



PRESS RELEASE

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BAYPORT SAVINGS AND LOANS PLC (BSL) –

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2023

BSL has released its Annual Report and Financial Statements for the year ended December 31, 2023, as per the attached.

Issued in Accra, this 24th
day of April 2024

• E N D –

att'd.

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BAYPORT SAVINGS AND LOANS PLC

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

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Bayport Savings and Loans PLC
Annual report
for the year ended 31 December 2023

CORPORATE INFORMATION

Directors	Francis Wood (Chairman) David Adomakoh (Resigned 10 May 2023) Julia Asante Anim Amina Abugdanpoka Kaguah Emily Slota Akwas Aboagye (Managing Director) Grant Kurland (Resigned 31 March 2023) Nothando Ndebele
Business address	22 Nii Nortei Nyanchi Street Airport West Accra
Parent company	Bayport Management Limited Incorporated in the Republic of Mauritius
Auditor	PricewaterhouseCoopers Chartered Accountants PwC Tower A4 Rangoon Lane Cantonments City PMB CT 42, Cantonments Accra – Ghana
Secretary	Dehands Services Ltd No.9 Carrot Avenue Adjacent Lizzy Sports Complex East Legon, Accra P.O. Box CT 9347, Cantonments
Company registration number	PL000022016

Bayport Savings and Loans PLC
Annual report
for the year ended 31 December 2023

REPORT OF THE DIRECTORS

The directors in submitting to the shareholders the financial statements of Bayport Savings and Loans PLC (the "Company") for the year ended 31 December 2023 report as follows:

Directors' responsibility statement

The directors are responsible for the preparation of the financial statements that give a true and fair view of Bayport Savings and Loans PLC's financial position at 31 December 2023, and of the profit or loss and cash flows for the year then ended, and the notes to the financial statements which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards with the IAS 29 directive issued by the Institute of Chartered Accountants Ghana (ICAG), and in the manner required by the Companies Act, 2019 (Act 992), and the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930). In addition, the directors are responsible for the preparation of this directors' report.

The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and for maintaining adequate accounting records and an effective system of risk management.

The directors have made an assessment of the Company's ability to continue as a going concern and have no reason to believe the business will not be a going concern.

Financial results

The financial results of the Company for the year ended 31 December 2023 are set out in the attached financial statements, highlights of which are as follows:

	2023 GHS	2022 GHS
Profit before tax	32,913,142	39,358,079
from which is deducted income tax expense of	<u>(13,119,256)</u>	<u>(11,942,846)</u>
giving a profit for the year after income tax of	19,793,886	27,415,233
from which is deducted transfer to statutory reserve of	<u>(2,404,395)</u>	<u>(3,427,168)</u>
less transfer (to)/from credit risk reserve of	<u>(1,787,550)</u>	<u>11,035,996</u>
leaving a surplus of	15,601,941	35,024,061
which is added to a balance brought forward on retained earnings of	<u>138,579,027</u>	<u>103,554,966</u>
leaving retained earnings amount carried forward of	<u>154,180,968</u>	<u>138,579,027</u>

In accordance with Section 34(1) (b) of the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930), an amount of GHS 2,404,395 (2022: GHS 3,427,168) was transferred to the statutory reserve fund from profit for the year, bringing the cumulative balance on the statutory reserve fund to GHS 39,816,865 (2022: GHS 37,412,470) at the year end.

Dividend

The directors do not recommend the payment of a dividend for the year ended 31 December 2023 (2022: Nil).

Nature of business

The Company is authorised by Bank of Ghana to provide micro-credit and finance services. There was no change in the nature of business during the year.

Bayport Savings and Loans PLC

Annual report

for the year ended 31 December 2023

REPORT OF THE DIRECTORS (continued)

Holding company

The Company's parent company and ultimate holding company is Bayport Management Limited, incorporated in the Republic of Mauritius.

Interest in other body corporates

The Company had no subsidiaries or associate entities during the year or as at year end.

Corporate social responsibilities

The Company engaged in some corporate social responsibility (CSR) in the year. Below is the corporate social responsibility for 2023.

Event	Event details	Amount (GHS)
Scholarship scheme	Sponsoring of 30 students at various tertiary institutions	134,993
Social Services	Donation to flood victims in the Volta Region in partnership with Nectar Foundation in Nuaso, Akosombo.	42,800
Social Services	Career Guidance and Financial Literacy Workshop at Oda SHS and Konongo Odumase SHS	23,527
Social Services	Donation of desks to Nsein Methodist Primary School and Bolga Preparatory Model School	52,100

Audit fee

Audit fee for the year ended 31 December 2023 is set out in Note 14 of these financial statements.

Capacity of directors

The Company ensures that only fit and proper persons are appointed to the Board after obtaining the necessary approval from the regulator, Bank of Ghana. Relevant training and capacity building programs, facilitated by the Ghana Banking College and the Bank of Ghana, are put in place to enable the directors discharge their duties. All the directors have been certified for attending such training during the year.

Directors

The names of the directors who served during the year are provided on page 2. No director had any interest at any time during the year, in any contract of significance, other than a service contract with the Company. No director had interest in the shares of the Company.

Auditor

The auditor, PricewaterhouseCoopers, will continue in office in accordance with Section 139 (5) of the Companies Act, 2019 (Act 992) and Section 81 of the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930).

Approval of the financial statements

The financial statements of the Company were approved by the Board of Directors on ^{27th}..... March 2024 and were signed on their behalf by:

.....

Director

.....

Director

CORPORATE GOVERNANCE REPORT

Bayport Savings and Loans PLC is committed to strong corporate governance practices that allocate responsibilities among the Company's shareholders, the Board and Executive Management to provide effective oversight and management of the Company with a view to enhancing long term shareholder value.

The Board is the focal point for, and ultimate custodian of, corporate governance. To achieve this, it endeavours to find the correct balance between compliance with corporate governance recommendations and best practice, while maintaining the Company's performance and meeting strategic, operational, and financial objectives.

The Board ensures that the Company is, and is seen to be, a responsible corporate citizen by having regard to not only the financial aspects of the business of the Company but also the impact that business operations have on the environment and the society in which it operates. In doing so the Board appreciates that stakeholders' perceptions affect the reputation of the Company.

Compliance and Regulations

In discharging its Corporate Governance responsibilities, Bayport Savings and Loans PLC is guided by relevant laws and regulations and international best practices. The Company's corporate governance principles are contained in a number of corporate documents, including the Company's Regulations, the Board Charter, Corporate Governance Policy, Charters of Board and Management Committees, Code of Ethics and Business Conduct policy and other policies that govern the day-to-day operations and ethical behaviours of staff and other relevant stakeholders.

The Board

The Board is responsible for directing the Company towards the achievement of its vision and is ultimately accountable for the Company's operating performance, financial results, and practices within the Company's framework of corporate governance. The day-to-day management of the Company is vested in the Managing Director and the management team appointed by him. Subject to any limitation imposed by the Companies Act and Regulations, the management of the business of the Company shall be vested in the directors. The Board is made up of a majority of Non-Executive Directors.

As at 31 December 2023, the Board had six (6) members, made up of four (4) independent non-executive directors, one (1) non-executive director and one (1) executive director. The Board is composed of 67% Ghanaians and the remaining 33% non-Ghanaians. The Board has delegated various aspects of its work to Audit and Finance Committee and Risk and Compliance Committee with combined experiences in Finance, Law, Risk Management and Banking Operations. The membership of the Audit & Finance Committee is made up of 33% Ghanaians and that of the Risk and Compliance Committee is 50%.

The Board holds scheduled meetings in closed sessions and Key Management staff are invited, as required, to make presentations to the Board on material issues under consideration. Additionally, directors are given access to management and company information, as well as the resources needed to carry out their duties.

Meetings of the Board are held quarterly, with an additional meeting to consider the overall strategy, and additional meetings may be convened if necessary. All directors are provided with comprehensive Board meeting documentation.

Board subcommittee members are appointed by the Board. The subcommittees have their own written terms of reference, duties and authorities as determined by the Board.

CORPORATE GOVERNANCE REPORT (continued)

Audit and Finance Committee and Risk and Compliance Committee

The Audit and Finance Committee and Risk and Compliance Committee are made up of 3 and 2 non-executive directors, respectively. The purpose of the Committee is to assist the Board of Directors in discharging its oversight responsibilities for:

- Establishing a framework for identification, management, control and monitoring of board risks, and for assuring legal and regulatory compliance, including anti-money laundering and antiterrorist financing and cyber security.
- Overseeing the effectiveness of the internal and external control systems of the Company and monitors compliance by the Company with all legal and statutory requirements for ensuring high standards in corporate good governance, financial reporting, and ethical behaviour on the part of all officers and employees of the Company including its other stakeholders.

The Risk and Compliance committee discussed risk appetite breaches, risk events, risk acceptance issues, Fraud and Forensics, Cyber-Security, Corporate Governance and Compliance issues, Anti-Money Laundering, Legal risk and review of the general risk profile of the Company. The Committee recommended for approval by the Board Social Media policy, Travel Policy, Recruitment Policy, Collections policy, Compensation Policy, Staff Salary Advance Policy, Client Protection Charter, Transport Policy, Accounting policy, Risk Management framework, Risk Management Policy, Risk Appetite Framework, Tax Risk Management Policy, Operational Risk Event Policy, Operational Risk Policy, Gift Policy, Fraud Policy, Business Continuity Policy, Disciplinary Policy, AML Policy, Credit Policy, Anti-Bribery and Corruption Policy, Grievance Policy, Code of Ethics and Business Conduct, Whistle Blower Policy, Separation Policy within the period.

The Audit and Finance Committee also in charge of the remuneration and nominations reviewed the quarterly financial statements, budgets, write-offs, funding needs, Internal Audit, External Audit report and the Human capital report for the period under review.

Internal Auditor

The Internal Auditor reports directly to the Audit and Finance Committee and sits in all meetings of the Committee. During the review period, the Audit and Finance Committee considered and discussed reports on control breakdowns, management comments and remediation actions and tracking of outstanding audit items.

Roles and responsibilities

The Internal Audit Department has the responsibility for bringing a systematic, disciplined approach to evaluate and report on the effectiveness of governance processes, risk management and internal controls. The Internal Audit Department evaluates whether management has an effective process in place at all levels to identify, manage and control risks.

Management has the responsibility for internal control and risk management activities of the Company. The scope of Internal Audit encompasses, but is not limited to, the examination and evaluation of the adequacy and effectiveness of the Company's governance, risk management, and internal controls and has unrestricted access to all activities undertaken in the Company.

- Establishing, maintaining and ensuring effective operational and financial control systems.
- Maintaining the integrity of financial reporting.

The Committee also performs the following duties on behalf of the Board;

- Oversight of the Company's financial reporting process and integrity to ensure that the financial statements are fairly stated.
- Reviewing the quarterly financial statements before submission to the Board for approval, with particular reference to:
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
 - Oversight of the Company's relationship with External and Internal Auditors.

CORPORATE GOVERNANCE REPORT (continued)

Audit and Finance Committee and Risk and Compliance Committee (continued)

Roles and responsibilities (continued)

The Audit and Finance Committee and the Risk and Compliance Committee have the authority and direct responsibility to make recommendations to the Board of Directors with respect to the appointment, retention, compensation, evaluation and where appropriate replacement of the external auditors for approval and/or ratification by shareholders in line with their voting rights which is by a simple majority vote.

- Approving Internal Audit plans, monitoring and reviewing the effectiveness of internal controls and the internal audit function.
- Reviewing the Company's program for compliance with laws and regulations, and the record of such compliance and significant legal cases outstanding against the Company, and other regulatory or legal matters that may have a material impact on the Company's financial statements or compliance.
- Reviewing Compliance reports on anti-money laundering and antiterrorist financing and filings of suspicious transactions and discussing with Management the modalities for enhancing its zero tolerance for anti-money laundering and fraud related activities.

Annual Certification

The Board has independently assessed the Company's corporate governance processes in the light of Bank of Ghana's Corporate Governance Directive and implemented an action plan towards full compliance.

The directors are aware of their responsibilities to the Company as persons charged with governance. These responsibilities are detailed in the Board Charter, the Corporate Governance Policy and the Conflict of Interest Policy which guide the Board in discharging its governance responsibilities.

The directors participated in a corporate governance programme which was organised by the National Banking College.

The training covered the following areas;

- Cyber Risk Governance and Management for Directors in Financial Institutions
- Fraud Governance & Prevention for Directors
- Driving ESG Practices: Role of the Board from ESG Strategy to ESG Reporting.

Also, the directors went through Anti-Money Laundering/Terrorist Financing & Proliferation of Arms awareness for the year under review. The training focused on the following areas;

- General awareness on Anti-Money Laundering/Terrorist Financing & Proliferation of Arms
- Differences between Money Laundering and Terrorist Financing
- Predicate offenses
- Politically Exposed Person and High-Risk clients categorisation under the new AML guidelines
- Notable changes in the new AML guidelines
- New penalties for AML breaches

Succession Planning

Bayport Savings and Loans PLC has a succession plan policy and strategy for the business including key management personnel. The succession plan focuses on developing and retaining the best qualified and competitive personnel ready to take up key positions in the business when they become vacant to ensure effective continuity of the Company. A succession planning policy specifically for the Board is in draft pending review and approval for implementation.

CORPORATE GOVERNANCE REPORT (continued)

Board Meeting Attendance

The Board met four times during the year under review, the table below details attendance of individual Board members.

Directors	Date of Appointment	Board Sitting	Audit and Finance Committee	Risk and Compliance Committee
Akwasi Aboagye (Managing Director)	August 12, 2021	4/4	N/A	N/A
Francis Wood (Chairman)	June 20, 2019	4/4	N/A	N/A
David Adomakoh	September 24, 2019	1/2	N/A	1/2
Julia Asante Anim	April 8, 2020	4/4	N/A	4/4
Amina Abugdanpoka Kaguah	April 8, 2020	4/4	4/4	N/A
Emily Slota	August 11, 2020	4/4	4/4	N/A
Grant Kurland	November 8, 2020	0/1	N/A	N/A
Nothando Ndebele	November 8, 2020	4/4	4/4	4/4

Board Meeting Calendar

Period (2023)	Board Meetings	Committee Meetings
Q1	28 March 2023	8 March 2023
Q2	31 May 2023	12 May 2023
Q3	22 August 2023	10 August 2023
Q4	24 November 2023	9 November 2023

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CORPORATE GOVERNANCE REPORT (continued)

Board Meeting Agenda

BAYPORT SAVINGS AND LOANS PLC – ANNUAL WORK PLAN 2023		MEETING			
		Mar	Jun	Sep	Nov/ Dec
1	Declarations of Interests				
	a) Annual general disclosure of all interests	✓			
	b) Updates		✓	✓	✓
2	Written resolutions noted	✓	✓	✓	✓
3	Confirmation of minutes of previous meeting	✓	✓	✓	✓
4	Matters arising	✓	✓	✓	✓
5	CEO's report	✓	✓	✓	✓
6	Financial report	✓	✓	✓	✓
7	Audit committee minutes and/or feedback	✓	✓	✓	✓
8	Risk committee minutes and/or feedback	✓	✓	✓	✓
9	Other board committee minutes and/or feedback	✓	✓	✓	✓
10	Bi-annual self-assessment of performance of board relating to AML/CFT issues		✓		✓
11	External evaluation of performance of board, board committees and individual directors (every second year only)		✓		
12	Approve annual financial statements	✓			
13	Approve annual budget				✓
14	Certification of compliance to Corporate Governance Directive				✓
15	Any Other Business	✓	✓	✓	✓

Directors Shareholding

None of the directors held shares in the Company during the year and as at the year ended 31 December 2023.

CORPORATE GOVERNANCE REPORT (continued)

Profile of directors

Name	Director's profile	Other Directorships
Akwasi Aboagye (Managing Director)	BSc Computer Science from the Kwame Nkrumah University of Science and Technology Association of Chartered Certified Accountants (ACCA) Has over 15 years' experience in Finance, Banking Operations and Risk Management	None
Francis Wood (Board Chairman)	BSC in Architecture from McGill University MBA Finance Management Strategy from London Business School Has over 20 years' experience working as an investment banker for the likes of Lehman Brothers, Credit Suisse	PAWO LTD (GHANA)
Julia Asante Anim	B. Eng (Telecoms) from Queen Mary and Westfield College, London-United Kingdom MSc Banking and International Finance from Cass Business School, London-United Kingdom Has over 15 years' experience in risk management, treasury, and relationship management	Amber Keye Investments Limited Ntiamoah Foundation
Amina Abugdanpoka Kaguah	Bachelor of Laws from University of Ghana, Legon Qualifying Certificate of Law from the Ghana School of Law Has practiced commercial and corporate law for more than 20 years with specific interest in labour laws, capital markets and mergers & acquisitions	IPC Petroleum Ghana Ltd
Emily Slota	Bachelor of Arts from Stanford University, California Master of Public Administration in International Development from Harvard Kennedy School, Massachusetts Master of Business Administration from Harvard Business School, Massachusetts. Emily has extensive experiences working in Corporate Finance, Financial Technology, Advisory service	Liquid Financial Services Ltd Hamanok Okai Whelan Ltd High Return Cash Fund PLC High Yield Income Fund Ltd

CORPORATE GOVERNANCE REPORT (continued)

Profile of directors (continued)

<p>Nothando Ndebele</p>	<p>BA, Economics and Women's Studies from the Harvard University, USA</p> <p>MSC, Social Anthropology from the Oxford University, United Kingdom</p> <p>MBA, Majoring in Finance from Said Business School, University of Oxford, United Kingdom</p> <p>Chartered Financial Analyst (CFA)</p> <p>Her experiences spans from Corporate Finance, Advisory, Investment research and Portfolio Management</p>	<p>University of Witwatersrand, South Africa</p> <p>Takuta Investment Fund (Zimbabwe)</p>
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Management Reporting

Management has an open relationship with the Board whereby there are constant engagements and feedback provided as and when required. At a minimum, management submits quarterly reports to the Board either through the Risk and Compliance Committee and the Audit and Finance Committee. These reports include the risk management report (i.e. Risk Management, Corporate Governance, Anti-Money Laundering, Cyber-Security, Fraud and Forensics and Legal Risks). The Audit and Finance Committee submits reports on financial performance for the period, Internal Audit reports, External Audit reports and Human capital report.

In line with the Corporate Governance Directive (2018), the Board during the year undertook the half yearly Anti-Money Laundering/ Combating Financing of Terrorism and the Proliferation of Weapons of Mass Destruction (AML/CFT & P) evaluations.

The performance Criteria used for Assessing the Effectiveness of the Board included;

- Board processes
- Board experience
- Board structure
- Evaluation of Chairman
- Self-evaluation

Report on Board Evaluation

The Board conducted an external evaluation to assess itself against its objectives, the aim of the evaluation is to assist the Board in improving its effectiveness. The evaluation process affords individual Board members the opportunity to evaluate the Board as a whole, as well as their own performance, and to make recommendations for areas of improvement.

The last external board evaluation was conducted in October 2023 by Deloitte & Touche and the report will be duly submitted to the Bank of Ghana by June 2024. Pillars for the Board evaluation include; Board Structure and composition, Board operations and effectiveness, performance measurement and compensation, internal controls and compliance, internal and external audit, risk management, whistle blowing, ethics and conflict of interests, and transparency and disclosure.

CORPORATE GOVERNANCE REPORT (continued)

Report on Board Evaluation (continued)

The issues identified include the following:

Key issues	Affected area	Status	Deadline
No succession plan for the Board	Corporate Governance	Succession Planning policy for the Board is in draft and will be tabled for consideration.	Q2 2024
No Internal Capital Adequacy Process (ICAAP) and Internal liquidity Assessment programme (ILAAP)	Corporate Governance/Risk Management	Bayport Ghana is in touch with Group to develop the ICAAP and ILAAP. Management is also benchmarking with banks to understand the key requirements to guide in implementation.	Q4 2024
No competency requirement framework to aid in the selection of directors	Corporate Governance	This has been included as part of the succession planning policy for consideration.	Q2 2024
No related party transaction policy in place	Corporate Governance	This is largely articulated in the Board Charter. Engagement with Group risk is ongoing to ensure there is a policy in place.	Q2 2024
Annual Risk Management declaration not signed by the Risk Committee Chair	Corporate Governance/Risk Management	Management has obtained the required format and would be incorporated in the financial statement for 2023 as required.	Q1 2024

Conflict of Interest

In line with section 59 of the Corporate Governance Directive, 2018 and sections 192 and 194 of the Companies Act, 2019 (Act 992), the Company has a Conflict-of-Interest Policy in place to guide directors and management against placing themselves in positions that maybe considered either real or perceived conflict of interest in which their individual conduct may adversely affect their judgement in the discharge of their responsibilities of the Company.

Each director is required to disclose to the Board annually and at each board meeting, any interest, which he/she may directly or indirectly hold or be related to, and which becomes the subject of Board action and shall refrain from voting on any matter relating thereto.

The directors have a duty not to place themselves in a position which gives rise to a real or substantial possibility of conflict of interest or duty in relation to any matter which is or is likely to be brought before the Board.

At no time during the year did any director hold a material interest in any contract of significance within the Company. The Company has established a robust process requiring directors to disclose proposed outside business interests before they are entered. This enables prior assessment of any conflict or potential conflict of interest and any impact on time commitment.

The Board is satisfied that our processes continue to operate effectively. Subject to the Companies Act, 2019 (Act 992), the Constitutions of the Company and the authority granted to directors in general meetings, the directors may exercise all the powers and may delegate authority to Committees. The Company's Constitution contains provisions relating to the appointment and removal of directors which is also in accordance with the Companies Act, 2019 (Act 992) and best practice.

CORPORATE GOVERNANCE REPORT (continued)

Management

The Executive Management Team is made up of three members i.e., Chief Executive Officer/Managing Director, Chief Commercial & Operating Officer and the Chief Finance officer. The Chief Commercial and Operating Officer has over 20 years' experience in in assets management, investment banking and technology. Prior to joining Bayport, he worked with ING Barings, Barclays Capital, ABN AMRO and T-Systems. The Chief Finance Officer is a Chartered Accountant and has two decades of experience in finance, auditing, and strategy.

Compensation Structure

The terms and conditions of employing managers are in accordance with the labour laws of Ghana and are aligned to best practice. The remuneration of Non-Executive, Executive Director, Key Management and staff remuneration is based on a total cost to company structure comprising of a fixed cash portion, compulsory benefits including medical insurance and optional benefits. Market data is used to benchmark salary levels and benefits, which are reviewed annually. The remuneration of Non-Executive Directors is governed by a compensation structure approved by the shareholders. The remuneration for Executive Directors and Key Management personnel is determined by the Group in consultation with the Board of Directors.

For all employees, performance related payments have formed a significant proportion of total remuneration. All employees (executives, managers, and general staff) are individually rated on the basis of performance and potential and this is used to influence actual performance related remuneration. The compensation policy aligns with the long-term sustainability of Bayport by providing a mix of short term and long-term remuneration to incentivise sustainable long-term performance while it prevents the incidence of excessive risk taking.

The Board is supported by the Company Secretary (i.e., Dehands Company Limited) who have over 20 years' experience in providing secretarial and legal advisory services in Ghana.

Internal controls

The directors have ultimate responsibility for managing internal control within the Company, which is annually reviewed for their effectiveness. The area of review includes financial, operational, compliance and risk management controls. The implementation and maintenance of the risk management and internal control mechanisms are the responsibility of the executive directors and other senior management.

The Board exercises oversight responsibilities through its Audit and Risk Committees. Control breakdowns that are identified during the review period are reported to the Board through the appropriate sub-committee and the required remedial actions are proposed and tracked until resolution.

The systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and to provide reasonable, but not absolute, assurance against material misstatement or loss. The directors have reviewed the effectiveness of the internal control systems, including controls related to financial, operational, and reputational risks identified as at the reporting date and no significant failings or weaknesses were identified during this review.

The Board of Directors have overall responsibility for establishment and oversight of the Fraud Policies and procedures. The Company has a zero tolerance for fraud and unethical practices perpetrated by its employees, shareholders, directors, customers, consultants, vendors, contractors and/ or any other parties with a business relationship. Bayport is committed to preventing, detecting, reporting fraud and cooperating with other organizations to reduce opportunities for fraud.

Fraud risk is assessed regularly as part of the overall risk management process and at the design stage of new systems and processes. Cost-effective preventive and detective controls are introduced where appropriate to mitigate the risk of fraud in business processes.

CORPORATE GOVERNANCE REPORT (continued)

Ethics and Professionalism

The Board approved code of ethics has been established to empower employees and enable quicker decision-making at all levels of the business in accordance with defined ethical principles. It also aims at ensuring that the Company abides by the highest standards in business practice. The code defines Bayport's values in detail and provides values-based decision making principles to guide the conduct of both Board and Management.

To ensure members of the Board and key management personnel conduct themselves in a manner that maintains confidence in the integrity of the Company, there is a whistleblowing policy and an anonymous mechanism available for reporting unethical conduct and breaches. The directors and staff are made aware of their rights and responsibilities under and signed as part of their engagement contracts.

Related Parties Transactions

Bayport's related party transactions is restricted to the support services offered by the parent company, Bayport Management Limited, which is registered under a Technology Transfer Agreement by the Ghana Investment Promotion Centre. Bayport occasionally receives financial support which is backed by a contract. All related party transactions are carried out at arm's length and in accordance with the Banks and Specialised Deposit Taking Institutions Act, 2016 (Act 930) and other applicable regulations. This is intended to ensure that there is no favourable treatment given to a related party.

Therefore, in any connected transactions or continuing connected transactions in the ordinary and usual course of business, and on normal commercial terms with a related party or its associate, the Company ensures all the necessary approvals are obtained prior to the execution of the transaction.

CORPORATE GOVERNANCE REPORT (continued)


Risk management Declaration

The Board of Directors of Bayport Savings and Loans PLC provides oversight over enterprise risk and is ultimately responsible for the implementation of the Enterprise Risk Management Framework. The Board superintends Senior Management, provides a reasonable assurance, and declares that:

- The Board and Management of the Company are aware of their responsibilities and that adequate action plans to address identified deficiencies in internal controls are documented and implemented.
- The Company has systems to ensure compliance with all prudential requirements, including the requirements of the Bank of Ghana risk management directive.
- The risk management framework is appropriate; the Company has systems and resources to identify, measure, evaluate, control, mitigate and report material risks commensurate with our size, business mix and complexity.
- Risk management and internal control systems are adequate, operating effectively and are reviewed on a regular basis.
- There is a duly segregated system of internal control, processes and management information systems in place which are implemented effectively and monitored by appropriately trained personnel.
- We ensure our business practices are conducted in a manner that is above reproach and employees are required to maintain high ethical standards.

The directors are fully committed to maintaining a robust risk management framework and appropriately developing strategies, policies, procedures, and controls to operate as a viable going concern.

Yours faithfully,



Board Chairman



Risk and Compliance Committee Chairperson

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BAYPORT SAVINGS AND LOANS PLC**

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Our opinion

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Bayport Savings and Loans Plc (the "Company") as at 31 December 2023, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards with the IAS 29 directive issued by the Institute of Chartered Accountants, Ghana (ICAG) and in the manner required by the Companies Act, 2019 (Act 992) and the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930).

What we have audited

We have audited the financial statements of Bayport Savings and Loans Plc for the year ended 31 December 2023.

The financial statements comprise:

- the statement of financial position as at 31 December 2023;
- the statement of comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, comprising a summary of material accounting policy information and other explanatory information.

Basis for opinion

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

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

Independence

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) (the Code) issued by the International Ethics Standards Board for Accountants and the independence requirements of section 143 of the Companies Act, 2019 (Act 992) that are relevant to our audit of the financial statements. We have fulfilled our other ethical responsibilities in accordance with the Code.

Key audit matters

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

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BAYPORT SAVINGS AND LOANS PLC (continued)**

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter						
<p>Impairment allowance on loans and advances to customers</p> <p>The Company recognised impairment on its financial assets, using the expected credit loss methodology, in line with the requirements of IFRS 9. The most significant is in respect of loans and advances. The expected credit loss provision is as follows;</p> <table border="1" data-bbox="245 667 901 864"> <thead> <tr> <th data-bbox="245 667 523 763">Financial asset</th> <th data-bbox="523 667 719 763">Gross amount GH¢</th> <th data-bbox="719 667 901 763">Expected credit loss GH¢</th> </tr> </thead> <tbody> <tr> <td data-bbox="245 763 523 864">Loans and advances to customers</td> <td data-bbox="523 763 719 864">885,817,812</td> <td data-bbox="719 763 901 864">88,932,425</td> </tr> </tbody> </table> <p>The Expected Credit Loss (ECL) requires significant judgement in applying the methodology used in determining the following estimates:</p> <ul style="list-style-type: none"> - Significant increase in credit risk (SICR) focusing on both the qualitative and quantitative criteria used by the Company. - Definition of default and credit impaired assets. - Probability of Default (PD): the likelihood that borrowers will be unable to meet their debt obligations over a particular time horizon. - Loss given default (LGD): percentage exposure at risk that is not expected to be recovered in an event of default. - Exposure at default (EAD): amount expected to be owed the Company at the time of default. - Forward-looking economic information and scenarios used in the model. <p>The accounting policies, critical estimates and judgements and impairment charge are set out in notes 2.5, 5(a), 10 and 17 to the financial statements.</p>	Financial asset	Gross amount GH¢	Expected credit loss GH¢	Loans and advances to customers	885,817,812	88,932,425	<p>We obtained an understanding of and evaluated controls for the loans process from origination, monitoring to impairment assessment.</p> <p>We assessed the criteria applied by management in determining significant increase in credit risk and assessed a sample of loans for SICR.</p> <p>We tested the appropriateness of the definition of default by assessing a sample of loans for credit impaired assets.</p> <p>We assessed the reasonableness of the PD and LGD by performing a recalculation of management's estimate.</p> <p>We checked that the projected EAD over the remaining lifetime of loans and advances to customers were reasonable by performing a recomputation on a sample facilities.</p> <p>We assessed the reasonableness of forward looking information used in the impairment calculations by challenging the multiple economic scenarios used and the weighting applied.</p> <p>We tested the appropriateness of disclosures set out in the financial statements in line with the requirements of IFRS 9.</p>
Financial asset	Gross amount GH¢	Expected credit loss GH¢					
Loans and advances to customers	885,817,812	88,932,425					

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BAYPORT SAVINGS AND LOANS PLC (continued)**

Other information

The directors are responsible for the other information. The other information comprises the Corporate Information, Report of the Directors, Corporate Governance Report and Value Added Statement but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibilities of the directors for the financial statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards with the IAS 29 directive issued by the Institute of Chartered Accountants, Ghana (ICAG) and in the manner required by the Companies Act, 2019 (Act 992) and the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930), and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company'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 Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BAYPORT SAVINGS AND LOANS PLC (continued)**

Auditor's responsibilities for the audit of the financial statements (continued)

- 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 Company'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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with 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 the directors with a statement that we have complied with relevant ethical requirements regarding independence, and have communicated 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 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.

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BAYPORT SAVINGS AND LOANS PLC (continued)**

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

The Companies Act, 2019 (Act 992) requires that in carrying out our audit we consider and report on the following matters. We confirm that:

- i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii) in our opinion proper books of account have been kept by the Company, so far as appears from our examination of those books; and
- iii) the Company's statement of financial position and Company's statement of comprehensive income are in agreement with the books of account.

In accordance with section 85(2) of the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930) we hereby confirm that:

- i) the accounts give a true and fair view of the state of affairs of the Company and the results of operations for the period under review;
- ii) we were able to obtain all the information and explanations required for the efficient performance of our duties as auditor;
- iii) the Company's transactions were within its powers; and
- iv) the Company has, in all material respects, complied with the provisions of this Act.

With respect to the provisions of the Anti-Money Laundering Act, 2020 (Act 1044), the Anti-Terrorism Act, 2008, (Act 762) and the Regulations made under these enactments, we did not identify any instances of non-compliance based on procedures we performed.

With respect to the provisions of section 21 of the corporate governance disclosure directive (2022) issued by Bank of Ghana, we did not identify any instances of non-compliance regarding the Company's corporate governance practices and report, based on procedures we performed.

The engagement partner on the audit resulting in this independent auditor's report is Michael Asiedu- Antwi (ICAG/P/1138).

PricewaterhouseCoopers

PricewaterhouseCoopers (ICAG/F/2024/028)

Chartered Accountants

Accra, Ghana

3 April 2024



Bayport Savings and Loans PLC
 Financial statements
 for the year ended 31 December 2023

STATEMENT OF COMPREHENSIVE INCOME
 (All amounts are in Ghana Cedis)

	Note	<u>Year ended 31 December</u>	
		<u>2023</u>	<u>2022</u>
Interest income	6	313,781,765	292,868,416
Interest expense	7	<u>(186,367,510)</u>	<u>(144,744,513)</u>
Net interest income		<u>127,414,255</u>	<u>148,123,903</u>
Fees income	8	4,896,221	4,001,553
Non-interest expenses	9	<u>(29,729,266)</u>	<u>(29,005,612)</u>
Net impairment loss on financial assets	10	<u>(7,840,405)</u>	<u>(33,674,061)</u>
Other income	11	6,069,960	11,142,623
Personnel expenses	12	<u>(30,400,275)</u>	<u>(25,195,304)</u>
Depreciation and amortisation	13	<u>(5,638,814)</u>	<u>(6,668,350)</u>
Other expenses	14	<u>(31,858,534)</u>	<u>(29,366,673)</u>
Profit before tax		32,913,142	39,358,079
Income tax expense	15	<u>(13,119,256)</u>	<u>(11,942,846)</u>
Profit for the year		<u>19,793,886</u>	<u>27,415,233</u>
Other comprehensive income		—	—
Total comprehensive income for the year		<u>19,793,886</u>	<u>27,415,233</u>
Earnings per share – Basic and diluted	36	<u>0.0014</u>	<u>0.0020</u>

The notes on pages 26 to 69 are an integral part of these financial statements.

Bayport Savings and Loans PLC
Financial statements
for the year ended 31 December 2023

STATEMENT OF FINANCIAL POSITION
 (All amounts are in Ghana Cedis)

	Note	<u>At 31 December</u>	
		2023	2022
Assets			
Cash and bank balances	16	37,127,635	22,599,181
Loans and advances to customers	17	796,885,387	665,364,217
Other assets	18	149,186,523	97,615,896
Property and equipment	19	8,804,891	6,227,453
Intangible assets	20	2,826,102	3,758,176
Right-of-use assets	21	7,365,176	4,369,677
Current tax assets	15	5,350,907	6,797,810
Deferred tax balances	15	<u>15,064,543</u>	<u>16,780,055</u>
Total assets		<u>1,022,611,164</u>	<u>823,512,465</u>
Liabilities			
Deposits from customers	22	242,028,572	125,333,967
Other liabilities	23	30,242,319	39,135,343
Lease liabilities	21	6,495,392	4,062,780
Borrowings	24	428,956,083	322,487,649
Loans from shareholders	25	<u>98,130,214</u>	<u>135,528,028</u>
Total liabilities		<u>805,852,580</u>	<u>626,547,767</u>
Equity			
Share capital	26	29,942,217	29,942,217
Statutory reserve	27	39,816,865	37,412,470
Regulatory credit risk reserves	28	1,787,550	-
Other reserves	29	(8,969,016)	(8,969,016)
Retained earnings	30	<u>154,180,968</u>	<u>138,579,027</u>
Total equity		<u>216,758,584</u>	<u>196,964,698</u>
Total liabilities and equity		<u>1,022,611,164</u>	<u>823,512,465</u>

The notes on pages 26 to 69 are an integral part of these financial statements.

The financial statements on pages 21 to 69 were approved by the Board of Directors on ^{27th}..... March 2024 and signed on their behalf by:

Director

Director

Bayport Savings and Loans PLC
 Financial statements
 for the year ended 31 December 2023

STATEMENT OF CHANGES IN EQUITY
 (All amounts are in Ghana Cedis)

Year ended 31 December 2023	Share capital	Statutory reserve	Regulatory credit risk reserve	Other reserves	Total reserves	Retained earnings	Total equity
At 1 January	29,942,217	37,412,470	-	(8,969,016)	28,443,454	138,579,027	196,964,698
Profit for the year	-	-	-	-	-	19,793,886	19,793,886
Total comprehensive income	-	-	-	-	-	19,793,886	19,793,886
Regulatory and other reserves transfers							
Transfer to statutory reserves	-	2,404,395	-	-	2,404,395	(2,404,395)	-
Transfer to regulatory credit risk reserves	-	-	1,787,550	-	1,787,550	(1,787,550)	-
At 31 December 2023	29,942,217	39,816,865	1,787,550	(8,969,016)	32,635,399	154,180,968	216,758,584

The notes on pages 26 to 69 are an integral part of these financial statements.

Bayport Savings and Loans PLC
 Financial statements
 for the year ended 31 December 2023

STATEMENT OF CHANGES IN EQUITY
 (All amounts are in Ghana Cedis)

Year ended 31 December 2022	Share capital	Statutory reserve	Regulatory credit risk reserve	Other reserves	Total reserves	Retained earnings	Total equity
At 1 January	29,942,217	33,985,302	11,035,996	(8,969,016)	36,052,282	103,554,966	169,549,465
Profit for the year	-	-	-	-	-	27,415,233	27,415,233
Total comprehensive income	-	-	-	-	-	27,415,233	27,415,233
Regulatory and other reserves transfers	-	3,427,168	-	-	3,427,168	(3,427,168)	-
Transfer to statutory reserves	-	-	-	-	-	-	-
Transfer from regulatory credit risk reserves	-	-	(11,035,996)	-	(11,035,996)	11,035,996	-
At 31 December 2022	29,942,217	37,412,470	-	(8,969,016)	28,443,454	138,579,027	196,964,698

The notes on pages 26 to 69 are an integral part of these financial statements.

Bayport Savings and Loans PLC
Financial statements
for the year ended 31 December 2023

STATEMENT OF CASH FLOWS
(All amounts are in Ghana Cedis)

	Note	<u>Year ended 31 December</u>	
		2023	2022
Cash flows from operating activities			
Cash generated from operating activities	31	102,574,590	126,506,317
Tax paid	15	<u>(9,956,841)</u>	<u>(16,812,924)</u>
Net cash generated from operating activities		92,617,749	109,693,393
Cash flows from investing activities			
Purchase of property and equipment	19	(6,024,726)	(3,453,000)
Purchase of intangible assets	20	(251,080)	(266,647)
Proceeds on disposal of property and equipment	19	<u>135,603</u>	<u>324,901</u>
Net cash used in investing activities		(6,140,203)	(3,394,746)
Cash flows from financing activities			
Repayment of borrowings	24	(217,407,711)	(185,973,235)
Drawdown of borrowings	24	215,200,000	30,000,000
Repayment of loans from shareholders	25	(77,794,143)	(64,268,787)
Drawdown of loans from shareholders	25	11,050,380	109,586,000
Principal element of lease repayment	21	<u>(2,997,618)</u>	<u>(1,499,339)</u>
Net cash used in financing activities		(71,949,092)	(112,155,361)
Net increase/(decrease) in cash and cash equivalents		14,528,454	(5,856,714)
Cash and cash equivalents at the beginning of the year		<u>22,599,181</u>	<u>28,455,895</u>
Cash and cash equivalents at the end of the year	16	37,127,635	22,599,181

The notes on pages 26 to 69 are an integral part of these financial statements.

NOTES

1. General information

Bayport Savings and Loans PLC is a public limited company incorporated and domiciled in Ghana. The registered office and principal place of business is 22 Nii Nortei Nyanchi Street, Airport West, Accra - Ghana. The principal activities of the Company are to provide micro finance and retail financial services.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. The policies have been consistently applied to all years presented, unless otherwise stated.

2.1 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) with the IAS 29 directive issued by the Institute of Chartered Accountants Ghana (ICAG) and in a manner required by the Companies Act, 2019 (Act 992) and the Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930). These financial statements have been prepared under the historical cost convention except for assets and liabilities which are measured at fair value.

The ICAG issued a directive in November 2023 to accountants in business and accountants in practice, together with an update in January 2024 on the application of IAS 29 in Ghana. The ICAG asserts in the directive that based on its analysis of the quantitative and qualitative indicators referred to in IAS 29, Ghana was not a hyperinflationary economy as of December 2023, therefore, IAS 29 will not be applicable for December 2023 financial reporting period. In compliance with the directive, the financial statements of the Company, including the comparative figures, have not been stated in terms of the measuring unit current at the end of the reporting period.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the directors to exercise judgement in the process of applying the Company's accounting policies. Changes in assumptions may have a significant impact on the financial statements in the period the assumptions changed. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 5.

2.1.1 Changes in accounting policies and disclosures

(a) New standards, amendments and interpretations adopted by the Company

The Company has applied the following standards and amendments for the first time for its annual reporting period commencing 1 January 2023:

- Definition of Accounting Estimates—Amendments to IAS 8
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction -Amendments to IAS 12
- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Settlement 2

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(b) Standards issued but not yet effective

Certain amendments to accounting standards have been published that are not mandatory for 31 December 2023 reporting periods and have not been early adopted by the Company. These amendments are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.2 Translation of foreign currencies

A foreign currency transaction is recorded, on initial recognition in Cedi, which is the functional and presentation currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of the reporting period:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
- non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous annual financial statements are recognised in profit or loss in the period in which they arise.

When a gain or loss on a non-monetary item is recognised to other comprehensive income and accumulated in equity, any exchange component of that gain or loss is recognised to other comprehensive income and accumulated in equity. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

Cash flows arising from transactions in a foreign currency are recorded in Cedi by applying to the foreign currency amount the exchange rate between the Cedi and the foreign currency at the date of the cash flow.

2.3 Property and equipment

Property and equipment are tangible assets which the Company holds for its own use and which are expected to be used for more than one year.

An item of property and equipment recognised as an asset when it is probable that future economic benefits associated with the item will flow to the Company, and the cost of the item can be measured reliably.

Property and equipment is initially measured at cost. Cost includes all of the expenditure which is directly attributable to the acquisition or construction of the asset, including the capitalisation of borrowing costs on qualifying assets, where appropriate.

Expenditure incurred subsequently for major services, additions to or replacements of parts of property and equipment are capitalised if it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost can be measured reliably. Day to day servicing costs are included in profit or loss in the year in which they are incurred. Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the Company. Leased assets are depreciated in a consistent manner over the shorter of their expected useful lives and the lease term. Depreciation is not charged to an asset if its estimated residual value exceeds or is equal to its carrying amount. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale or derecognised.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.3 Property and equipment (continued)

The useful lives of items of property and equipment have been assessed as follows:

Item	Average useful life
Furniture and fittings	5 years
Motor vehicles	4 years
Office equipment	5 years
IT equipment	3 years
Leasehold improvements	Over expected lease term

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting period. If the expectations differ from previous estimates, the change is accounted for as a change in accounting estimate.

Each part of an item of property and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

The depreciation charge for each period is recognised in profit or loss unless it is included in the carrying amount of another asset.

Impairment tests are performed on property and equipment when there is an indicator that they may be impaired. When the carrying amount of an item of property and equipment is assessed to be higher than the estimated recoverable amount, an impairment loss is recognised immediately in profit or loss to bring the carrying amount in line with the recoverable amount.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected from its continued use or disposal. Any gain or loss arising from the derecognition of an item of property and equipment, determined as the difference between the net disposal proceeds, if any, and the carrying amount of item, is included in profits and loss when the item, is derecognised.

2.4 Intangible assets

An intangible asset is recognised when:

- it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- the cost of the asset can be measured reliably.

Intangible assets are initially recognised at cost, less any accumulated amortisation and any impairment losses. An intangible asset arising from development (or from the development phase of an internal project) is recognised when:

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

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.4 Intangible assets (continued)

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally generated intangible assets are carried at cost less any accumulated amortisation and any impairment losses, on the same basis as intangible assets that are acquired separately.

The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are amortised on a straight-line basis over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The estimated useful life and amortisation method for an intangible asset with a finite life are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis:

Item	Average useful life
Computer software	3 - 10 years

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at cash-generated unit level. Such intangibles are not amortised.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gain or loss arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, is recognised in profit or loss when the asset is derecognised.

2.5 Financial instruments

Classification

The Company classifies financial assets and financial liabilities into the following categories:

- Financial assets at amortised cost
- Financial liabilities measured at amortised cost

The Company does not maintain financial instruments at fair value through other comprehensive income (FVTOCI) and through profit or loss.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as fair value through profit or loss:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.5 Financial instruments (continued)

Classification(continued)

Business model assessment

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

- the stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, whether management's strategy focuses on earning contractual interest revenue, matching the duration of financial assets to the liabilities that are funding those assets or realising cash flows through the sales of the assets;
- how the performance of the portfolio is evaluated and reported to Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- the frequency, volume and timing of sales in prior periods, the reasons for such sales and expectations about future sales activity. Information about sales activity is considered as part of the overall assessment of how the Company's stated objective for managing the financial assets is achieved and how cash flows are realised.

Assessment of whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (for example, liquidity risk and administrative costs), as well as profit margin.

In assessing whether the contractual cash flows are solely payment of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual clause that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- interest rate charged to customers;
- origination fee and service fee charged to customers;
- any other amounts charged to customers (if any);
- contingent events that would change the amount and timing of cash flows;
- leverage features;
- prepayment and extension terms;
- terms that limit the Company's claim to cash flows from specified assets (for example, non-recourse asset arrangements); and
- features that modify consideration of time value of money (for example, periodical reset of interest rates).

Financial assets which have been classified as measured at amortised cost include cash and cash equivalents, trade and other receivables and loans and advances.

If the business model/SPPI test are not met, the financial asset would be classified as fair value through profit or loss.

The Company initially recognises financial assets and liabilities on the date the Company becomes a party to the contractual provisions of the instruments. This is on the date that these financial instruments are originated.

Financial instruments are measured initially at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities are added to or deducted from the fair value of the financial assets or liabilities, as appropriate, on initial recognition, except if fair value through profit and loss.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.5 Financial instruments (continued)

Classification (continued)

The Company generally does not reclassify financial instruments between different categories subsequent to initial recognition. Financial assets are reclassified only if the Company changes its business model for managing financial assets. In accordance with IFRS 9:

- Financial liabilities can never be reclassified; and
- Financial assets can only be reclassified if there is a change in business model.

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sell the asset.

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability such as fees and commissions.

Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. Immediately after initial recognition, an expected credit loss allowance (ECL) is recognised for financial assets measured at amortised cost and investments in debt instruments measured at FVOCI, which results in an accounting loss being recognised in profit or loss when an asset is newly originated.

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

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

Subsequent measurement

Amortised cost

Financial assets which are classified as measured at amortised cost, are measured using the effective interest method, less any expected credit losses which are recognised in profit or loss. Amortised cost is calculated by taking into account any transaction costs on acquisition as well as fees and costs that are an integral part of the effective interest rate.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate for financial instruments other than credit-impaired assets, the Company estimates future cash flows considering all contractual terms of the financial instrument, but not expected credit losses. For credit-impaired assets, a credit-adjusted effective interest rate is calculated using estimated cash flows including expected credit losses. The calculation of effective interest rate includes transaction costs and fees that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial assets or financial liability.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.5 Financial instruments (continued)

Subsequent measurement (continued)

Origination fees are regarded as integral part of the effective interest rate and are accounted for as interest and other similar income

Expected credit losses are calculated through the use of an appropriate impairment methodology.

Derecognition

Financial assets are derecognised when the Company realises the rights to the benefits specified in the contract, the rights expire, the asset is substantially modified or the Company surrenders or otherwise loses control of the contractual rights that comprise the financial asset. On derecognition, the difference between the carrying amount of the financial asset and proceeds receivable (including any new asset obtained) are included in statement of changes in equity.

Financial liabilities (or a portion thereof) are derecognised when the obligation specified in the contract is discharged, cancelled or expires. On derecognition, the difference between the carrying amount of the financial liability, including related unamortised costs, and the amount paid for it are included in statement of changes in equity.

Impairment of financial assets

Significant increase in credit risk

When determining whether the risk of default on a financial instrument has increased significantly since initial recognition, the Company considers reasonable and supportable information that is relevant and available without undue costs and effort. The Company has utilised the 30-days past due rebuttable presumption to identify a significant increase in credit risk since initial recognition.

Credit risk

The Company monitors the borrowers credit risk using both qualitative and quantitative information such as number of days in arrears and recency. Days in arrears represent the number of days that the contractual instalment has past due and recency is calculated by referencing the most recent payment history of loans. The definition of default used in the measurement of expected credit losses is consistent with the definition of default used for our internal credit risk management purposes. The policy of management is to use recency to assess the default status of a loan as opposed to days in arrears due to high levels of administration and concomitant delays associated with payroll deductions. The internal definition of default is used instead of the IFRS 9 90 days presumption.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.5 Financial instruments (continued)

Credit risk (continued)

The Company classifies loan into the 3 different stages based on recency and days in arrears as follows:

IFRS 9 Stage allocation	Recency	Recency definition
12-month-ECL - Credit risk has not increased significantly since initial recognition is low	Standard Performing	No missed instalments (IFRS 9 Stage 1)
Lifetime-ECL- not credit-impaired- Credit risk has increased significantly since initial recognition and credit risk is not low.	Performing Active (1-2)	Loans that are performing, on payroll, and have made payment on either one or both of their most recent 2 instalments expected. Loans in this category relate mainly to loans in technical arrears which are generally still on payroll and as a consequence evidence high payment propensity. (IFRS 9 Stage 2)
	Performing Active (3-4)	Partial performing loans that have over the last four consecutive periods reviewed, missed their most recent two instalments expected but have paid either one or both of the preceding two instalments due. This is a transitional bucket with the majority of these loans likely to be indicative of separation from payroll and likely to move into NPL but more time and analysis is required to confirm that assessment. (IFRS 9 Stage 2)
Life-time-ECL-credit-impaired - Credit risk has increased significantly since initial recognition and loans are credit impaired.	Non-performing	Loans that have over the last four consecutive periods reviewed, missed all four instalments expected. (IFRS 9 Stage 3)
	Doubtful & Bad	Delinquent loans where the probability of recovery is uncertain and the separation from payroll has been confirmed, as well as credit impaired loans, which have been identified for write offs subject to Board approval. (IFRS 9 Stage 3)

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.5 Financial instruments (continued)

Credit risk (continued)

Credit impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- the disappearance of an active market for a security because of financial difficulties.

Write off policy

The Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of expected credit losses

The Company recognises loss allowances for expected credit losses ("ECL") on the following financial assets:

- Loans and advances; and
- Trade and other receivables.

Impairments are measured as 12 month expected credit losses upon origination. Where there has been a significant increase in credit risk since initial recognition of a financial asset, the loss allowance is measured as an amount equal to lifetime expected credit losses. A lifetime expected credit loss is calculated for credit impaired and defaulted loans.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

NOTES (continued)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Financial instruments (continued)

Credit risk (continued)

Credit impaired financial assets (continued)

Measurement and recognition of expected credit losses (continued)

12 month expected credit losses are the portion of expected credit losses that result from default events on a financial instrument, that are possible within the 12 month period after the reporting date.

Expected credit losses are a probability weighted estimate of credit losses. They are measured as follows:

- Financial assets that are not credit impaired at the reporting date – as the present value of all cash flow shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expect to receive);
- Financial assets that are credit impaired at the reporting date – as the difference between the gross carrying amount and the present value of estimated future cash flows.

Loss allowances for expected credit losses are presented in the statement of financial position as a deduction from the gross carrying amount of the financial asset.

Other assets

Other assets are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss in accordance with IFRS 9. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss within impairment charges. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are recognised in profit or loss.

Other assets are classified at amortised cost.

Other payables

Other payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These are initially and subsequently recorded at amortised cost.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.5 Financial instruments (continued)

Bank overdraft and borrowings

Bank overdrafts and borrowings are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Offsetting

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

2.6 Income tax

Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax asset/liabilities for the current year and prior periods are measured at the amount expected to be paid to/(recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for the carry forward of unused tax losses to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Tax expenses

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from a transaction or event which is recognised, in the same or a different period, to other comprehensive income.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.7 Leases

The Company leased various offices, branches, and other premises under non-cancellable lease arrangements. The lease typically ran for a period of up to two years with an option to renew the lease after that date.

The Company's leasing activities and how these are accounted for under IFRS 16

The Company's leasing activities are similar to those described above. Rental contracts are typically made for fixed periods of 2 years but may have extension options as described below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company.

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

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

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.7 Leases (continued)

The Company's leasing activities and how these are accounted for under IFRS 16 (continued)

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

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

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

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. Right-of-use buildings held by the Company under IFRS 16 are not revalued.

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

Extension and termination options are included in a number of property and equipment leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations. The majority of extension and termination options held are exercisable only by the Company and not by the respective lessor.

2.8 Impairment of assets other than financial assets

The Company assesses at each end of the reporting period whether there is any indication that an asset may be impaired.

Irrespective of whether there is any indication of impairment, the Company also tests intangible assets with an indefinite useful life or intangible assets not yet available for use for impairment annually by comparing its carrying amount with its recoverable amount. This impairment test is performed during the annual period and at the same time every period.

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.8 Impairment of assets other than financial assets (continued)

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation other than goodwill is recognised immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

2.9 Share capital and equity

Ordinary shares are recognised at par value and classified as 'share capital' in equity.

2.10 Employee benefits

Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

Defined contribution plans

Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

Payments made to industry-managed (or state plans) retirement benefit schemes are dealt with as defined contribution plans where the Company's obligation under the schemes is equivalent to those arising in a defined contribution retirement benefit plan.

2.11 Provisions and contingencies

Provisions are recognised when:

- the Company has a present obligation as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the obligation.

The amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.11 Provisions and contingencies (continued)

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement shall be recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement shall be treated as a separate asset. The amount recognised for the reimbursement shall not exceed the amount of the provision.

If an entity has a contract that is onerous, the present obligation under the contract shall be recognised and measured as a provision.

A constructive obligation to restructure arises only when an entity:

- has a detailed formal plan for the restructuring, identifying at least:
 - the business or part of a business concerned;
 - the principal locations affected;
 - the location, function, and approximate number of employees who will be compensated for terminating their services;
 - the expenditures that will be undertaken; and
 - when the plan will be implemented; and
- has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement that plan or announcing its main features to those affected by it.

After their initial recognition contingent liabilities recognised in business combinations that are recognised separately are subsequently measured at the higher of:

- the amount that would be recognised as a provision; and
- the amount initially recognised less cumulative amortisation. Contingent assets and contingent liabilities are not recognised. Contingencies (if any) are disclosed in note 33 of the financial statements.

2.12 Interest income

Interest is recognised, in profit or loss for all instruments measured at amortised cost, using the effective interest rate method.

This is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for:

- purchased or originated credit impaired financial assets. For those financial assets, the Company applies the credit adjusted effective interest rate to the amortised cost of the financial asset from initial recognition.
- financial assets that are not purchased or originated credit impaired financial assets but subsequently have become credit impaired financial assets. For those financial assets, the Company applies the effective interest rate to the amortised cost of the financial asset in subsequent reporting periods.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

NOTES (continued)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.12 Interest income (continued)

The credit adjusted effective interest rate is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial asset to the amortised cost of a financial asset that is a purchased or originated credit impaired financial asset. When calculating the credit adjusted effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial asset and expected credit losses.

2.13 Fee and commission income and expenses

Fees and commissions are recognised on an accrual basis when the service has been provided. Commission and fees received by the entity to originate a loan are recognised on a time-apportionate basis over the period the service is provided. Commission expenses, which relate mainly to agency and collection charges, are expensed as the related services are received.

2.14 Deferred commission costs

Deferred commission costs are loan originated costs. These are recognised over the term of the loan using effective rate method.

2.15 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset until such time as the asset is ready for its intended use. The amount of borrowing costs eligible for capitalisation is determined as follows:

- Actual borrowing costs on funds specifically borrowed for the purpose of obtaining a qualifying asset less any temporary investment of those borrowings.
- Weighted average of the borrowing costs applicable to the entity on funds generally borrowed for the purpose of obtaining a qualifying asset. The borrowing costs capitalised do not exceed the total borrowing costs incurred.

The capitalisation of borrowing costs commences when:

- expenditures for the asset have occurred;
- borrowing costs have been incurred, and
- activities that are necessary to prepare the asset for its intended use or sale are in progress.

Capitalisation is suspended during extended periods in which active development is interrupted. Capitalisation ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

All other borrowing costs are recognised as an expense in the period in which they are incurred using the effective interest method.

NOTES (continued)

3. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks and those activities involve the analysis, evaluation, acceptance and management of some degree of risk or combination of risks. Taking risk is core to the financial business, and the operational risks are an inevitable consequence of being in business. The Company's aim is therefore to achieve an appropriate balance between risk and return and minimise potential adverse effects on the Company's financial performance.

3.1 Risk management framework

The Board is responsible for risk management and the setting of the risk management framework. Oversight of risk management is the responsibility of the Audit, Risk and Compliance Committee (ARCC). The ARCC monitors risks associated with financial reporting, accounting policies, internal control and IT governance. The audit, risk and compliance committee is responsible for risk management including setting the risk management framework, setting risk appetite and monitoring the Company's management of risk including credit and compliance.

3.2 Credit risk

Credit risk is the risk of loss arising from the failure of a client or counterparty to discharge an obligation to the Company. The primary credit risks that the Company is exposed to arise from retail loans. It is not the Company's strategy to avoid credit risk, but rather to manage credit risk within the Company's risk appetite and to earn an appropriate risk adjusted return.

Credit risk management and measurement

The Company is responsible for the identification, measurement, management, control and reporting of credit risk within their business units. Exposure to credit losses is managed by assessing customer's affordability and their ability to repay loans and advances, customer's risk profile, employment status and stability. Terms of the loan provided range from 1 to 96 months. Impairments are monitored and provided for using statistical techniques including experiential and behavioural models. These models are based on customers' financial performance information while on book and assume that recent performance is a strong indicator of future performance. Models are developed internally.

Collections of instalments are made through payroll deductions or debit order collections. The expected loss model is developed using statistical techniques based on actual historical data. The expected loss is calculated for each active account, using parameter estimates including the probability of default ('PD'), exposure at default ('EAD') and loss given default ('LGD') segmented using contractual delinquency states (aging, recency and reason for default) as well as remaining term. The segmentation ensures homogenous risk buckets. The LGD is calculated on an explicit basis per account, taking into consideration the settlement balance, discount rates and discount periods. In respect of other portfolio, the Company structured the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to one borrower, or group of borrowers, and geographical and industry segment.

The Company utilised the 30days past due definition to determine a significant increase in credit risk. Since collections are mainly through payroll deductions, the Company has defined credit impaired financial assets as assets which have missed 4 or more consecutive instalments or when there is qualitative information of the borrower being in significant financial difficulty. We have therefore rebutted the 90days presumption based on historical quantitative analysis of the PDs and alignment to operational collection processes.

Bayport Savings and Loans PLC
Financial statements
for the year ended 31 December 2023

NOTES (continued)

(All amounts are in Ghana cedis unless otherwise stated)

3. Financial risk management (continued)

3.2 Credit risk (continued)

Financial assets subject to risk

The maximum exposure to credit risk of financial assets at the financial year end is analysed as follows:

	Payroll Loans	Retail Loans	Other assets	Total
2023				
Neither past due nor credit impaired (Stage 1)	743,848,644	75,265	139,153,752	883,077,661
Past due but not credit impaired (Stage 2)	66,791,348	116,639	-	66,907,987
Credit impaired (Stage 3)	70,222,497	4,763,419	1,165,654	76,151,570
Impairment allowance	<u>(86,356,758)</u>	<u>(2,575,667)</u>	<u>(1,165,654)</u>	<u>(90,098,079)</u>
Total financial assets	<u>794,505,731</u>	<u>2,379,656</u>	<u>139,153,752</u>	<u>936,039,139</u>
2022				
Neither past due nor credit impaired (Stage 1)	614,746,817	2,792,762	91,764,459	709,304,038
Past due but not credit impaired (Stage 2)	67,813,538	1,180,641	-	68,994,179
Credit impaired (Stage 3)	56,496,515	6,442,502	1,235,654	64,174,671
Impairment allowance	<u>(81,250,734)</u>	<u>(2,857,824)</u>	<u>(1,235,654)</u>	<u>(85,344,212)</u>
Total financial assets	<u>657,806,136</u>	<u>7,558,081</u>	<u>91,764,459</u>	<u>757,128,676</u>

Valuation of collateral

Advances are secured and collateral held by the Company is immaterial.

Impairment provision reconciliation

Year ended 31 December 2023	12 month expected credit losses	Lifetime expected credit losses	Credit impaired financial assets	Total
	15,273,601	27,579,382	41,255,575	84,108,558
At 1 January 2023				
Originations	7,713,209	4,032,890	8,557,188	20,303,287
Existing book movements	(1,992,642)	(6,091,512)	39,445,686	31,361,532
Derecognition settlements in the ordinary course of business	(1,983,762)	(5,270,837)	(26,549,331)	(33,803,930)
Write-off	-	-	<u>(13,037,022)</u>	<u>(13,037,022)</u>
At 31 December 2023	<u>19,010,406</u>	<u>20,249,923</u>	<u>49,672,096</u>	<u>88,932,425</u>
Year ended 31 December 2022				
At 1 January 2022	13,993,191	26,360,744	39,287,975	79,641,910
Originations	6,652,875	3,448,691	6,483,944	16,585,510
Existing book movements	(2,620,076)	319,495	27,856,568	25,555,987
Derecognition settlements in the ordinary course of business	(2,752,389)	(2,549,548)	(3,809,507)	(9,111,444)
Write-offs	-	-	<u>(28,563,405)</u>	<u>(28,563,405)</u>
At 31 December 2022	<u>15,273,601</u>	<u>27,579,382</u>	<u>41,255,575</u>	<u>84,108,558</u>

NOTES (continued)

(All amounts are in Ghana cedis unless otherwise stated)

3. Financial risk management (continued)

Credit risk management and measurement (continued)

Categories of financial instruments	2023	2022
Financial assets		
<u>At amortised cost</u>		
Cash and cash equivalents	37,127,635	22,599,181
Loans and advances to customers	796,885,387	665,364,217
Other assets(excluding prepayments)	<u>139,153,752</u>	<u>91,764,459</u>
Total financial assets	<u>973,166,774</u>	<u>779,727,857</u>
Financial liabilities		
<u>At amortised cost</u>		
Deposits from customers	242,028,572	125,333,967
Other liabilities (excluding withholding tax)	29,144,203	38,567,542
Borrowings	428,956,083	322,487,649
Loans from shareholders	<u>98,130,214</u>	<u>135,528,028</u>
Total financial liabilities	<u>798,259,072</u>	<u>621,917,186</u>

3.3 Liquidity risk

The matching and controlled mismatching of the maturities and interest rates of assets and liabilities is fundamental to the management of the entity. It is unusual for financial institutions ever to be completely matched since business transacted is often on uncertain terms and of different types. An unmatched position potentially enhances profitability but can also increase the risk of losses.

The maturity of assets and liabilities to replace, at an acceptance cost, interest-bearing liabilities as they mature, are important factors in assessing the liquidity of the entity and its exposure to changes in interest rates and exchange rates.

The table below presents the cash flows payable by the Company under non-derivative financial liabilities and assets held for managing liquidity risk by remaining contractual maturities at the reporting date.

The Company's expected cash flows on some financial assets and financial liabilities vary significantly from the contractual cash flows. For example, demand deposits from customers are expected to remain stable or increase and unrecognised loan commitments are not all expected to be drawn down immediately.

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NOTES (continued)

(All amounts are in Ghana cedis unless otherwise stated)

3. Financial risk management (continued)

3.3 Liquidity risk (continued)

31 December 2023

Financial liabilities	0 - 3 months	4 - 12 months	1 - 5 years	Total
Deposits from customers	122,932,957	119,093,814	7,586	242,034,357
Other liabilities	29,144,203	-	-	29,144,203
Borrowings	166,363,702	127,773,266	285,837,699	579,974,667
Lease obligations	-	1,403,609	12,864,512	14,268,121
Loans from shareholders	<u>5,974,080</u>	<u>17,922,240</u>	<u>179,775,976</u>	<u>203,672,296</u>
	<u>324,414,942</u>	<u>266,192,929</u>	<u>478,485,773</u>	<u>1,069,093,644</u>

31 December 2022

Financial liabilities	0 - 3 months	4 - 12 months	1 - 5 years	Total
Deposits from customers	74,077,494	51,250,286	8,514	125,336,294
Other liabilities	38,567,542	-	-	38,567,542
Borrowings	24,748,454	147,129,163	287,411,579	459,289,196
Lease obligations	338,160	209,695	4,010,281	4,558,136
Loans from shareholders	<u>6,080,469</u>	<u>18,241,408</u>	<u>164,593,949</u>	<u>188,915,826</u>
Cash flows from financial liabilities	<u>143,812,119</u>	<u>216,830,552</u>	<u>456,024,323</u>	<u>816,666,994</u>

3.4 Interest rate risk

The objective of the entity's interest rate risk management process is to manage and control interest rate exposure in order to optimise return on risk while maintaining a market profile consistent with the entity's mission.

Interest rate risk is the risk that movements in interest rates will reduce the entity's income or capital.

A principal part of the entity's management of interest rate risk is to monitor the sensitivity of projected net interest income under varying interest rate scenarios (simulation modelling). The entity aims, through its management of interest rate risk, to mitigate the impact of prospective interest rate movements which could reduce future earnings and capital.

Sensitivity analysis - Increase/decrease of 10% in net interest margin.

The interest rate risks sensitivity analysis is based on the following assumptions:

- Changes in the market interest rates affect the interest income or expenses of variable financial instruments;
- The interest rate changes will have an effect on interest sensitive assets and liabilities and hence simulation modelling is applied to financial instruments which are quoted at variable interest rates; and
- The projections make other assumptions including that all positions run to maturity.

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NOTES (continued)

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3. Financial risk management (continued)

3.4 Interest rate risk

The table below sets out the impact on current profit after taxation and equity of an incremental 10% parallel fall or rise on all yield curves at the beginning of the financial years beginning on 01 January 2023 and 01 January 2022 respectively.

Year ended 31 December 2023	Base	Scenario 1	Scenario 2
		Effect after 10% increase in variable interest rates	Effect after 10% decrease in variable interest rates
Profit after tax	<u>19,793,886</u>	<u>12,457,626</u>	<u>27,130,146</u>
Equity	<u>216,758,584</u>	<u>209,422,324</u>	<u>224,094,844</u>
Year ended 31 December 2022			
Profit after tax	<u>27,415,233</u>	<u>23,140,159</u>	<u>31,690,304</u>
Equity	<u>196,964,698</u>	<u>192,689,630</u>	<u>201,239,744</u>

Assuming no management actions an increase in interest rates would decrease the Company's profit after tax for the year by GHS 7,336,260 (2022: GHS 4,275,072) and decrease equity by GHS 7,336,260 (2022: GHS4,275,072), while a fall would increase profit after tax and increase equity by the same amounts.

3.5 Foreign exchange risk

The Company has certain foreign borrowings in local currency and is not exposed to foreign exchange risk arising from various currency exposures. However, the Company is exposed to the risk that the carrying amounts of these foreign currency denominated assets and liabilities may change due to fluctuations in foreign exchange rates.

The Company's currency position is as follows:

31 December 2023	GHS	USD	ZAR	Total
Assets				
Cash and bank balances	32,858,106	4,269,529	-	37,127,635
Loans and advances to customers	796,885,387	-	-	796,885,387
Other assets(excluding prepayments)	<u>138,936,211</u>	<u>217,541</u>	-	<u>139,153,752</u>
Total financial assets	<u>968,679,704</u>	<u>4,487,070</u>	-	<u>973,166,774</u>
Liabilities				
Deposits from customers	242,028,572	-	-	242,028,572
Other liabilities	38,159,689	351,580	56,273	38,567,542
Borrowings	428,956,083	-	-	428,956,083
Loans from shareholder	<u>98,130,214</u>	-	-	<u>98,130,214</u>
Total financial liabilities	<u>807,274,558</u>	<u>351,580</u>	<u>56,273</u>	<u>807,682,411</u>
Net financial position	<u>161,405,146</u>	<u>4,135,490</u>	<u>(56,273)</u>	<u>165,484,363</u>

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NOTES (continued)

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3. Financial risk management (continued)

3.5 Foreign exchange risk (continued)

Year ended 31 December 2022	GHS	USD	ZAR	Total
Assets				
Cash and bank balances	16,171,999	6,427,182	-	22,599,181
Loans and advances to customers	665,364,217	-	-	665,364,217
Other assets	<u>91,764,459</u>	<u>-</u>	<u>-</u>	<u>91,764,459</u>
Total financial assets	<u>773,300,675</u>	<u>6,427,182</u>	<u>-</u>	<u>779,727,857</u>
Liabilities				
Deposits from customers	125,333,967	-	-	125,333,967
Other liabilities	38,295,483	98,737	173,322	38,567,542
Borrowings	322,487,649	-	-	322,487,649
Loans from shareholder	<u>135,528,028</u>	<u>-</u>	<u>-</u>	<u>135,528,028</u>
Total financial liabilities	<u>621,645,127</u>	<u>98,737</u>	<u>173,322</u>	<u>621,917,186</u>
Net financial position	<u>151,655,548</u>	<u>6,328,445</u>	<u>(173,322)</u>	<u>157,810,671</u>

The objective of the entity's foreign exchange risk management is to manage and control foreign exchange exposure in order to optimise return on risk while maintaining a market profile consistent with the entity's mission.

Foreign exchange risk is the risk that movements in foreign exchange rates will reduce the entity's income or capital.

A principal part of the entity's management of foreign exchange risk is to monitor the sensitivity of future earnings and capital to varying foreign exchange rates. The entity aims, through its management of foreign exchange risk, to mitigate the impact of foreign exchange fluctuations which could reduce future earnings and capital.

Foreign exchange risks - appreciation/depreciation of GHS against other currencies by 10%

The foreign exchange risks sensitivity analysis is based on the following assumptions:

- Foreign exchange exposures represent net currency positions of all currencies other than Cedi,
- The currency sensitivity analysis is based on the assumption that all net currency positions are highly effective,
- The base currencies which the entity's business are transacted is Cedi.

The table below sets out the impact on current earnings of and incremental 10% parallel fall or rise in all foreign currencies at the beginning of the financial years from 1 January 2023 and 1 January 2022 respectively.

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NOTES (continued)

(All amounts are in Ghana cedis unless otherwise stated)

3. Financial risk management (continued)

3.5 Foreign exchange risk (continued)

Foreign exchange risks - appreciation/depreciation of GHS against other currencies by 10%

Assuming no management actions, a series of such rise and fall would impact the future earnings and capital as illustrated in the table below:

	Base	Scenario 1 Effect after 10% appreciation	Scenario 2 Effect after 10% depreciation
31 December 2023			
Profit after tax	<u>19,793,886</u>	19,350,810	20,236,962
Equity	<u>216,758,584</u>	<u>216,315,508</u>	<u>217,201,660</u>
31 December 2022			
Profit after tax	27,415,233	27,313,379	27,517,087
Equity	<u>196,964,698</u>	<u>196,232,930</u>	<u>197,696,466</u>

Assuming no management actions, an appreciation in the Cedi would decrease profit after tax for the year by GHS 443,076 (2022: decrease profit after tax GHS 461,597) and equity by GHS 443,076 (2022: GHS 461,597), while a depreciation would increase profit after tax and increase equity by the same amounts.

The Company reviews its foreign currency exposure, including commitments on an ongoing basis.

The following are the closing rates used to retranslate foreign currency balances which are denominated in US Dollars ("USD"), South African Rands ("ZAR"):

	2023	2022
USD/GHS	11.9942	10.2050
ZAR/GHS	0.6508	0.6009

4. Capital risk management

The Company's objectives when managing capital are to comply with the capital requirements set by the Bank of Ghana, to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

At present the Bank of Ghana requires non-bank financial institutions to maintain a capital adequacy ratio (regulatory capital to weighted risk assets) at a minimum of 10%.

Regulatory capital as defined by the Bank of Ghana has two components:

Tier 1 Capital: Share Capital arising on permanent shareholders' equity, income surplus and reserves created by appropriations of income surplus. The book value of any goodwill must be deducted in arriving at Tier 1 Capital; and

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NOTES (continued)

(All amounts are in Ghana cedis unless otherwise stated)

4. Capital risk management (continued)

Tier 2 Capital: Qualifying subordinated loan capital, and unrealised gains arising on the fair valuation of equity instruments held as available for sale. For an instrument to qualify as subordinated loan capital, it should possess the following attributes:

- should be unsecured;
- repayment is subordinated to other debt instruments;
- should have a minimum original fixed term to maturity of over 5 years; and
- not available to absorb the losses of a company which continues trading.

The permissible amount of total qualifying subordinated loan capital is limited to a maximum of 50% of Tier 1 capital.

The risk-weighted assets are measured in accordance with the guidelines as provided by the Bank of Ghana. It takes into account the nature of, and reflecting an estimate of credit, market and other risks associated with each asset and counterparty.

The table below summarises the composition of regulatory capital, total weighted risk assets and the capital adequacy ratios of the company at the reporting dates.

	2023	2022
Paid-up capital	29,942,217	29,942,217
Disclosed reserves	186,816,367	<u>167,022,481</u>
Tier 1 capital	216,758,584	196,964,698
Prepayments and intangible assets	(67,847,518)	<u>(64,041,657)</u>
Net Tier 1 Capital	148,911,066	132,687,014
Subordinated debt	25,000,000	<u>25,000,000</u>
Net Tier 2 Capital	173,911,066	<u>157,923,041</u>
Total assets	1,022,611,164	823,512,465
Less:		
Cash in hand (GHS)	(3,574)	(13,124)
Goodwill/intangibles/and loss	(67,847,518)	(64,041,657)
80% of claims on other banks	(29,699,249)	(18,068,845)
Adjusted total assets	925,060,823	741,388,839
100% of 3 years average annual gross income	160,214,311	<u>154,718,228</u>
Adjusted asset base	1,085,275,134	<u>896,107,067</u>
Capital adequacy ratio	16.02%	17.62%

Capital adequacy and the use of regulatory capital are monitored daily by the Company's management, employing techniques based on Bank of Ghana guidelines for supervisory purposes.

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NOTES (continued)

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4. Capital risk management (continued)

The gearing ratio at 31 December 2023 and 31 December 2022 respectively were as follows:

	2023	2022
Total borrowings		
Borrowings	428,956,083	322,487,649
Loans from shareholders	<u>98,130,214</u>	<u>135,528,028</u>
	527,086,297	458,015,677
Less: Cash and cash equivalents	<u>(37,127,635)</u>	<u>(22,599,181)</u>
Net debt	489,958,662	435,416,496
Total equity	<u>216,758,584</u>	<u>196,964,698</u>
Total capital	<u>706,717,246</u>	<u>632,381,194</u>
Gearing ratio	<u>69%</u>	<u>69%</u>

5. Critical accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under the circumstances, the results of which form the basis for making the judgement about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying values of the assets and liabilities within the next financial year are discussed below.

(a) Measurement of the expected credit loss allowance

The measurement of the expected credit loss allowance for financial assets measured at amortised cost and FVOCI is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses).

A number of significant judgements are also required in applying the accounting requirements for measuring Expected Credit Loss (ECL), such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL;
- Establishing the number and relative weightings of forward-looking scenarios and the associated ECL.

(b) Income taxes

Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets are recognised for all unused tax losses and other temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

NOTES (continued)

(All amounts are in Ghana cedis unless otherwise stated)

5. Critical accounting judgements, estimates and assumptions (continued)

(c) Leases term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

The following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Company is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Company is typically reasonably certain to extend (or not terminate).

Otherwise, the Company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

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NOTES (continued)

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6. Interest income

	2023	2022
Interest income from loans to customers	283,358,758	257,429,790
Loan origination fees	<u>30,423,007</u>	<u>35,438,626</u>
	<u>313,781,765</u>	<u>292,868,416</u>

7. Interest expense

Loan from shareholders	29,345,949	22,191,093
Bank overdrafts and term loans	71,218,101	54,964,054
Corporate bonds	42,136,593	35,699,273
Deposits from customers	42,223,842	30,543,199
Lease liabilities (Note 21)	<u>1,443,025</u>	<u>1,346,894</u>
	<u>186,367,510</u>	<u>144,744,513</u>

8. Fee income

Credit life commission income	4,896,221	3,999,766
Retail insurance income	<u>-</u>	<u>1,787</u>
	<u>4,896,221</u>	<u>4,001,553</u>

9. Non-interest expense

Agents commissions	15,602,878	15,664,223
Collection fees	<u>14,126,388</u>	<u>13,341,389</u>
	<u>29,729,266</u>	<u>29,005,612</u>

10. Net impairment loss on financial assets

Loans and advances (Note 17)	7,910,405	33,811,688
Other assets (Note 18)	<u>(70,000)</u>	<u>(137,627)</u>
	<u>7,840,405</u>	<u>33,674,061</u>

11. Other income

Other non-advances interest income	4,313,732	823,349
Sundry income	133,158	237,564
Recoveries	107,241	174,463
Foreign exchange gain	1,363,560	9,485,451
Gain on lease terminations (Note 21)	16,666	102,904
Profit on disposal of property and equipment (Note 19)	<u>135,603</u>	<u>318,892</u>
	<u>6,069,960</u>	<u>11,142,623</u>

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12. Personnel expenses

	2023	2022
Wages and salaries	22,575,621	18,962,848
Contribution to defined contribution plan	2,523,863	2,289,388
Other staff cost	<u>5,300,791</u>	<u>3,943,068</u>
	<u>30,400,275</u>	<u>25,195,304</u>

The number of persons employed by the Company at the end of the year was 224 (2022: 227).

Executive director's emoluments included in personnel expenses amount to GHS 1,976,614 (2022: GHS 1,706,280).

13. Depreciation and amortisation

	2023	2022
Right-of-use assets (Note 21)	1,008,372	1,046,385
Property and equipment (Note 19)	3,447,288	3,672,544
Intangible assets (Note 20)	<u>1,183,154</u>	<u>1,949,421</u>
	<u>5,638,814</u>	<u>6,668,350</u>

14. Other expenses

Bank charges	50,1577	443,006
IT expenses	5,171,758	8,949,880
License expenses	123,117	115,281
Marketing and advertising expenses	1,156,419	821,528
Motor vehicle expenses	1,301,916	977,655
Professional fees	503,920	668,465
Telephone expenses	301,217	385,162
Expenses relating to short term asset leases (Note 21)	258,027	673,978
Travel expenses	1,020,941	880,266
Audit fees	939,561	445,000
Corporate social responsibilities	197,305	171,829
Directors fees	943,208	945,561
Administrative expenses	<u>19,439,568</u>	<u>13,889,062</u>
	<u>31,858,534</u>	<u>29,366,673</u>

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15. Income taxes

	2023	2022
<i>Income tax expense</i>		
Current income tax	9,582,745	11,298,838
Deferred income tax charge/(credit)	<u>1,715,512</u>	<u>(1,323,896)</u>
	11,298,257	9,974,942
National fiscal stabilisation levy/Growth and sustainability levy	<u>1,820,999</u>	<u>1,967,904</u>
	<u>13,119,256</u>	<u>11,942,846</u>

The National fiscal stabilisation levy is assessed at 5% on the accounting profit before tax under the National Fiscal Stabilisation Levy Act, 2013. Effective 31 May 2023, the Act was replaced by the Growth and Sustainability Levy Act, 2023 (Act 1095) which is also assessed at 5% on the accounting profit before tax. Both levies are not tax deductible.

Tax reconciliation

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the statutory tax rate of 25% as follows:

	2023	2022
Profit before tax	<u>32,913,142</u>	39,358,079
Tax using the corporate tax rate of 25%	8,228,286	9,839,520
Tax effect of:		
Permanent differences	1,351,574	135,422
Adjustment in respect of prior period	1,718,397	-
Growth and stabilisation levy	<u>1,820,999</u>	<u>1,967,904</u>
Tax charge per income statement	<u>13,119,256</u>	<u>11,942,846</u>

Current income tax

	At 1 January 2023	Charge to profit or loss	Payments in the year	At 31 December 2023
Year of assessment				
Up to 2022	(6,639,829)	-	-	(6,639,829)
2023	<u>-</u>	<u>9,582,745</u>	<u>(7,971,471)</u>	<u>1,611,274</u>
	<u>(6,639,829)</u>	<u>9,582,745</u>	<u>(7,971,471)</u>	<u>(5,028,555)</u>
Growth and stabilisation levy				
Year of assessment				
Up to 2022	(157,981)	-	-	(157,981)
2023	<u>-</u>	<u>1,820,999</u>	<u>(1,985,370)</u>	<u>(164,371)</u>
	<u>(157,981)</u>	<u>1,820,999</u>	<u>(1,985,370)</u>	<u>(322,352)</u>
	<u>(6,797,810)</u>	<u>11,403,744</u>	<u>(9,956,841)</u>	<u>(5,350,907)</u>

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15. Income taxes (continued)

Current income tax (continued)

	At 1 January 2022	Charge to profit or loss	Payments in the year	At 31 December 2022
Year of assessment Up to 2021 2022	(3,493,810)	-	-	(3,493,810)
	<u>-</u>	<u>11,298,838</u>	<u>(14,444,857)</u>	<u>(3,146,019)</u>
	<u>(3,493,810)</u>	<u>11,298,838</u>	<u>(14,444,857)</u>	<u>(6,639,829)</u>
<i>Growth and stabilisation levy</i>				
Year of assessment Up to 2021 2022	242,182	-	-	242,182
	<u>-</u>	<u>1,967,904</u>	<u>(2,368,067)</u>	<u>(400,163)</u>
	<u>242,182</u>	<u>1,967,904</u>	<u>(2,368,067)</u>	<u>(157,981)</u>
	<u>(3,251,628)</u>	<u>13,266,742</u>	<u>(16,812,924)</u>	<u>(6,797,810)</u>

Deferred income tax

Deferred income taxes are calculated on all temporary differences under the liability method using a principal tax rate of 25% (2022: 25%).

The movement on the deferred income tax asset account is as follows:

	2023	2022
At 1 January	(16,780,055)	(15,456,159)
Charge/(credited) to profit or loss	<u>1,715,512</u>	<u>(1,323,896)</u>
At 31 December	<u>(15,064,543)</u>	<u>(16,780,055)</u>

Deferred income (tax assets)/liabilities are attributable to the following:

	At 1 January 2023	Charge to profit or loss	At 31 December 2023
Property and equipment	(588,101)	149,885	(438,216)
Allowance for loan losses	(15,538,803)	1,299,155	(14,239,648)
Other timing differences	<u>(653,151)</u>	<u>266,472</u>	<u>(386,679)</u>
Deferred income tax assets	<u>(16,780,055)</u>	<u>1,715,512</u>	<u>(15,064,543)</u>

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NOTES (continued)

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15. Income taxes (continued)

Income taxes (continued)

Deferred income tax (continued)

	At 1 January 2022	Charge/ (Credit) to profit or loss	At 31 December 2022
Property and equipment	(670,787)	82,686	(588,101)
Allowance for loan losses	(14,626,051)	(912,752)	(15,538,803)
Other timing differences	<u>(159,321)</u>	<u>(493,830)</u>	<u>(653,151)</u>
Deferred income tax assets	<u>(15,456,159)</u>	<u>(1,323,896)</u>	<u>(16,780,055)</u>

The Company expects to generate sufficient taxable profits to utilise the deferred tax assets based on historical profitability trends and future business prospects.

16. Cash and cash equivalents

	2023	2022
Cash on hand	3,574	13,124
Bank balances	<u>37,124,061</u>	<u>22,586,057</u>
Cash and bank balances	<u>37,127,635</u>	<u>22,599,181</u>

17. Loans and advances to customers

Gross advances	885,817,812	749,472,775
Allowance for impairment provision	(88,932,425)	(84,108,558)
Net advances	<u>796,885,387</u>	<u>665,364,217</u>
Impairment provision		
At 1 January	84,108,558	76,044,029
Net impairment charge	7,910,405	33,811,688
Impairment charge on stage 3 loans	9,950,484	2,816,247
Utilisation of allowance for impairment	(13,037,022)	(28,563,406)
At 31 December	<u>88,932,425</u>	<u>84,108,558</u>
Non-current assets	688,794,917	569,874,823
Current assets	<u>108,090,470</u>	<u>95,489,394</u>
Loans and advances	<u>796,885,387</u>	<u>665,364,217</u>
Gross advances		
Payroll	880,889,878	739,056,869
Retail	<u>4,927,934</u>	<u>10,415,906</u>
	<u>885,817,812</u>	<u>749,472,775</u>
Allowance for impairment provision		
Payroll	86,356,758	81,250,734
Retail	<u>2,575,667</u>	<u>2,857,824</u>
	<u>88,932,425</u>	<u>84,108,558</u>

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(All amounts are in Ghana cedis unless otherwise stated)

18. Other assets

	2023	2022
Sundry debtors	107,157,154	61,909,907
Employee costs in advance	159,066	236,027
Prepayments	10,032,771	5,851,437
Deferred commission and travel costs	32,785,645	30,854,179
Amount due from related party (note 32.3)	217,541	-
Impairment provision	<u>(1,165,654)</u>	<u>(1,235,654)</u>
	<u>149,186,523</u>	<u>97,615,896</u>

Sundry debtors include GHS105 million receivable from Controller and Accountant General Department for deductions made from loan customers on behalf of the Company (2022: GHS 58 million).

	2023	2022
Impairment provision		
At 1 January	1,235,654	1,597,881
Impairment release recognised in profit or loss	(70,000)	(137,627)
Write-off	-	<u>(224,600)</u>
At 31 December	<u>1,165,654</u>	<u>1,235,654</u>

The directors consider that the carrying amount of other assets approximate their fair value due to their short-term nature.

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19. Property and equipment

Year ended 31 December 2023

Cost	Furniture and fittings	Motor vehicles	Office equipment	IT equipment improvements	Leaschold improvements	Total
At 1 January	4,481,589	6,727,478	7,927,756	13,159,976	11,985,887	44,282,686
Additions	20,107	2,714,717	-	3,118,478	171,424	6,024,726
Disposal	-	(228,435)	(189,688)	-	-	(418,123)
At 31 December	4,501,696	9,213,760	7,738,068	16,278,454	12,157,311	49,889,289
Accumulated depreciation						
At 1 January	4,359,889	4,949,808	7,811,204	10,433,779	10,500,553	38,055,233
Charge for the year	72,104	870,410	51,617	1,635,747	817,410	3,447,288
Released on disposal	-	(228,435)	(189,688)	-	-	(418,123)
At 31 December	4,431,993	5,591,783	7,673,133	12,069,526	11,317,963	41,084,398
Net book amount	69,703	3,621,977	64,935	4,208,928	839,348	8,804,891

Year ended 31 December 2022

Cost						
At 1 January	4,772,337	6,719,678	8,073,770	10,677,493	11,337,547	41,580,825
Additions	6,438	7,800	8,311	2,782,111	648,340	3,453,000
Disposal	(297,186)	-	(154,325)	(299,628)	-	(751,139)
At 31 December	4,481,589	6,727,478	7,927,756	13,159,976	11,985,887	44,282,686
Accumulated depreciation						
At 1 January	4,472,631	4,281,068	7,682,517	9,285,759	9,405,844	35,127,819
Charge for the year	184,444	668,740	283,012	1,441,639	1,094,709	3,672,544
Released on disposal	(297,186)	-	(154,325)	(293,619)	-	(745,130)
At 31 December	4,359,889	4,949,808	7,811,204	10,433,779	10,500,553	38,055,233
Net book amount	121,700	1,777,670	116,552	2,726,197	1,485,334	6,227,453

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19. Property and equipment (continued)

	2023	2022
Disposal of property and equipment		
Cost	418,123	751,139
Accumulated depreciation	<u>(418,123)</u>	<u>(745,130)</u>
Net book amount	-	6,009
Proceeds from disposal	<u>(135,603)</u>	<u>(324,901)</u>
Profit on disposal	<u>(135,603)</u>	<u>(318,892)</u>

20. Intangible assets

Year ended 31 December 2023	Computer Software	Asset under development	Internally generated	Total
Cost				
At 1 January	18,056,675	255,156	3,993,870	22,305,701
Additions	<u>251,080</u>	-	-	<u>251,080</u>
At 31 December	<u>18,307,755</u>	<u>255,156</u>	<u>3,993,870</u>	<u>22,556,781</u>
Amortisation				
At 1 January	17,157,338	-	1,390,187	18,547,525
Charge for the year	<u>719,757</u>	-	<u>463,397</u>	<u>1,183,154</u>
At 31 December	<u>17,877,095</u>	-	<u>1,853,584</u>	<u>19,730,679</u>
Net book amount	<u>430,660</u>	<u>255,156</u>	<u>2,140,286</u>	<u>2,826,102</u>
Year ended 31 December 2022				
At 1 January	18,180,838	255,156	3,993,870	22,429,864
Additions	266,647	-	-	266,647
Transfer	<u>(390,810)</u>	-	-	<u>(390,810)</u>
At 31 December	<u>18,056,675</u>	<u>255,156</u>	<u>3,993,870</u>	<u>22,305,701</u>
Amortisation				
At 1 January	16,062,123	-	926,791	16,988,914
Charge for the year	1,486,025	-	463,396	1,949,421
Release on disposal	<u>(390,810)</u>	-	-	<u>(390,810)</u>
At 31 December	<u>17,157,338</u>	-	<u>1,390,187</u>	<u>18,547,525</u>
Net book amount	<u>899,337</u>	<u>255,156</u>	<u>2,603,683</u>	<u>3,758,176</u>

Asset under development represents software still under development. This will be amortised when the asset is available for use.

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21. Leases

(i) Movement in lease liabilities

	2023	2022
At January 1	4,062,780	6,688,014
Additions to leases	498,845	566,368
Lease remeasurements	3,536,941	(2,265,214)
Interest expense (Note 7)	1,443,025	1,346,894
Lease terminations	(48,581)	(773,943)
Lease payments	<u>(2,997,618)</u>	<u>(1,499,339)</u>
	<u>6,495,392</u>	<u>4,062,780</u>
At December 31		
<i>Lease liabilities</i>		
Current	2,997,618	537,855
Non-current	<u>3,497,774</u>	<u>3,524,925</u>
	<u>6,495,392</u>	<u>4,062,780</u>

(ii) Movement in right-of-use assets

At January 1	4,369,677	7,785,947
Additions	498,845	566,368
Remeasurement	3,536,941	(2,265,214)
Lease terminations	(31,915)	(671,039)
Depreciation charge for the year (Note 13)	<u>(1,008,372)</u>	<u>(1,046,385)</u>
	<u>7,365,176</u>	<u>4,369,677</u>
At December 31		

(iii) Other amounts recognised in the statement of comprehensive income

The statement of comprehensive income shows the following other amounts in relation to leases:

	2023	2022
Expenses relating to short term and low value assets leases (included in other expenses in Note 14)	<u>258,027</u>	<u>673,978</u>
Gain on lease terminations (Note 11)	<u>16,666</u>	<u>102,904</u>

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22. Deposits from customers

	2023	2022
By maturity		
Within one month	45,431,673	26,512,093
One to three months	77,501,283	47,569,140
Three months to one year	119,093,814	51,250,286
More than one year	<u>1,802</u>	<u>2,448</u>
	<u>242,028,572</u>	<u>125,333,967</u>
By nature		
Retail funding		
Saving accounts	7,778,893	6,517,811
Fixed deposit accounts	<u>234,249,679</u>	<u>118,816,156</u>
	<u>242,028,572</u>	<u>125,333,967</u>

23. Other liabilities

Other payables	1,381,708	2,704,278
Accrued expense	27,354,642	35,591,205
Amount due to related parties (note 32.2)	407,853	272,059
Withholding tax	<u>1,098,116</u>	<u>567,801</u>
All other liabilities are current.	<u>30,242,319</u>	<u>39,135,343</u>

24. Borrowings

Held at amortised cost

Corporate bonds	(i)	236,332,102	117,960,097
Term loans	(ii)	<u>192,623,981</u>	<u>204,527,552</u>
		<u>428,956,083</u>	<u>322,487,649</u>

(i) Corporate bonds are 2 to 3 years (2022: 3 to 5 years) with fixed and variable interest rates ranging from 17.00% to 32.13% per annum (2022: 20.00% to 22.00% per annum).

(ii) Term loans are funding received by the Company from local banks and financial institutions. The terms of the loans vary from 1 to 5 years and attract fixed and variable interest rates from 28.00% to 36.96% per annum. (2022: 18.4% to 37.33%p.a)

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24. Borrowings (continued)

Year ended 31 December 2023	At 1 January	Drawdown	Interest expense	Repayments	At 31 December
Stanbic Loan	145,000,000	20,000,000	46,390,159	(91,149,107)	120,241,052
Blue Orchard Finance	6,726,220	-	587,266	(7,313,486)	-
Regional Education Finance Fund	4,895,723	22,600,000	4,042,426	(12,149,505)	19,388,644
CAL Bank	49,421,480	-	16,067,533	(28,078,133)	37,410,880
Covid 19 Emerging and Frontier Markets	-	22,600,000	3,675,093	(6,886,449)	19,388,644
Corporate Bonds	118,698,009	150,000,000	39,465,124	(71,831,031)	236,332,102
Deferred costs	<u>(2,253,783)</u>	<u>(4,172,228)</u>	<u>2,620,772</u>	<u>-</u>	<u>(3,805,239)</u>
	<u>322,487,649</u>	<u>211,027,772</u>	<u>112,848,373</u>	<u>(217,407,711)</u>	<u>428,956,083</u>

Year ended
31 December 2022

Stanbic Loan	145,000,000	-	42,477,342	(42,477,342)	145,000,000
Blue Orchard Finance	13,159,996	-	2,315,134	(8,748,910)	6,726,220
Regional Education Finance Fund	9,589,661	-	1,658,359	(6,352,297)	4,895,723
CAL Bank	30,415,228	30,000,000	8,513,219	(19,506,967)	49,421,480
Corporate Bonds	193,785,999	-	33,799,729	(108,887,719)	118,698,009
Overdraft	9,799,325	200,675	1,213,561	(11,213,561)	-
Deferred Cost	<u>(4,075,082)</u>	<u>(78,244)</u>	<u>1,899,543</u>	<u>-</u>	<u>(2,253,783)</u>
	<u>397,675,127</u>	<u>30,122,431</u>	<u>91,876,887</u>	<u>(197,186,796)</u>	<u>322,487,649</u>

Bonds

These are senior unsecured bonds listed on the Ghana Fixed Income Market (GFIM) of the Ghana Stock Exchange. Interest is payable on the bonds bi-annually.

Bond ID	Maturity Date	Principal	Coupon rate
Tranche 13	25th June 2024	38,369,000	20.50%
Tranche 14	25th June 2026	36,535,000	21.55%
Tranche 1	28th March 2025	50,000,000	182-day Treasury bill plus 1.45%
Tranche 2	19th September 2025	40,729,000	21.00%
Tranche 3	19th September 2026	49,000,000	182-day Treasury bill plus 1.00% with minimum of 17.00% and maximum 30.39%
Tranche 4	17th April 2026	<u>10,271,000</u>	23.50%
Total		<u>224,904,000</u>	

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24. Borrowings (continued)

The Company has complied with the financial covenants of its borrowing facilities during the 2023 and 2022 reporting periods.

	2023	2022
Current liabilities	197,387,340	82,491,804
Non-current liabilities	<u>231,568,743</u>	<u>239,995,845</u>
Total borrowings	<u>428,956,083</u>	<u>322,487,649</u>

25. Loans from shareholders

Bayport International Headquarter Company (Pty) Ltd (BIHQ)	98,130,214	107,447,957
Bayport Management Limited (BML)	<u>-</u>	<u>28,080,071</u>
	<u>98,130,214</u>	<u>135,528,028</u>

The loans from BIHQ and BML are denominated in Ghana Cedi. The loans are unsecured and have maturity dates ranging from March 2028 to August 2032. Included in loans from BIHQ are subordinated debts of GHS 25 million (2022: 25 million).

Year ended 31 December	At 1 January	Drawdown	Interest expense	Repayments	At 31 December
2023					
BIHQ	107,447,957	-	27,135,062	(36,452,805)	98,130,214
BML	<u>28,080,071</u>	<u>11,050,380</u>	<u>2,210,887</u>	<u>(41,341,338)</u>	<u>-</u>
	<u>135,528,028</u>	<u>11,050,380</u>	<u>29,345,949</u>	<u>(77,794,143)</u>	<u>98,130,214</u>
Year ended 31 December 2022					
BIHQ	68,019,722	68,896,000	19,674,713	(49,142,478)	107,447,957
BML	<u>-</u>	<u>40,690,000</u>	<u>2,516,380</u>	<u>(15,126,309)</u>	<u>28,080,071</u>
	<u>68,019,722</u>	<u>109,586,000</u>	<u>22,191,093</u>	<u>(64,268,787)</u>	<u>135,528,028</u>

	2023	2022
Current liabilities	-	36,842,676
Non-current liabilities	<u>98,130,214</u>	<u>98,685,352</u>
Total loan from shareholders	<u>98,130,214</u>	<u>135,528,028</u>

26. Stated capital

Authorised shares			
Shares		<u>20,000,000,000</u>	<u>20,000,000,000</u>
Issued and fully paid	Number of shares	Amount	Total
<i>Issued for cash consideration</i>			
31 December 2023	<u>14,052,239,848</u>	<u>29,942,217</u>	<u>29,942,217</u>
31 December 2022	<u>14,052,239,848</u>	<u>29,942,217</u>	<u>29,942,217</u>

There is no unpaid liability on any share and there are no calls or instalments in arrears.

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27. Statutory reserve

The statutory reserve represents the cumulative amount set aside from annual profit after tax as required by Section 34 of the Banks and Specialised Deposit-Taking Institutions act, 2016 (Act 930). The proportion of net profit transferred to this reserve ranges from 15% to 50% of net profit after tax depending on the ratio of the existing statutory reserve fund to paid up capital.

	2023	2022
At 1 January	37,412,470	33,985,302
Transfers from retained earning	<u>2,404,395</u>	<u>3,427,168</u>
At 31 December	<u>39,816,865</u>	<u>37,412,470</u>

28. Regulatory credit risk reserves

The account is used to record the excess of impairment as per the Bank of Ghana rules over the impairment based on International Financial Reporting Standards. The excess is transferred from retained earnings to the regulatory credit risk reserve

	2023	2022
At 1 January	-	11,035,996
Transfer from /(to) retained earnings	<u>1,787,550</u>	<u>(11,035,996)</u>
At 31 December	<u>1,787,550</u>	<u>-</u>

29. Other reserves

Merger with CFC Savings and Loans Limited

Other reserves relate to the merger with CFC Savings and Loans Limited. On 1 October 2017, CFC was merged with the Company by way of a share swap. In exchange of their shareholding, the shareholders of CFC received shares in the Company at a ratio of 1 CFC share for 3,004,633.714 company share. The total number of shares issued were 2,749,239,848 and were valued at GHS 19,942,217. There was no cash consideration involved.

On the date of merger, the assets and liabilities of CFC were taken over by the Company. CFC's principal activities were the provision of financial services, including loans and advances to small and medium enterprises, to accept deposits and other repayable funds from the public, to undertake micro-funding and to subscribe to short term securities.

	2023	2022
Reserves arising on merger		
Value of merged entity	19,942,217	19,942,217
Net assets acquired	<u>(10,973,201)</u>	<u>(10,973,201)</u>
	<u>8,969,016</u>	<u>8,969,016</u>

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30. Retained earnings

Retained earnings represents the residual of cumulative annual profits that are available for distribution to shareholders.

31. Cash generated from operations

	2023	2022
Profit before tax	32,913,142	39,358,079
Adjustments for:		
Depreciation and amortisation (Note 13)	5,638,814	6,668,350
Profit on disposal of property and equipment (Note 19)	(135,603)	(318,892)
Interest accrued on loans from shareholders (Note 25)	29,345,949	22,191,093
Interest accrued on borrowings (Note 24)	112,848,373	90,663,326
Gain on leases termination (Note 21)	(16,666)	(102,904)
Interest expense on lease liabilities (Note 21)	1,443,025	1,346,894
Changes in working capital		
Increase in gross advances	(131,521,170)	(13,433,117)
Increase in other assets	(51,570,627)	(5,826,245)
Increase in deferred borrowing cost	(4,172,228)	(78,244)
(Decrease)/increase in other liabilities	(8,893,024)	6,021,630
Increase/(decrease) in deposits from customers	116,694,605	(19,983,653)
Cash generated from operations	<u>102,574,590</u>	<u>126,506,317</u>

32. Related parties

Relationships

Bayport Management Ltd	Holding Company
Bayport International Headquarter Company (Pty) Ltd	Minority shareholder
Actvest (Proprietary) Limited	Fellow subsidiary

Details of transactions between the Company and other related parties are disclosed below.

32.1 Trading transactions

	2023	2022
Interest expense		
Bayport International Headquarter Company (Pty) Ltd	27,135,062	19,674,713
Bayport Management Limited	<u>2,210,887</u>	<u>2,516,380</u>
Professional fees		
Actvest (Proprietary) Limited	-	<u>4,477,105</u>
Recharges		
Bayport Management Limited	3,363,817	2,445,372
Actvest (Proprietary) Limited	<u>3,531,351</u>	<u>2,245,721</u>

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32. Related parties (continued)

32.1 Trading transactions (continued)

	2023	2022
<i>Loan drawdown</i>		
Bayport International Headquarter Company (Pty) Ltd	-	68,896,000
Bayport Management Limited	<u>11,050,380</u>	<u>40,690,000</u>
<i>Loan repayments</i>		
Bayport International Headquarter Company (Pty) Ltd	36,452,805	49,142,478
Bayport Management Limited	<u>41,341,338</u>	<u>15,126,309</u>

32.2 Amount payable to related parties

The following balances were outstanding at the end of the reporting period:

	2023	2022
Other liabilities		
Bayport Management Limited	351,580	272,059
Actvest (Proprietary) Limited	<u>56,273</u>	-
	<u>407,853</u>	<u>272,059</u>

The other liabilities are unsecured, have no fixed terms of repayment and are interest free.

	2023	2022
Loans from shareholder		
Bayport International Headquarter Company (Pty) Ltd	98,130,214	107,447,957
Bayport Management Limited	-	<u>28,080,071</u>
	<u>98,130,214</u>	<u>135,528,028</u>

32.3 Amount receivable from related party

Other assets		
Actvest (Proprietary) Limited	<u>217,541</u>	-

32.4 Compensation to directors and other key management

Short-term employee benefits	4,394,077	2,471,241
Post-employment benefits	<u>446,333</u>	<u>180,600</u>
	<u>4,840,410</u>	<u>2,651,841</u>

33. Contingencies

There are no contingent liabilities as at 31 December 2023 (31 December 2022: Nil).

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34. Fair value information

The directors consider that there is no material difference between the fair values and the carrying values of the Company's financial assets and liabilities where fair value details have not been presented.

The information set out below provides information about how the Company determines fair values of various financial assets and financial liabilities.

The following 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:

Quoted prices (unadjusted) in active markets for identical assets or liabilities. This level includes listed equity securities and debt instruments on exchanges (for example, Ghana Stock Exchange).

Level 2:

Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3:

Inputs for the asset or liability that are not based on observable market data (unobservable inputs). This level includes equity investments and debt instruments with significant unobservable components.

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements, where fair value has not been disclosed, approximate their fair values.

	31 December 2023		31 December 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
	GHS	GHS	GHS	GHS
Financial assets				
Cash and cash equivalents	37,127,635	37,127,635	22,599,181	22,599,181
Loans and advances to customers	796,885,387	796,885,387	665,364,217	665,364,217
Other financial assets (excluding prepayments)	<u>139,153,752</u>	<u>139,153,752</u>	<u>91,764,459</u>	<u>91,764,459</u>
Total financial assets	<u>973,166,774</u>	<u>973,166,774</u>	<u>779,727,857</u>	<u>779,727,857</u>
Financial liabilities				
Deposits from customers	242,028,572	242,028,572	125,333,967	125,333,967
Borrowings	428,956,083	428,956,083	322,487,649	322,487,649
Loans from shareholders	98,130,214	98,130,214	135,528,028	135,528,028
Other financial liabilities (excluding withholding tax)	<u>29,144,203</u>	<u>29,144,203</u>	<u>38,567,542</u>	<u>38,567,542</u>
Total financial liabilities	<u>798,259,072</u>	<u>798,259,072</u>	<u>621,917,186</u>	<u>621,917,186</u>

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34. Fair value information (continued)

Fair value hierarchy as at 31 December 2023

	Level 1 GHS	Level 2 GHS	Level 3 GHS	Total GHS
Financial assets				
Cash and cash equivalents	-	37,127,635	-	37,127,635
Loans and advances to customers	-	796,885,387	-	796,885,387
Other financial assets (excluding prepayments)	-	139,153,752	-	139,153,752
Total financial assets	-	973,166,774	-	973,166,774
Financial liabilities				
Deposits from customers	-	242,028,572	-	242,028,572
Borrowings	-	428,956,083	-	428,956,083
Loans from shareholders	-	98,130,214	-	98,130,214
Other financial liabilities (excluding withholding tax)	-	29,144,203	-	29,144,203
Total financial liabilities	-	798,259,072	-	798,259,072

Fair value hierarchy as at 31 December 2022

	Level 1 GHS	Level 2 GHS	Level 3 GHS	Total GHS
Financial assets				
Cash and cash equivalents	-	22,599,181	-	22,599,181
Loans and advances to customers	-	665,364,217	-	665,364,217
Other financial assets (excluding prepayments)	-	91,764,459	-	91,764,459
Total financial assets	-	779,727,857	-	779,727,857
Financial liabilities				
Deposits from customers	-	125,333,967	-	125,333,967
Borrowings	-	322,487,649	-	322,487,649
Loans from shareholders	-	135,528,028	-	135,528,028
Other financial liabilities (excluding withholding tax)	-	38,567,542	-	38,567,542
Total financial liabilities	-	621,917,186	-	621,917,186

NOTES (continued)

(All amounts are in Ghana cedis unless otherwise stated)

34. Fair value information (continued)

Loans and advances to customers

The fair values of loans and receivables are estimated by discounted cash flow models that incorporate assumptions for credit risks, foreign exchange risk, probability of default and loss given default estimates. Credit risk for large corporate and a subset of the small business lending, when appropriate, is derived from market observable data, such as credit default swaps or comparable traded debt. Where such information is not available, the Company uses historical experience and other information used in its collective impairment models (per paragraph 97 of IFRS 13).

Fair values of consumer lending and mortgage portfolios are calculated using a portfolio-based approach, grouping loans as far as possible into homogenous groups based on similar characteristics. The Company then calculates and extrapolates the fair value to the entire portfolio, using discounted cash flow models that incorporate interest rate estimates considering all significant characteristics of the loans. The credit risk is applied as a top-side adjustment based on the collective impairment model incorporating probability of defaults and loss given defaults.

Issued debt (Borrowings and loans from shareholders)

The fair value of issued debt is estimated by a discounted cash flow model incorporating the Company's own credit risk. The Company estimates and builds its own credit spread from market-observable data such as secondary prices for its traded debt and the credit spread on credit default swaps and traded debt of itself.

35. Segment reporting

The Board of Directors of Bayport Savings and Loans PLC is provided with information on a single segment basis for the purposes of assessing performance and allocating resources. The Board reviews revenue, underlying operating profit, operating profit, assets and liabilities at a consolidated level. In light of this, the Company has a single segment for financial reporting purposes and therefore no further detailed segmental information is provided in this note.

The Company has a large and diverse customer base and there is no significant reliance on any single customer.

36. Basic/diluted earnings per share (pesewas per share)

Basic earnings per share	2023	2022
From continuing operations	<u>0.0014</u>	<u>0.0020</u>
The earnings and number of shares used in the calculation of basic earnings per share are as follows:		
Profit for the year attributable to owners of the Company	<u>19,793,886</u>	<u>27,417,233</u>
Earnings used in the calculation of basic earnings per share	<u>19,793,886</u>	<u>27,417,233</u>
Number of shares for the purpose of basic earnings per share	<u>14,052,239,848</u>	<u>14,052,239,848</u>

37. Events after the reporting period

The directors are not aware of any other material events that have occurred between the date of the statement of financial position and the date of approval of the financial statements by the directors that may require adjustment of, or disclosure in, the financial statements.

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VALUE ADDED STATEMENT

For the year ended 31 December

(All amounts are in Ghana cedis unless otherwise stated)

	2023	2022
Interest earned and other operating income	319,851,725	303,908,135
Direct cost of services and other costs	<u>(247,012,102)</u>	<u>(202,068,333)</u>
Value added by banking services	72,839,623	101,839,802
Non-banking income	4,896,221	4,001,553
Impairments	<u>(7,840,405)</u>	<u>(33,674,061)</u>
Value added	<u>69,895,439</u>	<u>72,167,294</u>
Distributed as follows:		
To employees		
Directors (without executive)	(943,208)	(945,561)
Executive director	(1,976,614)	(1,706,280)
Other employees	<u>(28,423,661)</u>	<u>(23,489,024)</u>
Total	<u>(31,343,483)</u>	<u>(26,140,865)</u>
To Government		
Income tax	(13,119,256)	(11,942,846)
To providers of capital		
Dividends to shareholders	-	-
To expansion and growth		
Depreciation and amortisation	<u>(5,638,814)</u>	<u>(6,668,350)</u>
Profit for the year	<u>19,793,886</u>	<u>27,415,233</u>