authorities.
- h. Staff are encouraged to disclose inherent risks and actual losses openly, fully, honestly and quickly.
- i. The Bank creates a process for institutionalising the lessons learned from risk events and penalises negligent recurrence.
- j. The Bank has zero tolerance for breach of laws and regulations.
- k. The Bank has zero appetite for associating with disreputable individuals and organisations

Our risk management objectives are as follows:

- a. To identify our material risks and ensure that our business plans are consistent with our risk appetite.
- b. To ensure that our business growth plans are properly supported by an effective and efficient risk management function.
- c. To manage our risk profile, ensuring that specific financial deliverables remain possible under a range of possible business conditions.
- d. To optimise our risk and return trade-off by ensuring that our business units act as primary risk managers while establishing strong and independent review and challenge structures.
- e. To protect the Bank against unexpected losses and reduce the volatility of our earnings.
- f. To maximise risk-adjusted opportunities, earnings potential and ultimately our stakeholder value.
- g. To help Management improve the control and coordination of risk-taking across the Bank.
- h. To build a risk-smart workforce and environment that allows for innovation and responsible risk-taking by our staff while ensuring cost-effective and legitimate precautions are taken to protect the shareholders' interest.

The Bank's risk appetite articulates the quantum of residual risk it is prepared to accept or tolerate in pursuit of its strategic business objectives.

The Risk Management department periodically recommends specific measures relating to these parameters to the Board for approval. The risk appetite guides in setting the parameters listed below:

**Financial**

- a. Financial and prudential ratios are set to meet the minimum statutory requirements
- b. Capital-at-risk driven by the Bank's shareholder value creation objectives.
- c. Capital adequacy is set to exceed the minimum regulatory limits.

**Credit**

- a. Asset quality, measured by the ratio of non-performing loans to total loans.
- b. Maximum credit exposure per industry, product, obligor.
- c. Zero tolerance for undisciplined lending.

**Reputational**

- a. Favourable reports from external auditors and rating agencies.
- b. Zero tolerance for any utterance (by directors or employees) that may impact negatively on the Bank's operations.
- c. Zero appetite for association with disreputable individuals and organisations.
- d. Zero appetite for unethical or illegal and/or unprofessional conduct by our directors, executive management and staff.

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**Ratings**

The Bank aims to achieve consistently good ratings issued by domestic or internationally recognised rating agencies. The ratings must reflect sound financial asset quality, strong liquidity position, strong capital adequacy level, strategic positioning in the fundamentals, excellent economy and potential for superior earnings.

**Customer Service**

- a. Acceptable customer attrition level as defined by the Board.
- b. Minimum acceptable percentage of satisfied customers from feedback surveys.
- c. Acceptable complaints volume.

**Regulatory**

- a. Zero amount or number of sanctions by the CBN and other regulatory agencies.
- b. Zero tolerance for infractions and non-compliance with laws.

**Market Risk**

The following are the objectives for managing market risk in the Bank:

- Maintaining market risk within limits in line with the Bank's risk appetite;
- Identifying and accurately measuring our market risk exposure to aid efficient decision making; and
- Mitigating and monitoring our market risk exposures effectively.

The Bank in managing market risk tracks the following limits:

- a. Trading limit
- b. Stop loss limits
- c. Interest rate gap limits

**Liquidity Risk**

The Bank tracks the following limits in compliance with regulatory requirements and/or to conform to leading practices in liquidity risk management:

- a. Liquidity ratio set to exceed minimum regulatory limits
- b. Total deposits to total assets
- c. Duration of liquid assets
- d. Large fund provider to total deposits
- e. Capital adequacy
- f. Total loans to total deposits
- g. Total earning assets to total assets
- h. Aggregate large credit to shareholders funds

Senior management proposes a well articulated risk appetite framework and recommends it to the Board for approval annually. It also establishes a process for allocating the appetite among the business units and subsidiaries and reporting against these limits.

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3.1 Financial Instruments

31 December 2019	Financial Assets			Financial Liabilities	
	At fair value through profit or loss	FVOCI	Amortised Cost	At fair value through profit or loss	Amortised cost
In thousands of Nigerian Naira					
<b>Financial assets:</b>					
Cash	-	-	85	-	-
Balances with other banks					
- Operating balance with Central Bank of Nigeria	-	-	3,907,089	-	-
- Balances with banks in Nigeria	-	-	263,277	-	-
- Balances with banks outside Nigeria	-	-	4,779,983	-	-
- Mandatory reserve deposit with Central Bank of Nigeria	-	-	7,210,940	-	-
Loans to banks					
- Placements with banks	-	-	9,817,413	-	-
Financial instruments Held For Trading					
- Nigerian Treasury Bills	2,704,105	-	-	-	-
Loans and advances					
- Loans and advances (net of impairment)	-	-	45,496,340	-	-
Investment securities					
- Equity securities	-	563,043	-	-	-
- Nigerian Treasury Bills	-	17,242,594	-	-	-
- Promissory Notes and Commercial Bills	-	2,676,133	-	-	-
- Federal Government of Nigeria bonds	-	6,255,000	-	-	-
- Corporate bonds	-	16,710,447	-	-	-
Derivative financial instruments	414,929	-	-	-	-
Pledged assets					
- Nigerian Treasury Bills	-	31,958,201	-	-	-
- Federal Government of Nigeria bonds	-	1,147,552	-	-	-
- Corporate bonds	-	-	-	-	-
Other assets					
- Receivables (net impairment)	-	-	294,822	-	-
<b>Financial liabilities:</b>					
- Secured borrowings	-	-	-	-	27,681,910
- Other Balances					2,918
Derivatives					
- FX forward contracts	-	-	-	395,283	-
Due to customers					
- Demand	-	-	-	-	9,670,569
- Term	-	-	-	-	37,393,996
- Client investments under repurchase	-	-	-	-	9,275,871
Other liabilities					
- Customers' deposit for foreign trade	-	-	-	-	4,606,865
- Amounts held on behalf of third parties	-	-	-	-	4,547,095
- Unclaimed third party deposits	-	-	-	-	11,923
- Sundry creditors	-	-	-	-	88,568
- Accruals	-	-	-	-	164,416
- Stale cheques and other payable	-	-	-	-	1,956,934
Lease Liabilities	-	-	-	-	54,509
Debt securities					
- FSDH Commercial Papers	-	-	-	-	14,086,009
Other borrowed funds					
- Due to AfDB	-	-	-	-	18,737,312
	<b>3,119,034</b>	<b>76,552,970</b>	<b>71,769,949</b>	<b>395,283</b>	<b>142,368,048</b>

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31 December 2018	Financial Assets			Financial Liabilities	
	At fair value through profit or loss	FVOCI	Amortised Cost	At fair value through profit or loss	Amortised cost
In thousands of Nigerian Naira					
Financial assets:					
Cash and bank balances					
Cash	-	-	37	-	-
Balances with other banks					
- Operating balance with Central Bank of Nigeria	-	-	1,324,916	-	-
- Balances with banks in Nigeria	-	-	657,634	-	-
- Balances with banks outside Nigeria	-	-	5,008,095	-	-
- Mandatory reserve deposit with Central Bank of Nigeria	-	-	4,196,302	-	-
Loans to banks					
- Placements with banks	-	-	17,057,637	-	-
- Placements with other financial institutions	-	-	-	-	-
Financial instruments held for trading					
- Nigerian Treasury Bills	344,516	-	-	-	-
- Corporate bonds	1,128,755	-	-	-	-
Loans and advances					
- Loans and advances (net of impairment)	-	-	40,536,858	-	-
Investment securities					
- Equity securities	-	342,473	-	-	-
- Nigerian Treasury Bills	-	24,524,054	4,693,596	-	-
- Federal Government of Nigeria bonds	-	325,631	-	-	-
- Corporate bonds	-	4,141,106	-	-	-
Derivative financial instruments	607,076	-	-	-	-
Pledged assets					
- Nigerian Treasury Bills	-	3,830,738	-	-	-
- Federal Government of Nigeria bonds	-	5,063,491	-	-	-
Other assets					
- Receivables (net impairment)	-	-	252,081	-	-
<b>Financial liabilities:</b>					
Due to banks					
- Current account - local	-	-	-	-	705,274
- Current account - foreign	-	-	-	-	3,620,314
- Secured borrowings	-	-	-	-	416,260
- Trade Related Obligations to local banks	-	-	-	-	3,144
Derivatives					
- FX forward contracts	-	-	-	590,903	-
Due to customers					
- Liabilities under repurchase agreements	-	-	-	-	-
- Demand	-	-	-	-	9,269,590
- Term	-	-	-	-	31,245,455
- Client investments under repurchase	-	-	-	-	6,204,316
Other liabilities					
- Customers' deposit for foreign trade	-	-	-	-	3,278,776
- Amounts held on behalf of third parties	-	-	-	-	848,356
- Unclaimed third party deposits	-	-	-	-	5,505
- Sundry creditors	-	-	-	-	82,226
- Stale cheques and other payable	-	-	-	-	335,693
Debt securities					
- Commercial papers	-	-	-	-	14,524,709
Other borrowed funds					
- Due to AfDB	-	-	-	-	305,686
					18,420,265
	<b>2,080,347</b>	<b>38,227,493</b>	<b>73,727,156</b>	<b>590,903</b>	<b>89,265,569</b>

**FSDH MERCHANT BANK LIMITED**  
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**3.1.1 Credit Risk**

Credit risk is the risk of financial loss to the Bank if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It arises principally from the Bank's loans and advances to customers and other banks, and investment in debt securities. For risk management reporting purposes, the Bank considers and consolidates all elements of credit risk exposure (such as individual obligor risk, country risk and sector risk).

**3.1.2 Settlement Risk**

The Bank's activities may give rise to risk at the time of settlement of transactions and trades. "Settlement risk" is the risk of loss due to the failure of an entity to honour its obligations to deliver cash, securities or other assets as contractually agreed.

For certain types of transactions, the Bank mitigates this risk by conducting settlements through a settlement/clearing agent to ensure that a trade is settled only when both parties have fulfilled their contractual settlement obligations.

The FSDH Merchant Bank's Enterprise Risk Management (ERM) Framework and Credit Policy Manual define the overall principles under which FSDH Merchant Bank is prepared to assume credit risk. The standard sets out the overall framework for the consistent and unified governance, identification, measurement, management and reporting of credit risk in FSDH.

These policies provide a comprehensive framework within which all credit risk emanating from the operations of FSDH are legally executed, properly monitored and controlled to minimise the risk of financial loss; and assure consistency of approach in the treatment of regulatory compliance requirements.

The Management Risk Committee is mandated to provide high level centralized management of credit risk for the Bank. The purpose of the Management Risk Committee is to assist the Board Risk Committee in fulfilling its oversight responsibility in exercising diligence, due care and skill to oversee, direct and review the management of credit risk within the Bank. Specifically, the roles and responsibilities of the Committee include the following:

- Credit strategy and policy formulation
- Credit approval
- Credit monitoring
- Credit risk compliance

**3.1.3 Principal Credit Policies**

The principal credit policies guiding the Bank shields the Bank against inherent and concentration risks through all the credit levels of selection, underwriting, administration and control.

Some of the policies are:

- Credit will only be extended to suitable and well identified customers
- Exposures to any industry or customer will be determined by the regulatory guidelines, clearly defined internal policies, debt service capability and balance sheet management guidelines.
- Credit will not be extended to customers where the source of repayment is unknown or speculative and also where the destination of the funds is unknown. There must be a clear and verifiable purpose for the use of funds.
  - Corporate bonds
- The primary source of repayment for all credits must be from identifiable cash flows from the counterparty's normal business operations or other financial arrangements. The realization of security remains a fall back option.
- A pricing model that reflects variations in the risk profile of various credit facilities to ensure that higher risks are compensated with higher returns.
- All conflict of interest situations must be avoided.

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**3.1.4 Credit Risk Measurement**

Over the years, the Bank has expanded its operational scope and enhanced its suite of financial advisory services to its clientele. The product offerings of the Bank include buying and selling of securities, term loans, invoice discounting, overdraft, commercial facilities, asset backed notes, LPO/Contract financing, trade finance, foreign exchange, bonds and guarantees, loan syndications, project finance, structured finance, corporate finance and financial advisory services (debt & equity).

Credit risk represents the loss that the Bank would incur if a counterparty (such as a bank, corporate, individual or sovereign) or an issuer of securities (or other instruments the Bank holds) fails to perform its contractual obligations or upon deterioration in the credit quality of third parties whose securities or other instruments it holds.

Over the years, the Bank has devoted resources and harnessed its credit data into developing models to improve the determination of economic and financial threats due to credit risk. As a result, some key factors are considered in credit risk measurement:

- 1) Adherence to strict credit selection criteria which includes a defined target market, credit history, capacity and character of the customers.
- 2) The possibility of failure to pay over the period stipulated in the contract.
- 3) The size of the facility in case default occurs
- 4) Estimated rate of recovery which is a measure of the portion of debt that can be regained through freezing of assets and collateral should default transpire.

**Methodology for Risk Rating**

For loans & receivables and placement with banks, the Bank utilises Obligor Risk Rating and Facility Risk Rating models to assign ratings to obligor and facilities in line with the Bank's Credit Policy. The Obligor Risk Rating models include the Bank Risk Rating and Corporates Risk Rating models. The Bank utilises the Bank Rating model and the Corporate Rating model to rate Bank and corporate organisations respectively. Each rating model considers qualitative and quantitative conditions of the obligor. For the quantitative analysis, a three year history of financial position is required to adequately appraise the customer and the financial performance is benchmarked against industry averages. The qualitative section covers corporate governance issues, industry and business considerations to give a perception of the customer.

Ratings are assigned to individuals who seek margin facilities from the Bank. These ratings are assigned to customers depending on the ability to repay and the quality of the collateral pledged.

In summary, the key factors considered while doing an appraisal of the customer include:

- A measure of the financial and non financial risks of the borrower. In order to properly evaluate the non financial risks of the borrower, a thorough industry analysis is carried out by a dedicated team in Risk Management. This is used as a benchmark for the obligor
- Obligor rating considers the financial condition, management and ownership structure, industry and other qualitative factors of the customer.
- Facility rating recognises the risk mitigation and facility structuring as features of the credit facility. Considerations here include the nature and quality of collateral, the structure of the loan, and the nature and purpose of the loan, among others.

Ratings are assigned to customer for a period of one year. The exception to the foregoing is if the facility is project finance. Project finance facilities are monitored after the initial rating for any sign(s) of distress.

All ratings are reviewed annually. More frequent reviews are occasioned by unexpected developments such as policy and market changes. Changes to the obligor's status and/or capability will also trigger a review. The Bank generally avoids high risk obligors that will warrant frequent reviews and management.

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The Bank maintains the under listed rating grade which is applicable to both new and existing customers. A self explanatory rating grid showing how ratings are assigned is illustrated below:

SCORE	RATING	EXPLANATION
70 and above	Aaa	The financial condition and ability to meet obligations is excellent
65 to 69	Aa	The financial condition and capacity to meet financial obligations are considered very good
60 to 64	A	Good financial condition and capacity to meet obligations
55 to 59	Bbb	Financial condition and ability to meet obligations are considered satisfactory but needs a fair amount of external financial support in the form of refinancing; ability to obtain same is assured.
50 to 54	Bb	The financial condition is satisfactory but the company is highly dependent on external financing. Collateral or a reliable corporate guarantee may be required.
45 to 49	B	Weak financial Condition. Highly dependent on external financial support, but its business strategies are progressive. Credit to these issuers should be on a transaction basis with adequate security and repayment structure tied to source of repayment.
Below 45	C	Financial condition is very week. Networth is likely to be negative and obligations may already be in default.

A "+" (plus) or "-" (minus) sign may be assigned to ratings from Aa to C to reflect comparative position within the rating category. Therefore, a rating with + (plus) attached to it is a notch higher than a rating without the + (plus) sign and two notches higher than a rating with the - (minus) sign.

**3.1.5 Risk limit and control mitigation policies**

The medium by which limits for banks and issuers are created is the credit appraisal (CA). A signed CA must evidence all types of credit lines being considered for the client. The Board of Directors of the Bank set up a Board Risk Committee (BRC) with the authority to approve credit facilities on behalf of the Board. The Board also gave the authority to grant credit approval to the Management Risk Committee (MRC).

All credits in the Bank are rated using the Bank's internal rating model. As part of the credit appraisal process, such rating is compared and evaluated against published ratings of external rating agencies.

These ratings, apart from determining values of credit to be advanced to an obligor, also guides Management and the Board on authorisation limits for approving credit facilities.

This laid down authority governs credit extension. The limits set by the Board are as indicated below:

Approving Authorities	Approved Volume	Ratings
*Management Risk Committee	Up to N10.5bn	Aa - Aaa
Board Risk Committee (BRC)	Up to N6bn	Aa - Aaa
Board Risk Committee (BRC)	Up to N3.7bn	Bbb- - A
Full Board	Up to N1.26bn	Bb+ - B-
Full Board	Up to N0.75bn	C

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\* The Management Risk Committee shall comprise the officers specified below, signing jointly:

- Chief Risk Officer
- Executive Directors
- Managing Director/CEO

It is pertinent to state that these limits are reviewed from time to time as the circumstances demand.

**Economic variable assumptions**

The most significant period-end assumptions used for the ECL estimate as at 31 December 2019 and 31 december 2018 are set out below.

31 December 2019		2020	2021	2022	2023
Real GDP Growth Rate - Year on Year	Base Case	2.80%	2.52%	2.73%	2.61%
	Best Case	2.46%	2.48%	2.73%	2.61%
	Worst Case	2.20%	2.40%	2.73%	2.61%
Exchange Rate (N/US\$)	Base Case	381.08	406.08	439.02	479.20
	Best Case	385.06	410.83	445.00	486.98
	Worst Case	386.67	412.84	447.60	490.57
Inflation Rate	Base Case	9.00%	10.82%	10.49%	10.12%
	Best Case	11.57%	11.26%	11.06%	10.75%
	Worst Case	13.00%	11.50%	11.40%	11.14%

31 December 2018		2019	2020	2021	2022
Real GDP Growth Rate - Year on Year	Base Case	2.48%	3.00%	2.80%	2.71%
	Best Case	2.71%	2.77%	2.57%	2.48%
	Worst Case	1.83%	2.35%	2.14%	2.06%
Exchange Rate (N/US\$)	Base Case	375	390	390	390
	Best Case	365	365	365	365
	Worst Case	400	400	410	410
Inflation Rate	Base Case	11.49%	11.11%	11.24%	10.81%
	Best Case	9.89%	9.51%	9.64%	9.21%
	Worst Case	13.39%	13.01%	13.14%	12.71%

**SENSITIVITY ANALYSIS**

The most significant assumptions affecting the ECL allowance are as follows:

- (i) GDP, given the significant impact on companies' performance and collateral valuations; and
- (ii) Inflation, given its impact on interest rates and companies' likelihood of default.

Set out below are the changes to the ECL as at 31 December 2019 and 31 December 2018 that would result from reasonably possible changes in this parameter from the actual assumptions used in the bank's economic variable assumptions (for example, the impact on ECL of increasing the estimated inflation rate by a specified percentage)

	+2%	No change	+3%
Inflation	1,325,186	1,299,202	1,338,178
December 2019	-2.3%	No change	-3.3%
GDP	1,269,320	1,299,202	1,256,328
December 2018	-1%	No change	+1%
Inflation	1,824,352	1,824,668	1,824,984
	-1%	No change	+1%
GDP	1,824,367	1,824,668	1,824,969

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**3.1.6 Collateral Policies**

To minimise the risk of loss by the Bank in the event of a decline in quality or delinquency, the Bank ensures that credit exposures have appropriate collateral. Security documents are reviewed to ensure their continuous enforceability. Also, securities held against exposures are reviewed regularly to ensure realisability and value. Where diminution in value has occurred, appropriate steps are taken to shore up such positions.

This is done throughout the life of the credit exposure.

Collateral securities pledged to the Bank must be in negotiable form and its types include the following:

- Real estate, plant and equipment collateral (usually all asset or mortgage debenture or charge) which have to be registered and enforceable under Nigerian law
- Collateral consisting of inventory, account receivables, floating debenture, etc, which have to be registered and, must be enforceable in Nigeria and under Nigerian law.
- Stocks and shares of publicly quoted companies
- Domiciliation of payment on contracts
- Letters of Lien

Currently, the various types of collateral held are against our Commercial Bills and Margin facilities. They consist of stocks and shares of publicly quoted companies, real estate, letters of lien, domiciliation of payment contracts and charge on assets.

FSDH shall track, value and give or receive collateral during the eligible or applicable life of every credit transaction. General tasks on a day to day basis shall include:

- Managing collateral movement – record details of collateral, monitor customer exposure and collateral received or posted.
- Mark-to-market situation or position where applicable and call for margins as may be required.
- Deal with disagreements and disputes over exposure calculations and collateral valuations.
- Provide custody, clearing and settlement (depending on how the legal relationship is structured)
- Manage collateral inflows and outflows
- Do regular valuations (quarterly at the minimum) of all securities. Depending on security type (equity or fixed income), valuation can be done on an end of day (EOD) basis
- Deal with requests for collateral substitution where required

To ensure ease of realisation of collateral in the event of non-performance, all credit documentation requirements shall be met before a credit facility is availed and where there are waivers, relationship officers and Risk Management Department must ensure that such waivers are resolved within the approved period.

As a matter of good business practice, adequate security ought to be taken from a customer, whose financial standing and track record do not justify lending on a clean basis.

Clean lending situations may arise where it makes economic sense to do so based on perceived client's credit risk.

Therefore, depending on counterparty obligor/facility rating, collateral security may be waived as a pre-condition for granting the facility. Consequently, obligors with ratings below investment grade must, as a necessity, provide acceptable security before approval can be granted. Obligor with Investment Grade credit ratings may be allowed clean facility, depending on their financial standing. Accordingly, such decisions shall be taken by Management and/or the Board Risk Committee where necessary.

For placements with financial institutions which consist of mainly banks, the amount of credit extended is based on the strength of the institution as shown by the Bank's internal rating model.

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**3.1.7 Maximum exposure to credit risk before collateral held or other credit enhancements**

The table below shows the maximum exposure of financial assets to credit risk as of the balance sheet date;

	<b>Dec-19</b>	<b>Dec-18</b>
	<b>N'000</b>	<b>N'000</b>
Cash and bank balances		
Balances with other banks		
- Operating balance with Central Bank of Nigeria	3,907,089	1,324,916
- Balances with banks in Nigeria	263,277	657,634
- Balances with banks outside Nigeria	4,779,983	5,008,095
- Mandatory reserve deposit with Central Bank of Nigeria	7,210,940	4,196,302
Loans to banks		
- Placements with banks	9,817,413	17,057,637
Financial instruments held for trading/fair value through profit or loss		
- Nigerian Treasury Bills	2,704,105	344,516
- Corporate Bonds	-	1,128,755
Derivative financial instruments		
- Foreign exchange forward contract	414,929	607,076
Loans and advances to customers		
- Loans and advances (net of impairment)	45,496,340	40,536,858
Investment securities through FVOCI		
- Nigerian Treasury Bills	17,242,594	29,217,650
- Federal Government of Nigeria bonds	6,255,000	325,631
- Corporate bonds	16,710,447	4,141,106
- Promissory Notes & Commercial Bills	2,676,133	
Pledged assets		
- Nigerian Treasury Bills	31,958,201	3,830,738
- Federal Government of Nigeria bonds	1,147,552	5,063,491
Other assets		
- Receivables	294,822	252,081
	<u>150,878,824</u>	<u>113,692,486</u>
Credit related commitments		
- Letters of Credit	13,795,747	21,044,590
- Performance bonds and guarantees	3,005,132	132,598
- Loan commitments	35,620,897	20,346,805
	<u>52,421,776</u>	<u>41,523,993</u>

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In thousands of Nigerian Naira	Chemical and Allied Product	Government	Finance and Insurance	Conglomerate	Oil & Gas Upstream	Oil & Gas Downstream	Real Estate	Telecoms	Crop production	Flourmills and Bakeries	Food products	Pharmaceuticals	Power Generation/	General - Logistics	Textiles and apparels	Others	Total
Financial assets:																	
Cash and bank balances																	
Balances with other banks																	
- Operating balance with Central Bank of Nigeria		3,907,089	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,907,089
- Balances with banks in Nigeria		-	263,277	-	-	-	-	-	-	-	-	-	-	-	-	-	263,277
- Balances with banks outside Nigeria		-	4,779,983	-	-	-	-	-	-	-	-	-	-	-	-	-	4,779,983
- Mandatory reserve deposit with Central Bank of Nigeria		7,210,940	-	-	-	-	-	-	-	-	-	-	-	-	-	-	7,210,940
Loans to banks																	
- Placements with banks		-	9,817,336	-	-	-	-	-	-	-	-	-	-	-	-	-	9,817,336
Financial instruments held as fair value through profit or loss																	
- Nigerian Treasury Bills		2,704,105	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,704,105
Derivative financial instruments																	
- Foreign exchange forward contract		414,929	-	-	-	-	-	-	-	-	-	-	-	-	-	-	414,929
Loans and advances																	
- Loans and advances (net of impairment)	672,504	-	10,219,367	2,595,332	14,696,259	2,947,828	3,031,053	6,674,450	-	-	1,686,474	254,641	64,190	2,256,916	-	397,326	45,496,340
Investment securities																	
- Nigerian Treasury Bills		17,242,594	-	-	-	-	-	-	-	-	-	-	-	-	-	-	17,242,594
- Federal Government of Nigeria bonds		6,255,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6,255,000
- Corporate bonds		2,738,087	13,972,360	-	-	-	-	-	-	-	-	-	-	-	-	-	16,710,447
- Promissory Notes & Commercial Bills		109,181	-	-	-	-	-	-	-	-	-	-	-	-	-	2,566,952	2,676,133
Pledged assets																	
- Nigerian Treasury Bills		31,958,201	-	-	-	-	-	-	-	-	-	-	-	-	-	-	31,958,201
- Federal Government of Nigeria bonds		1,147,552	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,147,552
Other assets																	
- Receivables		-	294,822	-	-	-	-	-	-	-	-	-	-	-	-	-	294,822
<b>Total</b>	<b>672,504</b>	<b>73,687,678</b>	<b>39,347,145</b>	<b>2,595,332</b>	<b>14,696,259</b>	<b>2,947,828</b>	<b>3,031,053</b>	<b>6,674,450</b>	<b>-</b>	<b>-</b>	<b>1,686,474</b>	<b>254,641</b>	<b>64,190</b>	<b>2,256,916</b>	<b>-</b>	<b>2,964,278</b>	<b>150,878,747</b>
	Chemical and Allied Product	Beverages	Telecoms	Conglomerate	Crop production	Oil & Gas Downstream	Flourmills and Bakeries	Food products	Pharmaceuticals	Power Generation/ Plants	General - Logistics	Textiles and apparels	Oil & Gas Upstream	Information	Insurance Companies	Others	Total
- Letters of Credit	185,343	-	2,167	16,306	-	137,267	6,723,077	1,740,507	64,684	805,053	3,646,195	-	475,146	-	-	-	13,795,747
- Performance bonds and guarantees	77,510	-	-	-	-	-	-	-	70,000	290,636	2,566,987	-	-	-	-	-	3,005,133
- Loan commitments	843,276	-	625,607	436,663	4,000,000	3,065,658	10,500,000	7,664,355	139,319	-	1,128,966	-	-	37,054	7,130,000	50,000	35,620,897
<b>Total</b>	<b>1,106,129</b>	<b>-</b>	<b>627,774</b>	<b>452,969</b>	<b>4,000,000</b>	<b>3,202,925</b>	<b>17,223,077</b>	<b>9,404,862</b>	<b>274,004</b>	<b>1,095,689</b>	<b>7,342,148</b>	<b>-</b>	<b>475,146</b>	<b>37,054</b>	<b>7,130,000</b>	<b>50,000</b>	<b>52,421,778</b>

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31 December 2018	Chemical and Allied Product	Government	Finance and Insurance	Conglomerate	Oil and Gas Upstream	Oil and Gas Downstream	Real Estate	Telecoms	Crop Production	Flour Mills and Bakeries	Food Products	Pharmaceuticals	Power Generation/	General - Logistics	Textiles and Apparel	Others	Total
In thousands of Nigerian Naira																	
<b>Financial assets:</b>																	
Cash and bank balances																	
Balances with other banks																	
- Operating balance with Central Bank of Nigeria	-	1,324,916	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,324,916
- Balances with banks in Nigeria	-	-	657,634	-	-	-	-	-	-	-	-	-	-	-	-	-	657,634
- Balances with banks outside Nigeria	-	-	5,008,095	-	-	-	-	-	-	-	-	-	-	-	-	-	5,008,095
- Mandatory reserve deposit with Central Bank of Nigeria	-	4,196,302	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4,196,302
Loans to banks																	
- Placements with banks	-	-	17,057,637	-	-	-	-	-	-	-	-	-	-	-	-	-	17,057,637
Financial instruments held as fair value through profit or loss																	
- Nigerian Treasury Bills	-	344,516	-	-	-	-	-	-	-	-	-	-	-	-	-	-	344,516
- Federal Government of Nigeria Bonds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- Corporate Bonds	-	1,128,755	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,128,755
Derivative financial instruments																	
- Foreign exchange forward contract	-	607,076	-	-	-	-	-	-	-	-	-	-	-	-	-	-	607,076
Loans and advances																	
- Loans and advances (net of impairment)	18,266	5,146,159	1,402,213	12,399,772	5,754,231	3,060,656	2,155,760	3,990,459	2,025,215	2,378,001	151,595	270,915	1,305,133	6,908	471,576		40,536,858
Investment securities																	
- Nigerian Treasury Bills	-	29,217,650	-	-	-	-	-	-	-	-	-	-	-	-	-	-	29,217,650
- Federal Government of Nigeria bonds	-	325,631	-	-	-	-	-	-	-	-	-	-	-	-	-	-	325,631
- State Government and Corporate bonds	-	-	4,141,106	-	-	-	-	-	-	-	-	-	-	-	-	-	4,141,106
Pledged assets																	
- Nigerian Treasury Bills	-	3,830,738	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,830,738
- Federal Government of Nigeria bonds	-	5,063,491	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5,063,491
Other assets																	
- Receivables	-	-	252,081	-	-	-	-	-	-	-	-	-	-	-	-	-	252,081
<b>Total</b>	<b>18,266</b>	<b>46,039,075</b>	<b>32,262,712</b>	<b>1,402,213</b>	<b>12,399,772</b>	<b>5,754,231</b>	<b>3,060,656</b>	<b>2,155,760</b>	<b>3,990,459</b>	<b>2,025,215</b>	<b>2,378,001</b>	<b>151,595</b>	<b>270,915</b>	<b>1,305,133</b>	<b>6,908</b>	<b>471,576</b>	<b>113,692,467</b>
<b>Credit related commitments</b>																	
- Letters of Credit	241,377	2,858,974	-	-	-	2,009,224	-	65,910	41,308	6,265,913	467,743	344,138	2,170,316	6,517,162	62,523	-	21,044,590
- Performance bonds and guarantees	-	-	-	-	-	-	-	-	-	-	-	-	62,300	-	-	70,298	132,598
- Loan commitments	1,145,326	3,064,607	4,055,556	187,880	50,794	2,843,081	-	-	-	1,000,000	545,051	79,040	2,231,458	4,650,830	493,183	-	20,346,805
<b>Total</b>	<b>1,386,703</b>	<b>5,923,581</b>	<b>4,055,556</b>	<b>187,880</b>	<b>50,794</b>	<b>4,852,305</b>	<b>-</b>	<b>65,910</b>	<b>41,308</b>	<b>7,265,913</b>	<b>1,012,795</b>	<b>423,178</b>	<b>4,464,074</b>	<b>11,167,992</b>	<b>555,706</b>	<b>70,298</b>	<b>41,523,993</b>

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**3.1.9 Credit Quality**

The following table breaks down the bank's credit exposure and their carrying amounts (without taking into account any collateral held or other credit support) categorised by credit quality:-

31 December 2019

In thousands of Nigerian Naira	Stage 1 Assets	Stage 2 Assets	Stage 3 Assets	Gross	Impairment allowance	Net
<b>Financial assets:</b>						
<b>Cash</b>						
<b>Balances with other banks</b>						
- Operating balance with Central Bank of Nigeria	3,907,089	-	-	3,907,089	-	3,907,089
- Balances with banks in Nigeria	263,277	-	-	263,277	-	263,277
- Balances with banks outside Nigeria	4,779,983	-	-	4,779,983	-	4,779,983
- Mandatory reserve deposit with Central Bank of Nigeria	7,210,940	-	-	7,210,940	-	7,210,940
<b>Loans to banks</b>						
- Placements with banks	9,817,413	-	-	9,817,413	77	9,817,336
<b>Financial instruments held as fair value through profit or loss</b>						
- Nigerian Treasury Bills	2,704,105	-	-	2,704,105	-	2,704,105
<b>Derivative financial instruments</b>						
- Foreign exchange forward contract	414,929	-	-	414,929	-	414,929
<b>Loans and advances</b>						
- Loans and advances	44,512,784	-	2,240,831	46,753,615	1,257,275	45,496,340
<b>Investment securities</b>						
- Nigerian Treasury Bills	17,242,594	-	-	17,242,594	-	17,242,594
- Federal Government of Nigeria bonds	6,255,000	-	-	6,255,000	-	6,255,000
- Corporate bonds	16,710,447	-	-	16,710,447	-	16,710,447
Promissory Notes and Commercial Bills	2,676,133	-	-	2,676,133	-	2,676,133
<b>Pledged assets</b>						
- Nigerian Treasury Bills	31,958,201	-	-	31,958,201	-	31,958,201
- Federal Government of Nigeria bonds	1,147,552	-	-	1,147,552	-	1,147,552
<b>Other assets</b>						
- Receivables	294,822	252,081	-	546,903	-	546,903
<b>Total</b>	<b>149,895,268</b>	<b>252,081</b>	<b>2,240,831</b>	<b>152,388,180</b>	<b>1,257,352</b>	<b>151,130,828</b>
<b>Off balance sheet financial assets</b>						
- Letters of Credit	13,795,747	-	-	13,795,747	5,941	13,789,806
- Performance bonds and guarantees	3,005,132	-	-	3,005,132	4,024	3,001,108
- Loan commitments	35,620,897	-	-	35,620,897	31,884	35,589,013
<b>Total</b>	<b>52,421,776</b>	<b>-</b>	<b>-</b>	<b>52,421,776</b>	<b>41,850</b>	<b>52,379,926</b>

31 December 2018

In thousands of Nigerian Naira	Stage 1 Assets	Stage 2 Assets	Stage 3 Assets	Gross	Impairment allowance	Net
<b>Financial assets:</b>						
<b>Cash</b>						
<b>Balances with other banks</b>						
- Operating balance with Central Bank of Nigeria	1,324,916	-	-	1,324,916	-	1,324,916
- Balances with banks in Nigeria	657,634	-	-	657,634	-	657,634
- Balances with banks outside Nigeria	5,008,095	-	-	5,008,095	-	5,008,095
- Mandatory reserve deposit with Central Bank of Nigeria	4,196,302	-	-	4,196,302	-	4,196,302
<b>Loans to banks</b>						
- Placements with banks	17,057,637	-	-	17,057,637	-	17,057,637
<b>Financial instruments held as fair value through profit or loss</b>						
- Nigerian Treasury Bills	344,516	-	-	344,516	-	344,516
- Federal Government of Nigeria Bonds	1,128,755	-	-	1,128,755	-	1,128,755
- Corporate Bonds	-	-	-	-	-	-
<b>Derivative financial instruments</b>						
- Foreign exchange forward contract	607,076	-	-	607,076	-	607,076
<b>Loans and advances</b>						
- Loans and advances	39,606,238	-	2,229,389	41,835,627	1,298,769	40,536,858
<b>Investment securities</b>						
- Nigerian Treasury Bills	29,274,882	-	-	29,274,882	57,232	29,217,650
- Federal Government of Nigeria bonds	325,631	-	-	325,631	-	325,631
- Corporate bonds	4,141,106	-	-	4,141,106	-	4,141,106
<b>Pledged assets</b>						
- Nigerian Treasury Bills	3,830,738	-	-	3,830,738	-	3,830,738
- Federal Government of Nigeria bonds	5,063,491	-	-	5,063,491	-	5,063,491
<b>Total</b>	<b>112,567,018</b>	<b>-</b>	<b>2,229,389</b>	<b>114,796,406</b>	<b>1,356,001</b>	<b>113,440,405</b>
<b>Off balance sheet financial assets</b>						
- Letters of Credit	21,044,590	-	-	21,044,590	11,136	21,033,454
- Performance bonds and guarantees	132,598	-	-	132,598	313	132,285
- Loan commitments	20,346,805	-	-	20,346,805	92,086	20,254,719
<b>Total</b>	<b>41,523,993</b>	<b>-</b>	<b>-</b>	<b>41,523,993</b>	<b>103,535</b>	<b>41,420,458</b>

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3.1.10 Collaterals

The bank holds collateral and other credit enhancements against certain of its credit exposures.

3.1.11 RATINGS

The credit quality of the portfolio of financial assets in stages 1 and stages 2 per IFRS 9 ("Neither past due nor impaired" and "Past due but not impaired" per IAS 39) based on the internal rating system or rating agency adopted by the bank are as follows:

31 December 2019						
In thousands of Nigerian Naira	Aaa to Aa-	A+ to A-	Bbb+ to Bb-	Below Bb-	Unrated	Total
Financial assets:						
Cash						
Balances with other banks						
- Operating balance with Central Bank of Nigeria	3,907,089	-	-	-	-	3,907,089
- Balances with banks in Nigeria	80,884	12,272	170,121	-	-	263,277
- Balances with banks outside Nigeria	972,405	3,589,307	218,159	111	-	4,779,982
- Mandatory reserve deposit with Central Bank of Nigeria	7,210,940	-	-	-	-	7,210,940
Loans to banks						
- Placements with banks	2,000,472	2,335,145	5,481,796	-	-	9,817,413
Financial instruments held for trading						
- Nigerian Treasury Bills	2,704,105	-	-	-	-	2,704,105
Loans and advances						
- Loans and advances	19,744,794	3,706,161	19,325,610	490,386	-	43,266,952
Derivative financial instruments						
- Foreign exchange forward contract	-	-	-	-	414,929	414,929
Investment securities						
- Federal Government of Nigeria bonds	6,255,000	-	-	-	-	6,255,000
- Nigerian Treasury Bills	17,242,594	-	-	-	-	17,242,594
- Corporate bonds	-	8,287,382	65,271	8,357,794	-	16,710,447
- Promissory Notes & Commercial Bills	109,180	2,566,953	-	-	-	2,676,133
Pledged assets						
- Nigerian Treasury Bills	31,958,201	-	-	-	-	31,958,201
- Federal Government of Nigeria bonds	1,147,552	-	-	-	-	1,147,552
Other assets						
- Receivables	-	-	-	-	294,822	294,822
	93,333,216	20,497,220	25,260,957	8,848,291	709,751	148,649,435

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31 December 2018

In thousands of Nigerian Naira	Aaa to Aa-	A+ to A-	Bbb+ to Bb-	Below Bb-	Unrated	Total
Financial assets:						
Cash						
Balances with other banks						
- Operating balance with Central Bank of Nigeria	1,324,916	-	-	-	-	1,324,916
- Balances with banks in Nigeria	-	657,607	27	-	-	657,634
- Balances with banks outside Nigeria	2,734,354	1,013,459	637,779	622,504	-	5,008,095
- Mandatory reserve deposit with Central Bank of Nigeria	4,196,302	-	-	-	-	4,196,302
Loans to banks						
- Placements with banks	17,057,637	-	-	-	-	17,057,637
Financial instruments held for trading						
- Nigerian Treasury Bills	344,516	-	-	-	-	344,516
- Corporate Bonds	-	-	1,128,755	-	-	1,128,755
Loans and advances						
- Loans and advances	9,582,218	15,148,466	14,875,553	-	-	39,606,238
Derivative financial instruments						
- Foreign exchange forward contract	-	-	-	-	607,076	607,076
Investment securities						
- Federal Government of Nigeria bonds	325,631	-	-	-	-	325,631
- Nigerian Treasury Bills	29,217,650	-	-	-	-	29,217,650
- Corporate bonds	-	-	644,440	3,496,666	-	4,141,106
Pledged assets						
- Nigerian Treasury Bills	3,830,738	-	-	-	-	3,830,738
- Federal Government of Nigeria bonds	5,063,491	-	-	-	-	5,063,491
Other assets						
- Receivables	-	107,551	-	-	144,530	252,081
<b>Total</b>	<b>73,677,453</b>	<b>16,927,083</b>	<b>17,286,554</b>	<b>4,119,170</b>	<b>751,606</b>	<b>112,761,866</b>

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3.1.12 Financial Assets Individually Impaired

significant loans are examined for any sign of impairment triggers. The triggers for impairments include:

1. significant financial difficulty of the issuer or obligor;
2. a breach of contract (such as a default or delinquency in interest or principal payments);
3. granting to the borrower a concession that FSDH would not otherwise consider, due to the borrower's financial difficulties;
4. becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
5. the disappearance of an active market for that financial asset because of financial difficulties;

IFRS 9 requires an entity to test a financial instrument for impairment at the end of each reporting period.

If there is objective evidence that an impairment loss on individually significant loans has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the loan's effective interest rate computed at initial recognition.

At 31 Dec 2019	
	Loans to customers at amortised cost
	N'000
Gross amount	2,240,831
Stage III impairment	1,000,621
<b>Net amount</b>	<b>1,240,210</b>
Fair value of collateral	-

At 31 Dec 2018	
	Loans to customers at amortised cost
	N'000
Gross amount	4,520,390
Stage III impairment	2,818,027
<b>Net amount</b>	<b>1,702,363</b>
Fair value of collateral	9,163,374

Estimate of the value of collateral and other security enhancements held against loans and advances to customers and banks is shown below:

In thousands of Naira	Loans and Advances To Customers		Loans and Advances To Banks	
	December 2019	December 2018	December 2019	December 2018
Property	486,948	1,160,082	-	-
Cash	5,263,419	8,588,400	-	-
Pledged goods/receivables	-	1,450,372	-	-
FGN Securities	11,664,712	-	5,994,615	-
All Asset Debenture	4,892,225	-	-	-
Others	65,526	250,000	-	-
<b>Total</b>	<b>22,372,830</b>	<b>11,448,854</b>	<b>5,994,615</b>	-

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### 3.2 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises both currency risk and price risk. Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Price risk is the earnings risk from changes in interest rates, foreign exchange rates, and equity and commodity prices. Price risk arises in non-trading portfolios, as well as in trading portfolios. The objective of market risk management is to manage and control market risk exposure within acceptable parameters while optimising the return on risk.

#### 3.2.1 Management of market risk

The Risk Management unit is mandated to assess, monitor and manage market risk for the Bank. The primary objective of the Risk Management unit is to establish a comprehensive and independent market risk control framework.

The Bank's market risk objectives, policies and processes are aimed at instituting a model that objectively identifies, measures and manages market risk in the Bank and ensure that:

- The individuals who take or manage risk clearly understand it
- The Bank's risk exposure is within established limits
- Risk taking decisions are in line with business strategy and objectives set by the Board of Directors
- The expected payoffs compensate for the risks taken
- Sufficient capital, as a buffer, is available to take risk

#### 3.2.2 Market risk measurement

The Bank currently applies Non-Value at Risk measures in the measurement and management of market risks. The techniques currently used to measure and control market risk include:

##### Position Limit

The Board of Directors with the input of Risk Management unit sets limits on the aggregate trading portfolio for overnight positions. This limit, which is a product of our model tracking factor sensitivity, is reviewed frequently depending on market volatility

##### Trading Limit

Risk Management unit has put in place trading limit for all securities traders. Limits have been set based on experience and hierarchy, as it would be risky for traders to have equal ability to commit the Bank. Limits are reviewed annually.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### Mark-to-Market

The Risk management unit, independent of the Treasury Unit., does the mark-to-market process. Daily market quotes are obtained transparently and the unrealized profit or losses are computed. The results are presented to management daily.

### Other market risk measures

Other market risk measures specific to individual business units include permissible instruments, concentration of exposures, gap limits, issuer limits, maximum tenor and stop loss triggers. In addition, only approved products that can be independently priced and properly processed are permitted to be traded.

Pricing models and risk metrics used in production systems, whether these systems are off-the-shelf or in-house developed, are independently validated by the Risk Management unit before their use and periodically thereafter to confirm the continued applicability of the models. In addition, the Risk Management unit assesses the daily liquid closing price inputs (used to value instruments) and performs a review of less liquid prices from a reasonableness perspective at least monthly. Where differences are significant, mark-to-market adjustments are made.

### Annual net interest income at risk

A dynamic forward-looking annual net interest income forecast is used to quantify the Bank's anticipated interest rate exposure. This approach involves the forecasting of both changing balance sheet structures and interest rate scenario, to determine the effect these changes may have on future earnings. The analysis is completed under both normal market conditions as well as stressed market conditions.

### Stress tests

Stress testing provides an indication of the potential losses that could occur in extreme market conditions and is carried out to augment other risk measures that are used by the Bank, such as market risk factor sensitivities. These stress scenarios are typically used to highlight exposures that may not be explicitly incorporated by specific sensitivity calculations (such as basis, price and correlation) that can be the source of large losses when abnormally large market movements occur. Stress testing also attempts to indicate the size of the loss provoked by any of a number of unlikely but possible shock events given current positions held.

The stress tests carried out include individual market risk factor testing and combinations of market factors on individual asset classes and across different asset classes. Stress tests include a combination of historical and hypothetical simulations.

### 3.2.3 Foreign Exchange Risk

The Bank takes on exposure to the effects of fluctuations in the prevailing foreign currency exchange rates on its financial position and cash flows, primarily with respect to the US dollar. The Bank is exposed to foreign exchange risk primarily through its assets, managing customers' deposits and through acting as an intermediary in foreign exchange transactions.

The bank has a robust risk management system that identifies, measures and mitigates the foreign currency exchange rate risk on its financial position and cash flows. Apart from regulatory imposed limits such as the net

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

open position limit (OPL) which is set at 0.5% of Shareholders' funds that helps to limit these exposures, the bank has market risk limits such as:

- Daily mark-to-market mechanism that revalues all currency positions daily, ensuring that foreign currency positions are valued at current market price and not at cost.
- An Open Position Limit that is more stringent than the regulatory limit.
- A Bank wide limit on the maximum volume of foreign currency denominated securities to invest in.
- Aggregate position limits for individual currency positions, which limits exchange rate risk in all currencies that the bank has exposures.

The bank mitigates the changes in fair value attributable to foreign-exchange rate movements in certain transactions. Typically, entering into a forward foreign-exchange contract is used as a preferred hedging mechanism. In addition, the Bank enters into currency swaps to hedge against foreign exchange risk.

In the year 2014, the CBN issued a policy stating that the Net Open Position (long or short) of the overall foreign currency assets and liabilities taking into cognizance both those on and off balance sheet should not exceed 10% of shareholders' funds unimpaired by losses using the Gross Aggregate Method.

The Bank does a daily monitoring of its foreign currency balance sheet to ensure that Open positions do not exceed regulatory prescribed limit.

### Breakdown of financial assets and financial liabilities by currency

31 December 2019

	NGN N'000	USD N'000	GBP N'000	EUR N'000	CNY N'000	ZAR N'000	Total N'000
<b>ASSETS</b>							
Cash and bank balances	11,369,120	4,577,230	9,659	205,339	-	26	16,161,374
Loans and receivables to banks	2,000,395	7,670,081	146,860	-	-	-	9,817,336
Financial assets held for trading	2,704,105	-	-	-	-	-	2,704,105
Derivative financial instruments	-	414,929	-	-	-	-	414,929
Loans and receivables to customers	21,062,563	24,433,777	-	-	-	-	45,496,340
Investment securities	32,421,749	11,025,469	-	-	-	-	43,447,218
Pledged assets	33,105,752	-	-	-	-	-	33,105,752
Right of use assets	119,964	-	-	-	-	-	119,964
Other assets	294,822	-	-	-	-	-	294,822
<b>Total assets</b>	<b>109,902,349</b>	<b>41,304,213</b>	<b>156,519</b>	<b>205,339</b>	<b>-</b>	<b>26</b>	<b>151,568,446</b>
<b>LIABILITIES</b>							
Due to banks	24,001,479	3,683,348	-	-	-	-	27,684,828
Due to customers	45,093,316	11,104,990	137,284	4,846	-	-	56,340,436
Derivative financial instruments	-	395,283	-	-	-	-	395,283
Lease liabilities	54,509	-	-	-	-	-	54,509
Other liabilities	6,767,985	4,429,691	-	178,125	-	-	11,375,801
Debt securities issued	14,086,009	-	-	-	-	-	14,086,009
Other borrowed funds	-	18,737,312	-	-	-	-	18,737,312
<b>Total liabilities</b>	<b>89,999,853</b>	<b>38,426,409</b>	<b>137,284</b>	<b>110,631</b>	<b>-</b>	<b>-</b>	<b>128,674,178</b>
<b>Net on balance sheet financial position</b>	<b>19,902,496</b>	<b>2,877,804</b>	<b>19,235</b>	<b>94,708</b>	<b>-</b>	<b>26</b>	<b>22,894,268</b>
<b>Credit Commitments</b>							
- Letters of Credit	868,352	11,157,012	45,235	1,589,046	-	136,088	13,795,747
- Performance bonds and guarantees	37,187	2,132,568	77,510	744,667	13,200	-	3,005,132
- Loan commitments	35,620,897	-	-	-	-	-	35,620,897
	<b>36,526,409</b>	<b>13,289,620</b>	<b>122,745</b>	<b>2,333,713</b>	<b>13,200</b>	<b>136,088</b>	<b>52,421,777</b>
Shareholders' Funds as at Dec 2019		26,410,086	26,410,086	26,410,086	26,410,086	26,410,086	26,410,086
Net Balance sheet Position Limit / SHF		10.90%	0.07%	0.36%	0.00%	0.00%	11.33%

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

31 December 2018

	NGN N'000	USD N'000	GBP N'000	EUR N'000	CNY N'000	ZAR N'000	Total N'000
<b>ASSETS</b>							
Cash and bank balances	5,798,191	4,363,135	557,995	433,722	33,926	16	11,186,984
Loans and receivables to banks	-	17,057,637	-	-	-	-	17,057,637
Financial assets held for trading	344,516	1,128,755	-	-	-	-	1,473,271
Derivative financial instruments	-	606,960	-	116	-	-	607,076
Loans and receivables to customers	27,769,110	12,795,734	-	-	-	-	40,564,844
Investment securities	25,359,826	3,924,880	-	-	-	-	29,284,706
Pledged assets	12,944,098	-	-	-	-	-	12,944,098
Other assets	578,704	-	-	-	-	-	578,704
<b>Total assets</b>	<b>72,794,408</b>	<b>39,877,100</b>	<b>557,995</b>	<b>433,838</b>	<b>33,926</b>	<b>16</b>	<b>113,697,283</b>
<b>LIABILITIES</b>							
Due to banks	708,418	4,064,460	-	-	-	-	4,772,878
Due to customers	35,225,793	11,256,382	232,538	4,647	-	-	46,719,361
Derivative financial instruments	-	590,840	12	52	-	-	590,903
Other liabilities	1,229,146	2,523,126	406,627	391,657	-	-	4,550,556
Debt securities issued	14,524,709	-	-	-	-	-	14,524,709
Other borrowed funds	-	18,725,951	-	-	-	-	18,725,951
<b>Total liabilities</b>	<b>51,688,066</b>	<b>37,160,759</b>	<b>639,178</b>	<b>396,355</b>	<b>-</b>	<b>-</b>	<b>89,884,358</b>
<b>Net on balance sheet financial position</b>	<b>21,106,342</b>	<b>2,716,342</b>	<b>-81,183</b>	<b>37,483</b>	<b>33,926</b>	<b>16</b>	<b>23,812,925</b>
<b>Credit Commitments</b>							
- Letters of Credit	-	20,489,528	29,284	414,840	110,938	-	21,044,590
- Loan commitments	15,635,255	4,711,550	-	-	-	-	20,346,805
	<b>15,635,255</b>	<b>25,201,078</b>	<b>29,284</b>	<b>414,840</b>	<b>110,938</b>	<b>-</b>	<b>41,391,395</b>
Shareholders' Funds as at Dec 2018		28,947,154	28,947,154	28,947,154			28,947,154
Net Balance sheet Position Limit / SHF		9.38%	0.28%	0.13%			9.79%

The table below shows the impact on the Bank's profit before tax if foreign exchange rates on financial instruments held at amortised cost or at fair value had increased by 2000 basis points, with all other variables held constant.

Effect of 2000 basis points movement on foreign exchange assets

	31 December 2019 N'000	31 December 2018 N'000
Assets	10,545,319	8,180,575
Liabilities	9,946,964	7,639,258
Impact on profit / loss	598,354	541,317

At 31 December 2019, if the local currency had weakened/strengthened by 20% against the US dollar, GB pound and Euro with all other variables held constant, this would have translated to a revaluation gain/loss to the tune of the amounts indicated above. It is however pertinent to note that losses sustained on the assets are offset by the gain on the liabilities and vice versa. The gains and losses do not exactly match because of the funding gap in that currency.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### 3.2.4 Interest rate risk

The Bank is exposed to cash flow interest rate risk, which is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market interest rate risk. One of the bank's primary business functions is providing financial products that meet the needs of its customers. Loans and deposits are tailored to the customers' requirements with regard to tenor, and rate type. Net Interest Income (NII) is the difference between the yield earned on portfolio assets (including customer loans) and the rate paid on the liabilities (including customer deposits or wholesale borrowings). NII is affected by changes in the level of interest rates.

Movements in interest rate in the Bank's core activities affect its reported earnings and book capital by affecting the Net Interest Income (NII). The value of the Bank's assets, liabilities, and interest-rate-related, off-balance-sheet items is affected by a change in rates because the present value of future cash flows, and in some cases the cash flows themselves, is changed.

The Bank's primary strategy for managing interest rate risk is to match interest rate sensitivities of both sides of its Balance sheet. In this respect, the Bank separately identifies and classifies its assets and liabilities based on their sensitivities i.e. floating vs. fixed rates. All floating rate components of the Balance sheet are managed against a defined benchmark rate. All fixed rate components are managed against a re-pricing profile benchmark to be determined by the Risk Management Unit and approved by the ALCO.

The table below summarises the Bank's interest rate gap position:

31 December 2019	Carrying amount	Variable interest	Fixed interest	Non interest- bearing
	N'000	N'000	N'000	N'000
<b>Assets</b>				
Cash and bank balances	16,161,374	-	-	16,161,374
Loans and receivables to banks	9,817,336	-	9,817,336	-
Financial assets held for trading	2,704,105	-	2,704,105	-
Derivative financial instruments	414,929	-	-	414,929
Loans and receivables to customers	45,496,340	7,301,949	38,194,391	-
Investment securities	43,447,218	5,619,707	37,506,290	563,043
Pledged assets	33,105,752	-	33,105,752	-
Right of use assets	119,964	-	-	119,964
Other assets	294,822	-	-	294,822
	<b>151,568,446</b>	<b>12,921,656</b>	<b>121,327,874</b>	<b>17,560,738</b>
<b>Liabilities</b>				
Due to banks	27,684,828	-	27,684,828	-
Due to customers	56,340,436	-	46,669,867	9,670,569
Derivative financial instruments	395,283	-	-	395,283
Lease liabilities	54,509	-	-	54,509
Other liabilities	11,375,801	-	-	11,375,801
Debt securities issued	14,086,009	-	14,086,009	-
Other borrowed funds	18,737,312	18,737,312	-	-
	<b>128,674,178</b>	<b>18,737,312</b>	<b>88,440,704</b>	<b>21,496,162</b>

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

31 December 2018	Carrying amount	Variable interest	Fixed interest	Non interest- bearing
	N'000	N'000	N'000	N'000
<b>Assets</b>				
Cash and bank balances	11,186,984	-	-	11,186,984
Loans and receivables to banks	17,057,637	-	17,057,637	-
Financial assets held for trading	1,473,271	-	1,473,271	-
Derivative financial instruments	607,076	-	-	607,076
Loans and receivables to customers	40,564,844	944,831	39,620,013	-
Investment securities	29,284,706	-	29,126,907	157,799
Pledged assets	12,944,098	-	12,944,098	-
Other assets	58,662	-	-	58,662
	<b>113,177,278</b>	<b>944,831</b>	<b>100,221,926</b>	<b>12,010,521</b>
<b>Liabilities</b>				
Due to banks	4,773,001	-	4,773,001	-
Due to customers	46,719,361	-	46,719,361	-
Derivative financial instruments	590,903	-	-	590,903
Other liabilities	4,550,556	-	-	4,550,556
Debt securities issued	14,524,709	-	14,524,709	-
Other borrowed funds	18,725,951	18,725,951	-	-
	<b>89,884,481</b>	<b>18,725,951</b>	<b>66,017,071</b>	<b>5,141,459</b>

The table below indicates the earliest time the Bank can vary the terms of the underlying financial asset or liabilities. The Bank's interest rate risk exposure on assets and liabilities are categorised by the re-pricing dates.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

At 31 December 2019 (N'000)	Up to 1 months	1 - 3 months	3 - 6 months	6 - 12 months	1 - 5 Years	Above 5 years	Non-Interest Bearing	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
<b>Financial Assets</b>								
Cash and bank balances	-	-	-	-	-	-	16,161,374	16,161,374
Loans and receivables to banks	9,817,336	-	-	-	-	-	-	9,817,336
Financial assets held for trading	5,011	1,968,791	730,303	-	-	-	-	2,704,105
Derivative financial instruments	106,051	141,721	134,756	32,402	-	-	-	414,929
Loans and receivables to customers	4,739,613	11,842,286	1,918,780	6,450,586	14,329,264	6,215,811	-	45,496,340
Investment securities	9,611,655	6,577,443	9,922,018	6,104,633	5,764,440	4,903,986	563,043	43,447,218
Pledged assets	-	5,435,372	1,915,274	24,607,555	788,748	358,804	-	33,105,752
Right of use assets	-	-	-	-	-	-	119,964	119,964
Other assets	-	-	-	-	-	-	294,822	294,822
Total financial assets (contractual maturity)	24,279,666	25,965,613	14,621,131	37,195,176	20,882,452	11,478,601	17,145,809	151,568,448
	<b>Up to 1 months</b>	<b>1 - 3 months</b>	<b>3 - 6 months</b>	<b>6 - 12 months</b>	<b>1 - 5 Years</b>	<b>Above 5 years</b>	<b>Non-Interest Bearing</b>	<b>Total</b>
	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>
<b>Financial Liabilities</b>								
Due to banks	24,001,479	-	3,680,431	-	-	-	2,917	27,684,828
Due to customers	30,055,563	12,698,128	2,864,015	1,052,161	-	-	9,670,569	56,340,436
Derivative financial instruments	101,865	137,144	112,251	14,299	-	-	-	365,560
Lease liabilities	-	-	-	-	-	-	44,815.67	44,816
Other liabilities	-	-	-	-	-	-	11,363,993	11,363,993
Debt securities issued	-	14,086,009	-	-	-	-	-	14,086,009
Other borrowed funds	-	18,737,312	-	-	-	-	-	18,737,312
Total financial liabilities (contractual maturity)	54,158,907	45,658,593	6,656,697	1,066,460	-	-	21,082,295	128,622,954
<b>Liabilities Commitments</b>								
- Letters of Credit	5,362,030	4,100,782	393,378	3,939,554	-	-	-	13,795,747
- Performance bonds and guarantees	-	-	-	-	-	-	3,005,132	3,005,132
- Loan commitments	7,795,657	8,093,276	2,019,952	16,803,046	908,965	-	-	35,620,897
<b>Total</b>	<b>13,157,687</b>	<b>12,194,059</b>	<b>2,413,330</b>	<b>20,742,600</b>	<b>908,965</b>	<b>-</b>	<b>3,005,132</b>	<b>52,421,777</b>
Interest Rate GAP	(29,879,241)	(10,324,324)	(1,404,222)	36,128,716	20,882,452	11,478,601	(3,936,486)	22,945,494

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

At 31 December 2018 (N'000)	Up to 1 months	1 - 3 months	3 - 6 months	6 - 12 months	1 - 5 Years	Above 5 years	Non-Interest Bearing	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
<b>Financial Assets</b>								
Cash and bank balances	-	-	-	-	-	-	11,186,984	11,186,984
Loans and receivables to banks	17,057,637	-	-	-	-	-	-	17,057,637
Financial assets held for trading	249,688.90	94,827	-	-	-	1,128,755	-	1,473,271
Derivative financial instruments	99,814	491,050	15,469.02	743	-	-	-	607,076
Loans and receivables to customers	3,889,897	13,871,058	6,662,039	13,551,571	369,557	1,881,554	339,168.64	40,564,844
Investment securities	3,171,384	9,161,504	1,283	12,598,225	3,528,356	808,288	15,666	29,284,706
Pledged assets	-	1,008,189	-	7,562,004	2,371,391	2,002,513	-	12,944,097
Other assets	-	-	-	-	-	-	578,704	578,704
Total financial assets (contractual maturity)	24,468,420	24,626,628	6,678,791	33,712,543	6,269,304	5,821,110	12,120,523	113,697,318
	<b>Up to 1 months</b>	<b>1 - 3 months</b>	<b>3 - 6 months</b>	<b>6 - 12 months</b>	<b>1 - 5 Years</b>	<b>Above 5 years</b>	<b>Non-Interest Bearing</b>	<b>Total</b>
	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>	<b>N'000</b>
<b>Financial Liabilities</b>								
Due to banks	219,637	773,808	159,365	3,620,191	-	-	-	4,773,001
Due to customers	23,327,106	10,812,541	6,739,326	5,779,768	60,619.19	-	-	46,719,361
Derivative financial instruments	97,264	481,340	12,299.14	-	-	-	-	590,903
Other liabilities	-	-	-	-	-	-	4,550,556	4,550,556
Debt securities issued	-	256,716	14,267,993	-	-	-	-	14,524,709
Other borrowed funds	-	18,725,952	-	-	-	-	-	18,725,952
Total financial liabilities (contractual maturity)	23,644,007	31,050,358	21,178,982	9,399,960	60,619.19	-	4,550,556	89,884,481
<b>Liabilities Commitments</b>								
Letters of Credit	-	21,044,590	-	-	-	-	-	21,044,590
<b>Total</b>	<b>-</b>	<b>21,044,590</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>21,044,590</b>
Interest Rate GAP	824,413	(27,468,319)	(14,500,191)	24,312,583	6,208,685	5,821,110	7,569,967	2,768,247

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

The management of interest rate risk against interest rate gap limits is supplemented by monitoring the sensitivity of the Bank's financial assets and liabilities to specific interest rate scenarios. The sensitivity analysis is the effect of the assumed changes in interest rates on the profit or loss for the period, based on the floating rate non-trading financial assets & liabilities and trading financial assets held as at 31 December 2019. The sensitivity analysis on both the trading & non-trading portfolio measures the change in value of the portfolio due to a 100 basis point parallel move in the interest rates.

The table below shows the impact on the Bank's profit before tax if interest rates on financial instruments (trading and non-trading) held at amortised cost and at fair value had increased by 100 basis points, with all other variables held constant.

	31 December 2019	31 December 2018
	N'000	N'000
Effect of 100 basis points movement on profit before tax & equity	(1,019,256)	(784,617)

### 3.2.5 Price Risk

Price risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market.

The bank is exposed to price risk through its equity contribution to the N547.38 Agricultural/Small and Medium Enterprises Investment Scheme (AGSMEIS), investment in FMDQ OTC exchange and investment in the Nigeria Inter-bank Settlement Scheme (NIBSS). These investments were made based on regulatory directives rather than with a view to profit on a subsequent sale. The securities are all unquoted.

All the investments are carried at historical cost. Given the nature of the investments, the bank estimates that the exposure to price risk is low.

### 3.2.6 Liquidity Risk

Liquidity risk is one of the key risks we contend with at the Bank. This is the risk that securities or assets held by the Bank cannot be traded quickly enough to meet obligations as they become due. It occurs when the cushion provided by liquid assets is not sufficient to meet outstanding obligations. Liquidity risk does not occur in isolation; it is often triggered by consequences of other financial risks like credit risk and market risks such as interest rate risk, foreign exchange risk and security price risk.

For Merchant Banks, the regulatory liquidity requirement is 20% while the regulatory minimum for Commercial Banks is 30%. As at 31 December 2019, the bank's liquidity ratio stood at 109.95%

#### 3.2.6.1 Managing Liquidity Risk

The Bank's board of directors sets the Bank's strategy for managing liquidity risk and delegates responsibility for oversight of the implementation of this policy to the Assets & Liability Committee (ALCO). ALCO approves the

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

Bank's liquidity policies and procedures. The Assets and Liabilities Management (ALM) Desk manages the Bank's liquidity position on a day-to-day basis and reviews daily reports covering the liquidity position of both the Bank and Bank. A summary report, including any exceptions and remedial action taken, is submitted regularly to ALCO.

The Bank's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Bank's reputation. The key elements of the Bank's liquidity strategy are as follows.

- Maintaining a diversified funding base consisting of customer deposits and wholesale market deposits and maintaining contingency facilities.
- Carrying a portfolio of liquid assets, diversified by currency and maturity.
- Monitoring liquidity ratios, maturity mismatches, behavioural characteristics of the Bank's financial assets and financial liabilities, and the extent to which the Bank's assets are encumbered and so not available as potential collateral for obtaining funding.
- Carrying out stress testing of the Bank's liquidity position.

Liquidity limits establish boundaries for market access in business-as-usual conditions and are monitored against the liquidity position on a daily basis. The survival horizon of the Bank has been set to 14 days. To ensure this is the case, the Bank intends to hold enough liquid assets to cover for any negative GAP over the next 14 days.

Regular liquidity stress testing is conducted under a variety of scenarios covering both normal and more severe market conditions. The scenarios are developed taking into account both Bank specific events (e.g. a rating downgrade) and market-related events (e.g. prolonged market illiquidity, reduced flexibility of currencies, natural disasters or other catastrophes). The Bank has in place contingency funding lines with Nigerian financial institutions.

### 3.2.6.2 Funding approach

Our sources of liquidity are regularly reviewed by ALCO and ALM Desk in order to avoid undue reliance on large individual investors and ensure that a satisfactory overall funding mix is maintained at all times. The funding strategy is geared towards ensuring effective diversification in sources and tenor of funding.

The tables below analyse the Bank's financial assets and liabilities into relevant maturity ranking based on their contractual maturities for:

- a) all non-derivative financial assets and liabilities, and
- b) net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

At 31 December 2019	No Contractual Maturity	Up to 1 months	1 - 3 months	3 - 6 months	6 - 12 months	1 - 5 Years	Above 5 years	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
<b>Financial Assets</b>								
Cash and bank balances	16,068,098							16,068,098
Loans and receivables to banks	-	9,862,829	-	-	-	-	-	9,862,829
Financial assets held for trading	-	5,027	2,004,309	754,000	-	-	-	2,763,336
Derivative financial instruments	-	1,443,932	1,471,150	623,594	37,091	-	-	3,575,767
Loans and receivables to customers	-	4,740,629	11,847,890	1,921,282	6,604,804	14,530,248	7,108,762	46,753,615
Investment securities	563,043	7,366,707	7,446,556	3,840,356	7,314,374	9,200,430	8,545,556	69,974,405
Pledged assets	-	-	5,586,467	2,022,500	27,870,070	1,227,990	300,000	37,142,027
Other assets	294,822	-	-	-	-	-	-	294,822
Total financial assets (contractual maturity)	16,932,569	23,419,124	28,356,372	9,161,732	41,826,339	24,958,668	15,954,318	186,441,505
	No Contractual Maturity	Up to 1 months	1 - 3 months	3 - 6 months	6 - 12 months	1 - 5 Years	Above 5 years	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
<b>Financial Liabilities</b>								
Due to banks	-	24,004,146	-	3,757,018	-	-	-	27,761,164
Due to customers	9,670,569	30,116,635	12,816,048	2,935,811	1,103,367	-	-	56,642,430
Derivative financial instruments	-	1,443,932	1,469,896	618,318	28,574	-	-	3,562,721
Lease liabilities	54,509	-	-	-	-	-	-	54,509
Other liabilities	11,375,801	-	-	-	-	-	-	11,375,801
Debt securities issued	-	-	14,270,675	-	-	-	-	14,270,675
Other borrowed funds	-	-	9,427,972	9,663,542	-	-	-	19,091,514
Total financial liabilities (contractual maturity)	21,100,879	55,564,713	37,984,591	16,974,689	1,131,941	-	-	132,758,814
<b>Liabilities Commitments</b>								
Letters of Credit	-	5,362,030	4,100,783	393,379	3,939,554	-	-	13,795,747
Performance bonds and guarantees	-	1,914,697	970,048	-	83,200	37,187	-	3,005,132
Loan Commitments	-	7,795,658	8,093,276	2,019,952	16,803,046	908,965	-	37,743,175
<b>Total</b>	-	<b>15,072,385</b>	<b>13,164,107</b>	<b>2,413,331</b>	<b>20,825,801</b>	<b>946,153</b>	-	<b>52,421,778</b>
<b>GAP</b>	<b>(4,168,310)</b>	<b>(32,145,589)</b>	<b>(9,628,219)</b>	<b>(7,812,957)</b>	<b>40,694,398</b>	<b>24,958,668</b>	<b>15,954,318</b>	<b>53,682,691</b>

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

At 31 December 2018	No Contractual Maturity	Up to 1 months	1 - 3 months	3 - 6 months	6 - 12 months	1 - 5 Years	Above 5 years	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
<b>Financial Assets</b>								
Cash and bank balances	11,186,984							11,186,984
Loans and receivables to banks	-	17,074,618	-	-	-	-	-	17,074,618
Financial assets held for trading	-	250,447	96,638	54,72	501	4,739	1,150,964	1,503,343
Derivative financial instruments	-	99,814	491,050	15,469	743	-	-	607,076
Loans and receivables to customers	-	3,095,244	15,262,305	8,816,203	2,127,579	16,419,705	3,302,740	49,023,777
Investment securities	15,666	3,304,061	9,455,832	23,790	14,871,388	4,759,404	1,263,954	33,694,094
Pledged assets	-	104,206	1,122,960	21,373	8,149,758	4,715,028	1,128,708	15,242,034
Other assets	578,704	-	-	-	-	-	-	578,704
Total financial assets (contractual maturity)	11,781,354	23,928,389	26,428,785	8,876,890	25,149,970	25,898,877	6,846,365	128,910,631
<b>Financial Liabilities</b>								
Due to banks	-	219,802	782,016	162,251	3,805,566	-	-	4,969,634
Due to customers	9,269,590	14,102,220	10,970,072	7,001,917	6,329,536	70,014	-	47,743,349
Derivative financial instruments	-	97,264	481,340	12,299	-	-	-	590,903
Other liabilities	4,550,556	-	-	-	-	-	-	4,550,556
Debt securities issued	-	-	262,575	15,077,407	-	-	-	15,339,982
Other borrowed funds	-	-	643,669	-	633,175	19,079,914	-	20,356,758
Total financial liabilities (contractual maturity)	13,820,146	14,419,286	13,139,672	22,253,874	10,768,276	19,149,928	-	93,551,182
<b>Liabilities Commitments</b>								
Letters of Credit	-	21,044,590	-	-	-	-	-	21,044,590
Loan Commitments	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>21,044,590</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>21,044,590</b>
GAP	(2,038,792)	(11,535,486)	13,289,114	(13,376,984)	14,381,694	6,748,948	6,846,365	14,314,859

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

	No Contractual Maturity	Up to 1 months	1 - 3 months	3 - 6 months	6 - 12 months	1 - 5 Years	Above 5 years	Total	Carrying amount (assets) / liabilities
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000	
<b>At 31 December 2019</b>									
<b>Contractual maturities of financial assets</b>									
<b>Derivatives</b>									
Trading derivatives	-	-	1,226	8,986	6,464.17	-	-	16,676.35	16,676.35
Gross settled (forward foreign exchange contracts – cash flow hedges)									
- (inflow)	-	106,051	141,721	134,756	32,402	-	-	414,929	414,929
- outflow	-	104,501	138,420	128,486	23,875	-	-	395,283	395,283
<b>Contractual maturities of Derivatives</b>									
	No Contractual Maturity	Up to 1 months	1 - 3 months	3 - 6 months	6 - 12 months	1 - 5 Years	Above 5 years	Total	Carrying amount (assets) / liabilities
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000	
<b>At 31 December 2018</b>									
Trading derivatives	-	1,457	3,170	676	-	-	-	5,302.69	5,302.69
Gross settled (forward foreign exchange contracts – cash flow)									
- (inflow)	-	99,814	491,050	15,469	743	-	-	607,076	607,076
- outflow	-	97,264	481,340	12,299	-	-	-	590,903	590,903

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### 3.3 Fair Value

Financial instruments measured at fair value

IFRS 13 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable input reflects market data obtained from independent sources; unobservable inputs reflect the Bank's market assumptions. These two types of inputs have created the following fair value hierarchy:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Valuation techniques based on observable inputs, either directly (i.e. as prices) or indirectly (i.e. derived from prices) This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted for identical or similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly or indirectly observable from market data.
- Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs not based on observable data and the observable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect the difference between the instruments.

The Bank uses the following procedures to determine the fair value of financial assets and liabilities:

#### **Trading / Investment securities**

Where available, the Bank uses the quoted market prices to determine the fair value of trading assets and such items are classified as Level 1 of the fair value hierarchy. Quoted market prices are gotten from the website of the Financial Market Dealers Quotations (FMDQ).

Investment securities classified as fair value through other comprehensive income are measured at fair value by reference to quoted market prices when available and therefore are classified as Level 1

Where there are securities that are not actively traded, the Bank uses internal valuation techniques which are based on observable inputs obtained from the quoted market prices of similar actively traded securities. In this instance, these are classified as level 2

#### **Derivatives Instruments**

The fair value of financial instruments including forward foreign exchange contracts traded in active markets is based on quoted market prices at the closing date. Known calculation techniques, such as estimated discounted cash flows, are used to determine fair value of interest rate and currency financial instruments.

The Bank bases the calculation on existing market conditions at each closing date. Financial instruments used in FSDH are standardised products that are either cleared via exchanges or traded in the market. Forward foreign

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

exchange contracts are entered into with creditworthy financial institutions and with corporates, which have posted sufficient margins prior to executing the contract

### Unquoted equity

If quoted market prices are not available, the fair values are estimated based on internal valuation techniques or the last traded price on an OTC exchange. The key inputs depend upon the type of equity and the nature of inputs to the valuation technique. The item is placed in either Level 2 or Level 3 depending on the type of investment and valuation technique used

The unquoted equity balance relates to the Bank's equity investment in the AGSMEIS fund. There is insufficient more recent information available to measure fair value. Cost is deemed to be an appropriate estimate of fair value.

There was no transfer within fair value hierarchies during the period.

The table below shows the classification of financial instruments held at fair value into the valuation hierarchy set out below as at 31 December 2019:

At 31 December 2019	Level 1	Level 2	Level 3	Total
	N'000	N'000	N'000	N'000
<b>Financial assets</b>				
<b>Held for Trading</b>				
- Treasury bills	2,704,105	-	-	2,704,105
- Federal Government of Nigeria Bonds	-	-	-	-
	2,704,105	-	-	2,704,105
<b>Derivative financial instruments</b>				
- Convertible loan	-	-	-	-
- FX forward contract	-	414,929	-	414,929
	-	414,929	-	414,929
<b>Investment securities classified as fair value through other comprehensive income</b>				
- Treasury bills	17,242,594	-	-	17,242,594
- Federal Government of Nigeria Bonds	6,255,000	-	-	6,255,000
- Corporate bonds	2,738,087	13,972,360	-	16,710,447
- Promissory notes and Commercial bills	-	2,676,133	-	2,676,133
- Unquoted Equity	-	-	563,043	563,043
	23,497,595	19,949,493	563,043	43,447,218
<b>Pledged Securities</b>				
<b>Held for Trading</b>				
- Treasury bills	-	-	-	-
- Federal Government of Nigeria Bonds	-	-	-	-
<b>Fair value through other comprehensive income</b>				
- Treasury bills	31,958,201	-	-	31,958,201
- Federal Government of Nigeria Bonds	1,147,552	-	-	1,147,552
- State government and corporate bonds	-	-	-	-
	33,105,752	-	-	33,105,752

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

At 31 December 2018	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
<b>Financial assets</b>				
<b>Held for Trading</b>				
-Treasury bills	344,516	-	-	344,516
-Federal Government of Nigeria Bonds	-	-	-	-
-Corporate bonds	-	1,128,755	-	1,128,755
	<u>344,516</u>	<u>1,128,755</u>	<u>-</u>	<u>1,473,271</u>
<b>Derivative financial instruments</b>				
- FX forward contract	-	607,076	-	607,076
	<u>-</u>	<u>607,076</u>	<u>-</u>	<u>607,076</u>
<b>Investment securities classified as fair value through other comprehensive income</b>				
-Treasury bills	24,956,046	-	-	24,956,046
-Federal Government of Nigeria Bonds	171,888	-	-	171,888
-Corporate bonds	-	4,141,106	-	4,141,106
-Quoted equity securities	-	-	-	-
-Unquoted Equity	-	342,473	-	342,473
	<u>25,127,934</u>	<u>4,483,579</u>	<u>-</u>	<u>29,611,513</u>
<b>Pledged Securities</b>				
<b>Held for Trading</b>				
-Treasury bills	3,800,151	-	-	3,800,151
-Federal Government of Nigeria Bonds	5,004,584	-	-	5,004,584
<b>Other comprehensive income</b>				
-Treasury bills	4,139,363	-	-	4,139,363
-Federal Government of Nigeria Bonds	-	-	-	-
-State government and corporate bonds	-	-	-	-
	<u>12,944,098</u>	<u>-</u>	<u>-</u>	<u>12,944,098</u>

The following table presents changes in level 3 instruments;

	N'000
At 1 January 2018	142,133
Additions during the year	200,340
At 31 December 2018	<u>342,473</u>
Additions during the year	220,570
At 31 December 2019	<u>563,043</u>

### 3.4 Fair value of financial assets and liabilities not measured at fair value

The fair values of loans have been estimated using Discounted Cash Flow (DCF) valuation models (level 3).

Inputs into this valuation technique include: expected cash flows, expected losses, tenor and interest rates. The expected cash flows (estimated recoverable amount from receivables, collateral and otherwise) are thus discounted to obtain the fair value of the loans.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

Investment securities have been fair valued using market prices and is within level 1 of the fair value hierarchy.

The carrying value of the following financial assets and liabilities for the bank approximate their fair values: - cash and bank balances, loans and advances to banks, loans and advances to customers and other assets

The table below sets out the Bank's classification of each class of financial assets and liabilities, and their fair values.

	At 31 December 2019		At 31 December 2018	
	Carrying value N'000	Fair value N'000	Carrying value N'000	Fair value N'000
<b>Financial assets</b>				
Cash and bank balances	16,161,374	16,161,374	11,186,984	11,186,984
Loans and advances to banks	9,817,336	9,817,336	17,057,637	17,057,637
Loans and advances to customers	45,496,340	45,496,340	40,536,858	40,536,858
Investment securities	-	-	4,693,596	4,762,784
Other assets	301,428	301,428	252,081	252,081
	<u>71,776,478</u>	<u>71,776,478</u>	<u>73,727,157</u>	<u>73,796,344</u>
<b>Financial liabilities</b>				
Due to banks	27,684,828	27,684,828	4,744,992	4,744,992
Due to customers	56,340,436	56,340,436	46,719,361	46,719,361
Other liabilities	11,375,801	11,375,801	4,550,050	4,550,050
Debt securities issued	14,086,009	14,181,057	14,524,709	14,465,870
Other borrowed funds	18,737,312	18,737,312	18,725,951	18,725,951
	<u>128,224,386</u>	<u>128,319,434</u>	<u>89,311,063</u>	<u>89,252,224</u>

### Fair Value Hierarchy for Financial Assets not measured at fair value

At 31 December 2019 (N'000)	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Debt securities issued	-	14,181,057	-	14,181,057
	<u>-</u>	<u>14,181,057</u>	<u>-</u>	<u>14,181,057</u>

At 31 December 2018 (N'000)	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Investment securities	-	-	4,762,784	4,762,784
	<u>-</u>	<u>-</u>	<u>4,762,784</u>	<u>4,762,784</u>

At 31 December 2018 (N'000)	Level 1	Level 2	Level 3	Total
<b>Financial liabilities</b>				
Debt securities issued	-	-	14,524,709	14,465,870
	<u>-</u>	<u>-</u>	<u>14,524,709</u>	<u>14,465,870</u>

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

### 3.5 Capital Management

The Bank's objectives in managing Capital are:

- To comply with the regulatory requirements of the Central Bank of Nigeria
- To ensure that the Bank continues as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders by ensuring that capital deployed meets our RAAC (Risk Asset Acceptance Criteria)

Capital adequacy and the use of regulatory capital are monitored daily by the Bank's management, employing techniques based on the guidelines developed by the Central Bank of Nigeria (CBN), for supervisory purposes.

In line with the CBN circular BSD/DIR/GR/GEN/LAB/06/053 regarding Regulatory Capital Measurement for the Nigerian Banking System for the implementation of Basel II/III in Nigeria, Capital adequacy is measured daily and reported monthly to the Central Bank of Nigeria in line with Basel II set principles, which measures Credit, Market and Operational Risks.

The ratios below summarises the composition of regulatory capital and the ratios of the Bank for the period ended 31 December 2019. Over this review period, the Bank complied with all the externally imposed capital requirements to which it was and is subject.

#### CONSTITUENTS OF ELIGIBLE CAPITAL

	Amounts	
	31 December 2019	31 December 2018
	N'000	N'000
Paid-up ordinary shares	1,833,417	2,794,794
Share premium	539,587	1,539,587
Retained profits	17,255,901	19,419,275
IFRS 9 Transitional Adjustment	690,474	1,035,711
Statutory Reserve	6,779,571	5,630,282
SMEEIS Reserve	-	326,807
Minority interests (only for consolidated accounts)	-	-
<b>TIER 1 SUB-TOTAL</b>	<b>27,098,950</b>	<b>30,746,456</b>
<b>LESS</b>	<b>-</b>	<b>-</b>
Deferred Tax Assets	2,521,983	3,200,940
Other intangible assets 2	425,629	212,588
Credit Risk Reserve	-	-
50% of investments in unconsolidated banking and financial subsidiary/associate companies	-	480,689
<b>NET-TOTAL TIER 1 CAPITAL</b>	<b>24,151,338</b>	<b>26,852,240</b>
Eligible subordinated term debt (limited to 25% of total Tier 1 capital)	-	-
Fair Value Reserves	(417,519)	(763,591)
<b>TIER 2 SUB-TOTAL</b>	<b>(417,519)</b>	<b>(763,591)</b>
<b>LESS</b>	<b>-</b>	<b>-</b>
50% of investments in unconsolidated banking and financial subsidiary/associate companies	-	-
	-	-

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

NET-TOTAL TIER 2 CAPITAL	(417,519)	(1,244,280)
TOTAL QUALIFYING CAPITAL	23,733,819	25,607,960

	31 December 2019 N'000	31 December 2018 N'000
Total Risk-weighted Amount for Credit Risk	59,053,597	62,280,612
Risk-weighted Amount for Operational Risk	16,196,428	14,698,517
Risk-weighted Amount for Market Risk	3,326,716	16,668,589
AGGREGATE RISK-WEIGHTED ASSETS	78,576,741	93,647,718
TOTAL RISK-WEIGHTED CAPITAL RATIO	30.20%	27.34%
TIER 1 RISK-BASED CAPITAL RATIO	30.74%	28.67%

As, a Merchant Bank, the Central Bank of Nigeria's regulatory requirements are as follows

- Hold the minimum level of the regulatory capital of N15 billion and
- Maintain a ratio of total regulatory capital to the risk-weighted asset at or above the minimum of 10%.
- Maintain a liquidity ratio minimum of 20%.

As at 31 December 2019, the Bank had eligible risk capital of N23.60billion, which was in excess of the regulatory minimum. In addition, liquidity ratio stood at 109.95% and our capital adequacy ratio stood at 30.20%. The risk-weighted assets are measured using the Central Bank of Nigeria's interpretation and ranking of the risk assets.

Currently the Bank's capital and regulatory ratios are in excess of the CBN regulatory minimum.

### 3.6 Critical accounting estimates and judgements

The Bank's financial statements and its financial result are influenced by accounting policies, assumptions, estimates and management judgement, which necessarily have to be made in the course of preparation of the consolidated financial statements.

The Bank makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. All estimates and assumptions required in conformity with IFRS are best estimates undertaken in accordance with the applicable standard. Estimates and judgements are evaluated on a continuous basis, and are based on experience and other factors, including expectations with regard to future events.

Accounting policies and management's judgements for certain items are especially critical for the Bank's results and financial situation due to their materiality.

#### (a) Impairment losses on financial assets

The Bank reviews its loan portfolio to assess impairment on a quarterly basis. Sequel to the implementation of IFRS 9 1 January 2018, the Bank has updated its credit assessment methodology in line with the standard.

# FSDH MERCHANT BANK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

IFRS 9 replaces the existing 'incurred loss' impairment approach with an Expected Credit Loss ('ECL') model, resulting in earlier recognition of credit losses compared with IAS 39. Expected credit losses are the unbiased probability weighted average credit losses determined by evaluating a range of possible outcomes and future economic conditions.

The Bank has set policies to guide staging criteria in determining significant increase in credit risk. The Bank has also developed the capability to model a number of economic scenarios and capture the impact on credit losses to ensure the overall ECL represents a reasonable distribution of economic outcomes. Appropriate governance and oversight has been established around the process

The methodology and assumptions used for estimating probability of default, loss given default, discount factor, exposure at default, forward looking macro-economic factors and timing of future cash flows are reviewed regularly as the Bank builds historical data in computation of its expected credit loss.

### **(b) Fair value of financial instruments**

The determination of fair value for financial assets and liabilities for which there is no observable market prices requires the use of valuation techniques. For financial instruments that trade infrequently and have little price transparency, fair value is less objective and requires varying degrees of judgement depending on liquidity concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument.

Fair valuation techniques and assumptions

#### 1. Bonds

The fair values for illiquid bonds are gotten from an independent source. The source's bond prices are model prices derived from a modelled yield. The modelled yield is calculated by adding a risk premium to the valuation yield (corresponding Tenor To Maturity (TTM) yield interpolated off the FGN bond theoretical spot rate curve). This is used to calculate the bond bid price.

Risk premiums are derived by 2 methods described below;

1. Apply risk spread on latest acceptable trade for the respective bonds i.e. determine the spread between the bond yield on the latest acceptable trade and the FGN bond spot rate of comparable TTM.

2. Apply risk spread at issuance i.e. determine the spread between the bond yield at issuance and the FGN bond spot rate of comparable TTM. However, where the risk spread at issuance is less than 1% (100 basis points), a base risk premium of 100 basis points is applied.

The fair value of quoted equity securities are determined by reference to quoted prices (unadjusted) from the Nigerian Stock Exchange.

However, fair value of unquoted equity investments have been derived from the last OTC (over the counter) transaction.

#### 2. Derivatives

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at each balance sheet date. A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability.

# **FSDH MERCHANT BANK LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship. Derivatives are presented as financial assets or financial liabilities. Derivative assets and liabilities are only offset if the transactions are with the same counterparty, a legal right of offset exists and the parties intend to settle on a net basis.

The fair value of financial instruments is based on quoted market prices at the closing date. Known calculation techniques, such as estimated discounted cash flows, are used to determine fair value of interest rate and currency financial instruments. The fair value of forward foreign exchange contracts is determined using forward exchange market rates at the closing date.

### **4 Segment**

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns different from those of segments operating in other economic environments. The bank operates only one line of business, which is merchant banking business. The bank does not consider it necessary to report its operations by both business and geographical segment

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

	<b>31 December 2019 N'000</b>	<b>31 December 2018 N'000</b>
<b>5. Interest income</b>		
<b>5(a)</b> Financial assets measured at fair value through profit or loss		
- Debt securities	892,370	937,520
	<u>892,370</u>	<u>937,520</u>
<b>5(b)</b> Financial assets measured at fair value through other comprehensive income		
- Debt securities	6,940,266	6,822,762
	<u>6,940,266</u>	<u>6,822,762</u>
<b>5(c)</b> Financial assets measured at amortised cost		
- Debt securities	1,183,769	58,919
- Loans to banks and other financial institutions	1,084,278	1,830,478
- Loans and advances to customers	6,056,052	4,970,662
- Correspondent credit lines	338,769	466,575
	<u>8,662,868</u>	<u>7,326,634</u>

Interest income on loans and advances to customers does not include interest income on impaired loans. Interest income on stage III impaired loans for the year ended 31 December 2019 was Nil (December 2018: Nil).

**6. Interest and similar expense**

Customer deposits	5,133,498	4,761,200
Interbank call borrowings	1,219,767	1,244,982
Discount on issued commercial papers	2,142,281	2,557,450
Interest on other borrowed funds	1,357,687	1,429,925
Correspondent credit lines	269,379	222,686
Clients' investment fund	873,244	104,005
Interest on leases	13,223	-
	<u>11,009,079</u>	<u>10,320,248</u>

**7. Fee and commission income**

Credit related fees	315,092	161,366
Commission on trade related transactions	125,046	245,743
Financial advisory and issuing house activities' fees	67,385	206,384
Other commissions, fees and charges	187,449	185,308
	<u>694,972</u>	<u>798,801</u>

Other commissions, fees and charges includes brokerage commission, current account maintenance charge, funds transfer charge, penalties and charges.

The fees and commission income can be further analysed as below in line with IFRS 15

Point in time	312,495	430,991
Over time fees	382,477	367,810
	<u>694,972</u>	<u>798,801</u>

**8 Impairment (writeback)/charge for credit losses**

Impairment charge for credit loss on loans and advances	(41,494)	(2,145,177)
Impairment write-back on credit loss on other financial assets	(359,074)	(202,130)
Uncollectable amounts written off	-	950,666
	<u>(400,568)</u>	<u>(1,396,641)</u>

**9 Net gains on financial instruments held for trading**

Bonds	187,634	95,821
Treasury bills	204,510	160,323
Promissory notes	-	1,960
Foreign exchange	181,539	57,386
Derivatives	21,642	335,187
	<u>595,325</u>	<u>650,677</u>

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

	<b>31 December 2019 N'000</b>	<b>31 December 2018 N'000</b>
<b>10 Net gains on debt instruments classified as fair value through other comprehensive income</b>		
Bonds	111,220	45,020
Treasury bills	919,163	742,439
Promissory notes	764,015	-
	<u>1,794,398</u>	<u>787,458</u>
<b>11 Other income</b>		
Technical service fees	52,155	63,037
Profit on disposal of property and equipment	3,643	18,929
Dividend income	940,864	909,623
Foreign currency translation	83,141	130,813
Other sundry income	162,341	79,335
	<u>1,242,144</u>	<u>1,201,737</u>
<b>12 Operating expenses</b>		
Staff related expenses (Note (i) below)	2,296,859	2,193,606
Depreciation on assets (Note 28)	292,947	244,435
Depreciation on leased assets (Note 23)	47,733	-
Amortisation (Note 27)	117,310	106,261
Auditors' remuneration	55,000	42,750
Directors' fees and sitting allowance	275,616	176,800
Other directors' expenses	231,692	-
Deposit Insurance	152,345	194,047
Occupancy costs	78,503	140,127
Information technology and related expenses	498,132	447,812
Provision for doubtful receivables	9,535	-
Operating expenses (Note (ii) below)	975,330	869,700
	<u>5,031,002</u>	<u>4,415,538</u>
 (i) Staff related costs, excluding executive directors, during the period amounted to:		
Wages, salaries and staff costs	2,088,489	2,002,485
Pension costs - Defined contribution plan	143,237	141,039
Post employment costs - Defined contribution plan	65,133	50,082
	<u>2,296,859</u>	<u>2,193,606</u>
 The average number of persons employed by the bank during the period was as follows -		
Executive	3	3
Management staff	24	30
Non management staff	99	101
	<u>126</u>	<u>134</u>
 The number of employees of the bank, who received emoluments (excluding pension contributions and other benefits) in the following ranges were -		
Below N3,000,000	26	33
N3,000,001 - N5,000,000	21	19
N5,000,001 - N7,000,000	19	23
Above N7,000,000	60	59
	<u>126</u>	<u>134</u>

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

	<b>31 December 2019 N'000</b>	<b>31 December 2018 N'000</b>
Directors' remuneration paid during the period:		
Fees and sitting allowances	275,616	176,800
Retirement benefit expense	120,813	-
Executive compensation	216,443	169,514
	<u>612,872</u>	<u>346,314</u>

The directors' remuneration shown above (excluding pension and other benefits) includes:

Chairman	<u>41,500</u>	<u>11,625</u>
Highest paid director	<u>89,589</u>	<u>79,171</u>

(ii) Included in the administrative expenses is the sum of N10.12m (2018: N16.80m) paid to PricewaterhouseCoopers for non-audit services provided during the year.

The breakdown of the non-audit services for the period are as follows:

	<b>N'000</b>
Training cost	147
Quality assurance review	4,725
Independent review of the compliance function	5,250
	<u>10,122</u>

**13 Income tax expense**

Tax charge for the year comprises:

**a) Income Tax Charge**

Income tax	1,142,490	447,903
Withholding tax on dividend	94,104	-
<b>Total current tax charge</b>	<u>1,236,594</u>	<u>447,903</u>

**b) Deferred tax**

Recognised in income statement:

Origination and reversal of temporary differences	335,832	327,150
<b>Total deferred tax charge/(credit)</b>	<u>335,832</u>	<u>327,150</u>

**Income tax expense**

	<u>1,572,426</u>	<u>775,053</u>
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(ii) Reconciliation of effective tax

Profit before income tax	<u>5,182,829</u>	<u>5,186,445</u>
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Effective tax as per accounts:

Income tax using the companies income tax rate at 30%	1,554,849	1,555,934
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Non-deductible expenses	148,020	131,738
Tax exempt income	(1,414,395)	(2,930,745)
Tax loss unutilised	1,142,490	1,243,074
Tax effect of unrelieved losses	(288,474)	753,323
Tax over-provision	-	(305,420)
WHT on dividend	94,104	-
Effect of deferred tax	335,832	327,150
Income tax	<u>1,572,426</u>	<u>775,053</u>
Effective tax rate	<u>30.34%</u>	<u>14.94%</u>

Based on Nigerian tax law, Companies Income Tax Act provides that current tax is determined as the higher of amount computed based on 30% of taxable profit, minimum tax and 30% of dividend declared. There were no changes in corporate and education tax rates during the year. The corporate income tax charge for the year was based on dividend tax rule (Same applied in 2018)

Tax exempt income include incomes such as dividend income, income on Federal Government of Nigeria, municipal and corporate bonds and the Nigerian Treasury Bills (Exemption of Bonds and Short Term Government Securities Order 2011) which are exempt from income tax and other applicable taxes as gazetted by the Federal Government of Nigeria.

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

	<b>31 December 2019 N'000</b>	<b>31 December 2018 N'000</b>
The movement in the current income tax liability is as follows:		
At start of the year	241,710	413,161
Tax paid	(1,016,362)	(619,354)
Prior period over provision	-	(305,420)
Income tax charge	<u>1,236,594</u>	<u>753,323</u>
At end of the year	<u>461,942</u>	<u>241,710</u>
Current	<u>461,942</u>	<u>241,710</u>

**14 Cash and bank balances**

Cash in hand	85	37
Balances held with other banks:		
- Operating balance with Central Bank of Nigeria	3,907,089	1,324,916
- Balances with banks in Nigeria	263,277	657,634
- Balances with banks outside Nigeria	<u>4,779,983</u>	<u>5,008,095</u>
Cash on hand and balances with banks	<u>8,950,433</u>	<u>6,990,682</u>
- Mandatory reserve deposit with Central Bank of Nigeria	<u>7,210,940</u>	<u>4,196,302</u>
	<u>16,161,374</u>	<u>11,186,984</u>
Current	<u>8,950,433</u>	<u>6,990,682</u>
Non-Current	<u>7,210,940</u>	<u>4,196,302</u>
	<u>16,161,374</u>	<u>11,186,984</u>

Included in cash on hand and balances with banks is an amount of N4.61billion (31 Dec 2018: N3.28billion) representing the Naira value of foreign currencies held on behalf of customers to cover letters of credit transactions. The corresponding liability is reported as customers' deposit for foreign trade under other liabilities (see Note 31).

Mandatory reserve deposits with the Central Bank of Nigeria represents a percentage of customers' deposits (prescribed from time to time by the Central Bank) which is not available for daily use.

For purpose of statement of cashflows, these mandatory reserve deposits are excluded from cash and cash equivalents.

**15 Loans to banks and other financial institutions**

Placements with banks	<u>9,817,413</u>	<u>17,057,637</u>
	<u>9,817,413</u>	<u>17,057,637</u>
Impairment on investment securities at amortised cost		
Stage 1 ECL provision	<u>(77)</u>	<u>-</u>
	<u>(77)</u>	<u>-</u>
Loans to banks and other financial institutions net of impairment	<u>9,817,336</u>	<u>17,057,637</u>
Current	<u>9,817,336</u>	<u>17,057,637</u>
	<u>9,817,336</u>	<u>17,057,637</u>

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

	<b>31 December 2019 N'000</b>	<b>31 December 2018 N'000</b>
<b>16 Financial instruments held for trading</b>		
Nigerian Treasury Bills	2,704,105	344,516
Corporate bonds	-	1,128,755
	<u>2,704,105</u>	<u>1,473,271</u>
Current	2,704,105	344,516
Non-current	-	1,128,755
	<u>2,704,105</u>	<u>1,473,271</u>

Assets under this class are all trading-related. Gains or losses are recognised in the income statement under 'Net gains on financial instruments held for trading'

**17 Derivative financial instruments**

Assets		
- FX forward contracts	414,929	607,076
	<u>414,929</u>	<u>607,076</u>
Liabilities		
- FX forward contracts	395,283	590,903
	<u>395,283</u>	<u>590,903</u>
Notional principal		
- FX forward contracts (Assets)	18,665,228	11,945,983
Notional principal		
- FX forward contracts (Assets)	18,665,228	11,945,983

(i) This represents the notional principal amounts, the positive (assets) and negative (liabilities) fair values of the Group's FX forward contracts. Fair value changes are recognised in the statement of comprehensive income. All derivative financial instruments are current.

**18 Loans and advances to customers**

Loans and advances at amortised cost	46,753,615	41,835,627
Allowance for impairment	(1,257,275)	(1,298,769)
	<u>45,496,340</u>	<u>40,536,858</u>
Current	24,933,147	37,906,104
Non-current	20,563,193	2,630,754
	<u>45,496,340</u>	<u>40,536,858</u>

The reconciliation of the allowance account for losses on loans and advances to customers:

**December 2019**

Balance at 1 January 2019	1,298,769
Decrease in loan provision for the year	(41,494)
At 31 December 2019	<u>1,257,275</u>

*Analysis of impairment as at 31 December 2019:*

Stage 1 impairment on loans and advances	250,867
Stage 3 impairment on loans and advances	1,006,408
	<u>1,257,275</u>

**December 2018**

Balance at 1 January 2018	3,401,323
IFRS 9 opening remeasurement adjustment	993,009
Write-off of provisions	(950,386)
Decrease in loan provision for the year	(2,145,177)
At 31 December 2018	<u>1,298,769</u>

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

	<b>31 December 2019 N'000</b>	<b>31 December 2018 N'000</b>
<b>19 Investment securities</b>		
<b>Analysis of investment securities</b>		
Debt securities (Note (i))	42,884,175	33,684,387
Equity securities (Note (ii))	563,043	342,473
	<u>43,447,218</u>	<u>34,026,860</u>
Current	32,215,749	29,245,644
Non-current	11,231,469	4,781,216
	<u>43,447,218</u>	<u>34,026,860</u>
 (i) <b>Debt securities</b>		
<b>Classified as fair value through other comprehensive income</b>		
Nigerian Treasury Bills	17,242,594	24,524,054
Federal Government of Nigeria bonds	6,255,000	325,631
Corporate bonds	16,710,447	4,141,106
Promissory notes and Commercial bills	2,676,133	-
Debt securities at FVOCI	<u>42,884,175</u>	<u>28,990,791</u>
<b>Classified as amortised cost</b>		
Nigerian Treasury Bills	-	4,750,828
Corporate bonds	-	-
	<u>-</u>	<u>4,750,828</u>
Impairment on investment securities at amortised cost		
Stage 1 ECL provision	-	57,232
	<u>-</u>	<u>57,232</u>
Net debt securities at amortised cost	<u>-</u>	<u>4,693,596</u>
Total debt securities	<u>42,884,175</u>	<u>33,684,387</u>
 The reconciliation of the impairment allowance on debt securities is as below:		
Balance at 1 January 2019	57,232	-
IFRS 9 opening remeasurement adjustment	-	14,898
Increase/(writeback) in provision for the year	(57,232)	42,334
At 31 December 2019	<u>-</u>	<u>57,232</u>
 (ii) <b>Equity securities</b>		
<b>Classified as fair value through other comprehensive income</b>		
Unquoted equity securities	563,043	342,473
	<u>563,043</u>	<u>342,473</u>

i. The N563.04M investment in equity securities represents the N547.38M equity contribution to the Agricultural/Small and Medium Enterprises Investment Scheme (AGSMEIS), N15M investment in FMDQ OTC exchange and N0.67M investment in the Nigeria Inter-bank Settlement Scheme (NIBSS). Total dividend of N0.06M was received as dividend from NIBSS during the year (2018: N0.05M). The Bank chose this presentation alternative because these investments were made based on regulatory directives rather than with a view to profit on a subsequent sale, and there are no plans to dispose of these investments in the short or medium term.

ii. The Bank has made an irrevocable election to classify all its unquoted equity investment at FVOCI.

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**31 December**      **31 December**  
**2019**                      **2018**  
**N'000**                      **N'000**

**20 Pledged assets**

**Classified as fair value through other comprehensive income**

Nigerian treasury bills	31,958,201	3,830,738
Federal Government of Nigeria bonds	1,147,552	5,063,491
	<b>33,105,752</b>	<b>8,894,229</b>
Current	31,958,201	3,830,738
Non-current	1,147,552	5,063,491
	<b>33,105,752</b>	<b>8,894,229</b>

Debt securities are pledged for purpose of providing collateral to secure liabilities with counterparties. The disclosure above includes any transferred assets associated with secured borrowing as disclosed in Notes 29.

**21 Leases**

**i Right-of-use assets**

	<b>Buildings</b>	<b>Total</b>
	<b>N'000</b>	<b>N'000</b>
Opening balance as at 1 January 2019	137,843	137,843
Additions during the year	29,854	29,854
Closing balance as at 31 December 2019	<b>167,697</b>	<b>167,697</b>
<b>Depreciation</b>		
Opening balance as at 1 January 2019	-	-
Charge for the year	47,733	47,733
Closing balance as at 31 December 2019	<b>47,733</b>	<b>47,733</b>
Net book value as at 31 December 2019	<b>119,964</b>	<b>119,964</b>

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**ii Lease liabilities**

	<b>N'000</b>
Opening balance as at 1 January 2019	131,097
Additions	29,667
Interest expense	13,223
Payments made during the period	<u>(119,478)</u>
Closing balance as at 31 December 2019	<b>54,509</b>
Current lease liabilities	13,022
Non-current lease liabilities	<u>41,487</u>

**54,509**

**iii Amounts recognised in the statement of profit or loss**

	<b>Buildings</b>	<b>Total</b>
	<b>N'000</b>	<b>N'000</b>
Depreciation charge of right-of-use assets	47,733	47,733
Interest expense	13,223	13,223
Lease modification gain	(187)	(187)

**iv) Liquidity risk (maturity analysis of lease liabilities)**

	<b>0-3 months</b>	<b>3-12 months</b>	<b>1-2 years</b>	<b>Above 2 years</b>
Lease liability	<u>12,330</u>	<u>8,643</u>	<u>42,380</u>	<u>-</u>

**22 Other assets**

**Financial assets**

Fee receivables	294,822	109,078
Other receivables	-	147,804
Gross other financial assets	<u>294,822</u>	<u>256,882</u>
Credit impairment on other financial assets - receivables	-	(4,801)
Net other financial assets	<u>294,822</u>	<u>252,081</u>

**Non financial assets**

Prepayments	420,442	470,532
Withholding tax receivable (WHT)	71,049	129,692
Others	-	694
Gross non-financial assets	<u>491,491</u>	<u>600,918</u>
Provision for doubtful receivables - WHT	(9,535)	-
	<u>481,956</u>	<u>600,918</u>
	<u>776,778</u>	<u>852,999</u>

Current	642,083	307,088
Non-current	<u>134,695</u>	<u>545,911</u>
	<u>776,778</u>	<u>852,999</u>

**23 Investment in subsidiaries**

	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
	<b>N'000</b>	<b>N'000</b>
FSDH Asset Management Limited	-	200,000
Pensions Alliance Limited	-	587,010
FSDH Securities Limited	-	174,367
	<u>-</u>	<u>961,377</u>

See narrative disclosures in Note 39 of this financial statements.

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**24 Deferred tax**

Deferred income taxes are calculated on all temporary differences under the liability method using a statutory tax rate of 30% (2018: 30%).

**Movements in temporary differences during the year:**

	Recognised		
	1 January 2019 N'000	in P&L N'000	31 December 2019 N'000
Accelerated tax depreciation	3,322	(107,906)	(104,584)
Foreign exchange translation	(39,294)	14,352	(24,942)
Credit impairment	(1,199)	1,199	-
Tax loss carry forward	3,261,153	(243,477)	3,017,676
	<u>3,223,982</u>	<u>(335,832)</u>	<u>2,888,150</u>

	Recognised		
	1 January 2018 N'000	in P&L N'000	31 December 2018 N'000
Accelerated tax depreciation	(42,352)	45,675	3,322
Foreign exchange translation	(109,451)	70,157	(39,294)
Credit impairment	91,593	(92,792)	(1,199)
Tax loss carry forward	3,611,342	(350,189)	3,261,153
	<u>3,551,132</u>	<u>(327,150)</u>	<u>3,223,984</u>

The bank has assessed that based on its profit forecast, it is probable that there will be future taxable profits against which the tax losses, from which deferred tax asset has been recognised, can be utilised. The value of unrecognized deferred tax asset as at 31 December 2019 was N7.20bn (2018 - N7.80bn).

**25 Intangible asset**

Cost	Computer		Total N'000
	Software N'000	Work in progress N'000	
At 1 January 2019	1,005,144	15,750	1,020,894
Additions	55,395	274,959	330,354
Transfers	15,750	(15,750)	-
At 31 December 2019	<u>1,076,289</u>	<u>274,959</u>	<u>1,351,248</u>

Accumulated amortisation			Total N'000
At 1 January 2019	(808,306)	-	(808,306)
Charge for the period	(117,313)	-	(117,313)
At 31 December 2019	<u>(925,619)</u>	<u>-</u>	<u>(925,619)</u>

Net book amount at 1 January 2019	196,838	15,750	212,588
Net book amount at 31 December 2019	<u>150,670</u>	<u>274,959</u>	<u>425,629</u>

Cost	Computer		Total N'000
	Software N'000	Work in progress N'000	
At 1 January 2018	819,508	99,800	919,308
Additions	95,916	15,750	111,666
Reclassifications	89,720	(89,720)	-
Transfers	-	(10,080)	(10,080)
At 31 December 2018	<u>1,005,144</u>	<u>15,750</u>	<u>1,020,894</u>

Accumulated amortisation			Total N'000
At 1 January 2018	(702,045)	-	(702,045)
Charge for the year	(106,261)	-	(106,261)
At 31 December 2018	<u>(808,306)</u>	<u>-</u>	<u>(808,306)</u>

Net book amount at 1 January 2018	117,463	99,800	217,263
Net book amount at 31 December 2018	<u>196,838</u>	<u>15,750</u>	<u>212,588</u>

The software was not internally generated. The amortisation charge for the year is included within operating expenses.

## FSDH MERCHANT BANK LIMITED

### NOTES TO THE ANNUAL FINANCIAL STATEMENTS At 31 December 2019

#### Property and equipment (Cont'd)

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	Leasehold improvement N'000	Office equipment N'000	Computer Equipment N'000	Furniture, fittings & equipment N'000	Motor vehicles N'000	Work in progress N'000	Total N'000
<b>Cost</b>							
At 1 January 2019	160,819	112,236	334,206	121,748	750,268	-	1,479,277
Additions	-	6,672	75,794	6,309	268,651	25,000	382,426
Disposals	-	(737)	(17,704)	(86,223)	(199,013)	-	(303,677)
At 31 December 2019	160,819	118,171	392,296	41,834	819,906	25,000	1,558,026
<b>Accumulated depreciation</b>							
At 1 January 2018	(159,281)	(58,984)	(221,991)	(98,001)	(336,977)	-	(875,234)
Charge for the year	(1,537)	(14,045)	(69,587)	(4,872)	(202,906)	-	(292,947)
Disposals	-	684	17,603	86,158	142,204	-	246,649
At 31 December 2019	(160,818)	(72,345)	(273,975)	(16,715)	(397,679)	-	(921,532)
<b>Net book amount at 1 January 2019</b>	1,538	53,252	112,215	23,747	413,292	-	604,044
<b>Net book amount at 31 December 2019</b>	1	45,826	118,321	25,119	422,227	25,000	636,494
<b>Cost</b>							
At 1 January 2018	160,819	63,110	253,558	115,959	629,596	24,529	1,247,571
Additions	-	46,485	63,638	8,453	215,499	-	334,075
Reclassifications	-	2,641	17,010	(2,443)	-	(17,208)	-
Transfer	-	-	-	-	-	(7,321)	(7,321)
Disposals	-	-	-	(221)	(94,827)	-	(95,048)
At 31 December 2018	160,819	112,236	334,206	121,748	750,268	-	1,479,277
<b>Accumulated depreciation</b>							
At 1 January 2018	(152,292)	(48,979)	(164,640)	(93,761)	(259,661)	-	(719,333)
Charge for the year	(6,989)	(10,005)	(57,351)	(4,461)	(165,629)	-	(244,435)
Disposals	-	-	-	221	88,314	-	88,535
At 31 December 2018	(159,281)	(58,984)	(221,991)	(98,001)	(336,977)	-	(875,233)
<b>Net book amount at 1 January 2018</b>	8,527	14,131	88,918	22,198	369,935	24,529	528,238
<b>Net book amount at 31 December 2018</b>	1,538	53,252	112,215	23,747	413,291	-	604,044

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

	<b>31 December 2019 N'000</b>	<b>31 December 2018 N'000</b>
<b>27 Due to banks and other financial institution</b>		
Call borrowings	-	705,274
Secured borrowings	27,681,910	3,620,314
Trade related obligations to foreign banks	-	416,260
Other balances	2,918	3,144
	<u>27,684,828</u>	<u>4,744,992</u>
Current	<u>27,684,828</u>	<u>4,744,992</u>
	<u>27,684,828</u>	<u>4,744,992</u>

Secured borrowings represent various transactions in which financial assets are transferred in exchange for cash and a concurrent obligation to re-acquire the financial asset at a future date for a pre-determined consideration. The transferred asset have not been de-recognised in the books and form part of the financial assets in the statement of financial position disclosed as pledged assets (Note 22). Included in the secured borrowing are placements from other financial institutions amounting to \$10million.

**28 Due to customers**

Demand	9,670,569	9,269,590
Term	37,393,996	31,245,455
Client investments fund	9,275,871	6,204,316
	<u>56,340,436</u>	<u>46,719,361</u>
Current	<u>56,340,436</u>	<u>46,719,361</u>
	<u>56,340,436</u>	<u>46,719,361</u>

**29 Other liabilities**

**Financial liabilities:**

Customers' deposit for foreign trade (Note (i))	4,606,865	3,278,776
Amounts held on behalf of third parties	4,547,095	848,356
Unclaimed third party deposits	11,923	5,505
Sundry creditors	88,568	82,226
Accruals	164,416	45,492
Stale cheques and other payables	1,956,935	335,695
	<u>11,375,802</u>	<u>4,596,050</u>

**Non financial liabilities:**

VAT payable	6,546	8,655
WHT payable	39,590	46,482
Impairment on off balance sheet financial assets (Note (ii))	41,850	103,535
	<u>87,986</u>	<u>158,672</u>
	<u>11,463,788</u>	<u>4,754,722</u>

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

	31 December 2019 N'000	31 December 2018 N'000
Current	11,463,788	4,754,722
	<u>11,463,788</u>	<u>4,754,722</u>

(i) This represents the naira value of foreign currencies held on behalf of customer(s) to cover letters of credit transactions.

(ii) This represents IFRS 9 ECL impairment provisions on off-balance sheet financial assets such as loan commitments and financial guarantee contracts - letters of credits.

**30 Debt instruments issued**

**Debt instrument at amortised cost:**

FSDH Commercial Papers	14,086,009	14,524,709
	<u>14,086,009</u>	<u>14,524,709</u>
Current	14,086,009	14,524,709
	<u>14,086,009</u>	<u>14,524,709</u>

This represent the outstanding FSDH CP Notes that were issued during the year. The face value of the CP Notes as at the 31 December 2019 was N14.27billion and listed on the FMDQ OTC Securities Exchange. The discount rate on the N14.27B holding is 13.12%.

*Movement in debt securities for the year:*

Opening position	14,524,709	12,077,787
Net discounted value of notes issued	15,174,078	30,852,181
Redemptions during the year	(17,755,059)	(30,962,709)
Interest expense	2,142,281	2,557,450
Closing position	<u>14,086,009</u>	<u>14,524,709</u>

**31 Other borrowed funds**

Due to Shelter Afrique (i)	-	305,686
Due to AfDB (ii)	18,737,312	18,420,265
	<u>18,737,312</u>	<u>18,725,951</u>
Current	18,737,312	840,911
Non-current	-	17,885,040
	<u>18,737,312</u>	<u>18,725,951</u>

(i) The balance of N0.31bn as at 31 December 2018 (face value of \$0.89million) which represented the outstanding balance on a lending facility of \$10m granted to the bank by Shelter-Afrique (The Company for Habitat and Housing in Africa), Kenya at an interest rate of Libor + 7.5% p.a. was settled in January 2019.

(ii) The N18.74bn (face value of \$50million) represents disbursements in two tranche on a \$50m Line of Credit granted to the bank by African Development Bank, Abidjan, Cote d'Ivoire (AfDB). The first tranche of \$35million dollars is at an interest rate of Libor + 4.5% p.a. effective December 20th 2016 while the second tranche of \$15million (also at same rate of Libor + 4.5%) effective 7th November, 2017 and to both mature on same date of 22 June 2020. Interest is payable semi-annually. The liability is carried at amortised cost.

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

	<b>31 December 2019 N'000</b>	<b>31 December 2018 N'000</b>
<i>Movement in other borrowed funds for the year:</i>		
Opening position	18,725,951	20,201,819
Interest expense	1,357,687	1,413,201
Interest paid	(1,333,351)	(1,294,427)
Repayments	(322,409)	(3,170,315)
Exchange valuation	309,434	1,575,673
Closing position	<u>18,737,312</u>	<u>18,725,951</u>

**32 Share capital**

	<b>31 December 2019 N'000</b>	<b>31 December 2018 N'000</b>
<b>Authorised</b>		
3,100,000,000 Ordinary shares of N1 each	<u>3,100,000</u>	<u>3,100,000</u>
<b>Issued and fully paid</b>		
1,833,416,681 (Dec 2018 : 2,794,793,730) Ordinary shares of N1 each	<u>1,833,417</u>	<u>2,794,794</u>

**33 Share premium and reserves**

The nature and purpose of the reserves in equity are as follows:

**(a) Share premium:** Premiums from the issue of shares are reported in share premium.

**(b) Retained earnings:** Retained earnings comprise the undistributed profits from previous years, which have not been reclassified to the other reserves noted below.

**(c) Statutory reserve:** In accordance with the Banks and Other Financial Institutions Act of 1991 (Amended), 15% of profit after taxation has been transferred to statutory reserve.

**(d) Fair value through other comprehensive income (FVOCI) reserve:** The revaluation reserve shows the effects from the fair value measurement of financial instruments of the FVOCI category. Any gains or losses on this class of financial instruments are not recognised in the consolidated income statement until the asset has been sold or impaired.

**(e) AGSMEIS reserve:** In 2017, the Central Bank of Nigeria (CBN) issued guidelines to govern the operations of the Agricultural, Small and Medium Enterprises Scheme (AGSMEIS), which was established to support the Federal Government's efforts at achieving sustainable economic development and employment generation.

All Nigerian banks are required to set aside an amount equal to 5% of their annual Profits After Tax (PAT) towards the funding of the equity investments, which qualify under the AGSMIE Scheme.

During the year under review, the CBN debited the bank for a total of N220.57M. Thus, no amount was appropriated from retained earnings.

**34 Credit risk reserve**

The credit (regulatory) risk reserve represents the difference between the impairment on loans and advances determined using the prudential guidelines issued by the Central Bank of Nigeria compared with the expected loss model used in determining the impairment loss under IFRSs.

Where the loan loss impairment determined using the prudential guidelines is greater than the loan loss impairment determined using the expected loss model under IFRSs, the difference is transferred to regulatory credit risk reserve and it is non-distributable to owners of the parent. When the prudential provisions is less than IFRS provisions, the excess charges resulting is transferred from the regulatory reserve to retained earnings to the extent of the non-distributable reserve previously recognised.

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**Movement in credit risk reserve**

	<b>31 December 2019 N '000</b>	<b>31 December 2018 N '000</b>
Balance as at 1st January	157,039	-
Transfer from/(to) retained earnings	(157,039)	157,039
Balance as at 31 December	<u>-</u>	<u>157,039</u>

**35 Prudential adjustment**

	<b>31 December 2019 N '000</b>	<b>31 December 2018 N '000</b>
Prudential guideline provision on loans & advances and off balance sheet exposure:		
- Specific provisions	20,642	5,787
- General provisions	<u>1,182,510</u>	<u>1,450,021</u>
	<u>1,203,152</u>	<u>1,455,808</u>
IFRS impairment provisions:		
- Impairment allowance on financial assets: loans & advances	<u>1,257,275</u>	<u>1,298,769</u>
	<u>1,257,275</u>	<u>1,298,769</u>
Difference in IFRS impairment over prudential guidelines accounted for in credit risk reserve	<u>-</u>	<u>157,039</u>

**36 Reconciliation of profit before tax to cash generated from operations**

Profit before income tax	5,182,829	5,186,445
<i>Adjustments for:</i>		
- Amortisation (note 27)	117,313	106,261
- Depreciation (note 28)	292,947	244,435
- Depreciation on leased assets (Note 23)	47,733	-
- Foreign exchange revaluation	(83,141)	(130,813)
- Profit on disposal of property and equipment (note 13)	(3,643)	(18,929)
- Benefit plan	-	-
- Net interest income	(5,492,568)	(4,766,668)
- Dividend income	(940,864)	(909,623)
- Fair value (gain)/loss on financial instruments held for trading	(573,683)	(30,522)
- Fair value gain on derivative instruments held for trading	(21,642)	(16,173)
- Impairment (write-back)/charge on loans and advances (Note 10)	(41,494)	(2,145,177)
- Uncollectable amounts written off (Note 10)	-	950,666
- Impairment charge on other financial assets	(359,074)	(172,013)
<i>Changes in working capital:</i>		
- Balances with Central Bank (restricted cash)	(3,014,638)	(2,075,776)
- Balances with banks outside Nigeria (restricted cash)	(1,328,089)	4,845,850
- Loans and receivables to customers	(547,487)	(525,328)
- Financial instruments held for trading	(626,721)	6,210,896
- Derivatives financial assets	213,789	(520,866)
- Pledged assets	(24,211,523)	1,307,633
- Other assets	70,187	(222,655)
- Assets held for sale	-	48,450
- Due to banks	22,578,655	(13,722,576)
- Due to customers	10,881,480	(6,491,629)
- Derivatives financial liabilities	(195,620)	536,797
- Other liabilities	<u>5,232,858</u>	<u>(3,932,247)</u>
<b>Cash generated/(used) from operations</b>	<u>7,177,603</u>	<u>(16,243,563)</u>

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**37 Cash and cash equivalents**

For the purposes of statement of cash flow, cash and cash equivalents are balances that are held for the primary purpose of meeting short term cash commitments. This includes cash-on-hand, deposit held at call with banks and other short-term highly liquid investments which originally matures in three months or less from when the group became a party to the instrument.

	2019 N'000	2018 N'000
Cash and Bank balances (Note 16)	16,161,374	11,186,984
Mandatory reserve with the Central bank	(7,210,940)	(4,196,302)
Customers' deposit for foreign trade (Note 31)	(4,606,865)	(3,278,776)
<b>Cash and bank balances included in the statement of cash flows</b>	<b>4,343,568</b>	<b>3,711,906</b>
Placements with banks and discount houses in Nigeria (Note 17)	9,817,413	17,057,637
	<b>14,160,981</b>	<b>20,769,543</b>

**38 Group entities**

**Unconsolidated structured entities**

The bank has interests in some special purpose entities set up to hold the title to underlying assets held as collateral for mortgage loans advanced to employees. The entities are set up primarily to ensure that the employees do not suffer a double charge on transfer of title, while still providing collateral to the bank for the loans advanced. The SPEs are held in trust by nominees and the title to the property vested in the SPE. Under the terms of the Trust, the nominee can only take the following actions; return ownership of SPE to employee upon liquidation of the loan or commence recovery process on behalf of the bank against the property upon a default event by the employee.

The bank did not give any financial support during the year (2018 : Nil) to any unconsolidated structured entity.

**39 Discontinued Operation**

**Transfer of subsidiary resulting from business restructuring**

During the year, the Group implemented the Holding company structure which led to the reorganisation of the group reporting and business structure. On 1 July 2019, FSDH Holding Company Limited became the Parent company of the FSDH group. As a result of the reorganisation, FSDH Merchant Bank Limited transferred its interest in all its subsidiaries ( listed in (a) below) to its ultimate parent company - FSDH Holding Company Limited. In line with the accounting policy on common control transactions, predecessor accounting was applied and the assets and liabilities of these entities were transferred at the existing book value. Thus, no gain or loss was recorded on the transfer of these subsidiaries to the Holding company

a. Subsidiary	Type of holding	Principal line of business	Ownership Interest	
			2019	2018
FSDH Asset Management Limited, incorporated in Nigeria	Direct	Fund & portfolio management	-	99.7%
Pensions Alliance Limited, incorporated in Nigeria	Direct	Pension fund administration	-	51.0%
FSDH Securities Limited, incorporated in Nigeria	Direct	Stockbroking	-	99.9%

b. The result of the subsidiaries transferred to FSDH Holding Company Limited Plc for the 6 months to July 2019 and their full year result for prior year is as shown below:

	6 months to 1 July 2019 N'000	12 months to 31 December 2018 N'000
<b>Income</b>		
Interest similar income	365,570	640,999
Fee and commission income	2,293,322	4,859,917
Net gains on financial instruments	46,682	113,377
Dividend Income	8,579	9,158
Other income	50,974	105,920
	<b>2,765,127</b>	<b>5,729,371</b>
<b>Expenses</b>		
Interest expense	(1,226)	(1,347)
Impairment writeback/(charge) for credit losses	3,776	853
Operating expenses	(1,601,209)	(3,252,272)
	(1,598,659)	(3,252,766)
Profit before tax	<b>1,166,468</b>	<b>2,476,605</b>
Income tax expense	(330,114)	(667,717)
Profit after tax	<b>836,354</b>	<b>1,808,888</b>

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

c. Assets and liabilities de-recognised as at date of transfer are shown below:

	<b>6 months to 1 July 2019 N'000</b>
<b>ASSETS</b>	
Cash and bank balances	294,027
Loans to banks	2,851,507
Financial instruments measured through profit or loss	27,640
Loans and advances to customers	664,418
Investment securities	1,505,153
Other assets	1,613,513
Intangible assets	41,140
Property and equipment	433,650
<b>Total assets</b>	<b><u>7,431,048</u></b>
<b>LIABILITIES</b>	
Due to banks	98,251
Due to customers	434,285
Current income tax liability	1,073,442
Other liabilities	762,383
<b>Total liabilities</b>	<b><u>2,368,361</u></b>
<b>EQUITY</b>	
Share capital	1,575,000
Share premium	51,000
Retained earnings	2,586,572
Statutory reserve	849,283
FVOCI reserve	832
<b>Total equity</b>	<b><u>5,062,687</u></b>
<b>Total equity and liabilities</b>	<b><u><u>7,431,048</u></u></b>

**40 Contingent liabilities and commitments**

**(a) Legal proceedings**

The bank has litigation and claims which arose in the normal course of business and they are being contested by the bank. The directors, having sought professional legal counsel, are of the opinion that no loss will eventuate, hence no provision has been made for them in these financial statements.

**(b) Credit related commitments**

In the normal course of business, the bank is party to financial instruments with off-balance sheet risk. The instruments are used to meet credit and other financial requirements of customers. The contractual amounts of the off-balance sheet financial instruments are:

	<b>31 December 2019 N'000</b>	<b>31 December 2018 N'000</b>
Letters of Credit	13,795,744	21,044,590
Performance bonds and guarantees	3,005,132	132,598
Loan Commitments	35,620,897	20,346,805
	<u>52,421,773</u>	<u>41,523,993</u>

The total outstanding contractual amount of the undrawn credit lines which represents loan commitments does not necessarily represent future cash outflows, as these lines may expire or terminate without being drawn. Likewise, there are varying conditions to be met before such commitments can be drawn upon.

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**41 Related party transactions**

A number of transactions are entered into with related parties in the normal course of business. These include advisory, investments and securities' transactions. In line with IAS 24, the Bank categorised its shareholders, directors, members of its executive management committee and their related entities or persons of influence with which the Bank had transactions for disclosure purposes.

**(i) Key management personnel and their related entities**

	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
	<b>N'000</b>	<b>N'000</b>
<i>(a) Compensation</i>		
Wages and salaries	577,355	649,727
Pension costs	51,355	58,813
	<u>628,710</u>	<u>708,540</u>

	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
	<b>N'000</b>	<b>N'000</b>
<i>(b) Loans and advances</i>		
Loans outstanding	63,571	93,756

	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
	<b>N'000</b>	<b>N'000</b>
Interest income	3,263	5,567

Loans to key management personnel as disclosed above represent staff loans which are payable between 1 to 15 years depending on the loan type. The significant loan type is the mortgage loans advanced to qualifying staff in employ of the Bank for over 5 years. Mortgage loans are collateralised by the underlying property. None of the loans were classified as stage 3.

No loan was granted to any key management staff or employee outside their employment scheme of service.

	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
	<b>N'000</b>	<b>N'000</b>
<i>(c) Deposits</i>		
Due to customers	318,243	413,389

	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
	<b>N'000</b>	<b>N'000</b>
<i>(c) Deposits</i>		
Interest expense	38,116	43,371

Key management staff has been defined as members of the management executive committee of the bank.

**(ii) Directors and their related entities**

	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
	<b>N'000</b>	<b>N'000</b>
<i>(a) Deposits</i>		
Due to customers	2,332,902	426,507

	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
	<b>N'000</b>	<b>N'000</b>
Interest expense	138,372	58,020

*(b) Transactions*

The aggregate value of transactions of services rendered to directors and their related entities over which they have control or significant influence were as follows:

	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
	<b>N'000</b>	<b>N'000</b>
Expense paid*	42,000	44,000

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

*(c) Loans and advances*

	31 December 2019 N'000	31 December 2018 N'000
Interest income	110,979	224,108

**(iii) Shareholders and related entities**

*(a) Deposits*

	31 December 2019 N'000	31 December 2018 N'000
Due to customers	277,675	262,935

	31 December 2019 N'000	31 December 2018 N'000
Interest expense	318,788	45,275

*(b) Cash and bank balances*

	31 December 2019 N'000	31 December 2018 N'000
Bank balances	80,884	95,363

**(iv) Subsidiaries of a common parent**

*(a) Deposits*

	31 December 2019 N'000	31 December 2018 N'000
Due to customers	1,356,174	393,262

*(a) Deposits*

	31 December 2019 N'000	31 December 2018 N'000
Interest expense	53,896	36,159

This represents deposit balances of entities within the FSDH Group.

*(b) Loans and advances to customer*

	31 December 2019 N'000	31 December 2018 N'000
Interest income	839	1,342

*(c) Transactions*

	31 December 2019 N'000	31 December 2018 N'000
FSDH Asset Management Limited	40,419	47,472
FSDH Securities Limited	22,783	18,733

\*\*The bank has a technical service agreement with FSDH Asset Management Limited and FSDH Securities Limited. The agreement provides for the provision of technical management assistance to both companies for a fee of 7.5% of total earnings (31 December 2018: 7.5% of earnings).

**FSDH MERCHANT BANK LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**42 Insider related credits**

In line with the Central Bank of Nigeria circular BSD/1/2004, banks in Nigeria are required to disclose insider related credits. As at 31 December 2019, there were no insider-related credits in the books of the bank.

Insider-related credits include transactions involving shareholders, employees, directors and their related interests; the term director being as defined in section 20(5) of BOFIA 1991 (as amended). Under the circular, credits to employees under their employment scheme of service and shareholders' whose shareholding and related interest are less than 5% of the bank's paid up capital, are excluded.

**43 Earnings per share**

(i) Basic

Basic earnings per share is calculated by dividing the net profit after tax attributable to the equity holders of the Bank by the weighted average number of ordinary shares in issue during the year.

	31 December 2019	31 December 2018
Profit after tax attributable to equity holders of the parent bank (N'000)	3,610,403	4,411,392
Weighted average number of ordinary shares ('000)	1,833,417	2,794,794
Treasury shares ('000)	-	-
Weighted average number of ordinary shares excluding treasury shares ('000)	1,833,417	2,794,794
Basic earnings per share (in kobo per share)	197	158

(ii) Diluted

The Bank does not have potential ordinary shares with convertible options and therefore there is no dilutive impact on the profit attributable to the equity holders (31 December 2018: Nil).

**44 Dividends**

	31 December 2019 N'000	31 December 2018 N'000
Final dividend N0.34 (2018: N1.10)	626,172	3,074,273
Interim dividend N0.84 (2018: Nil)	1,540,070	-
	<u>2,166,242</u>	<u>3,074,273</u>

During the year, the directors proposed an interim dividend of N0.84 per share amounting to a total of N1.54billion. A final dividend of N0.34 per share was proposed at year end.

These financial statements do not reflect this resolution which will be accounted as an appropriation of retained earnings.

**45 Compliance with banking regulations**

During the year, the bank did not pay any amount in respect of any contravene any section of the relevant CBN circulars and/or directive (2018 : N2m).

**46 Events after statement of financial position date**

a) The Finance Act was signed into law in January 2020 and formed the basis upon which the companies taxes were calculated.

b) The recent outbreak in Nigeria of the novel strain of coronavirus which surfaced in China mid-December 2019 has begun to cause some level of business disruptions and economic uncertainties. These level of uncertainties that have arisen as a result of this global pandemic coupled with other macro-economic challenges such as low production output, below budget oil price, rising inflation etc which may worsen are likely to negatively impact on the businesses of the Group in relation to its projected revenues, credit loss estimates and other impairment assessment. The national government through its agencies and monetary authorities are putting in place various intervention schemes and palliatives to minimise impact on households and real sector of the economy. The impact of all these cannot be prematurely quantified at the moment.

The financial impact on the Group's business and duration of these disruptions cannot be reasonably estimated at this point in time and the Group consider this as a non-adjusting post balance sheet event.

However, its reasonably possible that outcomes within the next financial year that are different from assumptions used for some estimates and judgement, could require a material adjustment to carrying amount of the asset or liability.

The various measures instituted by the government to contain the pandemic have not curtailed the bank's ability to continue to operate and serve its customers and the directors are confident that the bank will continue to operate in the foreseeable future.

Aside the above events, there were no other events subsequent to the financial position date which require adjustments to, or disclosure in these financial statements.

## FSDH MERCHANT BANK LIMITED

### OTHER NATIONAL DISCLOSURES

#### STATEMENT OF VALUE ADDED

	<u>Dec 2019</u>		<u>Dec 2018</u>	
	N'000	%	N'000	%
Gross earnings	<b>20,822,342</b>		18,525,590	
Interest and similar expenses	<b>(11,009,079)</b>		(10,320,248)	
	<b>9,813,263</b>		<b>8,205,342</b>	
Impairment allowance on risk assets	<b>400,568</b>		1,396,641	
Administrative Overheads- local	<b>(1,768,845)</b>		<b>(1,694,436)</b>	
<b>Value added</b>	<b>8,444,986</b>	100	<b>7,907,547</b>	100
<b>Distribution of value added</b>				
<b>To employees and directors:</b>				
Salaries and benefits	<b>2,804,167</b>	33	2,370,406	30
<b>To government:</b>				
Tax	<b>1,572,426</b>	19	775,053	10
<b>The future:</b>				
For replacement of fixed assets (depreciation)	<b>340,680</b>	5	244,435	3
For replacement of intangible assets (amortisation)	<b>117,310</b>	1	106,261	1
To reserves	<b>3,610,403</b>	43	4,411,392	56
	<b>8,444,986</b>	100	<b>7,907,547</b>	100

These statements shows the distribution of the wealth created by the Bank during the periods.

**FSDH MERCHANT BANK LIMITED**
**OTHER NATIONAL DISCLOSURES  
FIVE YEAR FINANCIAL SUMMARY**

	Dec 2019 N'000	Dec 2018 N'000	Dec 2017 N'000	Dec 2016 N'000	Dec 2015 N'000
Gross earnings	20,822,342	18,525,590	23,548,191	15,930,510	17,216,322
Interest and similar expenses	(11,009,079)	(10,320,248)	(12,946,751)	(9,162,759)	(10,126,140)
Operating income	9,813,263	8,205,342	10,601,440	6,767,751	7,090,182
Profit before tax	5,182,829	5,186,445	3,860,326	2,948,383	3,377,577
Tax	(1,572,426)	(775,053)	(174,085)	(105,730)	1,659
Profit after tax	3,610,403	4,411,392	3,686,241	2,842,653	3,379,236
Earnings per share (Kobo)	197	158	132	102	121
	Dec 2019 N'000	Dec 2018 N'000	Dec 2017 N'000	Dec 2016 N'000	Dec 2015 N'000
<b>ASSETS</b>					
Cash and bank balances	16,161,374	11,186,984	15,536,837	19,085,255	20,615,426
Loans to banks	9,817,336	17,057,637	16,793,701	11,166,282	10,525,606
Financial instruments held for trading	2,704,105	1,473,271	7,653,645	10,626,858	2,844,336
Loans and advances to customers	45,496,340	40,536,858	37,376,991	35,351,414	39,677,039
Derivative financial instruments	414,929	607,076	70,037	-	15,918
Investment securities	43,447,218	34,026,860	51,787,647	32,195,528	21,713,417
Pledged assets	33,105,752	8,894,229	10,201,862	21,807,050	10,764,082
Right of use assets	119,964	-	-	-	-
Other assets	776,778	852,999	622,233	607,145	447,575
Investment in subsidiaries	-	961,377	961,377	961,377	787,010
Retirement benefit scheme asset	-	-	-	380,109	87,950
Deferred tax assets	2,888,150	3,223,982	3,551,132	3,629,720	3,633,002
Intangible assets	425,629	212,588	217,263	45,157	110,426
Property and equipment	636,494	604,044	528,239	402,498	335,317
Total assets	155,994,069	119,637,906	145,300,964	136,258,393	111,557,104
Assets classified as held for sale	-	-	48,450	-	-
	155,994,069	119,637,906	145,349,414	136,258,393	111,557,104
<b>LIABILITIES</b>					
Due to banks	27,684,828	4,744,992	19,877,963	22,158,574	16,250,311
Due to customers	56,340,436	46,719,361	55,186,445	55,006,019	52,661,649
Derivative financial instruments	395,283	590,903	54,106	-	1,382
Current income tax liability	461,942	241,710	413,161	375,705	920,152
Lease liabilities	54,509	-	-	-	-
Other liabilities	11,463,788	4,754,722	8,583,434	6,102,615	6,661,732
Debt securities issued	14,086,009	14,524,709	12,077,787	13,074,816	5,630,676
Other borrowed funds	18,737,312	18,725,951	20,201,819	16,729,278	3,948,697
	129,224,107	90,302,348	116,394,715	113,447,007	86,074,599
<b>NET ASSETS</b>	26,769,962	29,335,557	28,954,699	22,811,386	25,482,505
<b>SHAREHOLDERS' FUNDS:</b>					
Share capital	1,833,417	2,794,794	2,794,794	2,794,794	2,794,794
Share premium	539,587	1,539,587	1,539,587	1,539,587	1,539,587
Retained earnings	17,561,796	18,950,259	19,291,688	15,632,019	15,344,788
Statutory reserve	6,833,552	6,291,991	5,630,282	5,077,345	4,650,947
Fair value reserve	1,610	(398,113)	(301,652)	(2,828,529)	154,108
Credit risk reserve	-	157,039	-	596,170	998,281
	26,769,962	29,335,557	28,954,699	22,811,386	25,482,505