

AUDITED RESULTS

FOR THE YEAR ENDED
31 DECEMBER 2022

Chairman's Statement

Operating Environment:

The world economy continues to be impacted by inflationary pressure in advanced economies and increasing geo-political tension linked to the on-going war in Ukraine, amongst many other factors. This has affected post-pandemic global growth prospects, with the International Monetary Fund further revising its forecast for 2022 from 3.6% to 3.4% which compares to a growth of 6.2% in 2021. A further slowdown is projected in 2023 with a growth forecast of 2.9%.

Government estimates the local economy to have grown by 4% in 2022, reflecting a high level of resilience against global and domestic fragility.

Annual domestic inflation closed the year 2022 at 243.8%, compared to 60.7% in December 2021. The Zimbabwean dollar depreciated rapidly against the United States dollar, losing 530% of its value to exchange at ZW\$687.28 against the US\$ on 31 December 2022 at the official market.

A tight monetary policy was maintained throughout 2022 to curb the adverse effects of high inflation and to also achieve stability in the exchange rate. Amongst these measures were:

- Continued issuance of Zero-Coupon Non-Negotiable Certificates of Deposits (NCCDs) to mop up excess ZW\$ liquidity.
- The introduction of the foreign currency Willing Buyer Willing Seller market to augment the Foreign Exchange Auction Market and improve access and allocation efficiency.
- The introduction of Gold Coins as an alternative investment instrument and to also sterilise excess liquidity.
- The introduction of statutory reserves on foreign currency deposits with the effect of slowing down credit expansion.
- The hiking of the Bank policy rate to 200% which sought to combat speculative lending and yielded real returns for lenders.

The combined impact of the above measures on the economy was a slowdown in inflation which, having peaked at 30.7% on a month-on-month basis in June 2022, reduced to a low of 2.5% in December 2022. Additionally a modicum of exchange rate stability during the last quarter of 2022 was also observed.

For the banking sector local currency asset creation slowed down considerably as borrowers reassessed their operations in relation to the new cost model. At the same time an increase in the demand for US\$ denominated products also became evident.

On the Zimbabwe Stock Exchange, following a rally during the first half of the year, activity became bearish during the second half after fiscal measures were implemented by Government to deal with perceived speculative activity which was deemed to be partially responsible for the rapid movements in the exchange rate. Consequently, market capitalisation during the second half declined by 16.2%, restricting the year-on-year growth to 55.2%, well below the inflation outturn for the period.

The Victoria Falls Exchange (VFEX) All Share Index, still in its early stages, dropped by 13.6%, from 109.7 points recorded in December 2021.

Earnings performance

Despite the challenges in the operating environment, the Bank posted an inflation adjusted profit of ZW\$8.4bn on a total asset base of ZW\$160.8bn.

The performance is discussed in more detail by the Managing Director in his report.

Capital Requirements

The Bank comfortably met the minimum core capital requirement of US\$30m, achieving a translated total capital of US\$61m with core capital amounting to US\$46.2m.

Dividends

The Board has declared a final dividend of ZW\$127 cents per share. This brings the total dividend for the year ended 31 December 2022 to ZW\$171 cents per share.

Governance

Mr. Munyaradzi Kavhu was appointed as the Chief Operating Officer for the Bank with effect from 9 January 2023. The Board welcomes him and looks forward to a long association with the Group.

Correspondingly, Mr. Lovemore Mangenda was appointed as Head of Compliance and Mrs Sarudzai Binha was appointed Head of Company Secretariat and Legal Services respectively. We are pleased to have this talent in the Bank and wish them both success in their new roles.

Outlook

The operating environment is expected to remain challenging. We foresee continuing stress on business arising from the broad-based currency management measures as they take full effect on the economy. Downside risk on asset quality and general liquidity management is a possible outcome. The Board however remains optimistic at the long-term growth prospects of the country and the business. Care will be taken to navigate short-term disruptions whilst advantage is taken of emerging significant opportunities across all sectors.

Conclusion

I wish to extend my gratitude to our customers and other stakeholders for their continued support.

Lastly, I extend my full appreciation to our hardworking and committed staff, management, and fellow directors for all their efforts and unwavering commitment during this period.

Patrick Devenish
(Chairman)

21 March 2023

Managing Director's Report

Introduction

The primary financial statements of the Group, upon which my commentary is based, are adjusted for the effects of hyperinflation. Historical financial statements are presented for information purposes only. Reference to "Group" and "Consolidated" is restricted to the Zimbabwean context and arise from the consolidation of the Bank together with an entity whose sole mandate is to hold a property earmarked for future development by the Bank.

Performance Outturn

The Group posted a 42% increase in total income, growing from ZW\$25.9bn in 2021 to ZW\$36.7bn in 2022. This was on the back of broad-based performance improvement across all revenue lines.

Net interest income increased by 37% following a 77% increase in interest earning assets. Its contribution to total income however reduced to 34% from 36% in the prior year. A 25% year-on-year increase in fees and commissions was posted, reflecting the impact of increased platform usage by clients and an 48% increase in the customer base. Fees and commissions contributed 33% to total income, a reduction from 38% recorded in 2021.

Trading and foreign exchange income increased by 267%, contributing 31% to total income, up from 12% in 2021. This largely reflects the implications of the devaluation of the local currency at a level not fully captured in the inflation index. A fair value loss on investment property was posted at ZW\$0.4bn, compared to a profit of ZW\$2.8bn in 2021.

The impairment charge related to credit risk on financial assets increased by 174% from ZW\$0.2bn in 2021 to ZW\$0.7bn in 2022. This is driven primarily by the growth in the loan book, with the non-performing loans ratio remaining low at 0.8% (2021 – 1%) which is well within the business's appetite.

Against the backdrop of pricing models for supplies that track movements in the exchange rate, and the need for regular cost of living adjustments on staff expenses, operating expenses increased by 37% from ZW\$15.0bn in 2021 to ZW\$20.6bn in 2022. This yielded a cost to income ratio of 56%, an improvement from 58% in 2021.

Whilst a 4% positive jaws ratio was achieved for 2022, cost pressure remains an area of significant concern and future focus given the technical nature of some of the credits included under total income.

A net monetary loss arising from holding a substantial monetary net asset portfolio was recognised at ZW\$6.5bn, increasing from ZW\$1.9bn in 2021. This constitutes 18% of net operating income, up from 7% in 2021, thus underlining the value destruction effect of inflation. A 43% reduction in earnings from a joint venture operation from ZW\$5.3bn in 2021 to ZW\$3.1bn in 2022 was recognised. This relates to a 50% share in a hospitality and leisure asset. The Group is working on a product improvement plan which is expected to boost future earnings from this asset.

A profit after tax of ZW\$8.4bn was posted, being a 27% reduction from ZW\$11.5bn achieved in 2021. However, operating profit excluding the impact of property valuations increased by 57%.

Credits posted to other comprehensive income amounted to ZW\$5.8bn, 12% down from ZW\$6.6bn in 2021. This resulted in a ZW\$14.2bn total comprehensive income which is a reduction from ZW\$18.2bn posted in 2021.

Meanwhile, the total balance sheet increased by 55% from ZW\$104.0bn on 31 December 2021 to close at ZW\$160.8bn on 31 December 2022. This was largely driven by a 66% growth in deposits which moved from ZW\$56.4bn in 2021 to ZW\$93.5bn at the end of 2022.

Loans to customers increased by 85%, from ZW\$24.6bn at the end of 2021 to ZW\$45.3bn on 31 December 2022. This is reflective of an increase in credit appetite which, for many borrowers, was constrained by reduced absorption capacity when interest rates were reviewed upwards. The loans to deposit ratio increased marginally from 44% on 31 December 2021 to 48% as of 31 December 2022.

The funding of the balance sheet generally remained transient in nature, resulting in a significant level of resources, 33% in 2022 and 30% in 2021, being carried in the form of cash and bank balances to meet customer transactions. The overall liquidity ratio was always maintained above 50%, well above the regulatory threshold of 30%.

The Group's equity increased by 30% whilst the Bank's closing capital adequacy ratio was 34%, representing substantial headroom to underwrite new business.

Operations Update

A new internet banking platform was launched during the year and offers a vastly improved interface and service spectrum to our customers. A few teething problems were experienced at the time of migration and were resolved in short order. An improved mobile banking application was also launched during the year with great appeal to the consumer banking sector. During the year, the Bank expanded its money transfer partner network thus improving general convenience for its customers.

Lines of credit were negotiated with the European Investment Bank (EUR12.5m) and Afreximbank (US\$20m) and are at varying stages of disbursement. The Bank is looking forward to expanding this network in the year ahead.

The Bank responded swiftly to the demand by its customers to provide seasonal banking facilities in Rusape and Karoi and will extend further service as necessary, subject to feasibility assessment. Generally, the Bank's systems were able to deliver to an expected level during the period under review.

Talent Management

Total staff complement at the end of the year was 528, with permanent staff constituting 88% whilst 12% were employed as fixed contract staff. A total of 1 183 attendances were recorded at 20 training courses during the year as the organisation sought to deepen its skills. Within a very challenging macro environment, we work hard to maintain a cordial industrial relations climate through regular dialogue. Regular engagements were undertaken to share the strategic vision for the business and to promote the sharing of ideas and insights that makes the business deliver its objectives more effectively and efficiently.

Citizenship

We continued to support our communities during the period under review. The following activities were conducted in 2022:

- Junior Achievement Zimbabwe | Job Shadow Activities**
Twenty-one schools across the country participated, with a total of 200 students (124 females and 76 males) being mentored. Over 150 First Capital Bank colleagues participated in this initiative.
- Global Money Week | Train-the-Trainer Mentorship Programme**
Our curriculum reached 7 schools where ten A-Level students from each institution were capacitated to train other students at neighbouring schools. With the downstream knowledge sharing approach a total of 4 664 students were impacted, 2 116 females and 2 548 males in Harare.
- We Gotcha Mentorship Session**
A total of 75 graduates were mentored (42 females and 33 males) by 10 colleague mentors.
- ZFU Chemhondoro Farming Input donation**
The donation comprised of water pumps, diamond mesh wire, water tanks, fertilisers, and other farming implements. This will equip young farmers to produce food crops for the school and for business. More than 3000 students and the larger community will benefit directly from this project.

Appreciation

On behalf of the entire management team, I would like to extend our sincere appreciation to our customers for all the support we get from you. As ever we are happy to receive feedback, as that is how we improve. We promise to do more for you. Additionally, I extend my gratitude to the Board for its support and counsel and to our regulators for their guidance.

Lastly to our staff I send my sincere appreciation for all your hard work, commitment, and belief in the brand. Without you we would not achieve the success we have.

Ciaran McSharry
(Managing Director)

21 March 2023

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Corporate Governance Report

The Board of Directors of First Capital Bank Limited (“the Board/ First Capital Bank”) is committed to and recognizes 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, S1134/2019 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 behaviors 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. 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 who 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 function 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 Human Resources and Nominations 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 six independent non-executive directors, two 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 Bank 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.

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 endeavor to instill 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 & Touche through which employees can raise any concerns they may have anonymously.

Director induction and development

Board conformance 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 five Board meetings in the year 2022, 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 response to the macroeconomic dynamics in light of the exchange rate and interest rate movements, 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 2022 is shown in the last part of this report.

Board and director evaluation

The Board has delegated some of its duties and responsibilities to sub-committees to ensure the efficient discharge of the Board’s mandate. The Board Chairman, Committees and overall performance of the Board. The process was facilitated by an external party to allow for objectivity. The evaluation process involves directors completing evaluation questionnaires and having one on one meetings 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.

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 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 2022 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 2022 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 2022 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 2022 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 2022 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, cyber security, and information management.

The Committee comprises three non-executive directors. As at 31 December 2022, the Committee was made up of the following members:-

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

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

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Kiritkumar Naik
Independent
Non-Executive Director

Acquilina Chinamo
Independent
Non-Executive Director

Kevin Terry
Independent
Non-Executive Director

Sara Nyaradzo Moyo
Independent
Non-Executive Director

Ciaran McSharry
Managing Director

Patrick Devenish
Chairman

Hitesh Anadkat
Non-Executive Director

Tembiwe Moyo
Independent
Non-Executive Director

Fanuel Kapanje
Chief Finance Officer

Mahendra Gursahani
Non-Executive Director

Executive Committee (EXCO)

The Executive Committee receives its authority from the Board of First Capital Bank Limited. The Managing Director and the Executive Committee are responsible for managing and overseeing all aspects of the bank's operations and functions, developing the strategy of the Bank and delivery of the annual business plan. 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 delegated work and authority to management committees including but not limited to the Country Management Committee, Asset and Liability Management Committee, Enterprise Risk Management Committee, Management Credit Committee and other specialized Committees. The Committee comprises of executive directors and senior management.

Country Management Committee (CMC)

The Country Management Committee is the operational management forum responsible for the delivery of the Bank's operational plans including implementation of operational plans, annual budgeting, and periodic review of strategic plans, as well as identification and management of key risks. The Committee shall be responsible for providing direction and oversight on operations across the business. The Committee assists the Managing Director in delivering the business mandate and in designing and assuring the adequacy and effectiveness of internal controls. The Committee derives its mandate from the Executive Committee. 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 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 Enterprise 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 2022

Main Board

Name	Total Meetings	Present	Absent
P. Devenish	5	5	Nil
T. Moyo	5	5	Nil
S. Moyo	5	5	Nil
H. Anadkat	5	5	Nil
K. Terry	5	5	Nil
K. Naik	5	4	1
A. Chinamo	5	5	Nil
M Gursahani	5	4	1
C. McSharry	5	5	Nil
F. Kapanje	5	5	Nil

Audit committee

Name	Total Meetings	Present	Absent
A. Chinamo	4	3	1
T. Moyo	4	3	1
K. Terry	4	4	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

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	5	5	Nil
T. Moyo	5	5	Nil
M Gursahani	5	5	Nil

Directors' shareholding

The following is a schedule of the directors' shareholdings in the Bank as at 31 December 2022.

P. Devenish	Nil
S. N. Moyo	Nil
T. Moyo	Nil
H. Anadkat *	36 068 751 (direct interest)
K. Terry	Nil
A. Chinamo	Nil
K. Naik	25 000 (direct interest)
C. McSharry	Nil
F. Kapanje	Nil
M. Gursahani	Nil

*Mr Hitesh Anadkat also 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

Sarudzai Binha
Company Secretary

21 March 2023

Notes to the Audited Financial Results (continued) for the year ended 31 December 2022

30.2 Fair value hierarchy of assets and liabilities held at fair value

Fair value hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 2 ZWL000	Level 3 ZWL000	Total ZWL000
Historical and inflation adjusted 2022			
Recurring fair value measurements			
Financial assets			
Derivative assets	12,576	-	12,576
Treasury bills	-	4,664,100	4,664,100
Unquoted equity instruments	-	3,990,908	3,990,908
Balance at 31 December 2022	12,576	8,655,008	8,667,584
Financial liabilities			
Derivative liabilities	-	-	-
Balance at 31 December 2022	-	-	-
Non - financial assets			
Property and equipment	-	18,814,882	18,814,882
Investment property	-	4,080,000	4,080,000
Investment in joint venture - underlying property	-	13,243,000	13,243,000
Balance at 31 December 2022	-	36,137,882	36,137,882

30.3 Valuation techniques for the level 2 fair value measurement of assets and liabilities held at fair value

The table below sets out information about the valuation techniques applied at the end of the reporting period in measuring assets and liabilities whose fair value is categorised as Level 2 in the fair value hierarchy. A description of the nature of the techniques used to calculate valuations based on observable inputs and valuations is set out in the table below:

Category of asset/liability	Valuation technique applied	Significant observable inputs
Foreign Exchange Contracts	Discounted cash flow	Interest and foreign currency exchange rates

30.4 Valuation techniques for the level 3 fair value measurement of assets and liabilities held at fair value

The table below sets out information about the significant unobservable inputs used at the end of the reporting period in measuring assets and liabilities whose fair value is categorised as Level 3 in the fair value hierarchy.

Category of asset/liability	Valuation applied	Significant unobservable inputs	Range of estimates utilised for the unobservable inputs
Unquoted equity financial instrument	Discounted cash flow	Cashflows and discount rates	29% to 85%
Land and buildings	Market/ income approach	Capitalisation rates	7% to 9%
Investment properties	Market/income approach	Capitalisation rates	7% to 9%
Treasury bills	Discounted cash flow	Market Yield – not actively traded	7%

30.5 Reconciliation of recurring level 3 fair value measurements

	Investment securities ZWL000	Investment properties ZWL000	Investment in Joint venture - Property ZWL000	Total ZWL000
Historical and inflation adjusted 2022				
Balance at 1 January 2022	9,967,614	4,394,420	10,601,984	24,964,018
Additions	16,989,614	105,878	-	17,095,492
Monetary adjustment	(6,956,879)	-	(162,845)	(7,119,724)
Accrued interest	397,827	-	-	397,827
Maturities	(7,303,081)	-	-	(7,303,081)
Total gains and losses recognised in profit or loss	-	(420,298)	3,040,310	2,620,012
Total gains and losses recognised in other comprehensive income	130,463	-	-	130,463
Balance at 31 December 2022	13,225,558	4,080,000	13,479,449	30,785,008

30.6 Fair value of financial instruments not held at fair value

The disclosed Fair values of these financial assets and financial liabilities measured at amortised cost approximate their carrying value because of their short term nature.

	Inflation adjusted				Historical			
	2022 Carrying amount ZWL000	Fair value ZWL000	2021 Carrying amount ZWL000	Fair value ZWL000	2022 Carrying amount ZWL000	Fair value ZWL000	2021 Carrying amount ZWL000	Fair value ZWL000
Financial Assets								
Cash and bank balances	53,609,309	53,609,309	31,280,303	31,280,303	53,609,309	53,609,309	9,099,463	9,099,463
Loans and receivables from Banks	225,622	225,622	118,587	118,587	225,622	225,622	34,497	34,497
Treasury bills -NOP	4,570,550	4,570,550	24,550,086	24,550,086	4,570,550	4,570,550	-	-
Loans and advances to customers	45,342,179	45,342,179	4,841,377	4,841,377	45,342,179	45,342,179	7,141,638	7,141,638
Other assets	5,143,002	5,143,002	60,790,352	60,790,352	5,143,002	5,143,002	1,408,360	1,408,360
Total assets	108,890,662	108,890,662	121,580,705	121,580,705	108,890,662	108,890,662	17,683,958	17,683,958
Financial Liabilities								
Deposits from banks	800,769	800,769	56,367,397	56,367,397	800,769	800,769	547,359	547,359
Deposits from customers	93,514,048	93,514,048	587,939	587,939	93,514,048	93,514,048	16,397,317	16,397,317
Lease liability	1,823,304	1,823,304	4,730,600	4,730,600	1,823,304	1,823,304	171,032	171,032
Other liabilities	12,152,808	12,152,808	790,854	790,854	12,153,077	12,153,077	1,376,135	1,376,135
Balances due to group companies	47,628	47,628	64,358,391	64,358,391	47,628	47,628	230,060	230,060
Total	108,338,557	108,338,557	126,835,181	126,835,181	108,338,826	108,338,826	18,721,903	18,721,903

31 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.

31.1 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. Capital Risk Management is mostly applicable to the Bank which is regulated.

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
- 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;

Notes to the Audited Financial Results (continued) for the year ended 31 December 2022

- 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.

	2022 ZWL000	2021 ZWL000
Share capital	216	216
Share premium	24,160	24,085
Accumulated profits	25,398,970	6,902,434
Share based payment reserve	5,010	2,274
Fair value through OCI reserve	6,311,658	1,198,141
Currency translation reserve	3,508	3,508
Total core capital	31,743,522	8,130,658
Less market and operational risk capital	(2,678,732)	(643,080)
Tier 1 capital	29,064,790	7,487,578
Currency translation reserve movement	4,277	4,277
Revaluation reserves	13,530,151	2,037,184
General provisions (limited to 1.25% of weighted risk assets)	377,401	78,682
Tier 2 capital	13,911,829	2,120,143
Total tier 1 & 2 capital	42,976,619	9,607,721
Market risk	503,088	70,453
Operational risk	2,175,645	572,627
Tier 3 capital	2,678,733	643,080
Total tier 1, 2 & 3 capital base	45,655,351	10,250,801
Deductions from capital	(3,990,908)	(1,081,101)
Total capital base	41,664,443	9,169,700
Credit risk weighted assets	88,629,784	17,004,942
Operational risk equivalent assets	27,195,562	7,157,836
Market risk equivalent assets	6,288,596	880,665
Total risk weighted assets (RWAs)	122,113,942	25,043,443
Tier 1 capital ratio	24%	30%
Tier 1 and 2 capital ratio	35%	38%
Total capital adequacy ratio	34%	37%

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.

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.

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.

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.

31.2 Credit risk

Credit risk is the risk of financial loss should the Bank's customers, clients or market counter parties fail to fulfil their contractual obligations to the Bank. The Bank actively seeks to originate and manage credit risk in such a way as to achieve sustainable asset growth and risk adjusted returns in line with board-approved risk parameters. The credit risk that the Bank faces arises mainly from corporate and retail loans advances and counter party credit risk arising from derivative contracts entered into with our clients. Other sources of credit risk arise from treasury bills, government bonds, settlement balances with counter parties and bank balances with Central Bank and other related banks. Credit risk management objectives are:

- Supporting the achievement of sustainable asset and revenue growth in line with our risk parameters
- Operating sound credit granting processes and monitoring credit risk using appropriate models to assist decision making.
- Ensure credit risk taking is based on sound credit risk management principles and controls; and
- Continually improving collection and recovery.

a) Risk limit and mitigation policies

The Bank uses a range of policies and practices to mitigate credit risk. These include credit scoring, marking limits against counter parties, credit insurance, and monitoring cash flows and utilisation against limit and collateral. Principal collateral types used for loans and advances are:

- Mortgages over residential and commercial properties;
- Charges over business assets such as premises, inventory and accounts receivable, moveable assets and shares; and
- Cash cover.

The legal department is responsible for conducting sufficient legal review to confirm that the approved collateral is legally effective. The ratio of value of loan to value of security is assessed on grant date and continuously monitored.

(b) Credit risk grading

Corporate Exposures

The Bank uses internal credit risk gradings that reflect its assessment of the probability of default of individual counter parties. The Bank uses internal rating models tailored to the various categories of counter party. Borrower and loan specific information collected at the time of application (such as level of collateral; and turnover and industry type for wholesale exposures) is fed into this rating model. This is supplemented with external data such as credit bureau scoring information on individual borrowers. In addition, the models enable expert judgement to be fed into the final internal credit rating for each exposure. This allows for considerations which may not be captured as part of the other data inputs into the model.

The credit scores from this model are mapped to the regulatory scale with 10 grades which are in turn categorised into Risk Categories 1-3. Those in Category 1 display no or unusual business as usual risk and the risk of default is low. Category 2 implies there are some doubts that the borrower will meet its obligations but the risk of default is medium. Category 3 implies that there are strong doubts that the customer will meet its obligations and the risk of default is either high or has occurred.

Category 1 (sub categories 1a – 3c):	0 to 29 days past due, have no or temporary problems and the risk of default is low
Category 2 (sub categories 4a – 7c):	30 days to 89 days past due, implies there are doubts that the customer will pay but the risk of default is medium
Category 3 (sub categories 8 – 10):	90 days+ past due (Default), there are doubts that the customer will pay and the risk of default is high

Retail exposures

After the date of initial recognition, for retail business, the payment behaviour of the borrower is monitored on a periodic basis to develop a behavioural internal credit rating. Any other known information about the borrower which impacts their creditworthiness such as unemployment and previous delinquency history is also incorporated into the behavioural internal credit rating. These ratings are reflected on the following delinquency bucket; Performing loans (Bucket 0); 1 day to 30 days past due (Bucket 1); 31 days to 60 days past due (Bucket 2); 61 days to 89 days past due (Bucket 3) and 90 days+ past due (default, Bucket 4).

(c) Expected credit losses measurement (ECLs)

The expected credit loss (ECLs) - 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.

- ECLs are discounted at the effective interest rate of portfolio
- The maximum period considered when estimating ECLs is the maximum contractual period over which the Bank is exposed to credit risk
- The Bank uses a portfolio approach to calculate ECLs. The portfolios are segmented into retail, corporate and treasury and further by product.
- Expected credit losses are the probability weighted discounted product of the Probability of Default (PD), Exposure at Default (EAD), and Loss Given Default (LGD), defined as follows:

Probability of default (PD) - is the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" below), either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation. PDs are modelled using historic data into 12 month and Lifetime PDs. Where data is not available proxies which resemble the risk of default characteristics of the exposure are used. The PDs are determined at portfolio level and segmented into various products.

AUDITED RESULTS

FOR THE YEAR ENDED
31 DECEMBER 2022

Notes to the Audited Financial Results (continued) for the year ended 31 December 2022

Key techniques to measure exposure to FX risk is through monitoring of net open position as well as stress testing;

(i) Net Open Position (NOP) Management

Foreign exchange risk is managed through daily monitoring of the net foreign exchange exposure by Treasury. Currency swaps are also used to manage foreign exchange risk where necessary. This is achieved through limiting exposure per currency against total qualifying capital held. In compliance with regulatory provisions, exposure to a single currency is limited to 10% of total qualifying capital while total exposure is limited to 20% of the same.

(ii) Stress tests

Stress tests provide an indication of losses that could arise in extreme positions. The stress measure for foreign currency risk is based on determining currency volatility for the past seven years and applying it to the average net open position for the past year assuming a 40 day holding period as per Basel guidelines.

Summarised stressed foreign currency position of the Bank as at 31 December 2022

Currency	Average NOP	Risk Position	Worst Daily Vols	Stress Factor	Risk Measure
USD	3,200,825	3,200,825	8.4%	52.9%	1,692,658
GBP	1,688,322	1,688,322	8.4%	53.4%	901,151
Rand	9,302	9,302	7.0%	44.0%	4,093
Other currencies	1,047,292	1,053,085	5.3%	33.4%	531,317
Total	5,945,741	5,951,534			3,129,219

Summarised stressed foreign currency position of the Group as at 31 December 2021

Currency	Average NOP	Risk Position	Worst Daily Vols	Stress Factor	Risk Measure
USD	302,519	302,519	8.4%	52.9%	159,978
GBP	54,863	54,863	8.4%	53.4%	29,283
Rand	20,773	20,773	7.0%	44.0%	9,140
Other currencies	102,300	102,305	8%	50%	51,346
Total	480,455	480,460			249,747

31.6 Interest rate risk

Interest rate risk is the risk that the Bank will be adversely affected by changes in the level or volatility of market interest rates. The Bank is exposed to various risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows. The responsibility of managing interest rate risk lies with the Assets and Liabilities Committee (ALCO). On a day to day basis, risks are managed through a number of management committees. Through this process, the Bank monitors compliance within the overall risk policy framework and ensures that the framework is kept up to date. Risk management information is provided on a regular basis to the Risk and Control Committee and the Board.

The table below summarises the Bank's interest rate risk exposure.

Historical and inflation adjusted

	Up to 1 month	1 to 3 months	3 to 6 months	6 months to 1 year	1 to 5 years	Over 5 years historical adjusted	Non-interest bearing Historical	Total Historical	Non-interest bearing inflation adjusted	Total inflation adjusted
	ZWL000	ZWL000	ZWL000	ZWL000	ZWL000	ZWL000	ZWL000	ZWL000	ZWL000	ZWL000
31-Dec-22										
Assets										
Cash and bank balances	30,877,450	-	-	-	-	-	22,731,859	53,609,309	22,731,859	53,609,309
Derivative financial assets	12,576	-	-	-	-	-	-	12,576	-	12,576
Investment securities	-	237,968	3,288,911	1,137,220	-	-	8,561,459	13,225,558	8,561,459	13,225,558
Loans and receivables from Banks	-	-	-	-	-	-	225,622	225,622	225,622	225,622
Loans and advances to customers	44,405,193	44,727	66,047	131,705	694,508	-	-	45,342,180	-	45,342,180
Other assets	593,379	-	-	-	-	-	7,116,855	7,710,234	7,408,591	8,001,970
Current tax asset	-	-	-	-	-	-	1,072,374	1,072,374	1,072,374	1,072,374
Property and equipment	-	-	-	-	-	-	18,814,882	18,814,882	18,814,882	18,814,882
Investment properties	-	-	-	-	-	-	4,080,000	4,080,000	4,080,000	4,080,000
Investment in joint venture	-	-	-	-	-	-	13,479,449	13,479,449	13,479,449	13,479,449
Intangible assets	-	-	-	-	-	-	8,941	8,941	679,309	679,309
Right of use assets	-	-	-	-	-	-	1,042,315	1,042,315	2,242,038	2,242,038
Total assets	75,888,598	282,695	3,354,958	1,268,925	694,508	-	77,133,756	158,623,440	79,295,583	160,785,267
Liabilities										
Derivative financial liabilities	-	-	-	-	-	-	-	-	-	-
Lease liabilities	-	-	-	-	-	-	1,823,304	1,823,304	1,823,304	1,823,304
Deposits from banks	7,092	-	-	-	-	-	793,677	800,769	793,677	800,769
Deposits from customers	59,106,443	704,092	1,477,228	2,954,456	23,420,148	5,851,681	-	93,514,048	-	93,514,048
Employee benefit accruals	-	-	-	-	-	-	1,166,032	1,166,032	1,166,032	1,166,032
Other liabilities	-	-	-	-	-	-	12,183,437	12,183,437	12,184,655	12,184,655
Deferred tax liabilities	-	-	-	-	-	-	3,834,865	3,834,865	4,578,693	4,578,693
Current tax liabilities	-	-	-	-	-	-	-	-	-	-
Due to group companies	-	-	-	-	-	-	47,628	47,628	47,628	47,628
Total liabilities	59,113,535	704,092	1,477,228	2,954,456	23,420,148	5,851,681	19,848,943	113,370,083	20,593,989	114,115,129
Interest rate Re - pricing gap	16,775,063	(421,397)	1,877,730	(1,685,531)	(22,725,640)	(5,851,681)	57,284,813	45,253,357	58,701,594	46,670,138
Cumulative gap	16,775,063	16,353,666	18,231,396	16,545,865	(6,179,775)	(12,031,456)	45,253,357	-	46,670,138	-



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BUSINESS

INDEPENDENT AUDITOR'S REPORT ON THE ABRIDGED FINANCIAL STATEMENTS

TO THE SHAREHOLDERS OF FIRST CAPITAL BANK LIMITED

Opinion

The abridged financial statements (financial results) of First Capital Bank Limited (Bank) which comprise the consolidated inflation adjusted statement of financial position as at 31 December 2022, the consolidated inflation adjusted statement of profit or loss and other comprehensive income, the consolidated inflation adjusted statement of changes in equity, and consolidated inflation adjusted statement of cash flows for the year then ended and related notes, are derived from the audited inflation adjusted financial statements of First Capital Bank Limited for the year ended 31 December 2022.

In our opinion, the accompanying consolidated inflation adjusted financial results are consistent, in all material respects, with the audited inflation adjusted financial statements of the Bank.

Financial results of First Capital Bank Limited

The inflation adjusted financial results of the Bank do not contain all the disclosures required by International Financial Reporting Standards (IFRS) as applicable to financial statements. Reading the inflation adjusted financial results of First Capital Bank Limited and the auditor's report thereon, therefore, is not a substitute for reading the audited inflation adjusted financial statements of First Capital Bank Limited and the auditor's report thereon.

The audited financial statements and our report thereon

In our report dated 27 March 2023, we expressed an unmodified audit opinion on the audited inflation adjusted financial statements of First Capital Bank Limited for the year ended 31 December 2022. That report also includes the communication of other key audit matters as reported in the auditor's report of the inflation adjusted financial statements.



INDEPENDENT AUDITOR'S REPORT ON THE ABRIDGED FINANCIAL STATEMENTS

TO THE SHAREHOLDERS OF FIRST CAPITAL BANK LIMITED

Responsibilities of the directors for the inflation adjusted financial statements

The directors are responsible for the preparation of the financial results, in accordance with Zimbabwe Stock Exchange (ZSE) Listings Requirements Rules, and in the manner required by the Banking Act (Chapter 24:20).

Auditor's responsibility

Our responsibility is to express an opinion on whether the financial results of First Capital Bank Limited are consistent, in all material respects, with the audited inflation adjusted financial statements of First Capital Bank Limited based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), Engagements to Report on abridged Financial Statements.

Deloitte & Touche

Deloitte & Touche
per: Lawrence Nyajeka
Partner
Registered auditor
PAAB practice certificate number: 0598
Zimbabwe

27 MARCH 2023