

PILLAR III DISCLOSURES

2017

Audi Capital

Figures as at December 31st, 2017

Prepared on March 2018

Private & Confidential

Audi Capital

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1. OVERVIEW

1.1 Background

The purpose of the Pillar 3 is to complement the minimum capital requirements (Pillar I) and the supervisory review process (Pillar II). The CMA, as per Article 68 of the Prudential Rules, supports the enhanced market discipline by developing a set of disclosure requirements which will allow market participants to assess key pieces of information on the scope of capital, risk exposure, risk assessment process and hence the capital adequacy of the institution. The Pillar III disclosures are an effective means of informing the market about the risks faced by a company, and provide a consistent disclosure framework that enhances transparency and comparability.

In implementation of Pillar III, Audi Capital has conducted the market disclosures based on the audited financial statements as at December 31st, 2017.

1.2 Verification of disclosures

The disclosures have been based on audited financial statements of the company. The mandated external auditors have reviewed and approved the financial statements of end of year 2017.

1.3 Frequency of disclosures

In accordance to the CMA circular number 06367/6 sent on 10/01/1435H that states that in regards to the Pillar III of the prudential rules, the frequency of disclosure should be yearly within 90 calendar days after the financial year end.

1.4 Location of disclosure

As per the article 69 of the Prudential rules, the company will publish the Pillar III disclosures on its website (<http://www.audicapital.com>) by the end of Q1 2018.

2. COMPANY STRUCTURE

Audi Capital Company is a Saudi Joint Stock Company, registered in Riyadh, Kingdom of Saudi Arabia. Audi Capital has obtained a license number 692 dated 2 Jumad Al Awal 1427 H (corresponding to 30 May 2006) from the Saudi Arabian General Investment Authority. The Company is registered under commercial registration number 1010226747 dated 18 Dhul Hajjah 1427H (corresponding to 8 January 2007). It has also obtained a license number 06017-37 dated 22 Rabi Al Thani 1427H (corresponding to 20 May 2006) from the Capital Market Authority (the “CMA”).

Audi Capital is 99.99% owned by Group Audi sal Lebanon and is headquartered in Riyadh. It offers Saudi corporate and individual clients premium Investment Banking, Wealth Management, Asset Management, and Brokerage services, matching best international practices with a regional perspective. Audi Capital is licensed to act as principal and agent and to provide underwriting and managing mutual funds and portfolios, arranging, advising, custodial and international brokerage services.

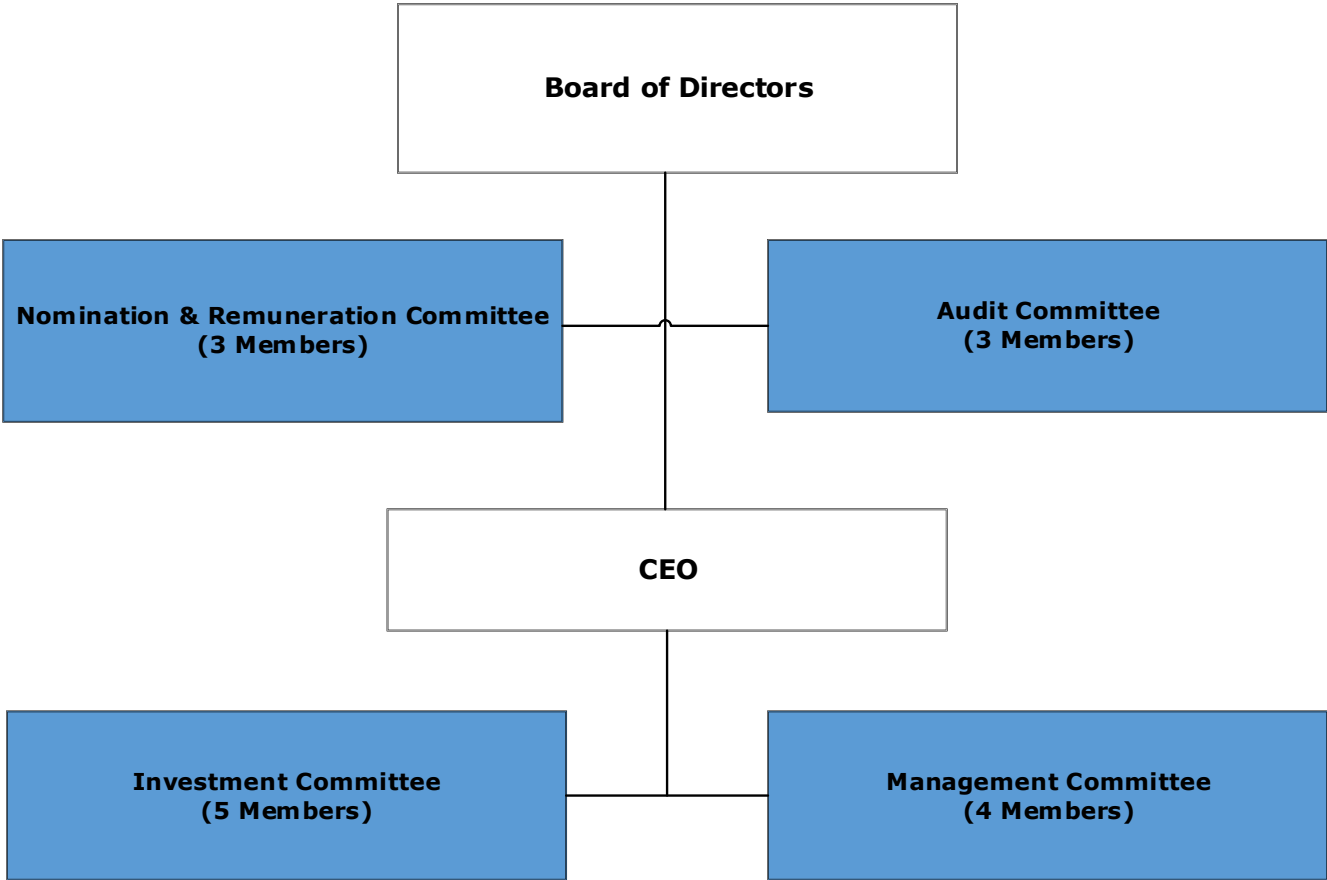
3. SUPERVISORY STRUCTURE

Audi Capital is governed by a Board of Directors consisting of 6 members elected by the General Assembly of shareholders for a term of 3 years. The main role of the Board is to set strategic plans and objectives, define roles and responsibilities, set adequate internal controls and monitoring, set policies and procedures to ensure compliance with the regulation in place, with the ultimate goal of increasing the long term value of the Company.

Audi Capital Governance framework encompasses a number of policies, charters, and terms of reference that shape the company’s Governance framework over a wide range of issues including risk supervision, compliance, audit, remuneration, evaluation, succession planning, ethics and conduct, budgeting, and capital management. Clear lines of responsibility and accountability are in place including effective channels of communication of the Company’s Board of Directors and core strategy. Strategic objectives setting corporate values and promoting high standards of conduct have been established and widely communicated throughout the company, providing appropriate incentives to ensure professional behavior.

Audi Capital has 4 committees:

- The “Audit” committee and the “Nomination & Remuneration” Committees that report to the Board.
- The “Investment” and “Management” committees appointed by the Board that is chaired by the CEO.



3.1 Risk Appetite

Risk appetite is the risk capacity of the company and details the maximum amount that the board approves the company to take in achievement of its strategy.

Risk appetite details the amount and types of risk that the company is willing to accept in its business to attain its objectives and strategic goals. The company's shareholder's equity forms the basis of the risk appetite and limits.

This risk framework is approved by the Board of Directors and defines the appetite of the company. This framework monitors the Treasury and Capital Markets as well as other risk indicators most notably the FX, interest rate, operational and liquidity risk.

3.2 Internal Control oversight

The Board has overall responsibility for the company's internal controls and for reviewing their effectiveness. The internal control is designed to address the risks that might impact Audi Capital's business including all systems and departments. The internal controls are designed to mitigate, rather than eliminate, material misstatements and losses.

4. CAPITAL ADEQUACY & CAPITAL STRUCTURE

4.1 Core Capital positions

The Company's regulatory capital is comprised of the following:

- **Tier 1 Capital** which is considered as the core measure of the company's financial strength and includes share capital, reserves, and retained earnings.
- **Tier 2 Capital** which consists of qualified subordinated instruments, certain loan loss provisions and revaluation reserves.

Audi Capital's resources as at 31 December 2017 are summarized in the table below:

Disclosure on Capital Base

Capital Base	2017	2016
	SAR '000	SAR '000
<u>Tier-1 capital</u>		
Paid-up capital	100,000	100,000
Audited retained earnings	37,570	35,818
Share premium		
Reserves (other than revaluation reserves)	10,024	10,024
Tier-1 capital contribution		
Deductions from Tier-1 capital	-40,906	-1,503
Total Tier-1 capital	106,688	144,339
<u>Tier-2 capital</u>		
Subordinated loans		
Cumulative preference shares		
Revaluation reserves		1
Other deductions from Tier-2 (-)		
Deduction to meet Tier-2 capital limit (-)		
Total Tier-2 capital		1
TOTAL CAPITAL BASE	106,688	144,340

4.2 Capital Adequacy Ratio and Minimum Capital Requirements

Disclosure on Capital Adequacy Ratio

Description	2017 SAR '000	2016 SAR '000
Capital Base		
Total Tier-1 capital	106,688	144,339
Total Tier-2 capital	0	1
Total Capital Base	106,688	144,340
Minimum Capital Requirements		
Credit Risk	82,399	67,315
Market Risk	1,962	6,590
Operational Risk	8,849	7,910
Total Minimum Capital Requirements	93,211	81,815
Total Capital Ratio (time)	1.14	1.76
Surplus / (Deficit) in the capital	13,477	62,525

The Company has a Capital Adequacy ratio of 1.14x at year end 2017, which is above CMA's minimum regulatory requirement of 1.00x and above the Company's internal limit of 1.10x.

Audi Capital's Board and management are aware of the decrease of the CAR Ratio compared to previous years, and an Action Plan has been put in place to increase the ratio to more comfortable levels.

5. ICAAP

5.1 Audi Capital ICAAP framework

Audi Capital prepares an annual internal assessment of its capital adequacy (ICAAP) as per regulator's request. The first assessment was performed in 2014 and submitted to the CMA.

The annual ICAAP exercise is to assess if Audi Capital is adequately capitalized in relation to its risk exposure, and it includes most notably:

- Summary of current situation as well as the financial and capital forecasts for the next three years. These are financial projections in line with Audi Capital's strategic objectives.
- A series of stress tests and scenario analysis that are frequently updated to take into account market conditions variations. These are financial scenarios to assess whether Audi Capital is adequately capitalized to face a range of unlikely but plausible adverse circumstances. Audi Capital stresses the relevant parameters at three different levels of harsher conditions: Mild / Medium / Severe.

The ICAAP is a vital part of Audi Capital's decision making process and risk management framework.

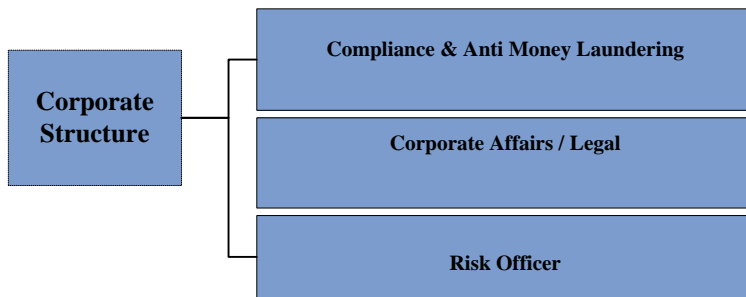
5.2 Oversight responsibilities

The Board of Directors of Audi Capital performs the final review and approval of the ICAAP, including assessing and approving the capital adequacy. The board provides his input and approval after the review by the Management Committee, Group Audi Risk Department and Group Audi Internal Audit.

6. RISK MANAGEMENT

6.1 Department overview

Audi Capital completed a re-organization of its corporate governance framework that began in 2014 and entitled a new organizational chart and new recruitments. A new internal department called “Corporate Structure” was created and it includes the Compliance/AML Function, the Risk function and corporate affairs.



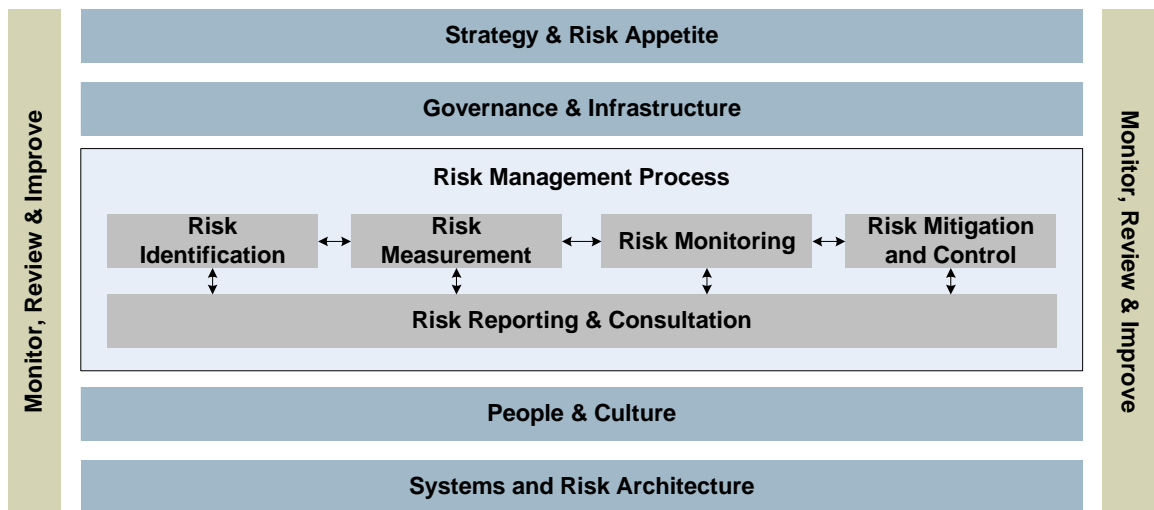
“Corporate Structure” reports directly to the CEO with a dotted line to the Board of Directors and its committees.

Audi Capital Risk Management function is independent from Business lines and has the responsibility of ensuring that risks across the Company are properly identified, measured, monitored, mitigated and reported to various stakeholders including the heads of business lines, senior management, Investment Committee and the Board of Directors.

Audi Capital has a risk framework whose purpose is to assist in managing risk effectively through the application and the embedment of the Risk Management Process (i.e. Risk identification, Risk Measurement, Risk Monitoring, Risk Mitigation & Control and Risk Reporting & Consultation) at all levels of the Company, including strategy, governance, people, culture, systems and risk architecture.

6.2 Risk Management Framework

The following depicts the key components of Audi Capital’s Risk Management Framework:



Component	Criteria for appropriate implementation
Strategy & Risk Appetite	<ul style="list-style-type: none"> ➤ The Board of Directors approves the strategic objectives and the risk appetite of the company. ➤ The Risk Management Process is designed and implemented in alignment with the strategic objectives and the risk appetite approved by the Board of Directors. ➤ Risk is embedded within the overall strategic planning process. ➤ The Risk function provides a risk assessment on new products, significant changes to new products, new lines of business and entry into new markets. ➤ Risks that are material and relevant to the company are identified and covered.
Governance & Infrastructure	<ul style="list-style-type: none"> ➤ The Risk function is independent from the business lines and decision makers, however it is imbedded in the various decision making processes. ➤ There is a clear accountability in the oversight and ownership of risks across the company. ➤ The governance structure that is put in place facilitates the free flow of information across the company and allows the escalation of relevant information to the appropriate authority on a timely basis. ➤ Policies and procedures are properly disseminated to adequately mitigate risks.
Risk Management Process	Criteria for appropriate implementation
Risk Identification	<ul style="list-style-type: none"> ➤ Risk identification represents the first step into risk assessment. ➤ The process involves the identification of risk sources, events, causes and their potential consequences. ➤ Risk identification encompasses internal and external factors and events that could affect the intended strategy and the risk profile.

- Risk Measurement**
 - Risk Measurement includes assessing the magnitude of risk by producing metrics and other quantitative / qualitative measures. Magnitude is expressed in terms of the combination of consequences and their likelihood.
 - Models that support risk measurements are used in combination with expert judgments.
 - Stress testing is performed to identify areas of major concerns and to measure their severities and impacts.
- Risk Monitoring**
 - Risk monitoring encompasses continual checking, supervising and critically observing in order to ensure adherence with limits and policies, and ensuring that the risk profile stays within the risk appetite approved by the Board of Directors.
 - Monitoring role is assigned to people with appropriate authorities and capabilities.
 - Processes to escalate risk issues are well communicated throughout the company.
- Risk Control & Mitigation**
 - Mitigating actions are designed and recommended actions / opinions are proposed to transfer, control and balance risk & rewards.
 - Risk mitigation includes avoiding the risk, removing the risk source, changing the likelihood, changing the consequences, sharing the risk with another party.
 - Risk provides an objective check on risk-taking activities.
- Risk Reporting & Consultation**
 - The identified, measured, monitored, mitigated risks are reported to the appropriate authority including senior management and Board of Directors when needed for timely action and follow-up.
 - A two-way process of communication is established between the Risk function and the different stakeholders to provide, share, obtain information and engage in a dialogue regarding risk issues. The Risk function provides an input to the decision making process and is not by its own a decision maker on any transaction involving risk taking.
 - Standard definitions and requirements of reporting are set to enable a central risk aggregation.

6.3 Risk Reporting

Audi Capital is exposed to a diversified set of risks in common with its peers. Some of the risks are an inherent part of the business model and the day-to-day activities of Audi Capital, its risk management capabilities are focused on managing and addressing these types of risks.

In addition to the constant reporting to Audi Capital's management, the Risk function publishes on a quarterly basis a Risk Management Report to the Board of Directors. This report describes any changes in the regulations or in the function, it also emphasizes on the proprietary portfolio, in addition to detailing the different types of risks (operational, market, liquidity....)

6.4 Credit Risk

The credit risk is defined as the negative consequences associated with the default or deterioration in credit quality of counterparties in lending operations to which Audi Capital is exposed to. Credit Risk can also include transactions and products that involve counterparty exposure.

Audi Capital will mainly be exposed to credit risk when providing leverage (margin trading) for clients and/or investing with counterparties in form of placements or fixed income investments.

Audi Capital faces the risk that counterparties (including clients) fail to fulfill their obligations or have their credit standing deteriorates.

Audi Capital calculated capital required against the following credit exposures:

- Governments and central banks
- Authorized persons/ banks
- Margin Lending
- Corporates
- Other exposures
- Prohibited exposure

Audi Capital has controls and limits in place to ensure sound risk exposure as follow:

Margin Lending

The Risk Management is in charge of monitoring the Margin Lending and to ensure adherence to the Margin Lending guidelines (approved stock exchanges, types of securities, ratings...). Collaterals (securities) are offered to secure a facility and they are subject to seizure and liquidation in case of breach.

Proprietary Investments

Audi Capital's proprietary investments in equity or in fixed income is subject to rigorous analysis and limits and are outlined in the risk appetite and limits. The exposure and risk appetite is monitored by the Risk Management department.

Exposures to Financial Institutions

Audi Capital places deposits with top tier banks and are subject to the following:

- Obtain of approval from Group Audi Financial Institutions before opening any new relationship
- Obtain limits from Group Audi Financial Institutions (ceilings)
- Constant monitoring from Audi Capital Risk Management for Audi Capital, as for consolidated to all Group Audi (overall) is done by Group Audi Financial Institutions.

6.5 Market Risk

Audi Capital's revenues are mainly earned from fees which are calculated as a percentage of the value of portfolios or transactions which are mainly performed in Saudi Arabian Riyals.

Audi Capital does not hold any positions for trading. Therefore, market risk exposure is mostly limited to the balance sheet currency mismatch within tolerated levels.

6.5.1 Foreign Exchange Rate Risk

The Company has a conservative policy towards foreign exchange risk and has set limits on positions. These set policies are dictated by the Board of Directors and are monitored by the Company.

At 31 December 2017, Audi Capital held Long positions on different currencies inducing a required capital of SAR 1.962M as per the table below:

Foreign Exchange Risk as at 31/12/2017	Position SAR'000		Risk Capital Charge (%)	Capital Requirement
	Net Long	Net Short		
Total Position in Foreign Currencies				
USD and GCC currencies	96,186	0	2%	1,924
All other currencies	275	0	14%	39
SUM	96,641			1,962

Audi Capital does not have any position in Gold or currencies covered by legally binding exchange rate agreements at end of 2017.

6.6 Operational Risk

The Company defines Operational risk as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. The company uses a web-based software called 'SAS' to report, address and follow-up on operational risk incidents. This software is common and consolidated to all Group Audi, hence it is monitored by the Risk Management at Audi Capital as well as Group Audi Operational Risk Management Department.

Operational Risk as at 31/12/2017	Overhead Expenses 2016 SAR '000	Risk Capital Charge (%)	Capital Requirement
Expenditure-based approach	35,395	25%	8,849

Audi Capital used the expenditure based approach to assess the operational risk. This is performed by multiplying the risk charge (25%) with the yearly overhead expenses to obtain the amount of SAR 8.8 M as per Article 39 of the Prudential Rules. This amount will be computed to derive the capital adequacy ratio of the company.

6.7 Liquidity Risk

The Company seeks to ensure that it will always have sufficient available cash resources to meet its short-term financial liabilities. Liquidity risk management is a key function and integral part of the asset and liabilities management process.

Audi Capital holds its liquidity mainly in the form of cash or cash equivalent (Murabaha / money market placements). Given that Audi capital is fully funded via shareholders' equity, there is no exposure to funding liquidity risk.

The Company also monitors its liquidity by producing a Liquidity Gap Analysis that provides the necessary indicators to manage the Treasury. The goal is to always maintain a positive short-term Liquidity Gap (assets minus liabilities) to cover business operations as well as un-foreseen or un-expected events.

In addition to Monitoring the Liquidity Gap and Cumulative Gap, Audi Capital also monitors the ratio "Available Liquidity / Monthly Operating Expenses" and this figure is communicated to the Board of Directors.

6.8 Contingency Funding Plan

The Finance department and Risk Management department updates on an annual basis the Liquidity and Contingency Funding Plan to address any potential adverse liquidity crisis. The plan, which is ratified by the Board of Directors, assesses the diverse options and action plans.

7. Appendices

7.1 Appendix 1 – Disclosure on Capital Base

Capital Base	SAR '000
<u>Tier-1 capital</u>	
Paid-up capital	100,000
Audited retained earnings	37,570
Share premium	-
Reserves (other than revaluation reserves)	10,024
Tier-1 capital contribution	-
Deductions from Tier-1 capital	-40,906
Total Tier-1 capital	106,688
<u>Tier-2 capital</u>	
Subordinated loans	-
Cumulative preference shares	-
Revaluation reserves	-
Other deductions from Tier-2 (-)	-
Deduction to meet Tier-2 capital limit (-)	-
Total Tier-2 capital	-
TOTAL CAPITAL BASE	106,688

7.2 Appendix 2 – Disclosure on Capital Adequacy

Disclosure on Capital Adequacy

Exposure Class	Exposures before CRM SAR '000	Net Exposures after CRM SAR '000	Risk Weighted Assets SR '000	Capital Requirement SAR '000
<i>Credit Risk</i>				
<i>On-balance Sheet Exposures</i>				
Governments and Central Banks	91,465		91,465	12,805
Authorised Persons and Banks	9,107		4,760	666
Corporates	404		2,882	404
Retail	-			
Investments				
Securitisation				
Margin Financing	3,030		4,545	636
Other Assets	13,582		41,413	5,798
Total On-Balance sheet Exposures	117,588		145,065	20,309
<i>Off-balance Sheet Exposures</i>				
OTC/Credit Derivatives				
Repurchase agreements				
Securities borrowing/lending				
Commitments	6,676		39,749	5,565
Other off-balance sheet exposures				
Total Off-Balance sheet Exposures	6,676		39,749	5,565
Total On and Off-Balance sheet Exposures	124,264		184,814	25,874
Prohibited Exposure Risk Requirement			403,754	56,526
Total Credit Risk Exposures			588,568	82,399
<i>Market Risk</i>				
	Long Position	Short Position		
Interest rate risks				
Equity price risks				
Risks related to investment funds				
Securitisation/resecuritisation positions				
Excess exposure risks				
Settlement risks and counterparty risks				
Foreign exchange rate risks	96,461			1,962
Commodities risks.				
Total Market Risk Exposures				1,962
<i>Operational Risk</i>				
				8,850
	8,850			
Minimum Capital Requirements				93,211
	93,211			
Surplus/(Deficit) in capital				13,477
	13,477			
Ratio				1.14

7.3 Appendix 3 – Disclosure on Credit Risk Weight

Disclosure on Credit Risk's Risk Weight as at 31/12/2017

Risk Weights	Exposures after netting and credit risk mitigation												Total Risk Weighted Assets
	Governments and central banks	Administrative bodies and NPO	Authorised persons and banks	Margin Financing	Corporates	Retail	Past due items	Investments	Securitisation	Other assets	Off-balance sheet commitments	Total Exposure after netting and Credit Risk Mitigation	
0%										30		30	-
20%			6,033									6,033	1,207
50%			1,058									1,058	529
100%	91,465		-									91,465	91,465
150%			2,016	3,030								5,046	7,569
200%												-	-
300%										13,368		13,368	40,105
400%												-	-
500%												-	-
714% (exclude prohibited exposure)					404					183	5,567	6,154	43,939
Average Risk Weight	91,465	-	4,760	4,545	2,882	-	-	-	-	41,413	39,749		184,814
Deduction from Capital Base													

7.4 Appendix 4 – Disclosure on Credit Risk Exposure

Disclosure on Credit Risk's Rated Exposure as at 31/12/2017

Exposure Class	Long term Ratings of counterparties							Unrated	
	Credit quality step	1	2	3	4	5	6		
	S&P	AAA TO AA-	A+ TO A-	BBB+ TO BBB-	BB+ TO BB-	B+ TO B-	CCC+ and below		Unrated
	Fitch	AAA TO AA-	A+ TO A-	BBB+ TO BBB-	BB+ TO BB-	B+ TO B-	CCC+ and below		Unrated
	Moody's	Aaa TO Aa3	A1 TO A3	Baa1 TO Baa3	Ba1 TO Ba3	B1 TO B3	Caa1 and below		Unrated
Capital Intelligence	AAA	AA TO A	BBB	BB	B	C and below	Unrated		
On and Off-balance-sheet Exposures									
Governments and Central Banks						91,465			
Authorised Persons and Banks		5,976	57			1,058	2,016		
Corporates							404		
Retail									
Investments									
Securitisation									
Margin Financing							3,030		
Other Assets							85		
Past Due									
Off-Balance Sheet									
Total		5,976	57	-	-	92,523	5,535		

Exposure Class	Short term Ratings of counterparties					
	Credit quality step	1	2	3	4	Unrated
	S & P	A-1+, A-1	A-2	A-3	Below A-3	Unrated
	Fitch	F1+, F1	F2	F3	Below F3	Unrated
	Moody's	P-1	P-2	P-3	Not Prime	Unrated
Capital Intelligence	A1	A2	A3	Below A3	Unrated	
On and Off-balance-sheet Exposures						
Governments and Central Banks						
Authorised Persons and Banks						
Corporates						404
Retail						
Investments						
Securitisation						
Margin Financing						3,030
Other Assets						85
Total						3,519

7.5 Appendix 5 – Disclosure on Credit Risk Mitigation

Exposure Class	Exposures before CRM	Exposures covered by Guarantees/ Credit derivatives	Exposures covered by Financial Collateral	Exposures covered by Netting Agreement	Exposures covered by other eligible collaterals	Exposures after CRM
Credit Risk						
<i>On-balance Sheet Exposures</i>						
Governments and Central Banks	91,465					91,465
Authorised Persons and Banks	9,107					9,107
Corporates	404					404
Retail						
Investments						
Securitisation						
Margin Financing	3,030					3,030
Other Assets	13,582					13,582
Total On-Balance sheet Exposures	117,588					117,588
<i>Off-balance Sheet Exposures</i>						
OTC/Credit Derivatives						
Exposure in the form of repurchase agreements						
Exposure in the form of securities lending						
Exposure in the form of commitments	5,567					5,567
*Other Off-Balance sheet Exposures						
Total Off-Balance sheet Exposures	5,567					5,567
Total On and Off-Balance sheet Exposures	123,155					123,155