

Chairman's Statement

Operating Environment:

Zimbabwe's Gross Domestic Product (GDP) is reported to have grown by 7.8% in 2021 spurred by strong performance in the agriculture and mining sectors. This is despite the presence of structural challenges, particularly in the payments and currency management systems, which exerted negative pressure on the economy. The local currency depreciated by 33% against the United States of America dollar (US\$) on the official foreign exchange auction system whilst the margin quoted on the parallel market increased rapidly in the last quarter. This was against the backdrop of a substantial funding backlog for allocated foreign exchange auctions.

Inflation peaked at 362.6% year-on-year in January 2021, before receding to close the year at 60.7%, reflecting general improvement in economic sentiments. Monetary authorities continued to grapple with the oversupply of liquidity on the market and, since June 2021, resorted to the issuance of 0% Coupon Non-Negotiable Certificates of Deposit in order to sterilise excess liquidity. This impinged on the daily tactical management of out-bound settlements and slowed down the rate of asset creation for the Bank.

A bullish outturn was reported on the capital markets with the level of capitalisation on the Zimbabwe Stock Exchange having posted an increase of 315% for the full year.

Intermittent restrictions and business lockdowns implemented by the Government and health authorities to curtail the spread of the COVID-19 health and social pandemic slowed down economic growth momentum. Government's efforts towards the development of sustainable social and business environments through the achievement of herd immunity in the wake of the pandemic saw a total of 7,259,546 vaccination doses having been administered by 31 December 2021.

Earnings Performance:

The Bank's performance remained solid despite the persistence of macro-economic fragility, with an increase in inflation adjusted profit of 342% having been realised during the period under review. The financial outturn is discussed in more detail in the Managing Director's Report.

Capital Requirements:

At the level of US\$75m, I am pleased to advise that the Bank comfortably met the minimum capital requirements for Tier 1 banks which was set at the Zimbabwe dollar equivalent of US\$30m, reckoned at the official rate, as at 31 December 2021. Capital preservation will however remain a strategic priority given the sensitivity arising from increased volatility in the exchange rate. To this end, the Bank will continue to explore investment options that are capable of hardening the balance sheet.

Dividends:

The Board has declared a final dividend of ZW\$38.61 cents per share. This brings the total dividend for the year ended 31 December 2021 to ZW\$43.61 cents per share. A detailed dividend announcement will be published separately.

Governance & Board Changes:

During the year, Mr Mike Twigger resigned from the Board with effect from 22 April 2021. On behalf of the Board, I extend our appreciation to Mike for his leadership, insight and commitment during the transition from Barclays to First Capital Bank. Mr Mahendra Gursahani was appointed as a non-executive director in the first quarter of 2021. I look forward to the valuable skills, expertise and experience he brings across a wide range of areas, including technology.

At the executive level, Mr Taitos Mukuku left the Bank on 1 October 2021 to pursue other opportunities after serving the Bank for more than ten years, two of which were as Chief Finance Officer. We wish him well in his new endeavours. Mr Fanuel Kapanje was appointed to the Board as Chief Finance Officer and Executive Director with effect from 2 December 2021.

The Board comprises a carefully selected team that offers the necessary diversity of skills, experience and outlook to ensure accountability and drive strategic thinking.

Outlook:

The tight monetary policy regime is expected to persist in the medium term in order to stem inflation in the wake of increased infrastructure and social spending by Government. Against this background, the Bank will exercise caution in its balance sheet expansion to ensure that a sufficient buffer is maintained on its capital and liquidity position in order to accommodate stress factors. Quality of assets will remain a focal point whilst opportunity will be taken to participate in the stimulation of activity in growth sectors of the economy.

Conclusion:

I wish to thank our customers and other stakeholders for their continued support. I extend my appreciation to fellow directors, management and staff for their sterling efforts during the year under review.

Patrick Devenish
Chairman

30 March 2022

Managing Director's Report

Introduction:

The Zimbabwean economy remained in hyperinflation during the year under review. Consequently, the primary financial statements have been adjusted for inflation in terms of International Accounting Standard 29 – *Financial Reporting in Hyperinflationary Economies*. Historical financial information has been provided for information purposes only.

Performance Outturn:

The Bank recorded an increase in total income in real terms at 39%, to close the year on ZW\$7.5b against ZW\$5.4b in 2020. This was underpinned by a positive outturn in core business revenues, representing a strong quality of earnings and improved sustainability of operations.

Net interest income increased by 96% on the back of a 235% growth in interest earning assets. Net commissions and fees increased by 33% representing the effect of increased customer transactions and moderate fee adjustments.

With some modicum of exchange rate stability having been exhibited for the greater part of the year on the back of the foreign exchange auction system, net trading and foreign exchange income receded by 52% during the year under review. Fair value gains on investment property recognised during the year at ZW\$0.8b constituted 11% of total income compared to a loss of ZW\$0.05b in 2020.

Loan impairment charges reduced by 57% reflecting the quality of our loan book. However, this is against a non-performing loans ratio of 1% on 31 December 2021 which compared to 0.16% at the end of 2020.

Operating expenses increased by 35% in real terms with a cost to income ratio of 58% being achieved against 60% in the prior year. The management of costs remains a key area against the background of continuing inflationary pressures. The Bank's share of operations from a joint venture entity which owns a property in the hospitality sector amounted to ZW\$1.5b, turning around from a loss of ZW\$0.2b in 2020, this being largely driven by the revaluation of underlying assets.

A profit after tax amounting to ZW\$3.4b was posted in 2021, increasing from ZW\$0.8b in 2020.

Net gains through other comprehensive income amounted to ZW\$1.9b in 2021 compared to a loss of ZW\$0.2b in 2020, representing the valuation uplift on properties and other assets.

Meanwhile, total assets grew by 30.5% from ZW\$23.2b as at 31 December 2020 to ZW\$30.3b as at 31 December 2021. This is driven by the joint impact of real growth on core business assets and revaluation adjustments on fixed properties and investments. Loans and advances increased by 88% from ZW\$3.8b as at 31 December 2020 to ZW\$7.1b as at 31 December 2021. The growth in interest earning assets was supported by a 15.7% real growth in deposits from ZW\$14.2b as at 31 December 2020 to ZW\$16.4b as at 31 December 2021.

The loans to deposit ratio closed at 44% whilst liquidity ratios were maintained above 45% throughout the year, exhibiting prudent balance sheet management in an otherwise challenging operating environment.

Operations Update and Outlook:

General system stability improved during the year due to the continuation of an investment program that has given impetus to the roll out of digital experience to all customers.

During the year under review a new WhatsApp Banking platform, Alisa, was launched whilst customers were enabled to access Internet Banking and Mobile App using a reverse billing model in order to improve access and convenience. In order to facilitate better access to cash, local and foreign currencies, the Bank increased its network of Automated Teller Machines in service whilst Bureau De Change services were rolled out across the network.

Security enhancements were implemented on the VISA platform to give transacting customers a higher level of security assurance. Going forward, the Bank is expecting to roll out a new Internet Banking and Mobile Application with even better functionality during the first half of 2022.

Talent Management:

Total staff complement at the end of the year was 509, with permanent employees constituting 86% whilst 14% were employed on fixed term contracts. Industrial relations were cordial throughout the year with a high response rate being posted on the employee engagement survey. The attrition rate during the year remained within acceptable limits notwithstanding the challenges posed by the operating environment.

Our staff acquitted themselves with distinction during the year as they continued to provide uninterrupted service to customers despite heightened risk occasioned by the COVID-19 pandemic.

Citizenship:

The Bank continued with its social investment program with focus during 2021 being around Capacity Building programs which included the following:

- Global Money Week - This equipped the youths with financial literacy skills to prepare them for prudent financial decision making as they grow. More than 1200 youths were trained.
- Mentorship Programme – The Bank partnered with Junior Achievement Zimbabwe (JAZ) to train more than 40 out-of-school beneficiaries on skills required in an effort to create alternative income generating opportunities in an environment in which employment opportunities are limited.
- Virtual Financial Literacy Mentorship Programme - This was an online programme to upskill youths in High School with basic financial literacy skills. More than 100 participants attended the program.

Appreciation:

I would like to extend my sincere thanks to our customers for the confidence they demonstrated in us. On behalf of the team, I continue to give you our commitment to do more for you in terms of products, service and efficiency.

I am very grateful to the Board for its continued support and counsel.

Lastly, I extend my gratitude to all our staff for their commitment, professionalism and hard work that have enabled us to post a strong set of results in 2021 and for remaining steadfast in these challenging times.

Ciaran McSharry
Managing Director

30 March, 2022

Corporate Governance Statement

The Board of Directors of First Capital Bank Limited ("the Board/First Capital Bank") is committed to and recognises the importance of strong governance practices. The Board understands that a comprehensive corporate governance framework is vital in supporting executive management in its execution of strategy and in driving long term sustainable performance. In order to achieve good governance, the Board subscribes to principles of international best practice in corporate governance as guided by, among others, the Banking Act [Chapter 24:20], the Companies and other Business Entities Act [Chapter 24:31], the Reserve Bank of Zimbabwe Corporate Governance Guideline No.1 of 2004, the Zimbabwe Stock Exchange Listing Rules, SI134/2019 and the Zimbabwe National Code on Corporate Governance.

The Board continuously reviews its internal governance standards and practices, to ensure that it modifies and aligns them with local and international corporate governance requirements as appropriate. As part of its continuing efforts to achieve good governance, the Board promotes the observance of the highest standards of corporate governance in First Capital Bank and ensures that this is supported by the right culture, values and behaviours from the top down. First Capital Bank is committed to the principles of fairness, accountability, responsibility and transparency. To this end, the Board is accountable to its shareholders and all its stakeholders including the Bank's employees, customers, suppliers, regulatory authorities and the community from which it operates through transparent and accurate disclosures.

Board responsibilities

The Board is responsible for setting the strategic direction of the Bank as well as determining the way in which specific governance matters are approached and addressed, approving policies and plans that give effect to the strategy, overseeing and monitoring the implementation of strategy by management and ensuring accountability through among other means adequate reporting and disclosures. The Board is guided by the Board Charter in the execution of its mandate. The roles of the Board Chairman and that of the Managing Director are separate and clearly defined and the Board ensures a division of responsibilities at all times to achieve a balance of authority and power so that no one individual has unfettered decision making powers.

Board Chairman and non-executive directors

The Board of directors is led by an independent non-executive Chairman, whose primary duties include providing leadership of the Board and managing the business of the Board through setting its agenda, taking full account of issues and concerns of the Board, establishing and developing an effective working relationship with the Executive directors, driving improvements in the performance of the Board and its committees, assisting in the identification and recruitment of talent to the Board, managing performance appraisals for directors including oversight of the annual Board effectiveness review and proactively managing regulatory relationships in conjunction with management. In addition, the non-executive directors proactively engage with the Bank's management to challenge and improve strategy implementation, counsel and support to management and to test and challenge the implementation of controls, processes and policies which enable risk to be effectively assessed and managed.

The Chairman works together with the non-executive directors to ensure that there are effective checks and balances between executive management and the Board. The majority of the Board members are independent non-executive directors which provide the necessary independence for the effective discharge of the Board's duties and compliance with regulatory requirements.

Executive directors

The executive management team is led by the Managing Director. Management's role is to act as trustees of the shareholder's capital. Their main responsibilities include reporting to the Board on implementation of strategy, effectiveness of risk management and control systems, business and financial performance, preparation of financial statements and on an ongoing basis, keeping the Board fully informed of any material developments affecting the business.

Directors' remuneration

The Board Remuneration Committee sets the remuneration policy and approves the remuneration of the executive directors and other senior executives as well as that of the non-executive directors. The remuneration package of executive directors includes a basic salary and a performance bonus which is paid based on the performance of the company as well as that of the individual. The Bank also has in place a share option scheme, meant to be a long term retention incentive for employees.

Board diversity

The First Capital Bank Board recognises the importance of diversity and inclusion in its decision making processes. The Board is made up of five independent non-executive directors, three non-executive directors and two executive directors. Three members of the Board (30%) are female. The Board members have an array of experience in commercial and retail banking, accounting, legal, corporate finance, marketing, business administration, economics, human resources management and executive management.

Access to information

Openness and transparency are key enablers for the Board to discharge its mandate fully and effectively. The non-executive directors have unrestricted access to all relevant records and information of the Bank as well as to management. Further, the Board is empowered to seek any professional advice or opinion it may require to allow for the proper discharge of its duties.

Share Dealings / Insider trading

The directors, management and staff of First Capital Bank are prohibited from dealing in the company's shares whether directly or indirectly, during "closed periods" which are the periods that are a month before the end of the interim or full year reporting period until the time of the publication of the interim or full year results.

Further, directors, management and staff are prohibited from dealing in the company's shares whenever the company is going through certain corporate actions or when they are in possession of non-public information that has the potential of impacting the share price of the company.

Communication with stakeholders

First Capital Bank communicates with its stakeholders through various platforms including the Annual General Meeting, analyst briefings, town halls, press announcements of interim and full year financial results, notices to shareholders and stakeholders and annual reporting to shareholders and stakeholders. The Board and management of First Capital Bank also actively engage regulatory authorities including the Reserve Bank of Zimbabwe, the Zimbabwe Stock Exchange and the Deposit Protection Corporation.

Internal Audit

First Capital Internal Audit is an independent control function which supports the business by assessing how effectively risks are being controlled and managed. It works closely with the business helping drive improvements in risk management. This is done through reviewing how the business undertakes its processes as well as reviewing systems used by the business. The internal audit function reports its findings to management and guides them in making positive changes to business processes, systems and the control environment. The Internal Audit function also monitors progress to ensure management effectively remediates any internal control weaknesses identified as quickly as possible.

The First Capital Bank Head of Internal Audit reports directly to the Chairman of the Board Audit Committee and administratively to the Managing Director.

Corporate Governance Statement (continued)

Declaration of interest

The Board of First Capital Bank believes in the observance of ethical business values from the top to the bottom. To this end, the Board has in place a policy that manages conflict of interest including situational and transactional conflict. Directors disclose their interests on joining the Board and at every meeting of the directors they disclose any additional interests and confirm or update their declarations of interest accordingly.

Ethics

In our endeavour to instil a culture of sound business ethics, all employees and directors are requested to attest to an Anti-Bribery and Corruption declaration which essentially seeks to ensure that our directors, management and staff observe the highest standards of integrity in all their dealings and at all times. The Bank has a zero tolerance policy to bribery and corruption. In addition, the business has a whistle-blowing facility managed by Deloitte through which employees can raise any concerns they may have anonymously.

Director induction and development

Board performance and performance is enhanced through continuous learning. As part of its learning program, the Board has in place a comprehensive induction plan for on-Boarding new directors. Further, as part of continuing director development, Board members attend director training programs.

Board activities

The Board of Directors held four Board meetings in the year 2021, one strategy review meeting and a Board evaluation review meeting. Each Board Committee held at least four quarterly meetings. The areas of focus included the setting of strategic direction, the review of strategy and business operations, business continuity in light of the COVID-19 pandemic and the attendant lockdowns, credit sanctioning as per approved limits, review of internal controls and financial reports, review of the quality of the loan book, review and oversight of the Bank's risk management processes and oversight of the recruitment, remuneration and performance reviews of senior management. A table detailing director's attendance of meetings during 2021 is shown in the last part of this report.

Board and director evaluation

The Board conducts an annual evaluation process which assesses the performance and effectiveness of individual directors, the Board Chairman, Committees and overall performance of the Board. This process is facilitated by an external party to allow for objectivity. The evaluation process involves directors completing evaluation questionnaires and having one on one meeting with the facilitator. The results of the evaluation are collated, a report is produced and feedback provided to the Board. The Board also submits the evaluation report to the Reserve Bank of Zimbabwe. The Board conducted its evaluation for the year ended 2021 and a report was submitted to the RBZ. Board performance and evaluation was rated as strong by directors.

Board committees

The Board has delegated some of its duties and responsibilities to sub-committees to ensure the efficient discharge of the Board's mandate. The ultimate responsibility of running the Bank however still remains with the Board. The subcommittees of the Board are regulated by terms of reference which are reviewed every year or as and when necessary. The Committees meet at least once every quarter and are all chaired by Independent non-executive directors as detailed below.

Audit Committee

The primary functions of the Committee are to oversee the financial management discipline of the Bank, review the Bank's accounting policies, the contents of the financial reports, disclosure controls and procedures, management's approach to internal controls, the adequacy and scope of the external and internal audit functions, compliance with regulatory and financial reporting requirements, oversee the relationship with the Bank's external auditors, as well as providing assurance to the Board that management's control assurance processes are being implemented and are complete and effective. At each meeting, the Committee reviews reported and noted weaknesses in controls and any deficiencies in systems and the remediation plans to address them. The Committee also monitors the ethical conduct of the Bank, its executives and senior officers and advises the Board as to whether or not the Bank is complying with the aims and objectives for which it has been established. During the period under review, there were no material losses as a result of internal control breakdowns.

The committee is wholly comprised of independent non-executive directors. The members of the Committee as at 31 December 2021 were:-

A. Chinamo (Chairperson)
T. Moyo
K. Terry

Board Credit Committee

The Board Credit Committee is tasked with the overall review of the Bank's lending policies. At each meeting, the Committee deliberates and considers loan applications beyond the discretionary limits of management. It ensures that there are effective procedures and resources to identify and manage irregular or problem credit facilities, minimize credit loss and maximize recoveries. It also directs, monitors, reviews and considers all issues that may materially impact on the present and future quality of the Bank's credit risk management.

The Committee comprises three non-executive directors. The members of the Committee as at 31 December 2021 were:-

K. Terry (Chairperson)
H. Anadkat
K. Naik

Loans Review Committee

This Committee has the overall responsibility for the complete review of the quality of the Bank's loan portfolio to ensure that the lending function conforms to sound lending policies and keeps the Board and management adequately informed on noted risks. It assists the Board with discharging its responsibility to review the quality of the Bank's loan portfolio. At every meeting, it reviews the quality of the loan portfolio with a view to ensuring compliance with the banking laws and regulations and all other applicable laws as well as internal policies.

The Committee comprises three non-executive directors. The members of the Committee as at 31 December 2021 were:-

T. Moyo (Chairperson)
A. Chinamo
S.N. Moyo

Human Resources and Nominations Committee

The Human Resources and Nominations Committee assists the Board in the review of critical personnel issues as well as acting as a Remuneration and Terminal Benefits Committee. The Committee reviews and approves overall recommendations on employee remuneration as well as approving managerial appointments. The Committee ensures that the remuneration of directors is in line with the nature and size of the operations of the Bank as well as the Banks performance. In addition, the Committee also considers nominations to the Board and succession planning for the Board.

The Committee comprises three non-executive directors. The members of the Committee as at 31 December 2021 were:-

K. Naik (Chairperson)
P. Devenish
H. Anadkat

Board Risk Committee

The Board Risk Committee is charged with the responsibility to oversee the Bank's overall enterprise risk environment under three broad areas of Operational Risk, Credit Risk Management and Market Risk. These are controlled and managed independently from risk-taking functions and other committees of the Bank. The committee is responsible for the policies and procedures designed to monitor, evaluate and respond to risk trends and risk levels across the Bank ensuring that they are kept within acceptable levels.

The Committee comprises three non-executive directors. As at 31 December 2021 members of the committee were:-

S. N. Moyo (Chairperson)
A. Chinamo
M. Gursahani

Board IT Committee

The Board IT Committee is a committee of the Board, established to have strategic oversight and governance of the Company's strategic investment in IT, as well as data protection and information management.

The Committee comprises two non-executive directors and an executive director. As at 31 December 2021, the Committee was made up of the following members:-

K. Terry (Chairperson)
T. Moyo
M. Gursahani
C. McSharry

In addition to the Board Committees, management operates through a number of committees including the Executive Management Committee and the Assets and Liabilities Committee. The Committees terms of reference are as below.

Executive Committee (EXCO)

The Executive Committee is the operational management forum responsible for the delivery of the Bank's operational plans. The Executive Committee acts as a link between the Board and management and is responsible for implementation of operational plans, annual budgeting and periodic review of strategic plans, as well as identification and management of key risks. The Executive Committee also reviews and approves guidelines for employee remuneration. The Executive Committee assists the Managing Director to manage the Bank, to guide and control the overall direction of the business of the Bank and acts as a medium of communication and co-ordination between business units and the Board. The Committee comprises of executive directors and senior management.

Assets and Liabilities Committee (ALCO)

ALCO is tasked with ensuring the achievement of sustainable and stable profits within a framework of acceptable financial risks and controls. The Treasury Committee ensures maximization of the value that can be generated from active management of the Bank's balance sheet and financial risk within agreed risk parameters. It manages the funding and investment of the Bank's balance sheet, liquidity and cash flow, as well as exposure of the Bank to interest rate, exchange rate, market and other related risks. It ensures that the Bank adopts the most appropriate strategy in terms of the mix of assets and liabilities given its expectation of the future and potential consequences of interest rate movements, liquidity constraints foreign exchange exposure and capital adequacy. It also ensures that strategies conform to the Bank's risk appetite and level of exposure as determined by the Risk Management Committee. The Committee comprises executive directors and heads of functions key to the proper discharge of the Committee's responsibilities.

Board and Committees attendance 2021

| Main Board | | | |
|--------------|----------------|---------|----------|
| Name | Total Meetings | Present | Absent** |
| P. Devenish | 4 | 4 | Nil |
| T. Moyo | 4 | 4 | Nil |
| M. Twigger* | 1 | 0 | 1 |
| S. N. Moyo | 4 | 4 | Nil |
| H. Anadkat | 4 | 4 | Nil |
| K. Terry | 4 | 4 | Nil |
| K. Naik | 4 | 4 | Nil |
| A. Chinamo | 4 | 4 | Nil |
| M Gursahani* | 4 | 4 | Nil |
| C. McSharry | 4 | 4 | Nil |
| T. Mukuku* | 3 | 3 | Nil |
| F. Kapanje* | 0 | 0 | Nil |

*M. Gursahani was appointed to the Board with effect from 11 January 2021.

*M. Twigger resigned from the Board with effect from 22 April 2021.

*T. Mukuku resigned from the Board on 1 October 2021.

*F. Kapanje was appointed to the Board with effect from 2 December 2021.

Audit committee

| Name | Total Meetings | Present | Absent** |
|------------|----------------|---------|----------|
| A. Chinamo | 7 | 7 | Nil |
| T. Moyo | 7 | 7 | Nil |
| K. Terry | 7 | 7 | Nil |

Human resources & nominations committee

| Name | Total Meetings | Present | Absent |
|-------------|----------------|---------|--------|
| K. Naik | 4 | 4 | Nil |
| P. Devenish | 4 | 4 | Nil |
| H. Anadkat | 4 | 4 | Nil |

Loans review committee

| Name | Total Meetings | Present | Absent** |
|-------------|----------------|---------|----------|
| T. Moyo | 4 | 4 | Nil |
| A. Chinamo | 4 | 4 | Nil |
| S.N. Moyo | 4 | 4 | Nil |
| M. Twigger* | 1 | 0 | |

*M. Twigger resigned from the Board with effect from 22 April 2021.

Risk committee

| Name | Total Meetings | Present | Absent** |
|--------------|----------------|---------|----------|
| S.N. Moyo | 4 | 4 | Nil |
| A. Chinamo | 4 | 4 | Nil |
| M. Gursahani | 4 | 4 | Nil |

IT Committee

| Name | Total Meetings | Present | Absent** |
|-------------|----------------|---------|----------|
| K. Terry | 7 | 7 | Nil |
| T. Moyo | 7 | 7 | Nil |
| M Gursahani | 7 | 7 | Nil |
| C. McSharry | 7 | 7 | Nil |

Directors shareholding

The following is a schedule of the directors' shareholdings in the Bank as at 31 December 2021;

| | |
|--------------|------------------------------|
| P. Devenish | Nil |
| S. N. Moyo | Nil |
| T. Moyo | Nil |
| H. Anadkat * | 28 629 959 (direct interest) |
| K. Terry | Nil |
| A. Chinamo | Nil |
| K. Naik | 4 333 018 (direct interest) |
| C. McSharry | Nil |
| F. Kapanje | Nil |
| M. Gursahani | Nil |

*Mr Hitesh Anadkat holds indirect interest in Afcarme Holdings Zimbabwe (Private) Limited, which in turn holds the majority shareholding in the Bank.

Annual financial statements

The Directors are responsible for the preparation and integrity of the financial results and related financial information contained in this report. The financial statements, which for the basis of these financial results, are prepared in accordance with International Financial Reporting Standards and the Banking Act (Chapter 24:20) and they incorporate full and responsible disclosure to ensure that the information contained therein is both relevant and reliable. These audited results have been prepared under the supervision of Chief Finance Officer, Fanuel Kapanje CA (Z) PAAB Registered Accountant No. 2295.

Compliance

The Board is of the view that the Bank complied with the applicable laws and regulations throughout the reporting period.

By Order of the Board

James Muchando
Company Secretary

30 March 2022

Notes to Consolidated Financial Statements

for the full year ended 31 December 2021

32 Risk management

Financial risk management objectives

The Bank's business involves taking on risks in a targeted manner and managing them professionally. The core functions of the Bank's risk management are to identify all key risks for the Bank, measure these risks, manage the risk positions and determine capital allocations. The Bank regularly reviews its risk management policies and systems to reflect changes in markets, products and best market practice.

The Bank's aim is to achieve an appropriate balance between risk and return and minimise potential adverse effects on the Bank's financial performance.

The Bank defines risk as the possibility of losses or profits foregone, which may be caused by internal or external factors. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk and credit risk. Internal audit and Operational Risk and Control departments are responsible for the review of risk management and the control environment.

The risks arising from financial instruments to which the Bank is exposed include among other risks credit risk, liquidity risk, market risk and operational risk.

32.1 Capital risk management

Capital risk – is the risk that the Bank is unable to maintain adequate levels of capital which could lead to an inability to support business activity or failure to meet regulatory requirements. The Bank's objectives when managing capital, which is a broader concept than the 'equity' on the face of the statement of financial position, are:

- To comply with the capital requirements set by the banking regulators;
- To safeguard the Bank's ability to continue as a going concern so that it can continue to provide returns
- For shareholders and benefits to customers and other stakeholders and;
- To maintain a strong capital base to support the development of its business.

Capital adequacy and the use of regulatory capital are monitored daily by the Bank's management and the Directors, employing techniques based on guidelines developed by the Basel Committee as implemented by the Reserve Bank of Zimbabwe for supervisory purposes. The Bank's regulatory capital comprises of three tiers;

- Tier 1 Capital: comprises contributed capital, accumulated profits, share based payment reserve and currency translation reserve.
- Tier 2 Capital: comprises impairment allowance, revaluation reserve and part of currency translation reserve.
- Tier 3 Capital: comprises operational and market risk capital.

The Reserve Bank of Zimbabwe requires each bank to maintain a core capital adequacy ratio of 8% and total capital adequacy ratio of 12%. The table below summarises the composition of regulatory capital and the ratios of the Bank.

| | 2021 ZWL000 | 2020 ZWL000 |
|---|-------------------|------------------|
| Share capital | 216 | 216 |
| Share premium | 24,085 | 23,981 |
| Accumulated profits | 6,902,434 | 2,080,613 |
| Impairment reserve | - | 456 |
| Share based payment reserve | 2,274 | 1,216 |
| Fair value through OCI reserve | 1,198,141 | 48,312 |
| Currency translation reserve | 3,508 | 3,508 |
| Total core capital | 8,130,658 | 2,158,302 |
| Less market and operational risk capital | (643,080) | (269,015) |
| Less exposures to insiders | - | (35,648) |
| Tier 1 capital | 7,487,578 | 1,853,639 |
| Currency translation reserve movement | 4,277 | 4,277 |
| Property revaluation reserves | 2,037,184 | 704,763 |
| General provisions (limited to 1.25% of risk weighted assets) | 78,682 | 50,974 |
| Tier 2 capital | 2,120,143 | 760,014 |
| Total tier 1 & 2 capital | 9,607,721 | 2,613,653 |
| Market risk | 70,453 | 49,265 |
| Operational risk | 572,627 | 219,750 |
| Tier 3 capital | 643,080 | 269,015 |
| Total tier 1, 2 & 3 capital base | 10,250,801 | 2,882,668 |
| Deductions from capital | (1,081,101) | (50,219) |
| Total capital base | 9,169,700 | 2,832,449 |
| Credit risk weighted assets | 17,004,942 | 6,239,338 |
| Operational risk equivalent assets | 7,157,836 | 2,746,884 |
| Market risk equivalent assets | 880,665 | 615,806 |
| Total risk weighted assets (RWAs) | 25,043,443 | 9,602,028 |
| Tier 1 capital ratio | 30% | 19% |
| Tier 1 and 2 capital ratio | 38% | 27% |
| Total capital adequacy ratio | 37% | 29% |

i) **Credit risk capital** - is subject to guidelines provided by the regulator which are based on Basel 1 principles. On this approach the banking book exposures are categorised into broad classes of assets with different underlying risk characteristics. Risk components are transformed into risk weighted assets using predetermined exposure and loss probability factors. Capital requirements for credit risk are derived from the risk weighted assets.

ii) **Market risk capital** - is assessed using regulatory guidelines which consider the risk characteristics of the different trading book assets. Risk components are transformed into risk weighted assets and, therefore, capital requirements, based on predetermined exposure and loss probability factors.

iii) **Operational risk capital** - is assessed using the standardised approach. This approach is tied to average gross income over three years per regulated business lines as indicator of scale of operations. Total capital charge for operational risk equals the sum of charges per business lines.

(iv) **Economic capital** - Economic capital methodologies are used to calculate risk sensitive capital allocations for businesses incurring market risk. Consequently the businesses incur capital charges related to their market risk.

32.2 Market risk

The Bank takes on exposure to market risks, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks arise from open positions in interest rate, currency and equity products, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates, credit spreads, foreign exchange rates and equity prices.

The Bank separates exposures to market risk into either trading or banking book. Trading portfolios include those positions arising from market-making transactions where the Bank acts as principal with clients or with the market; this is mainly to support client trading activity.

Non trading book primarily arises from the management of the Bank's retail and commercial banking assets and liabilities.

Market risk measurement techniques

The objective of market risk measurement is to manage and control market risk exposures within acceptable limits while optimising the return on risk.

The measurement techniques used to measure and control market risk include:



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Notes to Consolidated Financial Statements

for the full year ended 31 December 2021

35 Share-based payments (continued)

Movements during the period

The following reconciles the share options outstanding at the beginning and end of the year:

| | 2021 | | 2020 | |
|---|-------------------------|---------------------------------|-------------------------|---------------------------------|
| | Number of share options | Weighted average exercise price | Number of share options | Weighted average exercise price |
| Outstanding at beginning of the year | 4,610,000 | 0.05 | 7,210,000 | 0.05 |
| Granted during the year | 4,470,000 | 0.07 | 280,000 | 0.07 |
| Forfeited during the year | (1,060,000) | 0.03 | (1,014,247) | 0.03 |
| Exercised during the year | (1,620,000) | - | (1,865,753) | - |
| Outstanding at end of the year | 6,400,000 | - | 4,610,000 | - |
| Exercisable at end of the year | 1,320,000 | 0.13 | 2,400,000 | 0.06 |
| Weighted average contractual life of options outstanding at end of period | 1.91 | - | 4.20 | - |

36 Related parties

The Bank is controlled by Afcarne Zimbabwe Holdings (Private) Limited incorporated and domiciled in Zimbabwe which owns 53% (2020: 53%) of the ordinary shares. 15% is held by an Employee Share Ownership Trust (ESOT) and the remaining 32% of the shares are widely held. The ultimate parent of the Bank is FMBcapital Holdings PLC incorporated in Mauritius. There are other companies which are related to First Capital Bank through common shareholdings or common directorship.

36.1 Directors and key management compensation

| | Inflation adjusted | | Historical | |
|--|--------------------|---------------|----------------|---------------|
| | 2021 | 2020 | 2021 | 2020 |
| | ZWL000 | ZWL000 | ZWL000 | ZWL000 |
| Salaries and other short term benefits | 161,059 | 92,132 | 161,059 | 28,032 |
| Post-employment contribution plan | 8,754 | 3,957 | 8,754 | 1,204 |
| Share based payments | 839 | 65 | 651 | 20 |
| Total | 170,652 | 96,154 | 170,464 | 29,256 |

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Bank directly or indirectly. These include the Managing Director, Chief Finance Officer, Chief Risk Officer, Commercial Director, Chief Operations Officer, Consumer Banking Director, Chief Internal Auditor, Head of Compliance, Company Secretary and Head of Human Resources.

36.2 Loans to directors and key management

| | Inflation adjusted | | Historical | |
|---|--------------------|---------------|---------------|---------------|
| | 2021 | 2020 | 2021 | 2020 |
| | ZWL000 | ZWL000 | ZWL000 | ZWL000 |
| Loans outstanding at beginning of the year | 16,658 | 16,721 | 16,658 | 2,319 |
| Loans issued during the year | 25,741 | 25,572 | 25,741 | 15,909 |
| Loans repayments during the year | (2,322) | (15,518) | (2,322) | (1,570) |
| Loans outstanding at end of the year | 40,077 | 26,775 | 40,077 | 16,658 |

36 Related parties (continued)

Of the loans advanced to directors and other key management personnel of ZWL1.4m (2020:1.7m) is secured and repayable over 15-17 years. The balance of ZWL38m is unsecured and repayable monthly over 4 years at average interest rates of 15% (2020:15%). Loans and advances to non-executive directors during the year ended 31 December 2021 were nil (2020: nil).

No impairment losses have recognised in respect of loans and advanced to related parties (2020: nil).

36.3 Deposits from directors and key management

| | Inflation adjusted | | Historical | |
|--|--------------------|---------------|---------------|---------------|
| | 2021 | 2020 | 2021 | 2020 |
| | ZWL000 | ZWL000 | ZWL000 | ZWL000 |
| Deposits at beginning of the year | 13,831 | 16,721 | 13,831 | 332 |
| Deposits received during the year | 71,581 | 25,572 | 71,581 | 23,627 |
| Deposits repaid during the year | (81,416) | (15,518) | (81,416) | (10,128) |
| Deposits at end of the year | 3,996 | 26,775 | 3,996 | 13,831 |

36.4 Balances with group companies

| | Inflation adjusted | | Historical | |
|---|--------------------|---------------|---------------|---------------|
| | 2021 | 2020 | 2021 | 2020 |
| | ZWL000 | ZWL000 | ZWL000 | ZWL000 |
| Bank balances due from group companies | 38,643 | 49,755 | 38,643 | 30,954 |
| Bank balances due to group companies | - | (26,661) | - | (16,587) |
| Total bank balances due from the Group | 38,643 | 23,094 | 38,643 | 14,367 |

| | | | | |
|--|------------------|------------------|------------------|------------------|
| Other balances due from group companies | - | 29,288 | - | 18,221 |
| Other balances due to group companies | (230,060) | (277,231) | (230,060) | (172,475) |
| Total other balances due to the Group | (230,060) | (247,943) | (230,060) | (154,254) |

37 Events after the reporting date

There were no events noted after reporting date that required to be adjusted for or disclosed in the financial results of First Capital Bank Limited.

38 Going concern

The Directors have no reason to believe that the Bank will not be a going concern in the period ahead. Going concern assessment was performed by review of the economic conditions under which the Bank is expected to perform over the next 12 months, its ability to adapt its strategy, business and operating models to the projected macro environment, financial forecasts and business underwriting capacity. The Bank has sufficient capital, human and physical resources as well as sources of sustainable deposits which are well diversified and is therefore able to address short-term stress factors within reasonable parameters.

The impact of COVID-19 on the operations of the Bank has been considered in the impairment calculation on the Bank's financial assets. Whilst risks related to the pandemic remain elevated due to the considerably high level of uncertainty around its control, its impact on the Bank going forward has been assessed as not material based on the infection and mortality statistics as at the reporting date as well as coping mechanisms that have been implemented internationally, including widespread vaccinations.

The Bank's financial statements as at 31 December 2021 have therefore been prepared on the going-concern assumption.

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INDEPENDENT AUDITOR'S REPORT

To the shareholders of First Capital Bank Limited

Report on the audit of the consolidated and separate inflation adjusted financial statements

Opinion

We have audited the inflation adjusted financial statements of First Capital Bank Limited (hereafter, the Bank) and its subsidiary (together, the "Group") set out on pages 13 to 86, which comprise the consolidated and separate inflation adjusted statement of financial position as at 31 December 2021, and the consolidated and separate inflation adjusted statement of profit or loss and other comprehensive income, the consolidated and separate inflation adjusted statement of changes in equity and the consolidated and separate inflation adjusted statement of cash flows for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate inflation adjusted financial statements present fairly, in all material respects, the inflation adjusted financial position as at 31 December 2021 of the Bank and Group, and its inflation adjusted financial performance and inflation adjusted cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS") and in the manner required by the Banking Act (Chapter 24:20).

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 consolidated and separate inflation adjusted financial statements section of our report. We are independent of the Bank in accordance with International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code") together with the ethical requirements that are relevant to our audit of financial statements in Zimbabwe. We have fulfilled our ethical responsibilities in accordance with these requirements and the IESBA code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the inflation adjusted financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate inflation adjusted financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Opinion section of our report, we have determined the matters described below to be the key audit matters.



INDEPENDENT AUDITOR’S REPORT (continued)

| Key audit matter | How the matter was addressed |
|--|--|
| <p>1. Determination of expected credit losses on financial assets</p> | |
| <p>As disclosed in note 37.3 the expected credit losses (ECL) reflected in the inflation adjusted statement of financial position as at 31 December 2021 determined in accordance with International Financial Reporting Standard 9, “Financial Instruments” (IFRS 9), amounts to ZWL\$148.89 million (2020 ZWL\$151.78 million).</p> <p>This was considered a key audit matter as the determination of the ECL requires significant judgement such as:</p> <ul style="list-style-type: none"> • Models used to determine provisions are complex and might not have taken into account all relevant factors such as macroeconomic data for forecasts and the data used for historical analysis might not be accurate. • The estimation of the key components of the expected credit loss (“ECL”) provisions involves significant judgement in determination of probability of default (PD), loss given default (LGD) and exposure at default (EAD). • The current economic environment is volatile which further heightens the risk of incorporating inaccurate forward-looking information. In addition, the increased foreign currency liquidity constraints may have impacted the financial position of companies and individuals which needs to be incorporated in the determination of the expected credit losses. <p>The judgements and estimates used in the determination of the ECL have been detailed as per note 2 of the inflation adjusted financial statements.</p> | <p>To respond to the risk, we performed audit procedures which included:</p> <ul style="list-style-type: none"> • Obtained an understanding of the business process around the impairment of financial assets and tested the design and implementation of relevant controls. • We evaluated the competence, objectivity and independence of specialists that we engaged; and • Tested the completeness and accuracy of loans and advances included in the ECL calculations. <p>With the assistance of an auditor’s specialist:</p> <ul style="list-style-type: none"> • Reviewed the Bank’s IFRS 9 based impairment provisioning policy, compared it with the requirements of IFRS 9 and performed an independent assessment on the appropriateness of the model. • Reviewed the appropriateness of the Bank’s determination of significant increase in credit risk and the resultant basis for classification of exposures into various stages. • Obtained an understanding of the Bank’s internal rating models for loans and advances and for a sample of loans and advances, we tested the appropriateness of the Bank’s staging of loans and advances. • Reviewed the key data sources and assumptions for data used in the Expected Credit Loss (models (the Models) used by the Bank to determine impairment provisions. • Tested the appropriateness of determining Exposure at Default (EAD) and probability of default; and • Reviewed the calculation of the Loss Given Default (used in the ECL calculations, including the appropriateness of the discounting of ECL performed by management and the resultant arithmetical calculations. • Tested the rationale of management overlays which are performed through the Bank’s benchmarking process. • Assessed whether forward looking information has been incorporated into the Bank’s ECL computations for all financial assets subject to impairment in terms of IFRS 9 and whether it is appropriate in light of the current economic environment; and • We evaluated the impact of any findings identified on the expected credit loss provision. <p>The disclosures and accounting pertaining to the ECL was found to be appropriate in terms of the relevant accounting standards.</p> |

INDEPENDENT AUDITOR’S REPORT (continued)

| Key audit matter | How the matter was addressed |
|--|---|
| 1. Valuation of properties | |
| <p>As disclosed in note 3 of the inflation adjusted financial statements, the Bank has owner occupied properties, investment properties and investment in Makasa Sun which are recognised at fair value. Fair valuation of these properties is an area of significant judgement and estimates which are further heighten by the hyperinflationary state of the local currency.</p> <p>The valuations for 2021 were in Zimbabwean Dollars (ZWL). The directors made use of independent external valuers in determining the fair values of property. Valuations by their nature involve the use of judgement and estimates which involve significant unobservable inputs such as:</p> <ul style="list-style-type: none"> • Market rentals • Risk yields <p>The current economic environment is volatile and leads to complexity in valuing property. The complexity and subjectivity of the ZWL inputs may result in material misstatements. We identified the valuation of property as representing a key audit matter due to the significance of the balance to the financial statements as a whole.</p> <p>Judgements and estimates used in the valuation of properties have been disclosed as per note 3 and note 36.2 of the inflation adjusted financial statements.</p> | <p>To respond to the matter, we performed the following procedures:</p> <ul style="list-style-type: none"> • Assessed the independence, competence and objectivity of the external property valuer. • Evaluated the valuation methodology used by the external property valuer. • Discussed the valuations with management and the valuer and challenged key estimates adopted in the valuation including those relating to market selling prices, market rates, and capitalization rates, by comparing with available market data. • Tested the completeness and accuracy of the ZWL inputs used in the valuation model. • Engaged an auditor’s property valuation expert to assess reasonability of the values determined by management by assessing the ZWL inputs against other independent data sources. • Assessed whether fair value had been determined in accordance with the requirements of IFRS 13 Fair Value Measurement; and • Reviewed financial statement disclosures for adequacy of disclosures around the key assumptions. <p>The disclosures and accounting pertaining to valuation of properties was found to be appropriate in terms of the relevant accounting standards.</p> |

Other Information

The directors are responsible for the other information. The other information comprises the Chairman’s statement, Managing Director’s Report, Directors’ report, Directors’ Statement of Responsibility and the historical cost financial information which we obtained prior to the date of this auditor’s report. The other information does not include the consolidated and separate inflation adjusted financial statements and our auditor’s report thereon. Our opinion on the consolidated and separate inflation adjusted financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate inflation adjusted financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate inflation adjusted 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.

Responsibilities of the directors for the consolidated and separate inflation adjusted financial statements

The Directors are responsible for the preparation and fair presentation of the consolidated and separate inflation adjusted financial statements in accordance with International Financial Reporting Standards (IFRS), and the requirements of the Banking Act (Chapter 24:20) and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate inflation adjusted financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate inflation adjusted 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.

INDEPENDENT AUDITOR'S REPORT (continued)

Auditor's responsibilities for the audit of the consolidated and separate inflation adjusted financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate inflation adjusted 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 consolidated and separate inflation adjusted financial statements. As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated and separate inflation adjusted 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 consolidated and separate inflation adjusted 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 consolidated and separate inflation adjusted financial statements, including the disclosures, and whether the consolidated and separate inflation adjusted financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate 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.



Deloitte & Touche
Chartered Accountants (Zimbabwe)
Per: Lawrence Nyajeka
Partner
PAAB Practice Certificate Number: 0598
Date: 27 March 2022